

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

RECEIVED

MAY 19 2016

WATER RESOURCES
WESTERN REGION

Notice of Change in Water Right Ownership

1. List the numbers of all water rights and/or adjudication claim records to be changed. If you only acquired a portion of the water right or adjudication claim, check "Yes" in the "Split?" column. If the water right is leased to the Water Supply Bank, check "Yes". If you are not sure if the water right is leased to the Water Supply Bank, see #6 of the instructions.

Water Right/Claim No.	Split?	Leased to Water Supply Bank?	Water Right/Claim No.	Split?	Leased to Water Supply Bank?
PD 77-7122	Yes ☐	Yes ☐		Yes ☐	Yes ☐
PD 77-7141	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐

2. Previous Owner's Name: Midas Gold, Inc., a Washington corporation
Name of current water right holder/claimant
3. New Owner(s)/Claimant(s): Idaho Gold Resources Company, LLC, an Idaho limited liability company
New owner(s) as listed on the conveyance document Name connector ☐ and ☐ or ☐ and/or
- | | | | |
|--|------------------------------|-----------|--------------|
| <u>405 S. Eighth Street, Suite 201</u> | <u>Boise</u> | <u>ID</u> | <u>83702</u> |
| Mailing address | City | State | ZIP |
| <u>(208) 901-3047</u> | <u>fend@midasgoldinc.com</u> | | |
| Telephone | Email | | |
4. If the water rights and/or adjudication claims were split, how did the division occur?
☐ The water rights or claims were divided as specifically identified in a deed, contract, or other conveyance document.
☐ The water rights or claims were divided proportionately based on the portion of their place(s) of use acquired by the new owner.
5. Date you acquired the water rights and/or claims listed above: April 26, 2016
6. If the water right is leased to the Water Supply Bank changing ownership of a water right will reassign to the new owner any Water Supply Bank leases associated with the water right. Payment of revenue generated from any rental of a leased water right requires a completed IRS Form W-9 for payment to be issued to an owner. A new owner for a water right under lease shall supply a W-9. Water rights with multiple owners must specify a designated lessor, using a completed Lessor Designation form. Beginning in the calendar year following an acknowledged change in water right ownership, compensation for any rental will go to the new owner(s).
7. This form must be signed and submitted with the following **REQUIRED** items:
- ☒ A copy of the conveyance document – warranty deed, quitclaim deed, court decree, contract of sale, etc. The conveyance document must include a legal description of the property or description of the water right(s) if no land is conveyed.
 - ☐ Plat map, survey map or aerial photograph which clearly shows the place of use and point of diversion for each water right and/or claim listed above (if necessary to clarify division of water rights or complex property descriptions).
 - ☒ Filing fee (see instructions for further explanation):
 - ☐ \$25 per *undivided* water right.
 - ☐ \$100 per *split* water right.
 - ☐ No fee is required for pending adjudication claims.
 - ☐ If water right(s) are leased to the Water Supply Bank AND there are multiple owners, a Lessor Designation form is required.
 - ☐ If water right(s) are leased to the Water Supply Bank, the individual owner or designated lessor must complete, sign and submit an IRS Form W-9

SUPPORT DATA
INFILE # 77-7122

8. Signature: Tanya Nelson Tanya Nelson, Secretary 5/4/16
 Signature of new owner/claimant Title, if applicable Date
- Signature: _____ _____ _____
 Signature of new owner/claimant Title, if applicable Date

For IDWR Office Use Only:

Received by AS Date 5/19/16 Receipt No. W044215 Receipt Amt. \$50⁰⁰

Active in the Water Supply Bank? Yes ☐ No ☒ If yes, forward to the State Office for processing W-9 received? Yes ☐ No ☒

Name on W-9 X Approved by AS Processed by AS Date 6/1/16

Prepared by and return to:

Holland & Hart, LLP
Attn: Linda B. Jones
800 W. Main Street, Suite 1750
Boise, Idaho 82702

**QUITCLAIM DEED
TO
WATER RIGHTS**

THIS DEED is made this 26 day of April, 2016, between IDAHO GOLD RESOURCES COMPANY, LLC, an Idaho limited liability company, successor in interest by merger and conversion of Midas Gold Washington, Inc., a Washington corporation, formerly known as Midas Gold, Inc. ("Grantor"), and IDAHO GOLD RESOURCES COMPANY, LLC, an Idaho limited liability company, having an address at 405 S. Eighth Street, Suite 201, Boise, Idaho 83702 ("Grantee").

WITNESSETH, that Grantor, for and in consideration of the sum of One Dollar (\$1.00), the receipt and sufficiency of which is hereby acknowledged, has quitclaimed, and by these presents does, remise, release and quitclaim unto Grantee, and its successors and assigns forever, all of the right, title, interest, claim and demand which Grantor has in and to the following described water rights:

Idaho Department of Water Resources Water Right No. 77-7122, together with all interest in water rights on or appurtenant to Sections 14 and 15 of Township 18 North, Range 9 East, in Valley County, Idaho.

Idaho Department of Water Resources Water Right No. 77-7141, together with all interest in water rights on or appurtenant to Section 11 of Township 18N, Range 9 East, in Valley County, Idaho.

TO HAVE AND TO HOLD the same together with all and singular the appurtenances thereunto belonging, or in anywise thereunto appertaining, to the benefit of the Grantee, its successors and assigns forever.

[Signature and Notary Acknowledgment on following page]

Prepared by and return to:

Holland & Hart, LLP
Attn: Linda B. Jones
800 W. Main Street, Suite 1750
Boise, Idaho 82702

RECORDED ELECTRONICALLY
Instrument No. 397931
County: Valley
Date: 5/2/16
Time: 3:59 p.m.
Holland & Hart LLP by Kathy K.

**QUITCLAIM DEED
TO
WATER RIGHTS**

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WITNESSETH, that Grantor, for and in consideration of the sum of One Dollar (\$1.00), the receipt and sufficiency of which is hereby acknowledged, has quitclaimed, and by these presents does, remise, release and quitclaim unto Grantee, and its successors and assigns forever, all of the right, title, interest, claim and demand which Grantor has in and to the following described water rights:

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Idaho Department of Water Resources Water Right No. 77-7141, together with all interest in water rights on or appurtenant to Section 11 of Township 18N, Range 9 East, in Valley County, Idaho.

TO HAVE AND TO HOLD the same together with all and singular the appurtenances thereunto belonging, or in anywise thereunto appertaining, to the benefit of the Grantee, its successors and assigns forever.

[Signature and Notary Acknowledgment on following page]

QUITCLAIM DEED TO WATER RIGHTS - 2
8810158v1 88634.0001

RECORDING REQUESTED BY AND
AFTER RECORDING RETURN TO:

Nicole C. Snyder
Holland & Hart LLP
P.O. Box 2527
Boise, ID 83701-2527

Above Space Reserved For Recorder's Use Only

AFFIDAVIT OF IDENTITY AND ENTITY NAME CHANGE

I, Tanya Nelson, being duly sworn on oath, state and affirm as follows:

1. I am the Secretary of Idaho Gold Resources Company, LLC, an Idaho limited liability company, whose legal address is 405 South Eighth Street, Suite 201, Boise, Idaho 83702.
2. I offer this Affidavit to evidence a name change of the aforementioned entity and to give third parties notice thereof. This Affidavit is based upon my personal knowledge of the matters stated herein and my review of the business records of the entity identified above.
3. This Affidavit affects and relates to ownership of certain real property (including patented and unpatented claims), water rights and mineral rights in Valley County, Idaho, and to real property mortgage liens and security interests therein, conveyed and encumbered pursuant to, and described in detail in, the instruments described on **Exhibit A** attached hereto and incorporated herein.
4. On March 7, 2016, Midas Gold Washington, Inc., a Washington corporation (formerly known as Midas Gold, Inc.), merged with and into Idaho Gold Holding Company, an Idaho corporation, pursuant to Idaho Code Sections 30-22-201 through 30-22-206 (the "Merger"). A file-stamped copy of the Statement of Merger is attached hereto as **Exhibit B**.
5. In conjunction with the Merger, on March 7, 2016, Idaho Gold Holding Company filed Articles of Amendment with the Idaho Secretary of State, pursuant to Idaho Code Section 30-29-1006, to change its name from Idaho Gold Holding Company to Idaho Gold Resources Company. The evidence of this filing is attached hereto as **Exhibit C**.
6. Following the Merger, on March 9, 2016, Idaho Gold Resources Company filed a Statement of Conversion with the Idaho Secretary of State, pursuant to Idaho Code 30-22-401 through 30-22-406, converting Idaho Gold Resources Company to a limited liability company and changing its name to Idaho Gold Resources Company, LLC. The evidence of this filing is attached hereto as **Exhibit D**.

RECORDING REQUESTED BY AND
AFTER RECORDING RETURN TO:

Nicole C. Snyder
Holland & Hart LLP
P.O. Box 2527
Boise, ID 83701-2527

RECORDED ELECTRONICALLY

Instrument No.: 397137

County: Valley

Date: 3/17/16

Time: 1:17 p.m.

Holland & Hart LLP by Kathy K

Above Space Reserved For Recorder's Use Only

AFFIDAVIT OF IDENTITY AND ENTITY NAME CHANGE

I, Tanya Nelson, being duly sworn on oath, state and affirm as follows:

1. I am the Secretary of Idaho Gold Resources Company, LLC, an Idaho limited liability company, whose legal address is 405 South Eighth Street, Suite 201, Boise, Idaho 83702.
2. I offer this Affidavit to evidence a name change of the aforementioned entity and to give third parties notice thereof. This Affidavit is based upon my personal knowledge of the matters stated herein and my review of the business records of the entity identified above.
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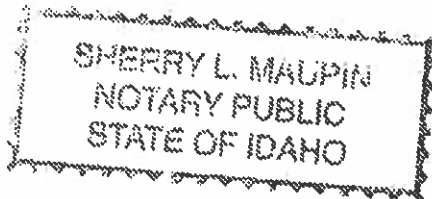
DATED this 16 day of March, 2016.

IDAHO GOLD RESOURCES COMPANY, LLC
an Idaho limited liability company

By: Tanya Nelson
Tanya Nelson, Secretary

STATE OF IDAHO)
 Valley) ss.
County of Ada 8)

Subscribed and sworn to before me this 16th day of March, 2016.



Sherry L. Malpin
Notary Public
Residing at McCall ID
Comm. Expires 10/18/16

**EXHIBIT A
TO
AFFIDAVIT OF IDENTITY AND ENTITY NAME CHANGE**

Warranty Deed dated May 27, 2009, recorded on June 2, 2009, as Instrument No. 341910, records of Valley County, Idaho.

Mortgage, Assignment of Leases and Rents, Security Agreement, Fixture Filing and As-Extracted Collateral Filing dated May 9, 2013, recorded on May 9, 2013, as Instrument No. 377331, records of Valley County, Idaho, as amended by that certain First Amendment to Mortgage, Assignment of Leases and Rents, Security Agreement, Fixture Filing and As-Extracted Collateral Filing, dated December 31, 2014, recorded on December 31, 2014, as Instrument No. 389214, records of Valley County, Idaho, and as further amended by that certain Second Amendment to Mortgage, Assignment of Leases and Rents, Security Agreement, Fixture Filing and As-Extracted Collateral Filing, dated March 11, 2016, recorded on March 11, 2016, as Instrument No. 397035, records of Valley County, Idaho.

Royalty Deed and Memorandum of Royalty Agreement dated May 9, 2013, recorded on May 9, 2013, as Instrument No. 377330, records of Valley County, Idaho, as amended by that certain First Amendment to Royalty Deed and Memorandum of Royalty Agreement, dated December 31, 2014, recorded on December 31, 2014, as Instrument No. 389215, and as further amended by that certain Second Amendment to Royalty Deed and Memorandum of Royalty Agreement, dated March 2, 2016, recorded on March 4, 2016, as Instrument No. 396933, records of Valley County, Idaho.

UCC-1 financing statement (fixture filing) by Franco-Nevada Idaho Corporation, as Secured Party, against Midas Gold, Inc., as Debtor, recorded June 9, 2013, as Instrument No. 377333, records of Valley County, Idaho, as amended by that certain UCC-3 financing statement amendment recorded February 10, 2015, as Instrument No. 389807, records of Valley County, Idaho (to reflect entity name change to Midas Gold Washington, Inc.), as further amended by that certain UCC-3 financing statement amendment recorded March 15, 2016, as Instrument No. 397103 (to reflect entity name change to Idaho Gold Resources Company), and as further amended by that certain UCC-3 financing statement amendment recorded March 15, 2016, as Instrument No. 397104 (to reflect the entity name change and conversion to Idaho Gold Resources Company, LLC).

UCC-1 financing statement (as-extracted collateral) by Franco-Nevada Idaho Corporation, as Secured Party, against Midas Gold, Inc., as Debtor, recorded June 9, 2013, as Instrument No. 377332, records of Valley County, Idaho, as amended by that certain UCC-3 financing statement amendment recorded February 10, 2015, as Instrument No. 389808, records of Valley County, Idaho (to reflect entity name change to Midas Gold Washington, Inc.), as amended by that certain UCC-3 financing statement amendment recorded March 15, 2016, as Instrument No. 397105 (to reflect entity name change to Idaho Gold Resources Company), and as further amended by that certain UCC-3 financing statement amendment recorded March 15, 2016, as Instrument No. 397106, records of Valley County, Idaho (to reflect the entity name change and conversion to Idaho Gold Resources Company, LLC).

**EXHIBIT B
TO
AFFIDAVIT OF IDENTITY AND ENTITY NAME CHANGE**

Statement of Merger

(attached)

DocuSign Envelope ID: 780A973E-6CD8-4B31-9DD0-879D54BF6356

FILED EFFECTIVE

Filed at the Request of:

Claire C. Rosston
HOLLAND & HART LLP
P.O. Box 1517
Boise, ID 83701-2517

2016 MAR -3 PM 12:21

SECRETARY OF STATE
STATE OF IDAHO

STATE OF IDAHO

**STATEMENT OF MERGER
PURSUANT TO PART 2 OF THE
IDAHO MODEL ENTITY TRANSACTIONS ACT
(IDAHO CODE §§ 30-22-201 THROUGH 30-22-206)**

1. The name, jurisdiction of formation, and type of entity of the merging entity that is not the surviving entity are: Midas Gold Washington, Inc., a Washington corporation (the "Merging Entity").
2. The name, jurisdiction of formation, and type of entity of the surviving entity are: Idaho Gold Holding Company, an Idaho corporation (the "Surviving Entity").
3. The merger was approved by the Merging Entity in accordance with the laws of the State of Washington.
4. The merger was approved by the Surviving Entity in accordance with Part 2 of the Idaho Model Entity Transactions Act, Idaho Code §§ 30-22-201 through 30-22-206.
5. The Articles of Amendment of the Surviving Entity is attached as Exhibit A (the "Amendment"). Pursuant to the Amendment, the name of the Surviving Entity is changed to "Idaho Gold Resources Company."
6. This Statement of Merger is effective on March 7, 2016, at 12:01 a.m. Mountain Time (the "Effective Date").

IDAHO SECRETARY OF STATE

03/03/2016 05:00

CK:PREPAID CT:2105 BH:1516547

1@ 30.00 = 30.00 STMT MERGE #2

1@ 20.00 = 20.00 EXPEDITE C #3

8323240v1 80634.0001

C 183262

The Merging Entity and the Surviving Entity have executed this Statement of Merger on the date set forth opposite each party's signature to be effective on the Effective Date.

Midas Gold Washington, Inc.,
a Washington corporation

Date: February 29, 2016

Designated by:
Darren Morgans
Darren Morgans, Treasurer

Idaho Gold Holding Company,
an Idaho corporation

Date: February 29, 2016

Designated by:
Darren Morgans
Darren Morgans, Treasurer

EXHIBIT A
Articles of Amendment

6123249_3.docx

DocuSign Envelope ID: 5D1E28C8-AFA3-4F43-8186-0A8397FD0812

210



ARTICLES OF AMENDMENT (General Business)

Title 30, Chapters 21 and 29, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the application in duplicate.

2016 MAR -3 PM 12:21
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

• Idaho Gold Holding Company

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each article being amended:

Article I is hereby amended in its entirety to read as follows:

The name of the corporation is Idaho Gold Resources Company (the "Corporation").

Article VII is hereby amended by replacing the phrase of "Section 30-1-832" with "Section 30-29-833 or its successor statute."

3. The date of adoption of the amendment(s) was: February 29, 2016

4. Manner of adoption (check one):

☐ The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-29-1002, 30-29-1005, and 30-29-1006, Idaho Code, and was, therefore, adopted by the board of directors.

☐ None of the corporation's shares have been issued and was, therefore, adopted by the
☐ incorporator ☐ board of directors.

☒ Approval by the shareholders is required and the shareholders duly approved the amendment(s) as required by either Title 30, Chapters 20, 21, and 29, Idaho Code or by the Articles of Incorporation.

Dated: February 29, 2016

Printed Name: Darren Morgans, Treasurer

Signature: Darren Morgans

Secretary of State use only

IDAHO SECRETARY OF STATE

03/03/2016 05:00

CK: PREPAID CT: 2105 BH: 1516547

1@ 30.00 = 30.00 AMEND PROF #4

C 190604

**EXHIBIT C
TO
AFFIDAVIT OF IDENTITY AND ENTITY NAME CHANGE**

Articles of Amendment

(attached)

DocuSign Envelope ID: 6D1E28C9-AFA3-4F43-8186-0A8397FD0912

210



ARTICLES OF AMENDMENT (General Business)

Title 30, Chapters 21 and 29, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the application in duplicate.

2016 MAR -3 PM 12:21
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

Idaho Gold Holding Company

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2. The text of each article being amended:

Article I is hereby amended in its entirety to read as follows:

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3. The date of adoption of the amendment(s) was: February 29, 2016

4. Manner of adoption (check one):

- ☐ The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-29-1002, 30-29-1005, and 30-29-1006, Idaho Code, and was, therefore, adopted by the board of directors.
- ☐ None of the corporation's shares have been issued and was, therefore, adopted by the
☐ incorporator ☐ board of directors.
- ☒ Approval by the shareholders is required and the shareholders duly approved the amendment(s) as required by either Title 30, Chapters 20, 21, and 29, Idaho Code or by the Articles of Incorporation.

Dated: February 29, 2016

Printed Name: Darren Morgans, Treasurer

Signature: Darren Morgans

Secretary of State use only

IDAHO SECRETARY OF STATE

03/03/2016 05:00

CK: PREPAID CT: 2105 BH: 1516547

1@ 30.00 = 30.00 AMEND PROF #4

C 190604

**EXHIBIT D
TO
AFFIDAVIT OF IDENTITY AND ENTITY NAME CHANGE**

Statement of Conversion

(attached)

8384750_4.docx

DocuSign Envelope ID: 7569BB16-DCD3-4E6E-8DEF-0CD06CCA9BAD

FILED EFFECTIVE

Filed at the Request of:

Claire C. Rosston
HOLLAND & HART LLP
P.O. Box 2527
Boise, ID 83701-2527

2016 MAR -9 AM 9:05

SECRETARY OF STATE
STATE OF IDAHO

STATE OF IDAHO

**STATEMENT OF CONVERSION
PURSUANT TO PART 4 OF THE
IDAHO MODEL ENTITY TRANSACTIONS ACT
(IDAHO CODE §§ 30-22-401 THROUGH 30-22-406)**

1. The name, jurisdiction of formation, and type of entity of the converting entity are: Idaho Gold Resources Company, an Idaho corporation (the "Converting Entity").
2. The name, jurisdiction of formation, and type of entity of the converted entity are: Idaho Gold Resources Company, LLC, an Idaho limited liability company (the "Converted Entity").
3. The conversion was approved by the Converting Entity in accordance with Part 4 of the Idaho Model Entity Transactions Act, Idaho Code §§ 30-22-401 through 30-22-406.
4. The Certificate of Organization of the Converted Entity is attached hereto as Exhibit A.
5. This Statement of Conversion is effective on the date and time of filing (the "Effective Date").

IDAHO SECRETARY OF STATE

03/09/2016 05:00

CK:PREPAID CT:2105 BH:1517553

1@ 30.00 = 30.00 CONVERSION #2

1@ 20.00 = 20.00 EXPEDITE C #3

C190604

DocuSign Envelope ID: 7669BB16-DCD3-4E8E-8DEF-DCD08CCA9BAD

The Converting Entity executed this Statement of Conversion on the date set forth opposite its signature to be effective on the Effective Date.

**Idaho Gold Resources Company,
an Idaho corporation**

Date: March 7, 2016

Designated By:

Darren Morgans

Darren Morgans, Treasurer

:Kathleen Kiefer To:Idaho Secretary of State

17:47 03/08/16 ET Pg 5-6

DocuSign Envelope ID: 7588BB16-DCD3-4E6E-8DEF-0CD06CCA9BAD

EXHIBIT A

Certificate of Organization

See attached.

8500208_3.docx

251



CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

Title 30, Chapters 21 and 26, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the application in duplicate.

FILED EFFECTIVE

2016 MAR -9 AM 9:05

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Idaho Gold Resources Company, LLC

(Remember to include the words "limited liability company," "limited company," or the abbreviations L.L.C., LLC, or LC)

2. The complete street and mailing addresses of the principal office is:

405 S. Eighth Street, Suite 201, Boise, Idaho 83702

(Street Address)

(Mailing Address, if different)

3. The name and complete street address of the registered agent:

Corporation Service Company

12550 W. Explorer Drive, Suite 100, Boise, Idaho 83713

(Name)

(Address)

4. The name and address of at least one governor of the limited liability company:

Midas Gold Corp.

1250-999 W. Hastings St. Vancouver, BC CANADA V6C2W2

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

5. Mailing address for future correspondence (annual report notices):

405 S. Eighth Street, Suite 201, Boise, Idaho 83702

(Address)

Signature of organizer(s).

Printed Name: Tanya Nelson

Signature: Tanya Nelson

Printed Name: _____

Signature: _____

Secretary of State use only

IDAHO SECRETARY OF STATE

03/09/2016 05:00

CK: PREPAID CT: 2105 BH: 1517553

10 30.00 = 30.00 CONVERSION #2

10 20.00 = 20.00 EXPEDITE C #3

W/ 63022