

RECEIVED

MAY 19 2016

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

Notice of Change in Water Right Ownership

WATER RESOURCES
WESTERN REGION

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?
77-7285	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	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): Stibnite Gold Company, an Idaho corporation ✓
New owner(s) as listed on the conveyance document Name connector ☐ and ☐ or ☐ and/or
- 405 S. Eighth Street, Suite 201 Boise ID 83702
Mailing address City State ZIP
(208) 901-3047 fend@midasgoldinc.com
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):
o \$25 per *undivided* water right.
o \$100 per *split* water right.
o 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.

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. WD44216 Receipt Amt. \$25⁰⁰
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 STIBNITE GOLD COMPANY, an Idaho corporation, 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. 77-7285, together with all interest in water rights on or appurtenant to Section 15 of Township 18 North, 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.: 397932

County: Valley

Date: 5/2/16

Time: 3:59 p.m.

Holland & Hart LLP by Kathy K.

**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 STIBNITE GOLD COMPANY, an Idaho corporation, 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. 77-7285, together with all interest in water rights on or appurtenant to Section 15 of Township 18 North, 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]

IN WITNESS WHEREOF, Grantor has executed this Quitclaim Deed on the date set forth above.

GRANTOR:

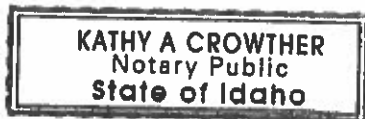
Idaho Gold Resources Company, LLC,
an Idaho limited liability company

By: Tanya Nelson
Tanya Nelson, Secretary

STATE OF IDAHO)
) ss:
County of Ada)

On this 26 day of April, 2016, before me, the undersigned notary public, personally appeared TANYA NELSON, known or identified to me (or proven to me on the basis of satisfactory evidence) to be the Secretary of the limited liability company that executed the within instrument, or the person who executed the instrument on behalf of said limited liability company, and acknowledged to me that such limited liability company executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Kathy A Crowther
Notary Public
Residing at McCall Idaho
Comm. Expires 11/2/18

8618784_1.DOC

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 Stibnite Gold Company, an Idaho corporation, 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, Idaho Gold Resources, LLC, an Idaho limited liability company, merged with and into MGI Acquisition Corporation, 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, MGI Acquisition Corporation filed Articles of Amendment with the Idaho Secretary of State, pursuant to Idaho Code Section 30-29-1006, to change its name from MGI Acquisition Corporation to Stibnite Gold Company. The evidence of this filing is attached hereto as **Exhibit C**.

DATED this 16 day of March, 2016.

STIBNITE GOLD COMPANY,
an Idaho corporation

By: Tanya Nelson
Tanya Nelson, Secretary

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. 397136

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 Stibnite Gold Company, an Idaho corporation, 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, Idaho Gold Resources, LLC, an Idaho limited liability company, merged with and into MGI Acquisition Corporation, 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, MGI Acquisition Corporation filed Articles of Amendment with the Idaho Secretary of State, pursuant to Idaho Code Section 30-29-1006, to change its name from MGI Acquisition Corporation to Stibnite Gold Company. The evidence of this filing is attached hereto as **Exhibit C**.

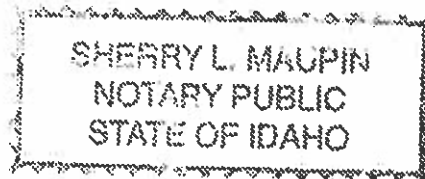
DATED this 16 day of March, 2016.

STIBNITE GOLD COMPANY,
an Idaho corporation

By: Tanya Nelson
Tanya Nelson, Secretary

STATE OF IDAHO)
 Valley) ss.
County of ~~Ada~~ *S.*)

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



Sherry L. Maupin

Notary Public
Residing at *McCall ID*
Comm. Expires *10/18/16*

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

Warranty Deed, dated June 11, 2009, recorded on June 23, 2009, as Instrument No. 342541, records of Valley County, Idaho.

Warranty Deed, dated April 28, 2011, recorded on May 6, 2011, as Instrument No. 360130, records of Valley County, Idaho.

General Warranty Deed, dated November 28, 2012, recorded on November 29, 2012, as Instrument No. 373930, 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, 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 (as extracted collateral) by Franco-Nevada Idaho Corporation, as Secured Party, against Idaho Gold Resources, LLC, as Debtor, recorded June 9, 2013, as Instrument No. 377336, records of Valley County, Idaho, as amended by that certain UCC-3 financing statement amendment recorded March 15, 2016, as Instrument No. 397107 (to reflect entity name change to Stibnite Gold Company).

UCC-1 financing statement (fixture filing) by Franco-Nevada Idaho Corporation, as Secured Party, against Idaho Gold Resources, LLC, as Debtor, recorded June 9, 2013, as Instrument No. 377337, records of Valley County, Idaho, as amended by that certain UCC-3 financing statement amendment recorded March 15, 2016, as Instrument No. 397108 (to reflect entity name change to Stibnite Gold Company).

UCC-1 financing statement (as-extracted collateral) by Franco-Nevada Idaho Corporation, as Secured Party, against MGI Acquisition Corporation, as Debtor, recorded June 9, 2013, as Instrument No. 377334, records of Valley County, Idaho, as amended by that certain UCC-3 financing statement amendment recorded March 15, 2016, as Instrument No. 397109 (to reflect entity name change to Stibnite Gold Company).

UCC-1 financing statement (fixture filing) by Franco-Nevada Idaho Corporation, as Secured Party, against MGI Acquisition Corporation, as Debtor, recorded June 9, 2013, as Instrument No. 377335, records of Valley County, Idaho, as amended by that certain UCC-3 financing statement amendment recorded March 15, 2016, as Instrument No. 397110 (to reflect entity name change to Stibnite Gold Company).

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

Statement of Merger

(attached)

FILED EFFECTIVE

Filed at the Request of:

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

2016 MAR -3 PM 12:22

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: Idaho Gold Resources LLC, an Idaho limited liability company (the "Merging Entity").
2. The name, jurisdiction of formation, and type of entity of the surviving entity are: MGI Acquisition Corporation, an Idaho corporation (the "Surviving Entity").
3. The merger was approved by the Merging Entity and the Surviving Entity in accordance with Part 2 of the Idaho Model Entity Transactions Act, Idaho Code §§ 30-22-201 through 30-22-206.
4. 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 "Stibnite Gold Company."
5. 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:1516543

10 30.00 = 30.00 STMT MERGE #2

10 20.00 = 20.00 EXPEDITE C #3

W26750

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.

Idaho Gold Resources LLC,
an Idaho limited liability company

Date: February 29, 2016

DocuSigned by:
Darren Morgans
Darren Morgans, Treasurer

MGI Acquisition Corporation,
an Idaho corporation

Date: February 29, 2016

DocuSigned by:
Darren Morgans
Darren Morgans, Treasurer

DocuSign Envelope ID: 106FD1B5-1CB9-48F9-8080-F3B024A2CF81

EXHIBIT A

Articles of Amendment

See attached.

8323690_3 docx

DocuSign Envelope ID: 2EBF9469-82DA-44AB-AC8F-7CA004728EF7

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:
MGI Acquisition Corporation

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 this corporation is Stilbnite Gold Company.

Article VII is hereby amended by replacing each 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: 1516543
10 30.00 = 30.00 AMEND PROF #4

C182842

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

Articles of Amendment

(attached)

8451267_1.docx

DocuSign Envelope ID: 2EBF0489-82DA-44AB-AC8F-7CA004728EF7

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:
MGI Acquisition Corporation

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 this corporation is Stillbite Gold Company.

Article VII is hereby amended by replacing each 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: 1516543
16 30.00 = 30.00 AMEND PROF #4

C182842



State of Idaho

DEPARTMENT OF WATER RESOURCES

Western Region • 2735 Airport Way • Boise, Idaho 83705-5082

Phone: (208) 334-2190 • Fax: (208) 334-2348 • Website: www.idwr.idaho.gov

C.L. "BUTCH" OTTER
Governor

GARY SPACKMAN
Director

June 1, 2016

STIBNITE GOLD COMPANY
405 S 8TH ST STE 201
BOISE ID 83702

RE: Notice of Ownership Change in Water Right No. 77-7285

Dear Applicants,

The Department acknowledges the receipt of correspondence changing ownership of the above referenced water right to you. The Department has modified its records to reflect the change in ownership and has enclosed a computer-generated report for your records.

Updating the ownership record for a water right does not reconfirm the validity of the right. When processing an ownership change notice, the department does not review the history of water use to determine if the right has been forfeited through five years or more of non-use. To read more about water right forfeiture, including how to protect a water right from forfeiture, please see Sections 42-222 and 42-223, Idaho Code.

Please note that as of July 1, 1996, water right owners are required to report any change of water right ownership and any change of mailing address of the owner of a water right, to the Department. Notice of the change must be provided to the Department within 120 days of the change. Change reporting forms are available from any office of the Department, or at www.idwr.idaho.gov.

If you have any questions concerning the enclosed information, please feel free to contact this office at 208-334-2190.

Sincerely,

Chad Jones
Office Specialist II
Western Regional Office

Enclosures

Cc: HOLLAND & HART LLP
800 W MAIN ST STE 1750
BOISE ID 83702

May 16, 2016

Idaho Department of Water Resources
Western Region
2735 Airport Way
Boise, ID 83705-5082

RECEIVED
MAY 19 2016
WATER RESOURCES
WESTERN REGION

Re: Notice of Change in Water Right Ownership (No. 77-7285)

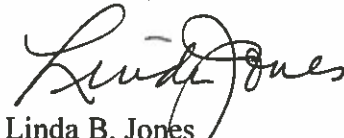
Dear Sir or Madam:

Enclosed for filing on behalf of Stibnite Gold Company, an Idaho corporation, please find a completed and signed original Notice of Change in Water Right Ownership for Water Right No. 77-7285. Also enclosed are the following documents:

1. Copy of Quitclaim Deed to Water Rights, dated April 26, 2016, and recorded May 2, 2016, as instrument No. 397932, records of Valley County, Idaho; and
2. Copy of Affidavit of Identity and Entity Name Change, dated March 16, 2016, and recorded March 17, 2016, as Instrument No. 397136, records of Valley County, Idaho; and
3. Our check in the amount of \$25.00 for the filing fee.

If you have any questions or concerns regarding this filing, please do not hesitate to contact our office.

Very truly yours,


Linda B. Jones
of HOLLAND & HART LLP

:kk

Enclosures

cc: Tanya Nelson (w/enclosures – via e-mail)
Kyle Fend (w/enclosures – via e-mail)

8792339_1.DOC