

DOC # 0218961

11/21/2011

11:48 AM

Official Record

Recording requested by
BARRICK GOLD EXPLORATION INC

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$20.00

Page 1 of 7

RPTT:

Recorded By: FES

Book- 525 Page- 0303

Exhibit B

**RECORDING REQUESTED BY AND
WHEN RECORDED, RETURN TO:**

Barrick Gold Exploration Inc.
293 Spruce Road
Elko, Nevada 89801
Attn: Land Manager



0218961

The undersigned hereby confirm that this instrument
does not contain the personal information of any person.

**MEMORANDUM OF FIFTH AMENDMENT TO
MINING LEASE AND OPTION TO PURCHASE AGREEMENT**

This Memorandum of Fifth Amendment to Mining Lease and Option to Purchase Agreement ("the Fifth Amendment"), dated effective as of October 30, 2011, is by and between **GEORGIA LYNN FARLEY**, widow of **ROBERT L. FARLEY**, of 650 S. Arbor Lane, #206, Meridian, Idaho, 83642, and **CARL A. FARLEY and DONNA L. FARLEY**, husband and wife, of 1335 Arata Way, Ontario, Oregon 97914, (collectively the "Farley's"), on the one hand, and **BARRICK GOLD EXPLORATION INC.**, a Delaware corporation, (successor in interest to Barrick Gold Exploration Inc., an Ohio corporation), whose address is 293 Spruce Road, Elko, Nevada 89801 ("BGEI"), and **NEWMONT USA LIMITED**, d/b in Nevada as **NEWMONT MINING CORPORATION**, a Delaware corporation (successor in interest to Newmont Mining Corporation), whose address is 1655 Mountain City Highway, Elko, Nevada 89801, ("NMC"), (collectively "Lessee").

RECITALS

A. The Farley's, as lessors and optionors, entered into a Mining Lease and Option to Purchase Agreement, dated effective as of November 4, 1991, with BGEI, as lessee and optionee (the "Agreement"), pertaining to certain real property located in Eureka County, Nevada, which property is more particularly described in Exhibit A attached to and made a part of this Fourth Amendment (the "Property").

B. BGEI assigned the Agreement to Barrick Goldstrike Mines Inc., ("BGMI"), by an Assignment dated June 30, 1994.

C. BGMI and Gold Ventures entered into the High Desert and Barrick Gold Venture Agreement, effective May 1, 1994 (the "Venture Agreement"), pursuant to which Gold Ventures acquired an undivided interest in the Agreement.

D. BGMI assigned a Sixty-Nine percent (69%) interest in the Agreement and Venture Agreement to Gold Ventures by an assignment dated December 18, 1996.

E. BGMI assigned its remaining Thirty-One percent (31%) interest in the Agreement and Venture Agreement to BGEI by assignment dated December 19, 1996.

F. Gold Ventures assigned a Twenty-Five percent (25%) interest in the Venture Agreement to NMC by assignment dated October 25, 1996.

G. Gold Ventures withdrew from the Venture Agreement effective November 27, 2002. Gold Ventures conveyed all of its ownership interest (49.2641 %) to Barrick and Newmont by executing respective Mining Claim Special Warranty Deeds and Assignments in favor of Barrick (61.1% interest), and Newmont (38.9% interest).

H. Following the assignments by Gold Ventures to BGEI and Newmont, BGEI holds a 61.1004% and Newmont holds a 44.1637% interest in the Agreement and the Venture Agreement.

I. The Farley's and BGMI/Gold Ventures entered into a First Amendment to Agreement, dated September 1, 1996, extending the term of the Agreement an additional five years, until November 4, 2001. The Farleys's and BGEI, Gold Ventures and NMC entered into the Second Amendment, dated October 30, 2001, extending the term of the Agreement an additional five years, until November 4, 2006. Note, the Third Amendment to the Agreement was inadvertently skipped and never initiated. The Fourth Amendment to the Agreement, dated October 30, 2006, extending the term of the Agreement an additional five years, until November 4, 2011.

J. The Farley's and Lessee have entered into a Fifth Amendment, dated October 30, 2011. The Fifth Amendment extends the term of the Agreement for an additional five (5) year term, until November 4, 2016.

PURPOSE OF MEMORANDUM

The purpose of this Memorandum of the Fifth Amendment to Mining Lease and Option to Purchase Agreement is for recordation and the notice thereby imparted. This Memorandum does not, in any way, serve to modify the provisions of the Agreement, Venture Agreement or the Fifth Amendment referred to above.

IN WITNESS WHEREOF, the parties have executed this Amendment to be effective as of the date first above written.

Nancy Dale DPOA for Georgia Lynn Farley
Nancy Dale as Attorney in Fact for
Georgia Lynn Farley

Carl A. Farley
Carl A. Farley

Donna L. Farley
Donna L. Farley

BARRICK GOLD EXPLORATION INC.

By: Edward L. Cope

Edward L. Cope
Its: Vice President Exploration, N. America

NEWMONT USA LIMITED

By: Richard J. Matthews

Richard J. Matthews
Its: Vice President

STATE OF OREGON)
 : ss.
COUNTY OF Malheur)

On this 28th day of October, 2011, before me, Rita J. Lewis, a notary public for said State, personally appeared Nancy Dale as Attorney in Fact for Georgia Lynn Farley, known or identified to me to be the person who executed the instrument, and acknowledged to me that she executed the same.

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

Rita J Lewis

Notary Public
Residing at Fruitland ID
My Commission Expires: 1/17/14



STATE OF OREGON)
 : ss.
COUNTY OF Malheur)

On this 28th day of October, 2011, before me, Rita J. Lewis, a notary public for said State, personally appeared Carl A. Farley, known or identified to me to be the person who executed the instrument, and acknowledged to me that he executed the same.

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

Rita J Lewis

Notary Public
Residing at Fruitland ID
My Commission Expires: 1/17/14



STATE OF OREGON)
 : ss.
COUNTY OF Malheur)

On this 28th day of October, 2011, before me, Rita J. Lewis
a notary public for said State, personally appeared Donna L. Farley, known or identified to me to
be the person who executed the instrument, and acknowledged to me that she executed the same.

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

Rita J. Lewis

Notary Public
Residing at Fruitland ID
My Commission Expires: 1/17/14



STATE OF NEVADA)
 : ss.
COUNTY OF ELKO)

On this 3rd day of November, 2011, personally appeared before me, a notary public for said State, Ed Cope a duly qualified and officer of Barrick Gold Exploration Inc., known or identified to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said corporation.

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



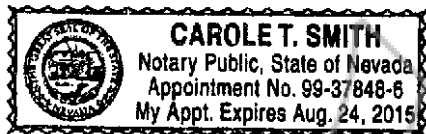
Kelly A. Scow
Notary Public

My Commission Expires: Sept. 22, 2013

STATE OF NEVADA)
 : ss.
COUNTY OF ELKO)

On this 17 day of October, 2011, personally appeared before me, a notary public for said State, Richard J. Matthews a duly qualified and officer of Newmont USA Limited, known or identified to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said corporation.

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



Carole T. Smith
Notary Public

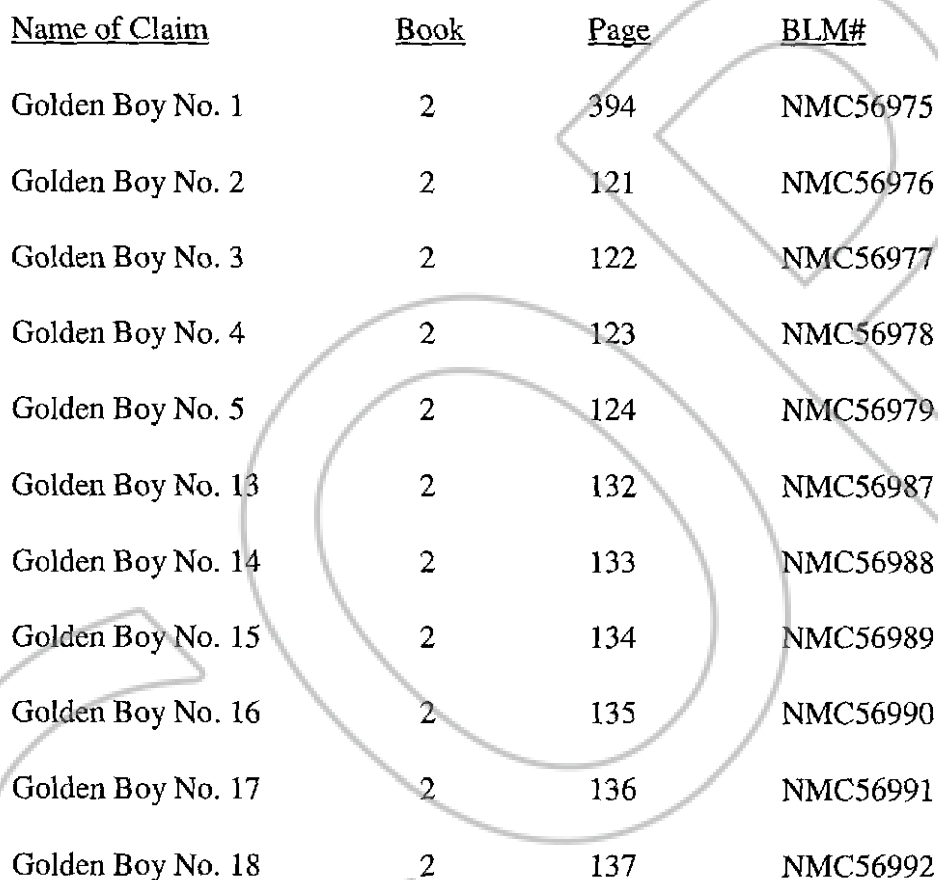
My Commission Expires: 8/24/15

EXHIBIT A

LEGAL DESCRIPTION

The following unpatented mining claims in or about Section 18, Township 35 North, Range 51 East, MDB&M:

Eureka County
Certificate of Location
Recordation Data



<u>Name of Claim</u>	<u>Book</u>	<u>Page</u>	<u>BLM#</u>
Golden Boy No. 1	2	394	NMC56975
Golden Boy No. 2	2	121	NMC56976
Golden Boy No. 3	2	122	NMC56977
Golden Boy No. 4	2	123	NMC56978
Golden Boy No. 5	2	124	NMC56979
Golden Boy No. 13	2	132	NMC56987
Golden Boy No. 14	2	133	NMC56988
Golden Boy No. 15	2	134	NMC56989
Golden Boy No. 16	2	135	NMC56990
Golden Boy No. 17	2	136	NMC56991
Golden Boy No. 18	2	137	NMC56992