



ALASKA DEPARTMENT OF NATURAL RESOURCES

Division of Mining, Land, and Water

Water Resources Section

3700 Airport Way, Fairbanks, Alaska 99709

PERMIT TO APPROPRIATE WATER

LAS 29172

The State of Alaska, acting by and through the Department of Natural Resources, Division of Mining, Land and Water, 3700 Airport Way, Fairbanks, Alaska, 99709-4699, hereinafter referred to as the grantor, under AS 46.15, the Alaska Water Use Act, and the regulations adopted under it, grants to:

Donlin Gold, LLC
2525 C Street
Anchorage, Alaska 99503

The right to develop the following use of water:

SOURCE: Water Well
QUANTITY: 201 Acre-feet per year
PERIOD: January 1 through December 31
USE: Withdrawal

With a PRIORITY DATE of May 16, 2013.

The location of this water source:

A groundwater well field for construction camp, shop, administrative facilities, warehouse, & mill located within Sections 10 and 11, Township 22 North, Range 49 West, Seward Meridian.

The location to which this appropriation is appurtenant:

Located within the "Mine Area", within Sections 24-27, 34-36, Township 23 North, Range 49 West; Sections 30-32, Township 23 North, Range 48 West; Sections. 1-5, 8-15, 17, 18, 22-24, Township 22 North, Range 49 West; and Sections 4-9, 17-20, Township 22 North, Range 48 West; Seward Meridian.


Changes in the natural state of water are to be made in the manner and only for the purposes stated in this permit. This permit is subject to the pertinent statutory provisions in AS 46.15, Administrative Regulations in 11 AAC 93, and the following conditions, with which the holder of this Permit shall comply:

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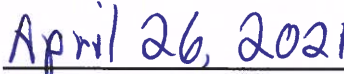
1. This permit does not authorize the permittee to enter upon any lands until proper rights-of-way, easements, or permission documents from the appropriate landowner have been obtained.
2. Follow acceptable engineering standards in exercising the right granted by this permit.
3. The permit holder is responsible for obtaining, maintaining, and complying with all other approvals and authorizations (federal, state or local) that may be required, including but not limited to complying with the regulations and requirements of the Alaska Dam Safety Program.
4. Comply with all applicable laws, regulations, and conditions.
5. If the grantor determines that this appropriation unduly affects a prior appropriator's ability to obtain water in accordance with his or her permit or certificate, this appropriation may be amended or water use may be curtailed until the prior appropriator can again obtain water under his or her prior right. Those individuals within the same area that do not have water rights may also be required to curtail taking water.
6. Except for claims or losses arising from negligence of the State, defend and indemnify the State, the State's agents, and the State's employees against and hold each of them harmless from any and all claims, demands, legal actions, loss, liability, and expense, including attorney fees, for injury to or death of persons and damages to or loss of property arising out of or connected with the exercise of the right granted by this permit.
7. Notify the grantor of any change of address, transfer of any real property identified in this permit, or proposed change in the water appropriation.
8. Allow grantor's authorized representatives to inspect, at reasonable times, any facilities, equipment, practices, or operations regulated or required under this permit.
9. Submit monthly water use records on an annual basis to the Water Resources Section. All water use records shall be reported on the Alaska Water Use Data System (AKWUDS) online at <http://dnr.alaska.gov/akwuds/> and/or via email to dnr.water.reports@alaska.gov.
10. Per 11 AAC 05.260(e), an annual administrative service fee shall be assessed on this permit.

This permit shall EXPIRE on: **April 25, 2031**.

This Permit to Appropriate Water is issued by authority of AS 46.15.080 and 11 AAC 93.120 on:



Approved



Date

Henry C. Brooks, Natural Resource Manager II
Name/Title