



LISA HOEHNE, CLERK RECORDER

APN #: N/A (water rights)

Recorded at the request of, and
when recorded, return to:

Nevada Gold Mines LLC
1655 Mountain City Highway
Elko, Nevada 89801
Attention: Land Manager

Mail Tax Statement to: N/A (water rights)

Space Above for County Recorder's Use

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).

WATER RIGHTS DEED

(Eureka County)
(Dean Ranch)

This Water Rights Deed (Eureka County) (Dean Ranch) (this "Deed"), entered into effective as of 12:01 a.m. Pacific Daylight Time on July 1, 2019, is from Barrick Gold U.S. Inc., a California corporation, whose address is 905 West Main St., Elko, Nevada 89801 ("Grantor"), to Nevada Gold Mines LLC, a Delaware limited liability company, whose address is 1655 Mountain City Highway, Elko, Nevada 89801 ("Grantee").

Recitals

1. Grantor's parent company, Barrick Gold Corporation, and Newmont Goldcorp Corporation, formerly known as Newmont Mining Corporation, are parties to that certain Implementation Agreement dated March 10, 2019, as amended (the "Agreement").
2. Pursuant to the Agreement, Grantor's parent company, Barrick Gold Corporation, agreed, among other things, to cause Grantor to convey to Grantee all of Grantor's right, title and interest in and to in the water rights described in Exhibit A to this Deed (the "Water Rights"). The Water Rights are located in Eureka County, Nevada.
3. Grantor executes this Deed with respect to the Water Rights in order to fulfill, in part, its obligations under the Agreement.

Conveyance

For good and valuable consideration, the receipt and sufficiency of which are acknowledged by the parties, Grantor grants, bargains and sells to Grantee, free and clear of all Encumbrances other than Permitted Encumbrances all of Grantor's right, title and interest in and to the Water Rights, including all permits, proofs, certificates and changes, and all and singular

the tenements, hereditaments, appurtenances, fixtures, buildings, wells, pipelines, ditches, impoundments and other improvements 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 unto Grantee, its successors and assigns forever.

This Deed incorporates by reference the representations and warranties, and associated limitations and disclaimers, made in the Agreement with respect to the Properties.

This Deed and the covenants contained herein shall extend to and be binding upon and every benefit hereof shall inure to the parties hereto, their respective successors and assigns. This Deed is intended to and does convey any after acquired title or interest in and to the Water Rights that Grantor or an Affiliate of Grantor may hereafter acquire, excluding any title or interest in and to any of the Water Rights acquired by Grantor or an Affiliate of Grantor in connection with or following Grantee's abandonment or other divestiture of an interest in the Water Rights pursuant to the JV Agreement.

This Deed, being further documentation of the transactions contemplated by the Agreement, is subject in all respects to the terms and conditions of the Agreement. In the event of a conflict between any provision of this Deed and any provision of the Agreement, the provisions of the Agreement shall control. Capitalized terms used but not defined in this Deed shall have the meanings ascribed to them in the Agreement.

This Deed shall be governed by the laws of the State of Nevada.

[Signature Page Follows]

This Deed is executed and delivered effective on the date first written above.

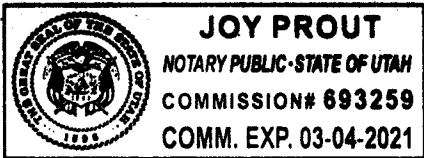
Grantor:

Barrick Gold U.S. Inc
a California corporation

By: [Signature]
Name: Peter Webster
Title: Director

State of Utah)
) ss.
County of Salt Lake)

This instrument was acknowledged before me on June 28, 2019, by Peter Webster as Director of Barrick Gold U.S. Inc.



[Signature]
Notary Public in and for the State of Utah
Residing at: _____
Commission Expires: _____

Exhibit A
to
WATER RIGHTS DEED
(Eureka County)

The following water rights permits, certificates, and proofs of vested claims on file with the Nevada Division of Water Resources, Office of the State Engineer:

| PERMIT | CERTIFICATE |
|--------|-------------|
| 7425 | 1723 |
| 7434 | 1724 |
| 7436 | 1725 |
| 7503 | 1730 |
| 7504 | 1731 |
| 21178 | 7937 |
| V01945 | N/A |
| V01946 | N/A |
| V09026 | N/A |

STATE OF NEVADA
DECLARATION OF VALUE

1. Assessor Parcel Number(s)
a. N/A (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
☒ Other Water Rights

| | |
|---------------------------------|-------------|
| FOR RECORDERS OPTIONAL USE ONLY | |
| Book _____ | Page: _____ |
| Date of Recording: _____ | |
| Notes: _____ | |

- 3.a. Total Value/Sales Price of Property \$ 57,000.00
b. Deed in Lieu of Foreclosure Only (value of property (_____))
c. Transfer Tax Value: \$ 57,000.00
d. Real Property Transfer Tax Due \$ 222.30

4. **If Exemption Claimed:**
a. Transfer Tax Exemption per NRS 375.090, Section _____
b. Explain Reason for Exemption: _____

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 [Signature] Capacity: Buyer's Authorized Signatory

Signature _____ Capacity: _____

SELLER (GRANTOR) INFORMATION
(REQUIRED)

Print Name: Barrick Gold U.S. Inc.
Address: 905 West Main
City: Elko
State: NV Zip: 89801

BUYER (GRANTEE) INFORMATION
(REQUIRED)

Print Name: Nevada Gold Mines LLC
Address: 1655 Mountain City Highway
City: Elko
State: NV Zip: 89801

COMPANY/PERSON REQUESTING RECORDING (Required if not seller or buyer)

Print Name: _____ Escrow # _____
Address: _____
City: _____ State: _____ Zip: _____

AS A PUBLIC RECORD THIS FORM MAY BE RECORDED/MICROFILMED