THE STATE OF NEVADA

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

Name of Permittee:	**BARRICK GOLD U.S. INC.**
Source:	**UNDERGROUND (WELL PW 2A)**
Basin:	**NEWARK VALLEY**
Manner of Use:	**MINING AND MILLING**
Period of Use:	**JANUARY 1ST THROUGH DECEMBER 31ST**
Priority Date:	**08/23/1963**

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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 81671, is issued subject to the terms and conditions imposed in said Permit 81671 and with the understanding that no other rights on the source will be affected by the change proposed herein. The well shall be equipped with a 2-inch opening and 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. If the well is flowing, a valve must be installed and maintained to prevent waste. The State retains the right to regulate the use of the water herein granted at any and all times.

The total combined duty of water under Permits 81667, 81668, 81669, 82674, 84743, 84744, 84745, 84746 and 84730T shall not exceed 1,520.1 acre-feet annually. However, pursuant to NRS 533.3703, initially only the net consumptive use amount of 1,200.69 acre-feet can be diverted annually. Additional diversion up to the total of 1,520.1 acre-feet may be allowed if it can be shown that the additional diversion will not cause the consumptive use to be exceeded.

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 groundwater basin.

(Continued on Page 2)

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 or injection sites, if any, in acre-feet.

F. The amount of water lost through evaporation or other system losses project wide.

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

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.

A total of 120.0 acre-feet annually is approved under this permit and is abrogated from the base right. However, pursuant to NRS 533.3703, **initially only 81.0 acre-feet (the net consumptive use amount) at 0.18 cubic feet per second can be diverted annually.** Additionally, duty up to the total of 120.0 acre-feet may be allowed if it can be shown that this additional duty will not cause the consumptive use amount to be exceeded.

Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before: **May 12 2016**

Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before: **May 12 2018**

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 12th day of **May, 2015**

P.E.

State Engineer

Application No. 84744

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 JAN 22 2015

Returned to applicant for correction

Corrected application filed Map filed Apr 2 2014 under 83692T

The applicant Barrick Gold U.S. Inc.

460 West 50 North, Suite 500 (Street Address or PO Box) of Salt Lake City (City or Town)

Utah 84101 (State and ZIP Code) hereby make(s) application for permission to change the

☑ Point of diversion ☐ Place of use ☐ Manner of use ☐ of a portion

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

Permit 81671

1. The source of water is underground - Well PW-2
   Name of stream, lake, underground, spring or other sources.

2. The amount of water to be changed 0.18 cfs, 120.0 acre-feet annually
   Second feet, acre-feet. One second foot equals 448.83 gallons per minute.

3. The water to be used for Mining and Milling
   Irrigation, power, mining, commercial, etc. If for stock, state number and kind of animals. Must limit to one major use

4. The water heretofore used for Mining and Milling
   If for stock, state number and kind of animals.

5. 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 stated.)
   within the SW¼ NW¼ Section 35, T. 17N., R. 55E., M.D.M., or at a point from which the NW Corner of Section 17, T. 17N., R. 55E., M.D.M. bears N. 43° 08' W., a distance of 24,423 feet. (Well PW-2)
   Refer to the map supporting Application 83692T.

6. The existing point of diversion is located within (If point of diversion is not changed, do not answer.)
   the SW¼ NW¼ Section 26, T. 17N., R. 55E., M.D.M., or at a point from which the NW Corner of Section 17, T. 17N., R. 55E., M.D.M. bears N. 54° 39' W., a distance of 20,954 feet.
   Refer to the map supporting Application 81665T.

10-154 WP

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

No change.

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.)

T. 16N., R. 55E., M.D.M.: All of Sections 1, 2, 3, 11, 12, N½ Section 13 and N½ Section 14;
T. 17N., R. 55E., M.D.M.: All of Sections 3, 10, 13, 14, 15, 22, 23, 24, 25, 26, 27, 34, 35 & 36;
T. 18N., R. 55E., M.D.M.: Portion of Section 27, all of Section 34.
Refer to the map supporting Application 81665T.

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

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

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 and cased well, pump, motor and distribution system. Water will be conveyed by pipeline or hauled by truck as needed.

12. Estimated cost of works in excess of $250,000

13. Estimated time required to construct works 1 year
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.)

These water rights are under lease to Midway Gold US Inc. for their Pan Mine Project, as outlined in lease agreements on file with the Division of Water Resources under Applications 81667-81674. This water will be used for mine exploration and open pit mining and milling of gold ores. The Mining Appropriation Data for the Pan Gold Mine is on file under Applications 81667-81674. This Application seeks to change mining Permit 81671, which changed a portion of irrigation Permit 23769, Certificate 6840. It is anticipated that the right will eventually be changed back to its base right irrigation use after completion of this limited term mining project.

16. Miscellaneous remarks:

This Application is being filed to change the point of diversion to the actual location of Well PW-2. This Application is supplemental to Application to Change Permit 81670, being filed concurrently. Please send copies of all correspondence to: Midway Gold US Inc., 8310 South Valley Highway, Suite 280, Englewood, CO 80112.

Bruce R. Scott
Type or print name clearly

Bruce Scott
Signature, applicant or agent

Resource Concepts, Inc.
Company Name

340 N. Minnesota Street
Street Address or PO Box

Carson City, Nevada 89703
City, State, ZIP Code

rciwater@rci-nv.com
E-mail Address

(775) 883-1600
Phone No. Ext.

APPLICATION MUST BE SIGNED BY THE APPLICANT OR AGENT

RECEIVED 2015 JAN 22 AM 11:58 STATE ENGINEER'S OFFICE

$240 FILING FEE AND SUPPORTING MAP MUST ACCOMPANY APPLICATION