

DOC# 227074

04/01/2014

08:36AM

Official Record

Requested By
PARSONS BEHLE & LATIMER

Eureka County - NV

Mike Rebaleati - Recorder

Page: 1 of 5 Fee: \$18.00

Recorded By LH RPTT: \$0.00

Book- 0564 Page- 0087



0227074

When Recorded Mail to:

Parsons Behle & Latimer

Attn: John R. Zimmerman, Esq.

50 West Liberty St., Ste. 750

Reno, NV 89501

Mail Tax Statement to:

N/A -water rights

Pursuant to NRS 239B.030, the undersigned hereby affirms that this document does not contain the Personal Information, as defined by NRS 603A.040, of any person.

DEED

This Deed is made and entered into this 28 day of March, 2014 (the "Effective Date") from Marigold Mining Company, a Nevada corporation ("Grantor") to Goldcorp Dee LLC, a Nevada limited liability company of which Goldcorp USA, Inc. ("Goldcorp USA") is the sole member ("Grantee"), 5190 Neil Road, Suite 310, Reno, Nevada 89501. Capitalized terms not defined herein shall have the meaning ascribed to such terms in the Purchase Agreement, as defined below.

Recitals

A. Goldcorp USA, Grantor's parent corporation, is a party to that certain Purchase and Sale Agreement dated February 3, 2014 and amended March 7, 2014 among Goldcorp USA, Goldcorp Canada Ltd., Homestake Mining Company of California, and Silver Standard Resources Inc. (the "Purchase Agreement"). The Purchase Agreement governs, among other things, the purchase and sale of the Marigold Shares and the Homestake Interest.

B. Pursuant to the Purchase Agreement, Goldcorp USA agreed to cause Grantor, among other things, to distribute, transfer, and assign certain Unrelated Assets to Goldcorp USA (or to one or more limited liability companies of which Goldcorp USA is the sole member) prior to Closing as part of a Pre-Closing Reorganization.

C. To carry out the Pre-Closing Organization, Goldcorp USA and Grantor adopted a Plan of Distribution and Discharge of Unrelated Assets and Liabilities (the "Distribution Plan") which provides, among other things, that (a) Grantor shall distribute, transfer and assign the Unrelated Assets, which include the water rights more particularly described in Exhibit A to this Deed (the "Water Rights"), to Goldcorp USA, (b) immediately thereafter Goldcorp USA shall distribute, transfer and assign the Water Rights to Grantee and (c) for administrative convenience, Grantor may transfer ownership and title to the Water Rights directly to Grantee.

D. Grantor now desires to execute this Deed with respect to the Water Rights in order to implement, in part, its obligations under the Purchase Agreement and the Distribution Plan.

Conveyance

For \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Grantor conveys, transfers and assigns to Grantee, its successors and assigns forever, all of Grantor's right, title, and interest in and to the Water Rights.

Together with all and singular the tenements, hereditaments, and appurtenances thereon or thereunto belonging to or in anywise appertaining, the reversion and reversions, remainder and remainders, rents, issues, and profits thereof.

To have and to hold, all and singular, the Water Rights, together with the appurtenances, unto Grantee, its successors and assigns forever.

Grantor has executed this Deed to be effective as of the Effective Date.

Marigold Mining Company.

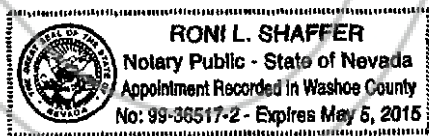
By: Charles J. Ronkas

Name: CHARLES J. RONKAS

Title: Director

STATE OF Nevada)
) ss.
COUNTY OF Washoe)

This instrument was acknowledged before me on March 28, 2014, by Charles J. Ronkas as Director of Marigold Mining Company.



Roni L. Shaffer



EXHIBIT A

Water Rights

The following water rights, as issued by the Nevada State Engineer, together with all base water rights and change applications related thereto:

Permit 53715

Permit 57755

Permit 57756

Permit 57757

Permit 57882

Permit 57883

Permit 58254



STATE OF NEVADA
DECLARATION OF VALUE

1. Assessors Parcel Number(s)

- a) NA, water rights.
b) _____
c) _____
d) _____

2. Type of Property:

- a) ☐ Vacant Land b) ☐ Single Fam. Res.
c) ☐ Condo/Twnhse d) ☐ 2-4 Plex
e) ☐ Apt. Bldg f) ☐ Comm'l/Ind'l
g) ☐ Agricultural h) ☐ Mobile Home
i) ☒ Other Water rights

FOR RECORDERS OPTIONAL USE ONLY

DOCUMENT/INSTRUMENT #: _____
BOOK _____ PAGE _____
DATE OF RECORDING: _____
NOTES: _____

3. Total Value/Sales Price of Property:

Deed in Lieu of Foreclosure Only (value of property)

Transfer Tax Value:

Real Property Transfer Tax Due:

\$ _____
(_____
\$ _____
\$ _____

4. If Exemption Claimed:

- a. Transfer Tax Exemption per NRS 375.090, Section # 1.
b. Explain Reason for Exemption: Transfer from a business entity to an affiliated business entity with identical common ownership (see attached Model Affidavit for Exemption #1).

5. Partial Interest: Percentage being transferred: 100 %

The undersigned declares and acknowledges, under penalty of perjury, pursuant to NRS 375.060 and NRS 375.110, that the information provided is correct to the best of their information and belief, and can be supported by documentation if called upon to substantiate the information provided herein.

Furthermore, the parties agree that disallowance of any claimed exemption, or other determination of additional tax due, may result in a penalty of 10% of the tax due plus interest at 1% per month.

Pursuant to NRS 375.030, the Buyer and Seller shall be jointly and severally liable for any additional amount owed.

Signature Charles J. Rankin

Capacity Director of Grantor

Signature Charles J. Rankin

Capacity Director of Goldcorp USA, Inc.,

the sole member of Grantor

SELLER (GRANTOR) INFORMATION
(REQUIRED)

Print Name: Marigold Mining Company
Address: P.O. Box 160 (3 miles south of Valmy)
City: Valmy
State: Nevada Zip: 89438

BUYER (GRANTEE) INFORMATION
(REQUIRED)

Print Name: Goldcorp Dee LLC
Address: 5190 Neil Road, Suite 310
City: Reno
State: Nevada Zip: 89501

COMPANY/PERSON REQUESTING RECORDING

(required if not the seller or buyer)

Print Name: John R. Zimmerman, Esq Escrow # _____

Address: 50 West Liberty St., Ste. 750

City: Reno State: Nevada Zip: 89501

(AS A PUBLIC RECORD THIS FORM MAY BE RECORDED/MICROFILMED)



227074

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List the complete name of the claimant and contact information, as applicable:

I, the undersigned duly authorized representative of the organization named herein, do hereby make the following declarations:

4. The purpose of this transfer is to recognize:

X

Documentation supporting these statements is attached.

\$5.

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STATE OF NEVADA
DECLARATION OF VALUE

DOC# DV-227074

04/01/2014

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Pursuant to NRS 375.030, the Buyer and Seller shall be jointly and severally liable for any additional amount owed.

Signature Charles J. Runkle

Capacity Director of Grantor

Signature Charles J. Runkle

Capacity Director of Goldcorp USA, Inc.,

the sole member of Grantee

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(REQUIRED)

Print Name: Marigold Mining Company
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Print Name: John R. Zimmerman, Esq Escrow # _____

Address: 50 West Liberty St., Ste. 750

City: Reno State: Nevada Zip: 89501

(AS A PUBLIC RECORD THIS FORM MAY BE RECORDED/MICROFILMED)



Real Property Transfer Tax Model Affidavit for Exemption 1

List the complete name of the claimant and contact information, as applicable:

<u>Marigold Mining Company</u> Name of Transferring Organization <u>Goldcorp Dee LLC</u> Name of Petitioner <u>5190 Neil Road, Suite 310</u> Street Address <u>Reno</u> City <u>775-824-7954</u> Daytime Telephone Number (include area code) (optional)	<u>Goldcorp Dee LLC</u> Name of Organization to which property is transferred Contact Person (If different than Petitioner name) Mailing Address (If different from street address) <u>Nevada</u> <u>89501</u> State Zip Code E-mail address
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I, the undersigned duly authorized representative of the organization named herein, do hereby make the following declarations:

1. The transfer referred to on the attached Declaration of Value is eligible for exemption from the real property transfer tax pursuant to NRS 375.090 (1), and is not otherwise a taxable event under NRS 375.
2. The organization to which property is transferred has identical common ownership with the transferring organization, if for an affiliated company.
3. The property transferred will continue to be used in the same manner as it was used by the transferring organization. The business use of the property prior to the transfer was: mining. The business use after the transfer is: mining.

4. The purpose of this transfer is to recognize:

- ☐ Change in the identity of the business entity
☐ Change in the business entity form of organization
☐ Change in the location of the business entity

X

Description of the change: Parent company (Goldcorp USA, Inc.) re-organizing assets between subsidiaries.

Documentation supporting these statements is attached.

<u>Charles J. Runk</u>	<u>DIRECTOR</u>	<u>3/28/14</u>	<u>GOLDCORP USA INC.</u>
Signature	Title	Date	Representing

State of Nevada)
 County of Washoe)

ss.

Signed and sworn to (or affirmed) before me on March 28, 2014 (date)
 by Charles J. Runk
 (name(s) of person(s) making statement).

Notary Stamp, if applicable:

Roni L. Shaffer
 Notary Public or Officer Administering Oath

Title of Officer Administering Oath

