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MINING & MINERALS DIVISION

September 26, 2023

DELIVERED VIA CERTIFIED MAIL

Albert Chang, Division Director
Mining and Minerals Division
New Mexico Energy, Mineral and Natural Resources Department
1220 South St. Francis Drive
Santa Fe, NM 87505

Re: Reclamation Permit No. SF002RE; Request to Transfer Reclamation Permit from LAC Minerals (USA) LLC to Homestake Mining Company of California

Director Chang,

Barrick Gold Corporation is planning an internal corporate re-organization, wherein LAC Minerals (USA) LLC (LAC) will merge into Homestake Mining Company of California (HMC). LAC is the current owner and operator of the Cunningham Hill Mine Reclamation Project (Cunningham Hill). The New Mexico Mining and Minerals Division ("NM MMD" or the Division) has issued Reclamation Permit No. SF002RE for the Cunningham Hill property. As part of the corporate re-organization, LAC and HMC request that the Division transfer Reclamation Permit No. SF002RE to HMC.

Corporate Background Information

Before turning to provide the information required by New Mexico Administrative Code section 19.10.8.802, Transfer of Permit, LAC and HMC provide the Division with some details of the corporate background that underlying the re-organization between the two entities. We have discussed this information with Division staff and appreciate the direction and assistance that the staff provided.

Both LAC and HMC are subsidiaries of the Barrick Gold Corporation. LAC is a single-member limited liability company which is wholly owned by HMC. The corporate reorganization will merge LAC into HMC, thereby moving LAC into its direct corporate parent. Given the existing corporate relationship between LAC and HMC, and the current common ownership, neither LAC nor HMC anticipate any changes to Reclamation Permit No. SF002RE, changes in reclamation activities, or changes in staffing as a result of the merger of LAC into HMC.

As part of the corporate reorganization, LAC and HMC have executed an Assumption Agreement (Permits). Attached hereto as Attachment A. Pursuant to the terms of the Assumption Agreement (Permits), LAC assigned to HMC all of its rights, title and interests in Reclamation Permit No. SF002RE. Correspondingly, HMC assumed and agreed to perform and discharge all liabilities LAC held with regarding the Reclamation Permit No. SF002RE. As such, HMC became fully responsible and liable for LAC's obligations established in Reclamation Permit No. SF002RE.

Information Requested by New Mexico Administrative Code section 19.10.8.802

1. *Replacement Financial Assurance*

LAC currently carries two financial assurances for Cunningham Hill, those being:

- Bond No. 8245-89-27 in the amount of \$401,741 with the NM MMD as the beneficiary and served as a financial assurance for Reclamation Permit No. SF002RE; and
- Bond No. 6225044 in the amount of \$2,925,469 with the New Mexico Environment Department (NMED) as the beneficiary and served as a financial assurance for Abatement Plan AP-27 and Discharge Permit DP-55.

Attached as Attachment B to this letter is a Surety Bond Rider for Bond No. 8245-89-27, which changes the name of the Principal from LAC Minerals (USA) LLC to Homestake Mining Company of California. We will submit a similar Surety Bond Rider for Bond No. 6225044 to the New Mexico Environment Department.

2. *Compliance with Terms of Mineral Lease*

Cunningham Hill does not involve any mineral leases.

3. *Name and Address of the Current Permittee*

LAC Minerals (USA) LLC is the current permittee of Reclamation Permit No. SF002RE.

LAC's principal place of business in New Mexico: 582 County Road #55, Cerrillos, NM 87010.

LAC's mailing address: 310 S. Main Street, Suite 1150, Salt Lake City, UT 84111.

4. *Name and Address of the Applicant and Name and Address of HMC's Resident Agent*

HMC's business address in New Mexico is: 582 County Road #55, Cerrillos, NM 87010.

HMC's corporate address is: 310 S. Main Street, Suite 1150, Salt Lake City, UT 84111.

HMC's Resident Agent is: CT Corporation System, 206 S. Coronado Ave, Esponola, NM, 87532.

5. *Information Requested under New Mexico Code Section 69-36-7(I)(1)*

As stated in the Corporate Background Section, *supra*, HMC will assume all of LAC's obligations and responsibilities following the merger of LAC. As a result of the merger, HMC will assume ownership and control of Cunningham Hill.

6. *Information Requested under New Mexico Code Section 69-36-7(I)(2)*

HMC owns, operates, and controls the following mining operations.

Site Name	Location	Regulatory Agency
Homestake Lead	South Dakota	South Dakota Department of Agriculture and Natural Resources; South Dakota Department of Game, Fish, and Parks; Lawrence County, South Dakota; U.S. Environmental Protection Agency; U.S. Army Corps of Engineers.
Whitewood Creek	South Dakota	South Dakota Department of Agriculture and Natural Resources; U.S. Environmental Protection Agency.
Richmond Hill ¹	South Dakota	South Dakota Department of Agriculture and Natural Resources; South Dakota Department of Game, Fish, and Parks; Lawrence County, South Dakota; U.S. Environmental Protection Agency; U.S. Army Corps of Engineers.
Grants Reclamation Project	New Mexico	U.S. Environmental Protection Agency; U.S. Nuclear Regulatory Commission; New Mexico Environment Department; New Mexico Office of State Engineer.
Black Jack and Mac Mines	New Mexico	U.S. Environmental Protection Agency.
Pitch Mine Reclamation Site	Colorado	Colorado Department of Public Health & Environment.
Wood Gulch	Nevada	Nevada Department of Environmental Protection.
CA Legacy	California	California Regional Water Quality Control Board, Central Valley Region.
McLaughlin Mine	California	California Regional Water Quality Control Board, Central Valley Region.

¹ Richmond Hills is currently owned and operated by LAC. As part of the corporate re-organization, Richmond Hills will be owned and operated by HMC once LAC is merged into HMC.

As indicated by section 69-36-7(I)(2), HMC can assist the Division in obtaining compliance records for the sites identified above.

7. *Permit Transfer Fee*

As required by NMAC section 19.10.8.802(A)(4) and 19.10.2.201(G), enclosed is a check for \$250 covering the fee for transferring a permit.

Should you have any questions about the corporate re-organization or the information provided in this correspondence, please contact Daniel Lattin, Senior Closure Program Manager for Barrick Gold of North America, Inc., at (775) 397-7215 or via e-mail at dlattin@barrick.com.

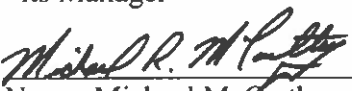
Sincerely,

HOMESTAKE MINING COMPANY OF
CALIFORNIA,
a California corporation

By: 
Name: Michael McCarthy
Title: Director

LAC MINERALS (USA) LLC,
a Delaware limited liability company

By: Homestake Mining Company of California
Its Manager

By: 
Name: Michael McCarthy
Title: Director

ATTACHMENT A

ASSUMPTION AGREEMENT
(Permits)
(LAC Minerals (USA) LLC)

This ASSUMPTION AGREEMENT (Permits) (LAC Minerals (USA) LLC) (the “Assumption Agreement”) is made and entered into as of this [] day of September, 2023 (the “Execution Date”), by and between LAC Minerals (USA) LLC, a Delaware limited liability company (“LAC”) (Assignor) and Homestake Mining Company of California, a California corporation (“HMC”) (Assignee).

Recitals

1. LAC is a single-member limited liability company that is wholly owned by HMC.
2. LAC and HMC entered into an Agreement and Plan of Merger effective as of September 30, 2023 (“Effective Date”), wherein LAC will merge into HMC.
3. Pursuant to the Agreement and Plan of Merger, LAC agreed, among other things to assign to Assignee all of Assignor’s right, title and interest in, to and under all permits for the LAC Properties, including but not limited to the permits described in Exhibit A to this Assumption Agreement (the “Assigned Permits”).
4. Pursuant to the Agreement and Plan of Merger, the parties thereto agreed, among other things, to cause Assignee to assume all of LAC’s liabilities in, under or related to the Assigned Permits.
5. Assignors and Assignee desire to execute this Assumption Agreement with respect to the Assigned Permits in order to fulfill, in part, their obligations under the Agreement and Plan of Merger.

Assumption

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, subject to the terms and conditions set forth in the Agreement and Plan of Merger, effective as of the Effective Date, Assignor hereby assigns and transfers to Assignee, free and clear of all Encumbrances other than Permitted Encumbrances, all of Assignor’s right, title and interest in, to and under the Assigned Permits.

Subject to the terms and conditions set forth in the Agreement and Plan of Merger, effective as of the Effective Date, Assignee hereby assumes and agrees to perform and discharge when due all liabilities of LAC in, under or related to the Assigned Permits.

To the greatest extent permitted by Law, all liabilities of LAC related to or associated with any such Assigned Permit shall be, and shall for all purposes be deemed to be, assumed by Assignee as of the Effective Date and Assignee shall thereafter be fully responsible and liable therefor.

This Assumption Agreement 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 Assumption Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Assumption Agreement delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Assumption Agreement.

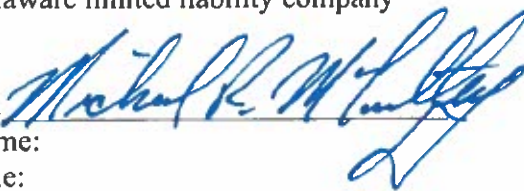
[Signature Page Follows]

The Parties hereto have caused this Assumption Agreement to be executed as of the Execution Date by their respective duly authorized senior officers.

Assignor:

LAC Minerals (USA) LLC, a
Delaware limited liability company

By: _____
Name:
Title:



Assignee:

Homestake Mining Company of
California, a California corporation

By: _____
Name:
Title:



Exhibit A
to
ASSUMPTION AGREEMENT
(Permits)
(LAC Minerals (USA) LLC)

Assigned Permits

Facility	Permit Name	Permit Number	Agency	
Richmond Hills Mine	Surface Mine Permit	Permit No. 445	SD DANR; Mineral, Mining and Superfund Program	
	Surface Water Discharge Permit	Permit No. SD0026883	SD DANR; Mineral, Mining and Superfund Program	
	Water Rights	Permit No. 1372-1	SD DANR; Water Rights Program	
	Water Rights	Permit No. 1422-1	SD DANR; Water Rights Program	
	Conditional Use Permit		Permit N0. 116	Lawrence County
			Permit No. 125	
Permit No. 202				
Cunningham Hill Mine Reclamation Project	Reclamation Permit	No. SF002RE	NM EMNRD; Mining and Minerals Division	
	Abatement Plan	Permit No. AP-27	NM Environment Department	
	Discharge Permit	Permit No. DP-55	NM Environment Department	
	Water Rights	Permit No. RG-32970	NM State Engineer	
	NPDES	Permit No. NM0028711	EPA; Region 6	

ATTACHMENT B