

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

**172224**

C8

(NEVADA)

ARTICLES OF MERGER OF  
BARRICK HD INC.  
WITH AND INTO  
BARRICK GOLDSTRIKE MINES INC.

MAY 03 1999  
No. C 9655-88  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

Pursuant to the Section 92A.200 of the Nevada Revised Statutes, the undersigned corporation delivers to the Nevada Secretary of State these Articles of Merger for filing.

## I.

Barrick HD Inc. is a corporation organized under and governed by the laws of the State of Nevada. Barrick Goldstrike Mines Inc. is a corporation organized under and governed by the laws of the State of Colorado.

## II.

Attached hereto as Exhibit A, and incorporated herein by this reference, is the Plan of Merger (the "Plan"), dated as of April 1, 1999, which was adopted by Barrick HD Inc. and Barrick Goldstrike Mines Inc. and sets forth the terms of the merger of Barrick HD Inc. with and into Barrick Goldstrike Mines Inc.

## III.

Pursuant to Section 92A.180 of the Nevada Revised Statutes and Section 7-111-104 of the Colorado Business Corporation Act, approval of the owners of Barrick Goldstrike Mines Inc. was not required, and Barrick Goldstrike Mines Inc. waived mailing requirements of the Plan as well as any other mailing or notice requirement under applicable laws or provisions.

## IV.

The Plan was approved by the unanimous written consent of the directors of Barrick Goldstrike Mines Inc.

## V.

The address where copies of process may be sent by the Secretary of State, pursuant to Section 92A.190 of the Nevada Revised Statutes, shall be as follows:

Barrick Goldstrike Mines Inc.  
Betze Post Mine, 27 Miles North of Carlin  
P.O. Box 29  
Elko, Nevada 89801

## VI.

Pursuant to Section 2 of the Plan, the merger shall be effective 10:01 a.m. mountain daylight time May 3, 1999.

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BOOK 327 PAGE 194

EXECUTED as of the 5th day of April, 1999.

BARRICK HD INC., a Nevada corporation

By:

Randall Oliphant  
President

By:

Sybil E. Veenman  
Secretary

BARRICK GOLDSTRIKE MINES INC.,  
a Colorado corporation

By:

John K. Carrington  
President

By:

Sybil E. Veenman  
Secretary

CANADA )  
 )  
PROVINCE OF ONTARIO )  
 )  
TO WIT )

TO ALL TO WHOM THESE  
PRESENTS MAY COME, BE SEEN  
OR KNOWN

I, Delphine Bruckner, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the City of Toronto, in the said Province, do hereby certify and attest that John K. Carrington and Sybil E. Veenman, President and Secretary, respectively, of Barrick Goldstrike Mines Inc., personally signed in my presence the foregoing instrument.

IN TESTIMONY WHEREOF, I have hereto subscribed my name and affixed my notarial seal at Toronto this 5th day of April, 1999.

[Signature]  
A Notary Public in and for the  
Province of Ontario

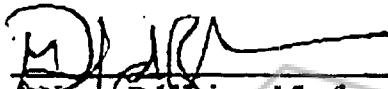
My commission does not expire.

CANADA )  
PROVINCE OF ONTARIO )  
TO WIT )

TO ALL TO WHOM THESE  
PRESENTS MAY COME, BE SEEN  
OR KNOWN

I, Delphine R. Rempel, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the City of Toronto, in the said Province, do hereby certify and attest that Randall Oliphant and Sybil E. Verman, President and Secretary, respectively, of Barrick HD Inc., personally signed in my presence the foregoing instrument.

IN TESTIMONY WHEREOF, I have hereto subscribed my name and affixed my notarial seal at Toronto this 5th day of April, 1999.

  
A Notary Public in and for the  
Province of Ontario

My commission does not expire.

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**PLAN OF MERGER FOR THE MERGER OF  
BARRICK HD INC.  
WITH AND INTO  
BARRICK GOLDSTRIKE MINES INC.**

THIS PLAN OF MERGER (the "Plan") is dated as of the 1st day of April, 1999, among Barrick HD Inc., a corporation organized under the laws of the State of Nevada (the "Subsidiary") with offices at Royal Bank Plaza, South Tower, 200 Bay Street, Suite 2700, Toronto, Ontario M5J 2J3 Canada, and Barrick Goldstrike Mines Inc., a corporation organized under the laws of the State of Colorado (the "Parent") with offices at P.O. Box 29, Betze Post Mine, 27 Miles North of Carlin, Elko, Nevada 89801.

**WITNESSETH**

WHEREAS, Subsidiary is a wholly-owned subsidiary of Parent; and

WHEREAS, the board of directors of Parent have approved this Plan whereby Subsidiary shall be merged with and into Parent, and Parent has waived any mailing or notice requirements under applicable laws or provisions.

**AGREEMENT**

NOW, THEREFORE, in order to consummate such Plan, in consideration of the mutual covenants herein set forth the parties agree as follows:

1. **Merger.** At and on the Effective Time set forth in Section 2 below, Subsidiary shall be merged with and into Parent in accordance with the terms hereof. Parent shall be the surviving corporation.

2. **Effective Time.** The effective time (the "Effective Time") of this Merger shall be the time and date appropriate articles of merger are filed pursuant to Nevada and Colorado law, or at such later time or date after such filing as specified in such articles.

3. **Articles and Bylaws; Name; Authorized Capital; Office; Agent.** At and after the Effective Time, the Articles of Incorporation and Bylaws of Parent as in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation and Bylaws of the surviving corporation until amended in accordance with applicable law. In addition, there shall be no change in the name, authorized capital, offices or agents of the Parent.

4. **Terms and Conditions of Merger.** At the Effective Time:

(a) **Company Stock.** All shares of capital common stock of Parent in the aggregate (the "Parent Stock") issued and outstanding immediately prior to the Effective Time shall continue to be issued and outstanding in the same amounts and with the same rights as prior

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BOOK 327 PAGE 197

to the Effective Time. Immediately after the Effective Time, each shareholder of Parent will continue to hold the same number of shares, with identical designations, preferences, limitations, and relative rights, and no additional shares shall become issuable as a result of the Merger.

(b) Subsidiary Stock. Each share of capital common stock of Subsidiary issued and outstanding immediately prior to the Effective Time (the "Subsidiary Stock"), and all other equity interests in Subsidiary, including interests held by Parent, shall be terminated. At the Effective Time, the holders of certificates formerly representing Subsidiary Stock outstanding at the Effective Time shall cease to have any rights with respect to such stock.

5. Rights and Duties of the Surviving Corporation. At the Effective Time (a) Subsidiary shall be merged with and into Parent, (b) the separate existence of Subsidiary shall cease, (c) Parent as the surviving corporation shall continue to be a Colorado corporation, (d) the title to all real estate and other property owned by Buyer shall be vested in the surviving corporation without reversion or impairment, by operation of law and without any other action required, (e) Parent as the surviving corporation shall have all of the liabilities of Subsidiary, and (f) a proceeding against Subsidiary may be continued as if the Merger had not occurred or the surviving corporation may be substituted in the proceeding for Subsidiary.

6. Execution. This Plan may be executed in any number of counterparts each of which shall be deemed an original and all of such counterparts shall constitute one and the same instrument.

IN WITNESS WHEREOF, Subsidiary and Parent have each executed this Plan as of the date set forth above.

BARRICK HD INC.

By: \_\_\_\_\_

Its: Secretary

BARRICK GOLDSTRIKE MINES INC.

By: \_\_\_\_\_

Its: Secretary

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BOOK 327 PAGE 198

BOOK 327 PAGE 194  
OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
*Newmont Gold Co*  
99 MAY 11 PM 3:58  
EUREKA COUNTY NEVADA  
M.N. REBALEATI, RECORDER  
FILE NO. FEES 12.00

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BOOK 327 PAGE 199

STATE OF NEVADA  
Secretary of State

I hereby certify that this is a  
true and complete copy of  
the document as filed in this  
office.

MAY 05 '99

*Dean Heller*  
DEAN HELLER  
Secretary of State

By

*D. Farmer*