

Barrick Gold Inc.

171 Copper Cliff Road E.
Neebing, Ontario
P7L 0B6

Tel: (807) 964-1657

Fax: (807) 964-1658

November 9, 2010

Nunavut Water Board
P.O. Box 119
Gjoa Haven, Nunavut
X0B 1J0

Attention: Ms. Dionne Filiatrault, P. Eng.

Subject: Cullaton Lake Water Licence 1BR-CUL0911 renewal application

Dear Ms. Filiatrault:

Please find enclosed an application to renew Water Licence 1BR-CUL0911 which expires on January 31, 2011.

Summarized the application indicates that there are no changes to the existing license or site conditions. Site activities will continue to consist of annual water quality monitoring and site inspections only.

Pursuant to your new guidelines for license management issued in April 2010, the term of license requested in this renewal is 25 years. The intent is to apply for the maximum term and subsequently submit an application to cancel the license following your approval of our May 19, 2006 divestiture request.

Sincerely,



Paul Brugger, P. Eng.
Historic Properties Manager

Cc Bill Ferdinand, Director, EH&S, North America Region
Ian Parsons, Water Resources Technician, Indian and Northern Affairs Canada

Enclosures: As stated

November 9, 2010

ወደቅ ልረርብረቅፍ ክብረኢሮ
P.O. Box 119
ፕሮፖዘሽን፣ ወደቅ
X0B 1J0

ᐃᑭᓴ ᐃᑦᑦᑦ: ᐱᑦᑦ ᐱᑦᑦᑦ Ms. Dionne Filliatrault, P. Eng.

ለኒድርሮ: Cullaton Lake-፣ ልፍራኒድሮ ርዕሳኑን ለደቡብ 1BR-CUL0911 ጋራ ጋራ

[illegible][illegible][illegible][illegible]

በበኛኔጋኔ፣

Paul Brueggemann

<ᵐ> ᵒᵗᵑ Paul Brugger, P. Eng.
CΔLᵘᵗᵑσCσᵇ ΛᶜdC▷ᶜσᵇ bLᶜ

Bill Ferdinand, Director, EH&S, North America Region
Ian Parsons, Water Resources Technician, Indian and Northern Affairs Canada

$\Delta \rightarrow \Delta \sigma^C \tau^C$ $q^C \rho^C \gamma^C$: $C \Delta L^a q$ $\Delta^b \rho^C \tau^C \Delta^b \rho^C L^a L^C$



Application for Water Licence Renewal

April 2010

P.O. BOX 119
GJOAHAVEN, NUNAVUT
XOB 1J0
TEL: (867) 360-6338
FAX: (867) 360-6369

kNK5 wmoEp5 vtmpq
NUNAVUT IMALIRIYIN KATIMAYINGI
NUNAVUT WATER BOARD
OFFICE DES EAUX DU NUNAVUT

DOCUMENT MANAGEMENT

Original Document Date: April 2010

DOCUMENT AMENDMENTS

	Description	Date
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		



P.O. BOX 119
GJOA HAVEN, NU X0B 1J0
TEL: (867) 360-6338
FAX: (867) 360-6369

kNK5 wmoEp5 vtmpq
NUNAVUT WATER BOARD
NUNAVUT IMALIRIYIN KATIMAYINGI
OFFICE DES EAUX DU NUNAVUT

APPLICATION FOR WATER LICENCE RENEWAL

Your application may be classified as a **renewal** only if all operations remain the same as previously licensed and only the term of the licence requires change. If your application contemplates:

- a change to water source;
- a change to the volume of water authorized for use;
- a new activity related to water use or waste disposal;
- a new component related to water use or waste disposal;
- a change in predicted environmental impacts(s); and/or
- a change to any term or condition of the original licence

your application is **NOT** classified as a renewal but rather an amendment and will require submission of an Application for Water Licence Amendment. Licensees applying for combined renewal / amendment are also referred to the Application for Water Licence Amendment.

The applicant is referred to the NWB's Guide 7: Licensee Requirements Following the Issuance of a Water Licence for more information about this application form.

EXISTING LICENCE NO: 1BR-CUL0911

1. LICENSEE CONTACT INFORMATION

Is the licensee the same as that referred to on the existing licence?

☒ Yes ☐ No

If No, a licence assignment must be completed and approved by the NWB. **A renewal will only be issued in the name of the current licensee in the absence of assignment of the licence.**

If the licensee is the same, but the name of the licensee has changed, attach a certificate of name change.

Name: No change to name

Address:

Phone: _____

Fax: _____

e-mail: _____

2. LICENSEE REPRESENTATIVE CONTACT INFORMATION – If different from Block 1.

Name:

Address:

Phone: _____

Fax: _____

e-mail: _____

(Attach authorization letter.)

3. NAME OF PROJECT

Is the name of the project the same as that considered in the existing water licence?

☒ Yes ☐ No

Indicate the name of the project including the name of the location: Cullaton Lake

4. LOCATION OF UNDERTAKING

Is the location of the undertaking the same as that considered in the existing water licence?

☒ Yes ☐ No

Project Extents

NW: Latitude: (61° 18' 25" N)

Longitude: (98° 30' 37" W)

NE: Latitude: (61° 18' 23" N)

Longitude: (98° 29' 57" W)

SE: Latitude: (61° 15' 37" N)

Longitude: (98° 28' 13" W)

SW: Latitude: (61° 15' 58" N)

Longitude: (98° 30' 07" W)

Camp Location(s) No camp

Latitude: (° ' " N)

Longitude: (° ' " W)

5. MAP

Are the locations of the main components of the undertaking the same as those considered in the existing licence?

☒ Yes ☐ No

Attach a topographical map, indicating the main components of the undertaking. See Schedule A

NTS Map Sheet No.: _____ Map Name: _____ Map Scale: _____

6. NATURE OF INTEREST IN THE LAND

Is the nature of the interest in the land the same as that considered in the existing water licence?

☒ Yes ☐ No

Check any of the following that are applicable to the proposed undertaking (at least one box under the 'Surface' header must be checked).

Sub-surface

☐ Mineral Lease from Nunavut Tunngavik Incorporated (NTI)
Date (expected date) of issuance: _____ Date of expiry: _____

☐ Mineral Lease from Indian and Northern Affairs Canada (INAC)
Date (expected date) of issuance: _____ Date of expiry: _____

Surface

☒ Crown Land Use Authorization from Indian and Northern Affairs Canada (INAC)
Date (expected date) of issuance: July 16, 2010 Date of expiry: April 30, 2026

☐ Inuit Owned Land (IOL) Authorization from Kitikmeot Inuit Association (KIA)
Date (expected date) of issuance: _____ Date of expiry: _____

☐ IOL Authorization from Kivalliq Inuit Association (KivIA)
Date (expected date) of issuance: _____ Date of expiry: _____

☐ IOL Authorization from Qikiqtani Inuit Association (QIA)
Date (expected date) of issuance: _____ Date of expiry: _____

☐ Commissioner's Land Use Authorization
Date (expected date) of issuance: _____ Date of expiry: _____

☐ Other _____

Date (expected date) of issuance: _____ Date of expiry: _____

Is the name of the entity(s) holding authorizations the same as that considered in the existing water licence?

☒ Yes ☐ No

If No, a licence assignment must be completed and approved by the NWB.

Name of entity(s) holding authorizations:

7. NUNAVUT PLANNING COMMISSION (NPC) DETERMINATION

Is the undertaking located in the same land use planning area as that considered in the existing licence?

☒ Yes ☐ No

Indicate the land use planning area in which the project is located.

☐ North Baffin
☐ South Baffin
☐ Akunnig

☒ Keewatin
☐ Sanikiluaq
☐ West Kitikmeot

Was a land use plan conformity determination required from NPC prior to the issuance of the existing water licence?

☒ Yes ☐ No

If Yes, indicate date issued and attach copy. October 29, 2008

Does the proposed renewal change the original NPC conformity determination or the need to obtain one?

☐ Yes ☒ No

If Yes, indicate date issued (or expected) and attach a copy. _____
If No, provide written confirmation from NPC confirming that a land use plan conformity review is not required.

8. NUNAVUT IMPACT REVIEW BOARD (NIRB) DETERMINATION

Was a screening determination required from NIRB prior to the issuance of the existing water licence?

☐ Yes ☒ No

If Yes, indicate date issued and attach copy. _____

Does the proposed renewal change the original NIRB screening determination or the need to obtain one?

☐ Yes ☒ No

If Yes, indicate date issued (or expected) and attach a copy. _____
If No, provide written confirmation from NIRB confirming that a screening determination is not required.

9. DESCRIPTION OF UNDERTAKING

Is the description of the undertaking the same as that considered in the existing water licence?

☒ Yes ☐ No

List and attach plans and drawings or project proposal. See Schedule A – water quality monitoring only

10. OPTIONS

Are the alternative methods and locations that were considered to carry out the project the same as those considered in the existing water licence? N/A no alternative methods and locations considered.

☐ Yes ☐ No

Provide a brief explanation of the alternative methods or locations that were considered to carry out the project.

11. CLASSIFICATION OF PRIMARY UNDERTAKING

Is the primary undertaking the same as that considered in the existing water licence?

X Yes ☐ No

Indicate the primary classification of undertaking by checking one of the following boxes.

- | | |
|---|--|
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Agricultural |
| <input type="checkbox"/> Mining and Milling (includes exploration/drilling/exploration camps) | |
| <input type="checkbox"/> Conservation | |
| <input type="checkbox"/> Municipal (includes camps/lodges) | <input type="checkbox"/> Recreational |
| <input type="checkbox"/> Power | X Miscellaneous (describe below):
Water quality monitoring only |

See Schedule II of the *Northwest Territories Waters Regulations* for Description of Undertakings.

12. WATER USE

Is the type(s) of water use(s) the same as that considered in the existing water licence?

X Yes ☐ No

Check the appropriate box(s) to indicate the type(s) of water use(s) being applied for.

- | | |
|---|---|
| <input type="checkbox"/> To obtain water for camp/ municipal purposes | |
| <input type="checkbox"/> To obtain water for industrial purposes | <input type="checkbox"/> To divert a watercourse |
| <input type="checkbox"/> To cross a watercourse | <input type="checkbox"/> To modify the bed or bank of a watercourse |
| <input type="checkbox"/> To alter the flow of, or store water | <input type="checkbox"/> Flood control |
| X Other: Water quality monitoring only | |

13. QUANTITY OF WATER INVOLVED

Is the source of water the same as that considered in the existing licence? Not applicable – no water used other than to monitor quality once per year.

Name of water source(s):
(show location(s) on map)

Is the quality of the water source and its available capacity the same as that considered in the existing licence?

☐ Yes ☐ No

Describe the quality of the water source(s) and the available capacity(s): _____

Is the overall estimated quantity of water to be used the same as that considered in the existing licence?

☐ Yes ☐ No

Provide the overall estimated quantity of water to be used: _____ m³/day

Are the quantity(s) of water to be used from each source the same as those considered in the existing licence?

☐ Yes ☐ No

Provide the estimated quantity(s) of water to be used from each source: _____

Are the quantity(s) of water to be used for each purpose the same as those considered in the existing licence?

☐ Yes ☐ No

Provide the estimated quantities to be used for each purpose (camp, drilling, etc.): _____

Are the method(s) of extraction the same as those considered in the existing licence? ☐ Yes ☐ No

Describe the method(s) of extraction:

Are the quantity(s) of water returned to source(s) the same as those considered in the existing licence?

☐ Yes ☐ No

Estimated quantity(s) of water returned to source(s): _____ m³/day

Are the quality(s) of water(s) returned to source(s) the same as those considered in the existing licence?

☐ Yes ☐ No

Describe the quality(s) of water(s) returned to source(s): _____

14. WASTE

Are the type(s) of waste(s) to be generated and/ or deposited the same as those considered in the existing licence? N/A no waste generated

☐ Yes ☐ No

Check the appropriate box(s) to indicate the types of waste(s) generated and deposited.

- ☐ Sewage
☐ Solid Waste
☐ Hazardous
☐ Bulky Items/Scrap Metal
☐ Animal Waste
☐ Other (describe): _____

- ☐ Waste oil
☐ Greywater
☐ Sludges
☐ Contaminated soil and/or water

15. QUANTITY AND QUALITY OF WASTE INVOLVED

Are the quantity(s) of the types of wastes involved the same as those considered in the existing licence?

☐ Yes ☐ No N/A no waste generated

Are the composition(s) of the types of wastes involved the same as those considered in the existing licence?

☐ Yes ☐ No

Are the method(s) of treatment for the types of waste involved the same as those considered in the existing licence?

☐ Yes ☐ No

Are the method(s) of disposal for the types of waste involved the same as those considered in the existing licence?

☐ Yes ☐ No

For each type of waste indicated in Block 14, describe its composition, quantity in cubic meters/day, method of treatment and method of disposal.

Type of Waste	Composition	Quantity Generated	Treatment Method	Disposal Method

16. OTHER AUTHORIZATIONS

In addition to the sub-surface and surface land use authorizations provided in Block 6, are the same authorizations required as considered in the existing licence?

☒ Yes ☐ No

For each provide the following:

Authorization: Keewatin Regional Land Use Plan

Administering Agency: Nunavut Planning Commission

Project Activity: Annual water quality monitoring

Date (expected date) of issuance: February 1, 2011 Date of expiry: January 31, 2036

17. PREDICTED ENVIRONMENTAL IMPACTS OF UNDERTAKING AND PROPOSED MITIGATION MEASURES

Are predicted environmental impacts of the undertaking and proposed mitigation measures the same as those considered in the existing water licence?

☒ Yes ☐ No

Describe direct, indirect, and cumulative impacts related to water and waste. No impacts expected

18. WATER RIGHTS OF EXISTING AND OTHER WATER USERS

Are the effects of the undertaking on any known persons or property including those that hold licences for water use in precedence to the application, domestic users, in-stream users, authorized waste depositors, owners of property, occupiers of property, and/or holders of outfitting concessions, registered trapline holders, and holders of other rights of a similar nature, the same as those considered in the existing water licence?

☐ Yes ☐ No N/A no known adjacent water use

Provide the names, addresses and nature of use for any known persons or properties that may be adversely affected by the proposed undertaking, including those that hold licences for water use in precedent to the application, domestic users, in-stream users, authorized waste depositors, owners of property, occupiers of property, and/or holders of outfitting concessions, registered trapline holders, and holders of other rights of a similar nature.

Advise the Board if compensation has been paid and/or agreement(s) for compensation have been reached with any existing or other users.

19. INUIT WATER RIGHTS

Are the effects of the undertaking on the quality, quantity or flow of waters flowing through Inuit Owned Land (IOL) the same as those considered in the existing water licence?

☐ Yes ☐ No N/A - not on IOL

Advise the Board of any substantial affect of the quality, quantity or flow of waters flowing through Inuit Owned Land (IOL), and advise the Board if negotiations have commenced or an agreement to pay compensation for any loss or damage has been reached with one or more Designated Inuit Organization (DIO).

- 20. CONSULTATION** - Provide a summary of any consultation meetings including when the meetings were held, where and with whom. Include a list of concerns expressed and measures to address concerns.

No consultation was performed since the application is for water quality monitoring only.

21. SECURITY INFORMATION

Is the financial security assessment the same as that considered in the existing water licence?

☒ Yes ☐ No

Is the estimate of the total financial security for final reclamation the same as that considered in the existing water licence?

☒ Yes ☐ No

Provide an estimate of the total financial security for final reclamation equal to the total outstanding reclamation liability for land and water combined sufficient to cover the highest liability over the life of the undertaking. Estimates of reclamation costs must be based on the cost of having the necessary reclamation work done by a third party contractor if the operator defaults. The estimate must also include contingency factors appropriate to the particular work to be undertaken.

Final abandonment and reclamation is complete and the site is recognized as closed. No outstanding reclamation exists or is planned.

Where applicable, the financial security assessment should be prepared in a manner consistent with the principals respecting mine site reclamation and implementation found in the *Mine Site Reclamation Policy for Nunavut*, Indian and Northern Affairs Canada, 2002.

22. FINANCIAL INFORMATION

Is the statement of financial security the same as that considered in the existing water licence?

☒ Yes ☐ No

Provide an updated statement of financial security.

If the applicant is a business entity please answer the questions below:

Is the list of the officers of the company the same as those considered in the existing water licence?

☒ Yes ☐ No

Provide a list of the officers of the company.

Is the Certificate of Incorporation or evidence of registration of the company name the same?

☒ Yes ☐ No

Attach a copy of the Certificate of Incorporation or evidence of registration of the company name.

23. STUDIES UNDERTAKEN TO DATE

List and attach updated studies, reports, research etc. No updated studies subsequent to those in NWB possession

Provide a compliance assessment and status report including a response to any inspector's reports. The licensee must contact the NWB for licence specific direction in completing the assessment and report. No recent inspector's reports have been received.

If in non-compliance, a licence may not be issued until compliance is achieved. If in non-compliance, attach plans/reports for consideration. Application will not be processed if significant issues of non-compliance exist.

24. PROPOSED TIME SCHEDULE

Is the time schedule for all phases of development (construction, operations, closure and post closure) the same as that considered in the existing licence? N/A site is recognized closed (no development planned)

☐ Yes ☐ No

Indicate the proposed start and completion dates for each applicable phase of development (construction, operation, closure, and post closure).

Construction

Proposed Start Date: _____ Proposed Completion Date: _____
(month/year) (month/year)

Operation

Proposed Start Date: _____ Proposed Completion Date: _____
(month/year) (month/year)

Closure

Proposed Start Date: _____ Proposed Completion Date: _____
(month/year) (month/year)

Post - Closure

Proposed Start Date: _____ Proposed Completion Date: _____
(month/year) (month/year)

For each applicable phase of development indicate which season(s) activities occur.

Construction

☐ Winter ☐ Spring ☐ Summer ☐ Fall ☐ All season

Operation

☐ Winter ☐ Spring ☐ Summer ☐ Fall ☐ All season

Closure

☐ Winter ☐ Spring ☐ Summer ☐ Fall ☐ All season

Post - Closure

☐ Winter ☐ Spring ☐ Summer ☐ Fall ☐ All season

On what date does the existing licence expire? January 31, 2011

Requested date of renewal issuance: February 2011 Requested Expiry Date: February 2036
(month/year) (month/year)

26. ANNUAL REPORTING

X Yes ☐ No

If not using the NWB's Standardized Form for Annual Reporting, provide details regarding the content of annual reports and a proposed outline or template of the annual report.

27. CHECKLIST

The following must be included with the application for renewal for the water licensing process to begin.

Completed Application for Water Licence Renewal form.

X Yes ☐ No If no, date expected _____

Updated plans, including designs and reports (see Block 23).

X Yes ☐ No If no, date expected _____

Updated security assessment (see Block 21).

X Yes ☐ No If no, date expected _____

Updated financial statement (see Block 22).

X Yes ☐ No If no, date expected _____

Compliance Assessment / Status Report (see Block 23).

☐ Yes X No If no, date expected N/A - none issued

English Summary of Renewal Application.

X Yes ☐ No If no, date expected _____

Inuktitut and/or Inuinnaqtun Summary of Renewal Application.

X Yes ☐ No If no, date expected _____

Application fee of \$30.00 CDN (Payee Receiver General for Canada).

X Yes ☐ No If no, date expected _____

Water Use Fee Deposit of \$30.00 CDN (Payee Receiver General for Canada). The actual water use fee will be calculated by the NWB based upon the amount of water authorized for use in accordance with the Regulations at the time of issuance of the licence.

☐ Yes X No If no, date expected N/A fee waived by NWB February 10, 2009

28. SIGNATURE

I, Paul J. Brugger

certify that the application requires no changes to water use or waste disposal as previously authorized and that the information given on this form is, to the best of my knowledge, correct and complete.


Signature

Nov 9, 2010
Date

Cullaton Lake Water License 1BR-CUL0911

2010 Renewal Application Attachments

Attached documents:

Schedule A – Site plans

Nunavut Planning Commission Letter of Conformity dated October 29, 2008

Letter of Credit outlining current Financial Security (to follow)

Corporation Certificate of Registration

List of Officers

Consolidated Financial Statement for 2009

Schedule A

Cullaton Lake

Location of Water Quality SNP Sites

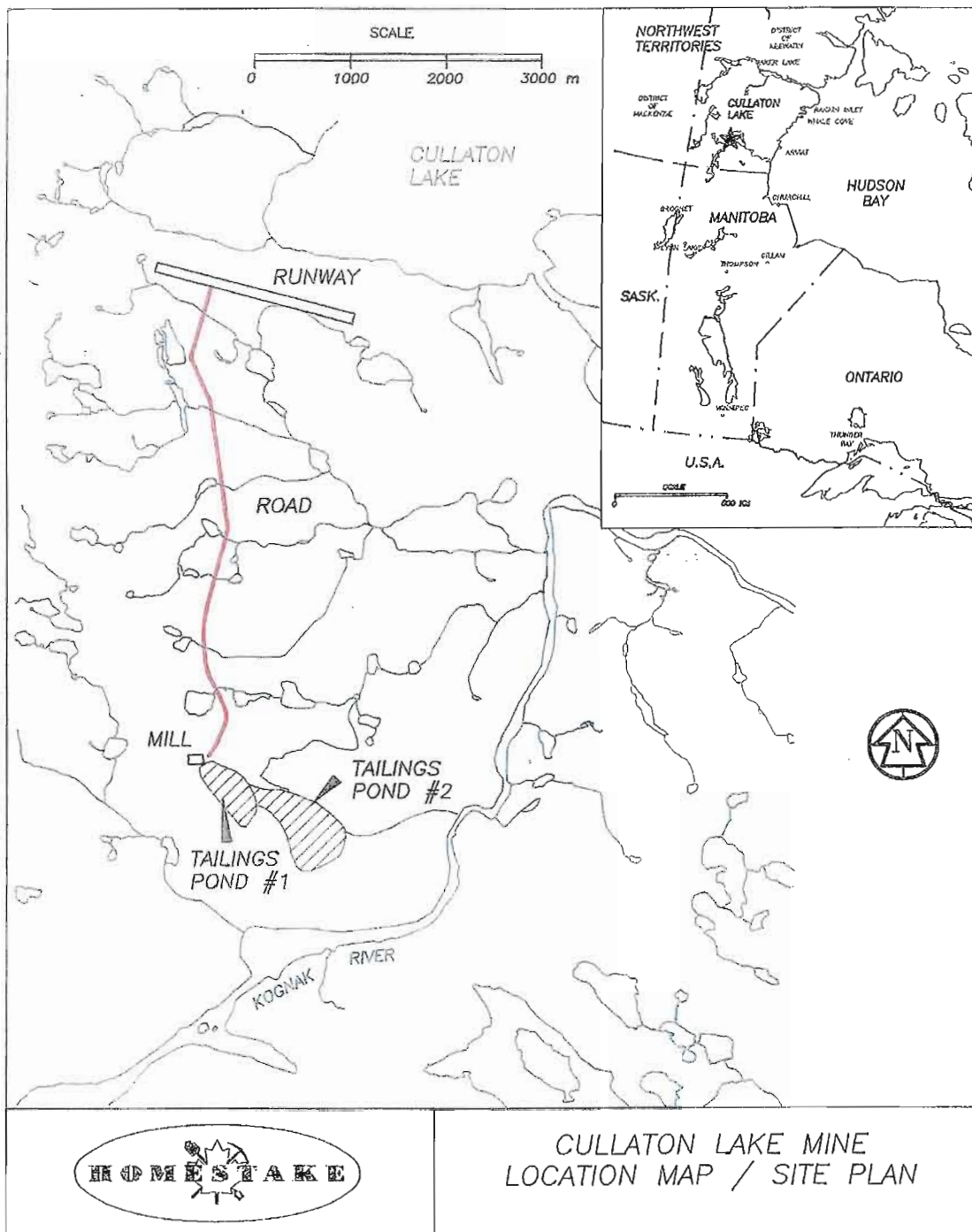


Figure 1: Cullaton Lake Site Location

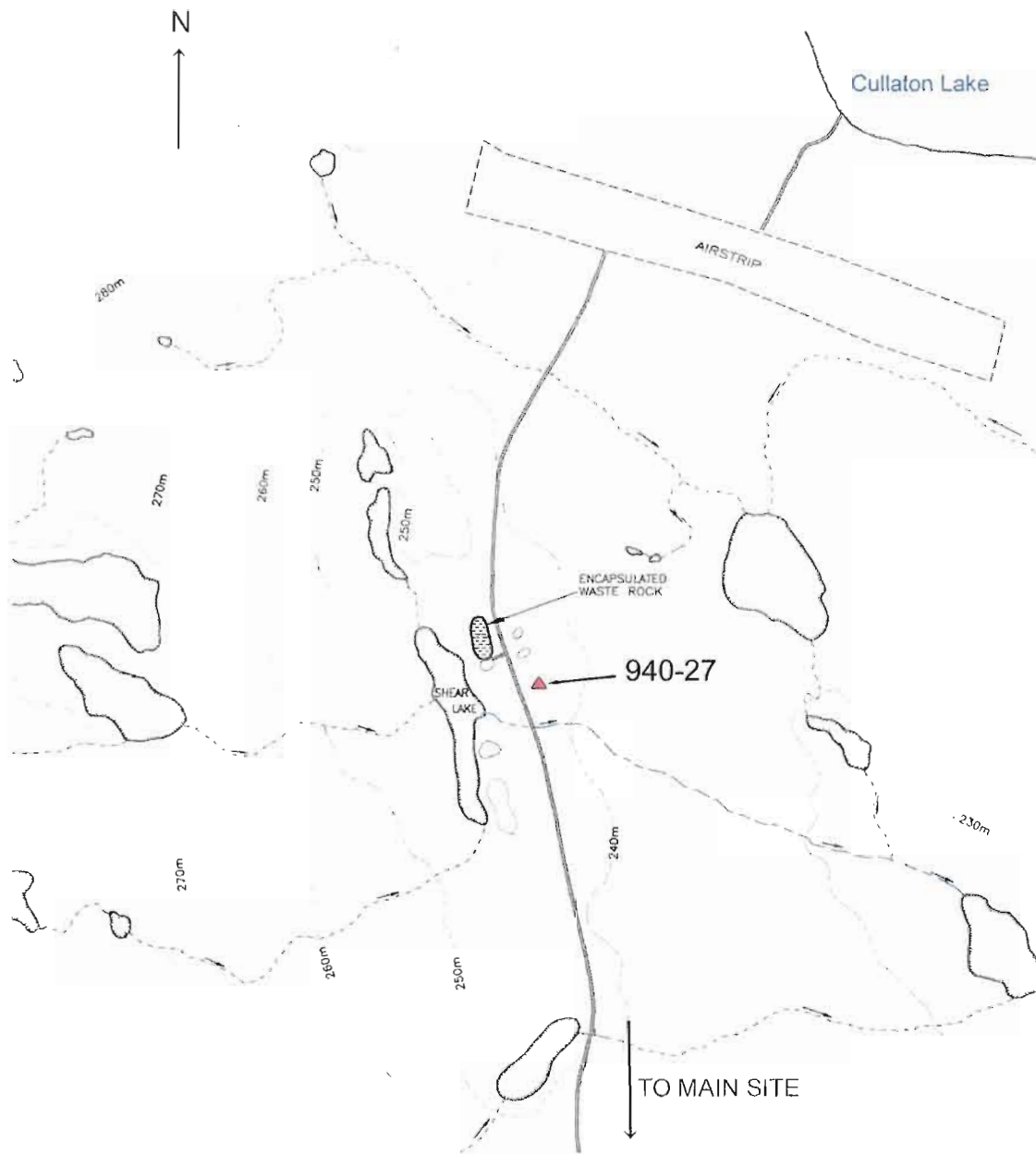


Figure 2: Shear Lake SNP Site 940-27

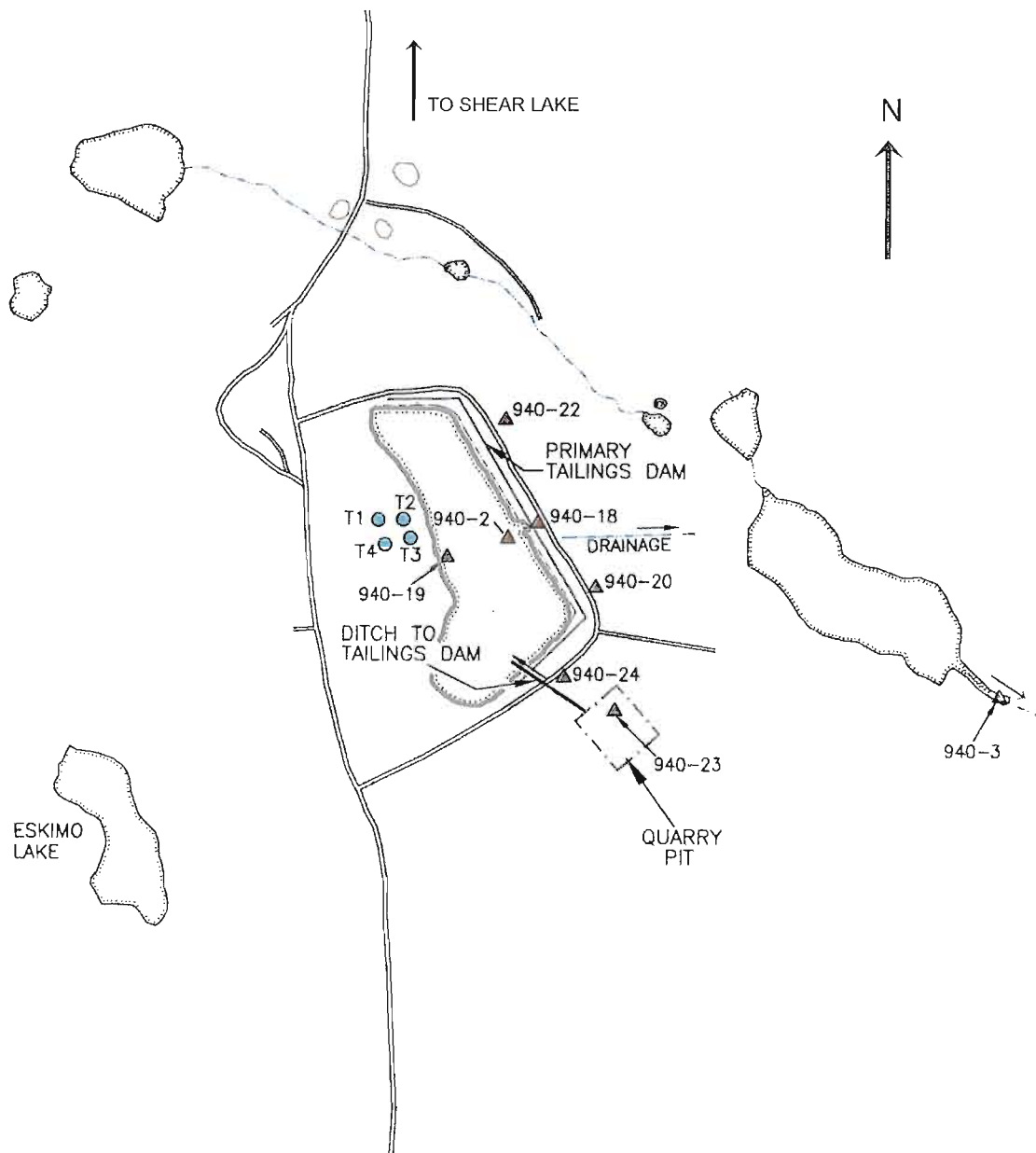


Figure 3: Main Site SNP sites for Water Quality Monitoring

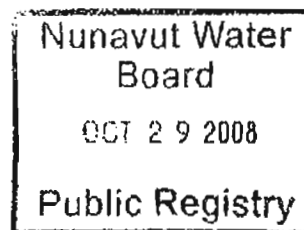


October 29, 2008

Phyllis Beaulieu
Nunavut Water Board
P.O. Box 119
Gjoa Haven, NU
FAX (867) 360-6369

Luis Manzo
Director of Lands
Kivalliq Inuit Association
P.O. Box 340
Rankin Inlet, Nunavut X0C 0G0
Fax # (867) 645-2348

Leslie Payette
Nunavut Impact Review Board
P.O. Box 1360
Cambridge Bay, NU
FAX (867) 983-2574



Dear Ms. Ms. Beaulieu, Mr. Manzo, Ms. Payette,

Re: [NWB 1BR-CUL0708] Cullaton Lake Project – Barrick Gold - Kivalliq

The NPC has completed its review of the above noted project proposal. It conforms to the Keewatin Regional Land Use Plan (KRLUP), subject to the attached.

By this letter and additional enclosures, the NPC is forwarding the project proposal with this determination to NIRB for screening.

The applicant has undertaken to comply with the attached requirements. The authorizing agencies to which this letter is addressed are responsible under the *Nunavut Land Claims Agreement* to implement any of the attached requirements by incorporating the requirements directly, or otherwise ensuring that they must be met, in the terms and conditions of any authorizations issued.

My office would be pleased to discuss with these agencies how best to implement these requirements and to review any draft authorizations that the agencies wish to provide for that purpose.

And, this conformity determination applies only to the above noted applications as submitted. Therefore, the proponent must ensure other applications for a permit under this project proposal not listed above are forwarded to NPC for a conformity

determination against the KRLUP, and notify the NPC immediately if any material to the project proposal is changed before authorizations are issued.

Yours truly,

A handwritten signature in black ink, appearing to read 'Bobby Suluk', with a stylized, cursive script.

Bobby Suluk
Regional Planning Co-ordinator, NPC

Cc: Paul Brugger, Barrick Gold Ltd.

Attachment

Application # [NWB 1BR-CL/L0708] Cullaton Lake Project - Barrick Gold - Kivalliq

NUNAVUT PLANNING COMMISSION
APPLICATION TO DETERMINE CONFORMITY
WITH THE KEEWATIN REGIONAL LAND USE PLAN

All applicants for a project proposal shall comply with the requirements listed below. The relevant sections of the plan are noted in each requirement.

GENERAL

2. **Environmental Protection:** s2.4.9: The applicant undertakes to prevent any new occurrences of pollution, garbage and contamination at the site of the development.

Yes

No

ARCHEOLOGY

9. **Reporting of Archaeological Sites:** s4.4.3 and Appendix 3, s2 and s8: Will the applicant immediately report the discovery of all suspected archaeological sites to the Department of Culture, Language, Elders and Youth (GN)?

Yes

No

12. **Local Services and Local Employment:** s6.4.3: Will the applicant rely on local services and employment where possible?

Yes

No

- i. Describe the services retained and people to be employed.

CAMP SERVICES, LABOURERS (IF REQUIRED)

- ii. If no, explain why it is not possible.

10/29/2008 14:50 FAX 8678572243
10/29/2008 13:37 8079641658
10/20/2008 10:32 FAX 8678572243

NUNAVUT.PLANNING.COM
NUNAVUT.PLANNING.COM

→ NWB

005/008
004/005

23. Code of Good Conduct for Land Users: *Appendix 2*: The applicant undertakes to adhere to the Code of Good Conduct at all times.

Yes

No

I, Paul Bruggen (name of applicant), certify that the information I have given in this application is true and correct and hereby make the above undertakings which form part of my application for a project proposal within the meaning of the Nunavut Land Claims Agreement.

Date: Oct 29, 08

Signature of Applicant:

Paul Bruggen

Effective June 16, 2006

P.O. Box 119

GJOA HAVEN, NU X0B 1J0

TEL: (867) 360-6338

FAX: (867) 360-6369

kNK5 wmoEp5 vtrmpq

NUNAVUT IMALIRIYIN KATIMAYINGI

NUNAVUT WATER BOARD

OFFICE DES EAUX DU NUNAVUT

WATER LICENCE APPLICATION FORM

Application for: (check one)

☐

New

☐

Renewal

☒

Amendment

☐

Assignment

☐

Cancellation

LICENCE NO: (for NWB use only)	
1. NAME AND MAILING ADDRESS OF APPLICANT/LICENSEE <u>Barrick Gold Inc.</u> <u>171 Copper Cliff Rd E</u> <u>Neching, Ontario</u> <u>P7L 0B6</u> <u>Attention: Paul Brugger, Site Manager</u> <u>Phone: 807-964-1657</u> <u>Fax: 807-964-1658</u> <u>e-mail: p.brugger@sympatico.ca</u>	2. ADDRESS OF CORPORATE OFFICE IN CANADA (if applicable) <u>Barrick Gold Inc.</u> <u>Brookfield Place, Canada Trust Tower</u> <u>Suite 3700, 161 Bay St.</u> <u>Toronto, Ontario</u> <u>M5J 2S1</u> <u>Attention: Bill Ferdinand, Director, EMS, North America Region</u> <u>Phone: 801-990-3746</u> <u>Fax: 801-539-0665</u> <u>e-mail: bferdinand@barrick.com</u>
3. LOCATION OF UNDERTAKING (describe and attach a topographical map, indicating the main components of the Undertaking) Latitude: (61°16'00" N) Longitude: (98°30'0" W) NTS Map Sheet No. _____ Scale: _____	
4. DESCRIPTION OF UNDERTAKING (attach plans and drawings) Water quality monitoring as per License No. 1BR-CUL0708	
5. TYPE OF PRIMARY UNDERTAKING (A supplementary questionnaire <u>must</u> be submitted with the application for undertakings listed in "bold") <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> Industrial <input type="checkbox"/> Mining and Milling (includes exploration/drilling) <input type="checkbox"/> Municipal (includes camps/lodges) <input type="checkbox"/> Power </div> <div style="width: 48%;"> <input type="checkbox"/> Agricultural <input type="checkbox"/> Conservation <input type="checkbox"/> Recreational <input checked="" type="checkbox"/> Miscellaneous (describe below): </div> </div> Water quality monitoring as per License No. 1BR-CUL0708 See Schedule II of <i>Northwest Territories Waters Regulations</i> for Description of Undertakings	

Effective June 16, 2006

6. WATER USE

- ☐ To obtain water
☐ To cross a watercourse
☐ To modify the bed or bank of a watercourse
☒ Other (describe): To monitor water quality
- ☐ Flood control
☐ To divert a watercourse
☐ To alter the flow of, or store, water

7. QUANTITY OF WATER INVOLVED (cubic metres per day including both quantity to be used and quantity to be returned to source)

Water use ☒ 100m³/day or less
☐ Greater than 100m³/day; if greater, indicate quantities to be used for each purpose (camp, drilling, etc.)

Water returned to source
 _____ m³/day

8. WASTE (for each type of waste describe: composition, quantity (cubic metres per day), methods of treatment and disposal, etc.)

- ☐ Sewage
☐ Solid Waste
☐ Hazardous
☐ Bulky Items/Scrap Metal
- ☐ Waste oil
☐ Greywater
☐ Sludges
☒ Other (describe): Not applicable - no waste generated

9. OTHER PERSONS OR PROPERTIES AFFECTED BY THIS UNDERTAKING (give name, mailing address and location; attach if necessary)

No persons or properties affected

Land Use Permit
 DIAND

☒ Yes ☐ No If no, date expected _____

Regional Inuit Association

☐ Yes ☐ No If no, date expected _____

Commissioner

☐ Yes ☐ No If no, date expected _____

10. PREDICTED ENVIRONMENTAL IMPACTS OF UNDERTAKING AND PROPOSED MITIGATION MEASURES (direct, indirect, cumulative impacts, etc.) No impacts expected

NIRB Screening ☐ Yes ☐ No If no, date expected _____

11. INUIT WATER RIGHTS

Will the project or activity substantially affect the quality, quantity, or flow of water flowing through Inuit Owned Lands and the rights of Inuit under Article 20 of the Nunavut Land Claims Agreement?
 No.

If yes, has the applicant entered into an agreement with the Designated Inuit organization to pay compensation for any loss or damage that may be caused by the alteration. If no compensation agreement has been made, how will compensation be determined?

Effective June 16, 2006

12. CONTRACTORS AND SUB-CONTRACTORS (name, address and functions) No contractors
13. STUDIES UNDERTAKEN TO DATE (List and attach copies of studies, reports, research, etc.) Not applicable
14. THE FOLLOWING DOCUMENTS <u>MUST</u> BE INCLUDED WITH THE APPLICATION FOR THE REGULATORY PROCESS TO BEGIN Supplementary Questionnaire (where applicable: see section 5) <input type="checkbox"/> Yes <input type="checkbox"/> No If no, date expected _____ Inuktitut and/or Inuinnaqtun/English Summary of Project <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If no, date expected _____ Application fee of \$30.00 (Payee Receiver General for Canada) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If no, date expected _____ Water Use fee of \$30.00 (unless otherwise indicated in Section 9 of the <i>NWT Waters Regulations</i> ; Payee Receiver General for Canada) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If no, date expected <u>January 1, 2009</u>
15. PROPOSED TIME SCHEDULE (unless otherwise indicated, the NWB will consider the application for a five (5) year term) <div style="text-align: center;"> <input checked="" type="checkbox"/> one year or less (or) <input type="checkbox"/> Multi Year </div> <div style="text-align: center;"> Start Date: <u>December 1, 2008</u> Completion Date: <u>November 30, 2009</u> </div>

Paul J. Brugger
 Name (Print)

Site Manager
 Title (Print)

Signature
August 25, 2008
 Date

For Nunavut Water Board office use only			
APPLICATION FEE	Amount: \$ _____	Pay ID No.: _____	
WATER USE DEPOSIT	Amount: \$ _____	Pay ID No.: _____	



No.: ET8171


Nunavut
Canada

BUSINESS CORPORATIONS ACT
**CERTIFICATE OF REGISTRATION OF AN
EXTRA-TERRITORIAL CORPORATION**

LOI SUR LES SOCIÉTÉS ACTIONS
**CERTIFICAT D'ENREGISTREMENT D'UNE SOCIÉTÉ
PAR ACTIONS EXTRATERRITORIALE**

I HEREBY CERTIFY THAT

JE CERTIFIE PAR LA PRÉSENTE QUE

BARRICK GOLD INC.

a body corporate incorporated
under the laws of

une personne morale constituée
En vertu des lois

Ontario

was registered under Part XXI of the
Business Corporations Act of Nunavut, the
Statement of Registration of which is
attached.

était enregistrée en vertu de la partie XXI de
la *Loi sur les sociétés par actions au Nunavut*,
la déclaration d'enregistrement en faisant foi
étant jointe.

Date of Registration
Enregistrement fait le

29-Sep-2003





DEPUTY / REGISTRAR OF CORPORATIONS
REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS PAR ACTIONS

Barrick Gold Inc. company officers:

Position	Appointed Entity	Elected
President	Gregory A. Lang	11/27/2003
Chief Financial Officer	Blake L. Measom	2/22/2005
Secretary	Sybil E. Veenman	12/14/2001
Vice President and Controller	Richard D. Ball	12/31/2006
Vice President and Treasurer	James W. Mavor	7/1/2007
Vice President	Michael T. Feehan	4/20/2006
Vice President, Tax	Calvin F. Pon	5/30/2006
Assistant Secretary	Andrew J.A. Hastings	7/20/2009
Assistant Secretary	Faith Teo	2/5/2007
Assistant Secretary	Stephen E. Crozier	1/28/2010
Tax Director	John Giakoumakis	5/1/2004
Assistant Tax Director	Paul Judd	2/22/2005

Consolidated Statements of Income

Barrick Gold Corporation

For the years ended December 31 (in millions of United States dollars, except per share data)

	2009	2008	2007
Sales (notes 4 and 5)	\$ 8,136	\$ 7,613	\$ 6,014
Costs and expenses			
Cost of sales (notes 4 and 6) ¹	3,807	3,706	2,998
Amortization and accretion (notes 4 and 15b)	1,073	957	990
Corporate administration	171	155	155
Exploration (notes 4 and 7)	141	198	168
Project development expense (note 7)	85	242	188
Elimination of gold sales contracts (note 20h)	5,933	—	—
Other expense (note 8a)	343	302	200
Impairment charges (note 8b)	277	598	42
	11,830	6,158	4,741
Interest income	10	39	141
Interest expense (note 20b)	(57)	(21)	(113)
Other income (note 8c)	112	291	110
Write-down of investments (note 8b)	(1)	(205)	(23)
	64	104	115
Income (loss) from continuing operations before income taxes and other items	(3,630)	1,559	1,388
Income tax expense (note 9)	(648)	(594)	(313)
Loss from equity investees (note 12)	(87)	(64)	(43)
Income (loss) from continuing operations before non-controlling interests	(4,365)	901	1,032
Income (loss) from discontinued operations (note 3j)	97	(104)	73
Income (loss) before non-controlling interests	(4,268)	797	1,105
Non-controlling interests (note 27)	(6)	(12)	14
Net income (loss)	\$ (4,274)	\$ 785	\$ 1,119
Earnings (loss) per share data (note 10)			
Income (loss) from continuing operations			
Basic	\$ (4.84)	\$ 1.02	\$ 1.21
Diluted	\$ (4.84)	\$ 1.01	\$ 1.19
Income (loss) from discontinued operations			
Basic	\$ 0.11	\$ (0.12)	\$ 0.08
Diluted	\$ 0.11	\$ (0.12)	\$ 0.09
Net income (loss)			
Basic	\$ (4.73)	\$ 0.90	\$ 1.29
Diluted	\$ (4.73)	\$ 0.89	\$ 1.28

1. Exclusive of amortization.

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statements of Cash Flow

Barrick Gold Corporation For the years ended December 31 (in millions of United States dollars)	2009	2008	2007
Operating Activities			
Net income (loss)	\$ (4,274)	\$ 785	\$ 1,119
Amortization and accretion (notes 4 and 15b)	1,073	957	990
Impairment charges and write-down of investments (note 8b)	278	803	65
Income tax expense (note 9)	648	594	313
Income taxes paid	(376)	(575)	(585)
Increase in inventory	(372)	(370)	(258)
Elimination of gold sales contracts (note 20h)	5,933	—	—
Payment on obligation of gold sales contracts (note 20h)	(5,221)	—	—
Gain on sale/acquisition of long-lived assets (note 8c)	(85)	(187)	(2)
Income (loss) from discontinued operations (note 3j)	(97)	104	(73)
Operating cash flows of discontinued operations (note 3j)	7	26	35
Other items (note 11a)	164	117	164
Net cash provided by (used in) operating activities	(2,322)	2,254	1,768
Investing Activities			
Property, plant and equipment			
Capital expenditures (note 4)	(2,351)	(1,749)	(1,035)
Sales proceeds	10	185	100
Acquisitions (note 3)	(101)	(2,174)	(1,122)
Investments (note 12)			
Purchases	(3)	(18)	(11)
Sales	7	76	625
Decrease in restricted cash (note 14)	113	18	19
Investing cash flows of discontinued operations (note 3j)	(3)	(27)	(11)
Other investing activities (note 11b)	(87)	(231)	(127)
Net cash used in investing activities	(2,415)	(3,920)	(1,562)
Financing Activities			
Capital stock			
Proceeds on exercise of stock options	65	74	142
Proceeds on common share offering (note 25)	3,885	—	—
Long-term debt (note 20b)			
Proceeds	2,154	2,717	393
Repayments	(397)	(1,603)	(1,128)
Dividends	(369)	(349)	(261)
Funding from non-controlling interests	304	88	—
Deposit on silver sale agreement (notes 6 and 23)	213	—	—
Financing cash flows of discontinued operations (note 3j)	—	—	—
Other financing activities (note 11c)	(26)	(34)	(197)
Net cash provided by (used in) financing activities	5,829	893	(1,051)
Effect of exchange rate changes on cash and equivalents	35	3	9
Net increase (decrease) in cash and equivalents	1,127	(770)	(836)
Cash and equivalents at beginning of period (note 20a)	1,437	2,207	3,043
Cash and equivalents at end of period (note 20a)	\$ 2,564	\$ 1,437	\$ 2,207

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Balance Sheets

Barrick Gold Corporation At December 31 (in millions of United States dollars)		2009	2008
Assets			
Current assets			
Cash and equivalents (note 20a)	\$ 2,564	\$ 1,437	
Accounts receivable (note 14)	251	197	
Inventories (note 13)	1,540	1,278	
Other current assets (note 14)	524	1,167	
Assets of discontinued operations (note 3j)	59	33	
	4,938	4,112	
Non-current assets			
Equity in investees (note 12a)	1,136	1,085	
Other investments (note 12b)	92	60	
Property, plant and equipment (note 15)	13,125	11,505	
Goodwill (note 17)	5,197	5,280	
Intangible assets (note 16)	66	74	
Deferred income tax assets (note 24)	949	869	
Other assets (note 18)	1,531	1,133	
Assets of discontinued operations (note 3j)	41	43	
Total assets	\$ 27,075	\$ 24,161	
Liabilities and Equity			
Current liabilities			
Accounts payable	\$ 1,221	\$ 953	
Short-term debt (note 20b)	54	206	
Other current liabilities (note 19)	475	627	
Liabilities of discontinued operations (note 3j)	23	58	
	1,773	1,844	
Non-current liabilities			
Long-term debt (note 20b)	6,281	4,350	
Settlement obligation to close out gold sales contracts (note 20h)	647	—	
Asset retirement obligations (note 22)	1,122	943	
Deferred income tax liabilities (note 24)	1,184	754	
Other liabilities (note 23)	498	778	
Liabilities of discontinued operations (note 3j)	23	33	
Total liabilities	11,528	8,702	
Equity			
Capital stock (note 25)	17,390	13,372	
Retained earnings (deficit)	(2,382)	2,261	
Accumulated other comprehensive income (loss) (note 26)	55	(356)	
Total shareholders' equity	15,063	15,277	
Non-controlling interests (note 27)	484	182	
Total equity	15,547	15,459	
Contingencies and commitments (notes 15 and 30)			
Total liabilities and equity	\$ 27,075	\$ 24,161	

The accompanying notes are an integral part of these consolidated financial statements.

Signed on behalf of the Board,



Aaron Regent, Director



Steven J. Shapiro, Director

Consolidated Statements of Equity

Barrick Gold Corporation For the years ended December 31 (in millions of United States dollars)			
	2009	2008	2007
Common shares (number in thousands)			
At January 1	872,739	869,887	864,195
Issued on public equity offering (note 25)	108,973	–	–
Issued on exercise of stock options	2,349	2,383	5,680
Issued on redemption of exchangeable shares (note 25b)	267	469	12
At December 31	984,328	872,739	869,887
Common shares			
At January 1	\$ 13,372	\$ 13,273	\$ 13,106
Issued on public equity offering (note 25)	3,926	–	–
Issued on exercise of stock options	65	74	142
Recognition of stock option expense	27	25	25
At December 31	17,390	13,372	13,273
Retained earnings (deficit)			
At January 1	2,261	1,832	974
Net income (loss)	(4,274)	785	1,119
Dividends	(369)	(349)	(261)
Repurchase of preferred shares of a subsidiary	–	(7)	–
At December 31	(2,382)	2,261	1,832
Accumulated other comprehensive income (loss) (note 26)	55	(356)	151
Total shareholders' equity	15,063	15,277	15,256
Non-controlling interests (note 27)			
At January 1	182	82	56
Net income (loss) attributable to non-controlling interests	6	12	(14)
Funding from non-controlling interests	299	90	35
Other increase (decrease) in non-controlling interests	(3)	(2)	5
At December 31	484	182	82
Total equity at December 31	\$ 15,547	\$ 15,459	\$ 15,338

Consolidated Statements of Comprehensive Income

Barrick Gold Corporation For the years ended December 31 (in millions of United States dollars)			
	2009	2008	2007
Net income (loss)	\$ (4,274)	\$ 785	\$ 1,119
Other comprehensive income (loss), net of tax (note 26)	411	(507)	32
Comprehensive income (loss)	\$ (3,863)	\$ 278	\$ 1,151

The accompanying notes are an integral part of these consolidated financial statements.