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01/24/2013

01:13 PM

Official Record

Recording requested By
BARRICK GOLD US INC

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$21.00

Page 1 of 8

RPTT:

Recorded By: FES

Book- 547 Page- 0001

AFTER RECORDING, PLEASE RETURN TO:
Barrick Gold U.S. Inc.
293 Spruce Road
Elko, Nevada 89801

ASSESSOR PARCEL NOS. 006-070-03 & 006-080-04

*The undersigned affirm that this document does not
contain the personal information of any person*



MEMORANDUM OF MINING LEASE AMENDMENTS

PLEASE TAKE NOTICE that, effective as of December 17, 2012, (a) that certain Mining Lease dated as of October 16, 2002 among Tom and Volina Connolly (the "Connollys") and Jeannette L. Baumann and James E. Baumann as trustees of the Jeanette L. Baumann Trust (the "Baumanns"), as lessors, and Placer Dome U.S. Inc. ("Placer Dome"), as lessee (the "North Mineral Lease"), concerning the real property described in Exhibit A hereto (the "North Property"), which North Property is located in Eureka County, Nevada (a short form memorandum of which is recorded in Eureka County as Document No. 179383 in Book 353 at page 253), and (b) that certain Mining Lease dated as of October 16, 2002 among the Connollys and the Baumanns, as lessors, and Placer Dome, as lessee (the "South Mineral Lease"), concerning the real property described in Exhibit B hereto (the "South Property"), which South Property is located in Eureka County, Nevada (a short form memorandum of which is recorded in Eureka County as Document No. 179382 in Book 353 at page 247), have both been modified and amended by (x) that certain Purchase and Sale Agreement dated December 19, 2012 between MARILYN J. STEINER, a married woman as her sole and separate property, whose address is 859 Mulberry Road, Valley Cottage, New York 10989 ("Steiner"), as a successor to the Baumanns, and BARRICK GOLD U.S. INC., a California corporation whose address for purposes of this instrument is 293 Spruce Road, Elko, Nevada 89801 ("Barrick"), as the successor by name change to Placer Dome, (y) that certain Purchase and Sale Agreement dated December 17, 2012 between JOANNE L. STONE, an unmarried woman, whose address is 1194 NE Palmblad Drive, Gresham, Oregon 97030 ("Stone"), as a successor to the Baumanns, and Barrick, as the successor by name change to Placer Dome, and (z) that certain Purchase and Sale Agreement dated December 17, 2012 between James E. Baumann and Vera L. Baumann as trustees of The Baumann Family Trust executed February 26, 2007, whose address is P.O. Box 308, Eureka, Nevada 89316 ("Baumann Trust"), as a successor to the Baumanns, and Barrick, as the successor by name change to Placer Dome (collectively, the "Purchase Agreements").

By virtue of the Purchase Agreements, the 20-year primary term of the North Mineral Lease and the 20-year primary term of the South Mineral Lease (collectively, the "Leases") have been extended to 40 years.

Certain provisions in the Leases regarding production royalty payments, advance minimum royalty payments and other obligations have also been modified by the Purchase Agreements.

The Leases as amended grant to Barrick a right of first refusal to purchase the interests of the Connollys, Steiner, Stone and the Baumann Trust (collectively, the "Owners") in the North Property and the South Property (collectively, the "Property"), as well as the production royalty payable to the Owners under the Leases, if the Owners or any of them desire to sell all or any portion of their interest in the Property or the production royalty payable to the Owners (subject to the Owners' rights to make certain transfers for bona fide estate planning purposes and certain transfers to family members without triggering said right of first refusal, as set forth in the Leases).

The Leases and the Purchase Agreements are incorporated herein by this reference and made a part hereof. Copies of the Leases and the Purchase Agreements are in the possession of the parties hereto at the addresses shown in the first paragraph of this document. The execution and recording of this document shall not limit, increase or in any manner affect any of the terms of the Leases or the Purchase Agreements, or the rights, interests or obligations of the parties thereunder. In the event of any conflict between the terms of the Leases and the terms of this document, the terms of the Leases shall control. Likewise, in the event of any conflict between the terms of the Purchase Agreements and the terms of this document, the terms of the Purchase Agreements shall control.

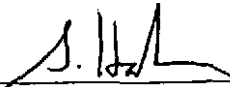
This document may be executed in multiple counterparts and all counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, Barrick, Steiner, Stone and the Baumann Trust have executed this document, as contemplated in Section 3.c of the Purchase Agreements, on the dates set forth in the acknowledgements below but effective as of the date first set forth above.

[Signature page follows]

Barrick:

BARRICK GOLD U.S. INC., a California
corporation

By 
Name G. HALVERSON
Title PRESIDENT


Steiner:

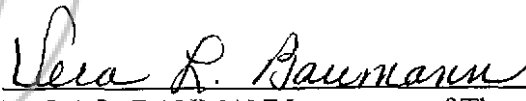
MARILYN J. STEINER

Stone:

JOANNE L. STONE

Baumann Trust:


JAMES E. BAUMANN as trustee of The
Baumann Family Trust executed February
26, 2007

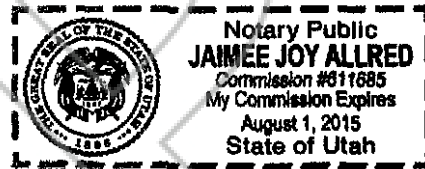

VERA L. BAUMANN as trustee of The
Baumann Family Trust executed February
26, 2007

STATE OF Utah)
 : ss.
COUNTY OF Salt Lake

The foregoing instrument was acknowledged before me this 17 day of December, 2012, by Gary Halverson, the President of BARRICK GOLD U.S. INC., a California corporation, on behalf of said corporation.

My commission expires:
8/11/2015

Jaimee Joy Allred
NOTARY PUBLIC, residing at
Salt Lake, Utah



STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of December, 2012, personally appeared before me, a Notary Public, MARILYN J. STEINER, who acknowledged that she executed the above instrument.

My commission expires:

NOTARY PUBLIC, residing at

STATE OF _____)
) ss.
COUNTY OF _____)

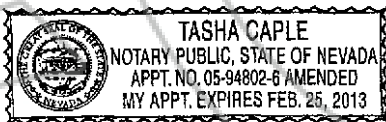
On this _____ day of December, 2012, personally appeared before me, a Notary Public, JOANNE L. STONE, who acknowledged that she executed the above instrument.

My commission expires:

NOTARY PUBLIC, residing at

STATE OF Nevada)
) ss.
COUNTY OF Eureka)

On this 17th day of December, 2012, personally appeared before me, a Notary Public, JAMES E. BAUMANN as trustee of The Baumann Family Trust executed February 26, 2007, who acknowledged that he executed the above instrument.



My commission expires:
2.25.2013

Tasha Caple
NOTARY PUBLIC, residing at

293 Spruce Rd Elko NV 89801

STATE OF Nevada)
) ss.
COUNTY OF Eureka)

On this 1st day of December, 2012, personally appeared before me, a Notary Public, VERA L. BAUMANN as trustee of The Baumann Family Trust executed February 26, 2007, who acknowledged that she executed the above instrument.



My commission expires:
2.26.2013

Tasha Caple
NOTARY PUBLIC, residing at
293 Spruce Rd. Elko NV 89804

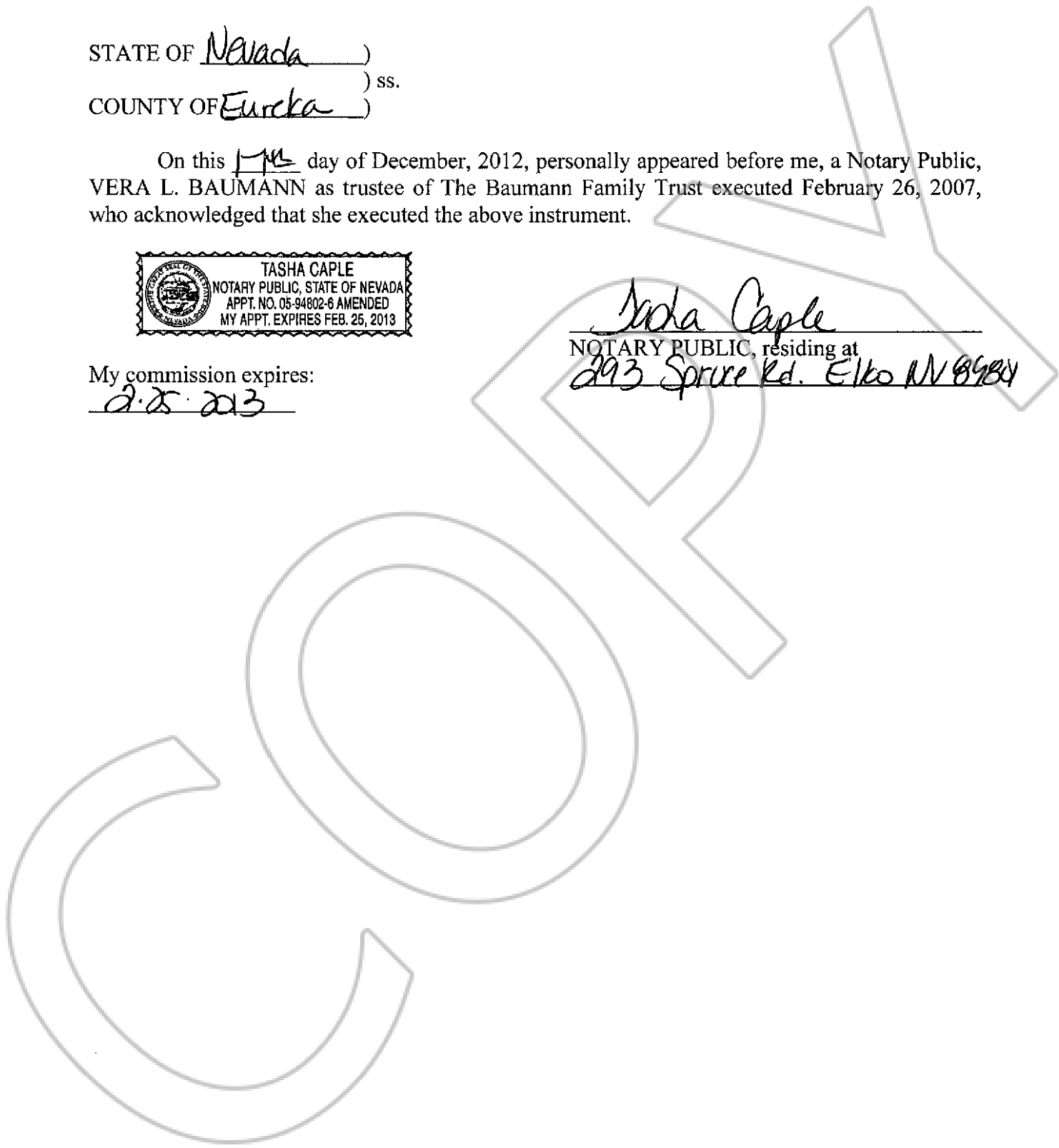


Exhibit A

North Property

The following fee lands located in Eureka County, Nevada:

T26N, R49E, MDM

Section 6: Lots 6, 7 and 8 (APN 006-080-04)

Section 7: Lots 1, 2, 3 and 4 (APN 006-080-04)

(Assessor parcel numbers are for indexing purposes only.)

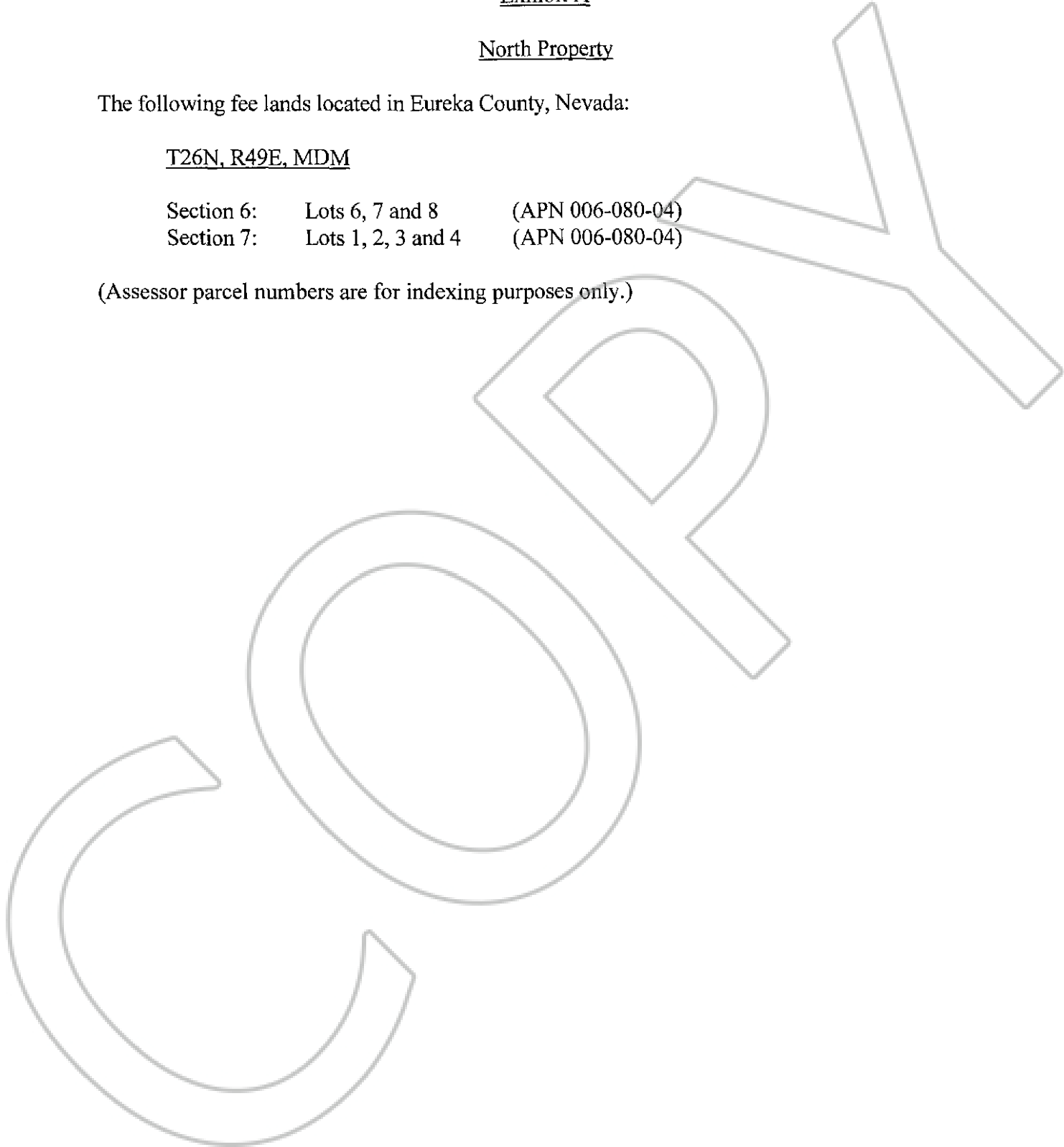


Exhibit B

South Property

The following fee lands located in Eureka County, Nevada:

T26N, R48E, MDM

Section 13: Lot 4, SW1/4SE1/4, SW1/4NW1/4,
N1/2SW1/4, SE1/4SW1/4 and
SW1/4NW1/4SE1/4

APN 006-070-03

T26N, R49E, MDM

Section 18: Lots 1, 2, 3 and 4

APN 006-080-04

Section 19: Lots 1, 2, 3 and 4

APN 006-080-04

Section 30: Lot 1 and N1/2 of Lot 6

APN 006-080-04

(Assessor parcel numbers are for indexing purposes only.)