

APN: 006-150-02, 006-160-02, 006-240-01, 006-240-02, 006-240-04, 006-260-01, 006-270-01

WHEN RECORDED, RETURN TO:

Barrick Gold US Inc.
Attention: Robert L. Brock C.P.L., Regional Land Manager
460 West 50 North, Suite 500
Salt Lake City, Utah 84101
Email: bbrock@barrick.com

DOC # 0227908

10/08/2014

01:09 PM

Official Record

Recording requested By
BARRICK GOLD US INC

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$18.00

Page 1 of 5

RPTT:

Recorded By: AP

Book- 572 Page- 0033



0227908

Affirmation Statement: The undersigned affirms that this document does not contain any social security numbers or other personal information of any person (Per NRS 239B.030).

MEMORANDUM OF OPTION AGREEMENT

NOTICE IS HEREBY GIVEN that Thomas P. Connolly and Volina L. Connolly, Co-Trustees of the Thomas and Volina Connolly Family Trust dated November 2, 2004, as amended, with an address at HC 66, Box 60, Crescent Valley, NV 89821 ("**CONNOLLY**"), and Barrick Gold U.S. Inc., a California corporation, whose address is 460 West 50 North, Suite 500, Salt Lake City, Utah 84101 ("**Barrick**"), have entered into an Option Agreement (the "**Agreement**"), dated to be effective as of October 7th, 2014 (the "**Effective Date**"), with respect to the properties more particularly described in **Exhibit A** to this Memorandum (the "**Properties**").

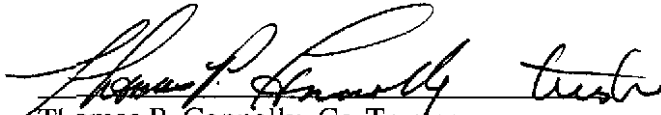
Under the terms of the Agreement:

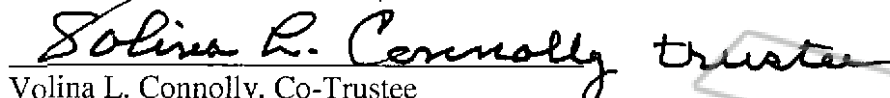
1. Connolly has granted to Barrick the exclusive and irrevocable option to acquire the Properties upon the terms and conditions set forth in the Agreement.
3. The term of the Agreement is two years from the Effective Date, unless extended or terminated in accordance with the Agreement.
4. The Agreement may not be transferred or assigned without the express prior written consent of the non-assigning party, provided Barrick may assign its right, title and interest under the Agreement to any assignee of its choosing so long as such assignee is controlled by or under common control with Barrick.
5. The provisions of the Agreement shall inure to the benefit of and be binding upon Connolly and Barrick and their respective successors and assigns.
6. The Agreement is incorporated herein by this reference and made a part hereof. Copies of the Agreement are in the possession of the parties at the addresses shown above. If there is any conflict between this Memorandum and the Agreement, the Agreement shall govern.

Dated effective as of the date first written above.

Connolly:

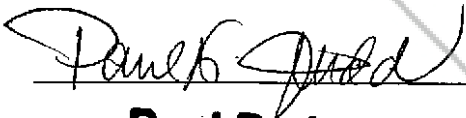
THE THOMAS AND VOLINA CONNOLLY FAMILY TRUST dated November 2, 2004, as amended


Thomas P. Connolly, Co-Trustee


Volina L. Connolly, Co-Trustee

Barrick:

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

By: 

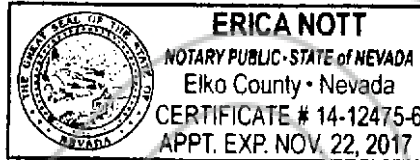
Its: **Paul D. Judd**
Tax Director



State of Nevada)
) :SS
County of Elko)

The foregoing instrument was acknowledged before me this October 7, 2014, by Thomas P. Connolly, Co-Trustee of the Thomas and Volina Connolly Family Trust dated November 2, 2004, as amended.

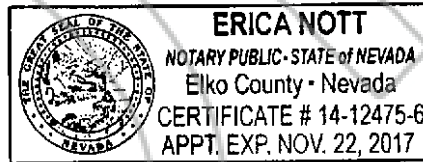
My Commission Expires: November 22, 2017 Notary Public Erica Nott
Residing At: Elko, Nevada



State of Nevada)
) :SS
County of Elko)

The foregoing instrument was acknowledged before me this October 7, 2014, by Volina L. Connolly, Co-Trustee of the Thomas and Volina Connolly Family Trust dated November 2, 2004, as amended.

My Commission Expires: November 22, 2017 Notary Public Erica Nott
Residing At: Elko, Nevada



State of Utah)
) :SS
County of Salt Lake)

The foregoing instrument was acknowledged before me this October 6, 2014, by Paul D. Judd, Tax Director of Barrick Gold U.S. Inc.

My Commission Expires: August 1, 2015 Notary Public Jaimee Joy Davis
Residing At: Salt Lake City, UT

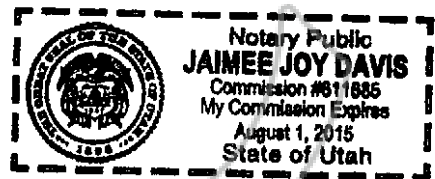


EXHIBIT A
TO MEMORANDUM OF OPTION AGREEMENT

THE PROPERTIES

The land referred to herein is situated in the State of Nevada, County of Eureka, described as follows:

PARCEL 1:

TOWNSHIP 24 NORTH, RANGE 48 EAST, M.D.B.&M.

Section 13: W1/2SW1/4; SE1/4SW1/4;

Section 14: NE1/4SE1/4;

Section 15: N1/2NW1/4; SE1/4NW1/4; SW1/4NE1/4;

TOWNSHIP 25 NORTH, RANGE 48 EAST, M.D.B.&M.

Section 24: SE1/4; E1/2SW1/4;

TOWNSHIP 24 NORTH, RANGE 48 1/2 EAST, M.D.B.&M.

Section 13: SE1/4NW1/4; S1/2NE1/4; SE1/4;

Section 24: N1/2NE1/4;

TOWNSHIP 25 NORTH, RANGE 48 1/2 EAST, M.D.B.&M.

Section 25: E1/2SW1/4; SE1/4; Lots 3 and 4;

Section 36: N1/2NE1/4;

TOWNSHIP 24 NORTH, RANGE 49 EAST, M.D.B.&M.

Section 18: Lots 2, 3, 4; E1/2SW1/4;

Section 19: NE1/4NW1/4; Lot 1;

PARCEL 2:

TOWNSHIP 24 NORTH, RANGE 48 EAST, M.D.B.&M.

Section 10: W1/2NE1/4;

PARCEL 3:

TOWNSHIP 24 NORTH, RANGE 48 EAST, M.D.B.&M.

Section 13: S1/2SW1/4SE1/4;

Section 24: N1/2NW1/4NE1/4;



EXCEPTING FROM S1/2SW1/4SE1/4 of Section 13 and N1/2NW1/4NE1/4 of Section 24, Township 24 North, Range 48 East, M.D.B.&M., all the geothermal steam and associated resources in and under said land, reserved by the United States of America, in patent recorded November 7, 1974, in Book 50, Page 246, Official Records of Eureka County, Nevada.

FURTHER EXCEPTING FROM Parcels 1 and 2, an undivided 50% interest into any and all mineral rights, oil or gas owned by the seller, in and under said land reserved by Walter E. Baumann and Jeanette Baumann, in deed recorded May 5, 1977, in Book 59, Page 60, Official Records of Eureka County, Nevada.

FURTHER EXCEPTING FROM Parcels 1, 2 and 3, an undivided one-half interest in and to all coal, oil, gas and minerals of every kind and nature whatsoever and geothermal rights, lying in and under said land as reserved in deed recorded August 9, 1988, in Book 182, Page 150, Official Records of Eureka County, Nevada

