

AFFIDAVIT OF TRANSFER OF INTEREST FROM WESTERN STATES
MINERALS-JV1 TO BARRICK GOLDSTRIKE JOINT VENTURE

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, Gregory C. Wilkins, being duly sworn, affirm and state that:

1. I am a Vice President of Barrick Goldstrike Mines Inc.
2. Pursuant to an Amended and Restated Agreement, a Memorandum of Agreement of which is recorded at Book 114, Page 177 of the Eureka County Records and at Book _____, Page _____ of the Elko County Records, PanCana Industries, Inc., a Colorado corporation, and Western States Minerals Corporation, a Utah corporation, entered into a joint venture known as the "Western States Minerals-JV1", for the operation of certain mineral properties more particularly described on Schedule I attached to the recorded Memorandum of Agreement.
3. On October 17, 1983, PanCana Industries, Inc. changed its name to PanCana Minerals, Inc., as evidenced by the certified copy of the Articles of Amendment to the Articles of Incorporation filed with the State of Colorado Department of State which is attached to this Affidavit as Exhibit "A".
4. On December 31, 1986, Western States Minerals Corporation assigned all of its interest in the Western States Minerals-JV1 to Barrick Goldstrike Mines Inc., as evidenced by a copy of the unrecorded Assignment of Joint Venture Interest which is attached to this Affidavit as Exhibit "B".

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5. On October 20, 1987, Barrick Goldstrike Mines Inc. and PanCana Minerals Inc. changed the name of Western States Minerals-JV1 to Barrick Goldstrike Joint Venture, as evidenced by a copy of the unrecorded Amendment of Amended and Restated Agreement which is attached to this Affidavit as Exhibit "C", and a certified copy of the Certificate of Business: Fictitious Firm Name filed with the Eureka and Elko County Clerks which is attached to this Affidavit as Exhibit "D".

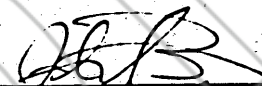
6. This Affidavit is executed for the purpose of completing the chain of title to the unpatented mining and millsite claims which are described in the attached Exhibit "E", and to the water rights applications, permits and certificates which are described in the attached Exhibit "F", all of which are owned by the Barrick Goldstrike Joint Venture, and for no other purpose.


GREGORY C. WILKINS

Subscribed and sworn to before me this 30 day of December, 1987.

SEAL
My Commission ~~Expi~~fixed

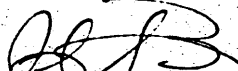
6/19/90


NOTARY PUBLIC
Residing at: Salt Lake County, UT

STATE OF UTAH)
 : ss
COUNTY OF SALT LAKE)

On the 30 day of December, 1987, personally appeared before me, a notary public, Gregory C. Wilkins who acknowledged to me that he executed the above instrument.

My Commission Expires
SEAL
Affixed
6/19/90



NOTARY PUBLIC
Residing at: Salt Lake County, UT

238:120987A

EXHIBIT "A"

Change of Name L 410 226111

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FILED
CORPORATE STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

542961 8190

Pursuant to the provisions of the Colorado Corporation Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is "PANAMA INDUSTRIALS, INC."

SECOND: The following amendment was adopted by the shareholders of the corporation on October 17, 1943, in the manner prescribed by the Colorado Corporation Code:

1. Article I is amended to read as follows:

ARTICLE I

The name of the corporation is "PANAMA MINERALS, INC."

(ii) Paragraph A of Article V is amended to read as follows:

ARTICLE V

A. Authorized Shares: The aggregate number of shares which the corporation shall have authority to issue is 100,000,000 shares of common stock with no par value.

(iii) Paragraph C of Article V is amended to read as follows:

ARTICLE V

C. Pre-emptive Rights: There shall be no pre-emptive rights to purchase or acquire shares whatsoever.

(iv) Paragraph J of article V is amended to read as follows:

ARTICLE V

D. Cumulative Voting: The cumulative system of voting for directors shall not be allowed.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100 and the number of shares entitled to vote thereon was 100.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

| Class | Number of Shares |
|--------|------------------|
| Common | 100 |

COMPUTER UPDATE COMPLETE
BT

SIXTH: The number of shares voted for such amendment was 100 and the number of shares voted against such amendment was none.

SEVEN: The number of shares of each class entitled to vote thereon as a class voting for and against such amendment, respectively, was:

| Class | Number of Shares Voted | |
|--------|------------------------|---------|
| | For | Against |
| Common | 100 | None |

EIGHTH: The manner, if not set forth in such amendment in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

The original and present issued and outstanding 100 shares of common stock with a par value of \$10.00 owned by Pan Cana Resources Ltd., the corporation's sole shareholder, are changed into 4,000,000 shares of common stock without par value, and said sole shareholder of the outstanding common stock heretofore with a par value of \$10.00 shall exchange the same and the certificates therefor for shares of common stock without par value and the certificates therefor, on the basis of 40,000 shares without par value for 1 share with par value of \$10.00.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

No Change.

PAN CANA INVESTMENTS, INC., a
Colorado corporation

By: *J. D. Clancy*
President

By: *Timothy S. Hux*
Corporate Secretary
(SEAL)

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PROVINCE OF ALBERTA }
DOMINION OF CANADA } ss.

Before me E. Leon Jones, a Notary Public in and for the said Province and Dominion, personally appeared EDWARD CHATEL and TIMOTHY S. HUIAR, who acknowledged before me that they are the Senior Vice-President and Corporate Secretary, respectively, of PANCANA INDUSTRIES, INC., a Colorado corporation and that they signed the foregoing Articles of Amendment as their free and voluntary act and deed for the uses and purposes therein set forth and that the facts therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and seal this day of October, 1983.

My Commissions expires December 31, 1984

E. Leon Jones
Notary Public E. Leon Jones

Address: 1609 - 1400 - 50th St. S.W.

Calgary, Alta. T2M 2K5

EXHIBIT "B"

ASSIGNMENT OF JOINT VENTURE INTEREST

THIS ASSIGNMENT OF JOINT VENTURE INTEREST is made this 31st day of December, 1986, from WESTERN STATES MINERALS CORPORATION, a Utah corporation (hereinafter the "Assignor"), whose address for purposes hereof shall be 4975 Van Gordon Street, Wheat Ridge, Colorado 80033, to BARRICK GOLDSTRIKE MINES INC., a Delaware corporation (hereinafter the "Assignee") whose address for purposes hereof shall be Post Office Box 838, Tooele, Utah 84074.

RECITALS

Assignor is a party to a joint venture denominated the Western States Minerals-JV I (hereinafter the "Joint Venture") pursuant to the Amended and Restated Agreement, dated as of January 1, 1982, by and between PanCana Industries, Inc., a Colorado corporation, and Assignor (hereinafter the "Joint Venture Agreement"). Assignor owns an undivided fifty-percent (50%) interest in the Joint Venture.

Assignor desires to assign, sell and transfer its interest in the Joint Venture to Assignee in accordance with the terms and conditions of the Purchase and Sale Agreement, dated December 31, 1986, by and among Assignor, Assignee and American Barrick Resources Corporation, an Ontario corporation (hereinafter the "Purchase Agreement").

Assignee desires to purchase Assignor's interest in the Joint Venture in accordance with these terms and conditions.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and the mutual covenants contained herein, the parties warrant and agree as follows:

1. Assignor reaffirms all representations and warranties made by Assignor in Article III and Article XII of the Purchase Agreement and such Articles are incorporated herein by reference.

2. Assignor assigns, sells and transfers all its right, title and interest in and to the Joint Venture, being an undivided fifty-percent (50%) proportionate interest, to Assignee.

3. Assignor reaffirms its obligation to indemnify Assignee as set forth as Article X of the Purchase Agreement, which Article is incorporated herein by reference.

4. Except for those debts and liabilities arising under Section 3 hereof, Assignor shall be relieved of any and all debts and other liabilities of the Joint Venture arising hereafter and Assignor shall no longer be entitled to any share of the Joint Venture's profits, losses, assets or distributions.

5. Assignee shall be entitled to all shares of the Joint Venture's profits, losses, distributions and assets, arising from operations of the Joint Venture occurring hereafter in the place and stead of Assignor.

6. Assignee hereby accepts this assignment of the Assignor's interest in the Joint Venture and covenants and agrees that, in conformity with Section 20.01(b) thereof, Assignee shall

be bound by all the terms, conditions and covenants of the Joint Venture Agreement, and promptly upon receipt of any notice of default, Assignee shall forward a photocopy of the same to Assignor at the address set forth above.

IN WITNESS WHEREOF, the parties have executed this Assignment the day and year first above written.

ASSIGNOR:

**WESTERN STATES MINERALS
CORPORATION, a Utah corporation**

By: Arden B. Morrow
Arden B. Morrow, President

ASSIGNEE:

**BARRICK GOLDSTRIKE MINES INC., a
Delaware corporation**

By: [Signature]
Its: [Signature]

EXHIBIT "C"

AMENDMENT OF AMENDED AND RESTATED AGREEMENT

AMENDMENT OF AMENDED AND RESTATED AGREEMENT made this 20 day of October, 1987, by and between PanCana Minerals, Inc., a Colorado corporation, and Barrick Goldstrike Mines Inc., a Delaware corporation.

RECITALS:

WHEREAS, on or about January 1, 1982, PanCana Minerals, Inc. and Western States Minerals Corporation, a Utah corporation, executed that certain Amended and Restated Agreement with respect to a mining joint venture, denominated therein the Western States Minerals-JVI (herein the "Agreement");

WHEREAS, on or about December 31, 1986, Barrick Goldstrike Mines Inc. purchased from Western States Minerals Corporation its undivided one-half interest in the Western States Minerals-JVI mining joint venture; and

WHEREAS, PanCana Minerals, Inc. and Barrick Goldstrike Mines Inc. desire to amend the Agreement to change the name of the mining joint venture;

NOW, THEREFORE, the parties agree and covenant as follows:

1. Clause 1.01 of the Agreement is amended as follows:

1.01 For convenience this Agreement, and the Recitals and Schedules hereto, may be described and referred to as the "Agreement." The joint venture formed hereby shall be named the "BARRICK GOLDSTRIKE JOINT VENTURE," and the Parties shall execute and file for record such fictitious name certificates as may be appropriate to carry on the business provided for in this Agreement.

IN WITNESS THEREOF, the parties hereto have executed
this Amendment of Amended and Restated Agreement as of the day
and year first above written.

PanCana Minerals, Inc.

By Robert M. Smith
Its President

Barrick Goldstrike Mines Inc.

By Robert M. Smith
Its President

286-101987A

CERTIFICATE OF BUSINESS: FICTITIOUS FIRM NAME

THE UNDERSIGNED do _____ hereby certify that _____ they are
conducting a gold mining and processing _____ business at
_____ and in Elko and Eureka counties with a mailing address at P. O. Box 42, Elko, Nevada
under the fictitious firm name of Barrick Goldstrike Joint Venture
and that said firm is composed of the following person^S whose name/s _____ and address^S are
as follows, to wit:

Barrick Goldstrike Mines Inc., 24 Hazelton Ave., Toronto, Ontario, Canada M5R 2E2

PanCana Minerals, Inc., 24 Hazelton Ave., Toronto, Ontario, Canada M5R 2E2

WITNESS my hand^S this 20 day of October 19 87
SEVENTH JUDICIAL DISTRICT COURT, } SS
IN AND FOR COUNTY OF EUREKA,
STATE OF NEVADA

I, the undersigned COUNTY CLERK, and Ex-Officio
CLERK of the SEVENTH JUDICIAL DISTRICT COURT do hereby CERTIFY
that the foregoing is a full, true and correct copy of the original on file in
my office and that I have carefully compared the same with the
original.

WITNESS My Hand and Seal of said
DISTRICT COURT, this 19th day of Sept 19 87
William R. Robertson
County Clerk and Ex-Officio Court Clerk
Aug 27th 1987 Deputy Clerk

PROVINCE OF ONTARIO

~~SEVENTH JUDICIAL DISTRICT COURT~~

COUNTY OF YORK } SS

ON this 20 day of October A. D. 1987 before me, William Richard

Robertson a Notary Public in and for the said county and Province
residing therein, duly commissioned and sworn, personally appeared Robert M. Smith, President,
Barrick Goldstrike Mines Inc. and Robert M. Smith, President, PanCana
Minerals Inc.

known to me to be the person^S whose name^S are _____ subscribed to the within Instrument, and acknowledged
to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this
Certificate first above written.

William R. Robertson
Notary Public in and for said County and Province

WILLIAM ROBERTSON, Notary Public,
Notary Public of this State, is the holder of a
certificate and the holder of authority for
Barrick Goldstrike Mines Inc. and its subsidiary
PanCana Minerals Inc. and its subsidiary
Barrick Goldstrike Mines Inc.

EXHIBIT "E"

UNPATENTED MINING AND MILLSITE CLAIMS

| <u>Name of Claim</u> | <u>Recorded Eureka County</u> | | <u>Recorded Elko County</u> | |
|--------------------------|-----------------------------------|------------------|---------------------------------|-------------|
| | <u>Book</u> | <u>Page</u> | <u>Book</u> | <u>Page</u> |
| Bazza No. 1 | 10 | 420-439 (N of L) | | |
| through | 11 | 219-228 (C of L) | | |
| Bazza No. 10 | 158 | 447-474 (Am.) | | |
| Pandora No. 1 | | | | |
| through | | | | |
| Pandora No. 10 and | 162 | 037-050 | | |
| Pandora No. 11F | | | | |
| through | | | | |
| Pandora No. 14F | | | | |
| Corbett No. 1F | | | | |
| and Corbett No. 2 | | | | |
| through | 162 | 033-036 | | |
| Corbett No. 4 | | | | |
| Golden Boy No. 6 | | | | |
| through | 2 | 125-131 | | |
| Golden Boy No. 12 | | | | |
| Wildcat No. 1 | | | | |
| through | 156 | 049-072 | | |
| Wildcat No. 24 | | | | |
| Barr No. 1 | | | | |
| through | 10 | 218-224 | | |
| Barr No. 4 | | | | |
| Micron No. 1 | | | | |
| through | 33 | 12-47 | | |
| Micron No. 36 | | | | |
| Medford No. 1 | 23 | 344-349 (C of L) | 269 | 682-687 |
| through | 25 | 427-432 (C of L) | | (C of L) |
| Medford No. 6 | | | | |
| Gold Strike No. 1 | N | 132-167 (C of L) | | |
| through | 34 | 359-394 (Am.) | | |
| Gold Strike No. 36 | 65 | 587-600 (Am.) | | |
| | 66 | 1-22 (Am.) | | |
| Gold Bug No. 1F | 169 | 428-445 | | |
| through | | | | |
| Gold Bug No. 4F | | | | |
| and | | | | |

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| <u>Name of Claim</u> | <u>Recorded</u> <u>Eureka County</u> | | <u>Recorded</u> <u>Elko County</u> | |
|---|---|-------------|---------------------------------------|-------------|
| | <u>Book</u> | <u>Page</u> | <u>Book</u> | <u>Page</u> |
| Gold Bug No. 5 through Gold Bug No. 18 | | | | |
| Gold Bug No. 19 through Gold Bug No. 27 | 169 | 446-454 | 595 | 171-179 |
| Royal No. 1 through Royal No. 3 and Royal No. 4F and Royal No. 5 through Royal No. 11 and Royal No. 12F through Royal No. 15F | 169 | 387-401 | | |
| Extension No. 1 through Extension No. 19 | | | 595 | 153-170 |
| Post No. 1 through Post No. 6 | 13 | 415-425 | | |
| Post Extension and Post Fraction | 25 | 425-426 | | |
| Post 3, Post 4 Post Fraction and Post Extension | 102 | 337-340 | | |
| Golden April No. 1 through Golden April No. 8 | 169 | 455-462 | | |
| Golden April No. 9 through Golden April No. 12 | 169 | 463-466 | 595 | 180-183 |
| Golden April No. 13 through Golden April No. 18 | 169 | 467-472 | | |
| Golden April No. 19 through Golden April No. 22 | 169 | 473-475 | 595 | 184-186 |

| Name of Claim | Recorded Eureka County | | Recorded Elko County | |
|--|---------------------------|---------|-------------------------|---------|
| | Book | Page | Book | Page |
| Golden April No. 23P through Golden April No. 25P | 169 | 476-478 | | |
| Golden April No. 26P through Golden April No. 28F and Golden April No. 29 through Golden April No. 30 | | | 595 | 187-191 |
| SJ No. 1 through SJ No. 16 | 162 | 051-066 | | |
| Stewart, Stewart 1 through Stewart 5 | 66 | 518-523 | | |
| Hill No. 1 through Hill No. 5 | Not Yet Assigned | | 595 | 192-196 |
| Hill No. 6 through Hill No. 15 | 169 | 407-416 | 595 | 197-206 |
| Hill No. 16 through Hill No. 38 | | | 595 | 207-229 |
| Hill No. 39 through Hill No. 44 and Hill No. 45F through Hill No. 48F | 169 | 417-426 | | |
| Hill No. 49 F | 169 | 427 | 595 | 230 |
| Hill No. 50F through Hill No. 53F | | | 595 | 231-234 |
| Fox 1 through Fox 10 | 90 | 448-455 | 344 | 354-359 |

| <u>Name of Claim</u> | <u>Recorded</u> <u>Eureka County</u> | | <u>Recorded</u> <u>Elko County</u> | |
|--------------------------------|---|-------------|---------------------------------------|-------------|
| | <u>Book</u> | <u>Page</u> | <u>Book</u> | <u>Page</u> |
| AA No. 526 | 93 | 400 | | |
| AA No. 528 | 93 | 402 | | |
| AA No. 530 | 93 | 404 | | |
| AA No. 532 | 93 | 406 | | |
| AA No. 534 | 93 | 408 | | |
| AA No. 527 | 165 | 063 | | |
| AA No. 529 | 165 | 064 | | |
| AA No. 531 | 165 | 065 | | |
| AA No. 533 | 165 | 066 | | |
| AA Fraction | 165 | 067 | | |
| AA 536 through | | | | |
| AA 550 | 93 | 409-423 | | |
| AA 552 | 93 | 424 | | |
| Buzz No. 1 through | | | | |
| Buzz No. 3 | 111 | 003-005 | | |
| Clydesdale No. 1 through | | | | |
| Clydesdale No. 31 | 112 | 136-166 | | |
| Golden Wombat No. 1 through | | | | |
| Golden Wombat No. 8 | 112 | 128-135 | | |
| Rodeo No. 1 through | | | | |
| Rodeo No. 8 | 130 | 469-476 | | |
| GS Fraction No. 37 through | | | | |
| GS Fraction No. 40 | 130 | 477-480 | | |
| Patton No. 1 through | | | | |
| Patton No. 6 | 134 | 186-191 | | |
| Card No. 1 through | | | | |
| Card No. 5 | 142 | 071-075 | | |
| WS-1 through WS-88 | | | | |
| | 153 | 213-300 | | |

238:1223878

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EXHIBIT "F"
WATER RIGHTS APPLICATIONS

| | <u>Appl. No.</u> | <u>Appl. Filed</u> | <u>Appl. Approv- ed and Permit Granted</u> | <u>Applicant or Permit Holder</u> | <u>Certif. No.</u> |
|-----|----------------------|------------------------|--|---|------------------------|
| 1. | 37985 | 4/20/79 | 5/23/80 | Western States Minerals Corporation | 10592 |
| 2. | 43344 | 3/16/81 | 12/14/82 | Western States Minerals Corporation | No |
| 3. | 45951 | 7/20/82 | 3/2/83 | Western States Minerals Corporation | No |
| 4. | 48498 | 10/18/84 | 4/22/85 | Western States Minerals Corporation | No |
| 5. | 48499 | 10/18/84 | 4/22/85 | Western States Minerals Corporation | No |
| 6. | 48500 | 10/18/84 | 4/22/85 | Western States Minerals Corporation | No |
| 7. | 50304 | 10/22/86 | 7/17/87 | Western States Minerals Corporation | No |
| 8. | 50305 | 10/22/86 | 7/17/87 | Western States Minerals Corporation | No |
| 9. | 50306 | 10/22/86 | 7/17/87 | Western States Minerals Corporation | No |
| 10. | 50307 | 10/22/86 | 7/17/87 | Western States Minerals Corporation | No |
| 11. | 51071 | 6/24/87 | No | Barrick Gold- strike Mines, Inc. | No |

| | <u>Appl. No.</u> | <u>Appl. Filed</u> | <u>Appl. Approv- ed and Permit Granted</u> | <u>Applicant or Permit Holder</u> | <u>Certif. No.</u> |
|-----|----------------------|------------------------|--|---|------------------------|
| 12. | 51531 | 11/5/87 | No | Barrick Gold- strike Mines, Inc. | No |
| 13. | 50834 | 4/21/87 | No | Barrick Gold- strike Mines, Inc. | No |

291:122387A

RECORDED AT THE REQUEST OF
Parsons, Behle & Co. Inc.
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88 JAN 19 A9 58

OFFICIAL RECORDS
EUREKA COUNTY, CALIFORNIA
FILE NO. 115562
FEE \$ 2.00