

**THE STATE OF NEVADA****PERMIT TO CHANGE THE PUBLIC WATERS OF THE
STATE OF NEVADA HERETOFORE APPROPRIATED**

Name of Permittee: BARRICK GOLDSTRIKE MINES INC.
Source: UNDERGROUND (BW 45)
Basin: BOULDER FLAT
Manner of Use: MINING, MILLING, AND DEWATERING
Period of Use: JANUARY 1ST THROUGH DECEMBER 31ST
Priority Date: 04/25/1988

APPROVAL OF STATE ENGINEER

This is to certify that I have examined the foregoing application, and do hereby grant the same, subject to the following limitations and conditions:

This permit to change the point of diversion of the waters of an underground source as heretofore granted under Permit 60566, Certificate 14864, is issued subject to the terms and conditions imposed in said Permit 60566, Certificate 14864 and with the understanding that no other rights on the source will be affected by the change proposed herein. A totalizing meter must be installed and maintained in the discharge pipeline near the point of diversion and accurate measurements must be kept of water placed to beneficial use. The totalizing meter must be installed before any use of the water begins or before the proof of completion of work is filed. This source is located within an area designated by the State Engineer pursuant to NRS 534.030.

This permit is issued under the preferred use provisions of NRS Chapter 534. The manner of use of water under this permit is by nature of its activity a temporary use and any application to change the manner of use granted under this permit will be subject to additional determination and evaluation with respect to the permanent effects on existing rights and the resource within the ground water basin.

Any water not used for mining and milling purposes may be utilized: to address water right impairment, if any, resulting from the diversion of water pursuant to the Barrick applications; to satisfy water use and water management requirements; to inject or infiltrate water; to replace existing authorized groundwater withdrawals; and to serve other beneficial uses that would not adversely impact other water rights.

This water may be diverted to storage and/or discharged through the reservoir constructed under Dam Permit J-320. Rights to place such water to use for consumptive purposes or non-consumptive purposes will be provided under Primary Permit 55272 and any secondary permits issued thereunder.

The authorized uses under this permit are subject to the terms and provisions of that "Stipulation, Settlement Agreement and Withdrawal of Protest" concerning Application No's 55139 through 55150, inclusive, and Application No. 55272, between Barrick Goldstrike Mines Inc., or its successors and Eureka County, dated February 6, 1991; and Addendum of said stipulation, dated November 27, 1996, filed in the State Engineer's office.

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This permit is subject to the "Boulder Valley Monitoring Plan" previously approved by the State Engineer on April 10, 1991.

This permit will allow the permittee to dewater the pit area. Any water obtained as a result of the dewatering operation will be used first by Barrick Goldstrike Mines Inc. for mining, milling, heap leaching, drilling, road watering and other related mining and milling uses (hereafter referred to as mining and milling uses within the described place of use) before usage from water supply wells, and by Newmont Gold Company for the same purposes stated above at what is known as the No. 4 Mill. Any water not used for mining and milling purposes may be utilized by the TS Ranch on land for irrigation use presently described under the place of use under Permit 16951, Certificate 5605; Permit 16952, Certificate 5606; Permit 28966, Certificate 10226; Permit 28967, Certificate 10227; Permit 29952, Certificate 10043; Permit 29953, Certificate 10044; Permit 30240, Certificate 10046; Permit 30242, Certificate 10048; Permit 30253, Certificate 10229; Permits 31288, 31289, 34770, 34771, 34773, 36022, 52941, 52942, 52943, 52944, 52945, 52946, 52947, 52948, 52949, 52950, 54827, 54828, 54829, 54830, 54831, 54832, 54833, 54834, 54835, 54836, 54837, 54838 and 54839 or any subsequent changes of the place of use of these rights. The intent, in the interests of the best and most efficient management of the resource, is to substitute water from the dewatering of the pit area for water presently authorized to be withdrawn from the Boulder Flat Groundwater Basin under the above described permits.

The total combined consumptive duty of water under Permits 55139, 55140, 55141, 55142, 55143, 55145, 55146, 55148, 55149, 55150, Permits 58354, 58355, 58470, Certificate 14865; Permit 58472, Certificate 14867; Permit 58473, Certificate 14868; Permit 58475, Certificate 14870; Permit 58545, Certificate 14874; Permit 58547, Certificate 14876; Permit 59860, Certificate 15144; Permit 59861, Certificate 15145; Permit 60786, Certificate 15150; Permit 61407, Permit 63127, Permits 69695, 69782, Certificate 16871; Permit 69957, Certificate 18672; Permit 70986; Permit 70987, Certificate 18673; Permit 70989, Certificate 18674; Permit 71690, Permit 71691, Certificate 18675; Permit 71692, Certificate 18676; Permit 71693, Certificate 18677; Permits 71694 and 71695, Permit 76044, Certificate 18788; Permit 76045, Certificate 18789; Permit 76046, Certificate 18790; Permit 76047, Certificate 18791; Permit 76048, Permit 76049, Certificate 18792; Permit 76050, Certificate 18793; Permit 76051, Certificate 18794; Permit 76052, Certificate 18795; Permit 76053, Certificate 18796; Permits 78736, 80117, 80118, 80705, 80706, 80707, 80708, 83685, 83686, 83687, 83688, and 83823 shall not exceed 11,733 acre-feet annually for mining and milling purposes.

This permit is issued subject to, and also incorporates the terms and conditions set forth in the State Engineer's Order No. 1038, Order Adopting Rules For Well Spacing and Modification of Regulations For Water Well and Related Drilling (January, 1990) in the Northern Area of the Heretofore Designated Boulder Flat Ground Water Basin (4-61), dated March 29, 1991, on file in the office of the State Engineer.

This permit is issued subject to, and also incorporates the terms and conditions set forth in the State Engineer's Order No. 1132, Order Amending Conditions and Provisions of Permits Issued to Barrick Goldstrike Mines Inc. to Appropriate Underground Water of the Boulder Flat Ground Water Basin (4-61), dated July 1, 1997, on file in the office of the State Engineer.

The total combined diversion rate of water under Permits 55139, 55140, 55141, 55142, 55143, 55145, 55146, 55148, 55149, 55150, 58354, 58355; Permit 58470, Certificate 14865; Permit 58472, Certificate 14867; Permit 58473, Certificate 14868; Permit 58475, Certificate 14870; Permit 58545, Certificate 14874; Permit 58547, Certificate 14876; Permits 83685, 83686, 83687, 83823 and any subsequent changes will not exceed 100 cubic feet per second, and the total combined withdrawal of water under these permits and any subsequent changes will not exceed 72,000 acre-feet annually.

(Continued on Page 3)

The State Engineer may require additional monitoring should conditions warrant such modification.

Monthly records shall be kept of the following and reported within 15 days after the end of each quarter:

- A. The total volume of water pumped from each diversion in acre-feet.
- B. The maximum flow rate from each diversion in cubic feet per second.
- C. The pumping water level from each well in feet above mean sea level.
- D. The volume of water consumptively used for mining and milling in acre-feet.
- E. The amount of water diverted to the infiltration sites in acre-feet.
- F. The amount of water diverted to other consumptive uses, if any, in acre-feet.
- G. The amount of water lost through evaporation or other system losses project wide.

A year-end report will be submitted to the State Engineer no later than 45 days after the end of the calendar year. The report will state: (1) the number of wells drilled under the permits, (2) the number of abandoned wells, (3) the exact location of each well drilled or abandoned, and (4) a supporting map illustrating well locations and surface water management. The permittee, on a quarterly schedule, will prepare and present an update on the activities of the mine and dewatering projects to the State Engineer. The State Engineer retains the right at any time to require the permittee to cooperate in the funding of additional monitoring and modeling by an independent third party. The State Engineer retains the right to impose future conditions as necessary upon review and evaluation of all data submitted on the dewatering program, water use and the monitoring plan. The State Engineer retains the right to regulate pumping from the dewatering project and/or any other groundwater or surface withdrawals or discharges herein authorized to protect the public interest and existing rights.

This permit does not extend the permittee the right of ingress and egress on public, private or corporate lands.

The issuance of this permit does not waive the requirements that the permit holder obtain other permits from State, Federal and local agencies.

The point of diversion and place of use are as described on the submitted application to support this permit.

The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, **and not to exceed 3.0 cubic feet per second or 2,172 acre-feet annually.**

Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before:

April 16 2016

Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before:

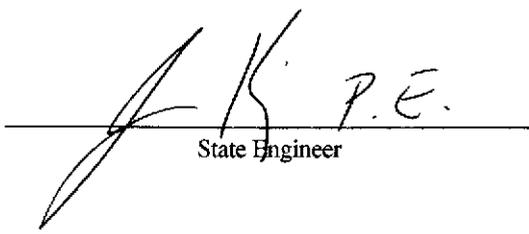
April 16 2020

Map in support of proof of beneficial use shall be filed on or before:

N/A

IN TESTIMONY WHEREOF, I, JASON KING, P.E.,

State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 16th day of April, 2015



State Engineer

APPLICATION FOR PERMISSION TO CHANGE POINT OF DIVERSION, MANNER OF USE AND PLACE OF USE OF THE PUBLIC WATERS OF THE STATE OF NEVADA HERETOFORE APPROPRIATED

THIS SPACE FOR OFFICE USE ONLY

Date of filing in State Engineer's Office MAR 31 2014

Returned to applicant for correction _____

Corrected application filed _____ Map filed Mar 3 2014 under 83685

The applicant Barrick Goldstrike Mines Inc.

P.O. Box 29 of Elko
Street Address or P.O. Box City or Town

Nevada 89803, hereby make(s) application for permission to change the
State and Zip Code

- Point of diversion Place of use Manner of use of a portion

of water heretofore appropriated under (Identify existing right by Permit, Certificate, Proof or Claim Nos. If Decreed, give title of Decree and identify right in Decree)

Permit No. 60566, Certificate No. 14864

- The source of water is Underground (BW-45)
Name of stream, lake, underground, spring or other sources.
- The amount of water to be changed 3.00 cfs
Second feet, acre-feet. One second foot equals 448.83 gallons per minute.
- The water to be used for Mining, Milling & Dewatering
Irrigation, power, mining, commercial, etc. If for stock state number and kind of animals. Must limit to one major use.
- The water heretofore used for Mining, Milling & Dewatering
If for stock state number and kind of animals.
- The water is to be diverted at the following point (Describe as being within a 40-acre subdivision of public survey and by course and distance to a found section corner. If on unsurveyed land, it should be so stated.)
NW1/4 SW1/4 of Section 24, T.36 N., R.49 E., M.D.B. & M. at a point from which the Northwest corner of said Section 24 bears N 11° 51' 34" W, 3,550.04 feet.
- The existing point of diversion is located within (If point of diversion is not changed, do not answer)
SE1/4 NW1/4 of Section 24, T.36 N., R.49 E., M.D.B. & M. at a point from which the Northeast corner of Section 19, T.36 N., R.50 E., M.D.B. & M. bears N 78° 52' 33" E, 8,770.02 feet.

RECEIVED
STATE ENGINEER'S OFFICE
MARCH 31 2014

BF
4-61
6.0

7. Proposed place of use (Describe by legal subdivisions. If for irrigation, state number of acres to be irrigated.)

SE1/4 SW1/4, NE1/4 SE1/4, S1/2 SE1/4 of Section 12; All of Section 13; SW1/4 SW1/4,
NE1/4 NE1/4, S1/2 NE1/4, SE1/4 of Section 14; NW1/4 SE1/4, S1/2 SE1/4 of Section 15;
SE1/4 NW1/4, N1/2 SE1/4, NE1/4 of Section 22; W1/2 NW1/4, S1/2 SE1/4, N1/2 NE1/4,
SW1/4 NE1/4 of Section 23; All of Sections 24, 25, 26, T.36 N., R.49 E., M.D.B. & M.; S1/2 SE1/4,
SW1/4 of Section 7; S1/2 S1/2 of Section 8; All of Sections 17, 18, 19, & 20; S1/2 NW1/4 of
Section 28; N1/2 of Section 29; SE1/4 SE1/4, W1/2 E1/2, W1/2 of Section 30, T.36 N., R.50 E.,
M.D.B. & M.

8. Existing place of use (Describe by legal subdivisions. If changing place of use and/or manner of use of irrigation permit, describe acreage to be removed from irrigation.)

Same as proposed place of use. SE1/4 SW1/4, NE1/4 SE1/4, S1/2 SE1/4 of Section 12; All of Section
13; SW1/4 SW1/4, NE1/4 NE1/4, S1/2 NE1/4, SE1/4 of Section 14; NW1/4 SE1/4, S1/2 SE1/4 of
Section 15; SE1/4 NW1/4, N1/2 SE1/4, NE1/4 of Section 22; W1/2 NW1/4, S1/2 SE1/4, N1/2 NE1/4,
SW1/4 NE1/4 of Section 23; All of Sections 24, 25, 26, T.36 N., R.49 E., M.D.B. & M.; S1/2 SE1/4,
SW1/4 of Section 7; S1/2 S1/2 of Section 8; All of Sections 17, 18, 19, & 20; S1/2 NW1/4 of
Section 28; N1/2 of Section 29; SE1/4 SE1/4, W1/2 E1/2, W1/2 of Section 30, T.36 N., R.50 E.,
M.D.B. & M.

9. Proposed use will be from January 1 to December 31 of each year.
Month and Day Month and Day

10. Existing use permitted from January 1 to December 31 of each year.
Month and Day Month and Day

11. Description of proposed works. (Under the provision of NRS 535.010 you may be required to submit plans and specifications of your diversion or storage works.) (State manner in which water is to be diverted, i.e. diversion structure, ditches, pipes and flumes or drilled well, pump, and motor, etc.)

Drilled well with pump, motor, totalizing meter, pipelines and storage ponds.

12. Estimated cost of works \$500,000

13. Estimated time required to construct works 3 years
If well completed, describe well.

14. Estimated time required to complete the application of water to beneficial use 5 years

15. Provide a detailed description of the proposed project and its water usage (use attachments if necessary) (Failure to provide a detailed description may cause a delay in processing)

The waters under this application are to be utilized for mining, milling and dewatering purposes
at the Barrick Goldstrike mine site. The consumptive use under this application will be 707.72
million gallons annually.

16. Miscellaneous remarks:

remorley@frontiernet.net
E-mail Address

(775) 738-4053
Phone No. Ext

APPLICATION MUST BE SIGNED
BY THE APPLICANT OR AGENT

Robert E. Morley
Type or print name clearly

Robert E. Morley
Signature, applicant or agent

High Desert Engineering, LLC
Company Name

640 Idaho Street
Street address or P.O. Box

Elko, Nevada 89801
City, State, Zip Code