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FEB 16 2010

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

DEPARTMENT OF
WATER RESOURCES

NAME

Please print or type. Attach pages with additional information. Instructions are included at the end of this form. Incomplete forms will be returned.

1. Please list the water right number(s) and/or adjudication claim number(s) (if any) for each water right to be changed. List just the adjudication claim number if there is no corresponding water right record on file with the department. Indicate, by checking in the space provided (under the "split" heading), if the change in ownership is limited to a portion of a water right in which case IDWR will produce new water right number(s) for the split(s).

Water Right No(s)	Adjudication Claim No(s)	Split(s)	Water Right No(s)	Adjudication Claim No(s)	Split(s)
77-13849	39576				

2. The following **REQUIRED** information must be submitted with this form:

- A. The appropriate **FILING FEE**. See instructions for fee amounts.
- B. A copy of the most recent **DEED, TITLE POLICY, CONTRACT OF SALE** or other legal document indicating your ownership of the property and water right(s) or claim(s) in question, **WITH ATTACHED LEGAL DESCRIPTION**.
- C. Either of the following (if necessary to clarify division of water rights or other complex property descriptions):
PLAT OF PROPERTY or **SURVEY MAP** clearly showing the location of the point(s) of diversion and place of use of your water right(s) and/or adjudication claim(s) (these are on file with the county Planning and Zoning or Recorder's Office).
- OR**
- D. If your water right(s) and/or adjudication claim(s) is for ten or more acres of irrigation, you must submit a USDA Farm Service Agency or equivalent **AERIAL PHOTO** with the irrigated acres outlined and point(s) of diversion clearly marked. The **AERIAL PHOTO** should be submitted in place of the **PLAT OF PROPERTY** or **SURVEY MAP**.

3. Name and Address of Former Owner/Claimant(s)

Kimberly Gold Mines, Inc.

4. New Owner/Claimant(s)

Shoshone Silver/Gold Mining Company

Name Connector (Check one): ☐ and, ☐ or, ☐ and/or

New Mailing Address

3714 W. Industrial Loop

City, State and ZIP Code

Coeur d'Alene, ID 83815

New Telephone Number

(208) 664-0620

Email: lsmith@shoshone

silvermining.com

5. Date you acquired the property

03/19/2009

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in line 1, then skip this line and go to line 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (you may copy this page, if necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right will not be split, skip this area and proceed to line 7)		
Water Use	Diversion Rate or Volume (cubic feet per second or acre-feet per annum)	Description (acres, number and type of stock, homes, etc)
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

7. Signature(s) of New Owner(s) or Claimant(s)

Steve Smith, President, Shoshone Silver /
 (title if applicable)
Gold Mining Company
208-664-0020
 (title if applicable)

IT IS IMPORTANT TO FILE THIS COMPLETED FORM AT THE APPROPRIATE IDWR OFFICE, WITH PAYMENT OF THE FILING FEE AND THE OWNERSHIP DOCUMENT(S), AS REFERRED TO IN LINE 2.

For IDWR Office Use Only:

Received by _____

Date _____

Receipt Amt. _____

Received by _____

Date _____

Receipt No. _____

Processed by _____ AJ

Date _____

WR _____ Date _____

RECEIVED

FEB 05 2008

DEPARTMENT OF
WATER RESOURCES

DISTRICT COURT - IDAHO
TWIN FALLS CO., IDAHO
FILED

2008 JAN 31 PM 3 40

IN THE DISTRICT COURT OF THE FIFTH JUDICIAL DISTRICT OF THE
STATE OF IDAHO, IN AND FOR THE COUNTY OF TWIN FALLS

In Re SRBA) SPECIAL MASTER'S REPORT
Case No. 39576) FINDINGS OF FACT AND
CONCLUSIONS OF LAW
FOR WATER RIGHT 77-13849

I. FINDINGS OF FACT

A notice of claim was filed for the above-captioned water right pursuant to I.C. § 42-1409. The Director of the State of Idaho Department of Water Resources (IDWR) examined the water system for this reporting area. The *Director's Report* contained a recommendation or abstract for the elements of this water right.

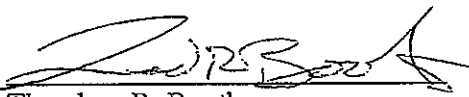
Objections to the *Director's Report* were timely filed by the United States of America, Department of Interior, Bureau of Land Management, and by the Department of Agriculture, Forest Service. On January 23, 2008, the parties to the subcase filed a *Standard Form 5 – Stipulated Elements of a Water Right*, which resolved the objections. The Idaho Department of Water Resources concurred with the stipulation.

II. CONCLUSIONS OF LAW

Therefore based on the file and record herein and pursuant to the *Standard Form 5*, IT IS RECOMMENDED that water right 77-13849 be decreed with the elements as set forth in the attached *Recommendation for Partial Decree Pursuant to I.R.C.P. 54(b)*.

Dated

Jan 31, 2008


Theodore R. Booth
Special Master
Snake River Basin Adjudication

IN THE DISTRICT COURT OF THE FIFTH JUDICIAL DISTRICT OF THE
STATE OF IDAHO, IN AND FOR THE COUNTY OF TWIN FALLS

In Re SRBA)
Case No. 39576)

PARTIAL DECREE PURSUANT TO
I.R.C.P. 54(b) FOR

Water Right 77-13849

NAME AND ADDRESS: KIMBERLY MINES INC
PO BOX 2848
COEUR D ALENE, ID 83816

SOURCE: SPRING TRIBUTARY: SINKS

QUANTITY: 0.04 CFS

PRIORITY DATE: 09/09/1935

POINT OF DIVERSION: T22N R06E S12 SWNESW Within Idaho County

PURPOSE AND PERIOD OF USE:	PURPOSE OF USE	PERIOD OF USE	QUANTITY
Mining		01-01 TO 12-31	0.04 CFS

PLACE OF USE: Mining Within Idaho County
T22N R06E S12 NESW

OTHER PROVISIONS NECESSARY FOR DEFINITION OR ADMINISTRATION OF THIS WATER RIGHT:

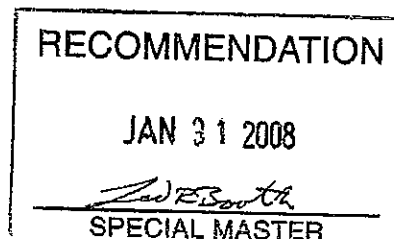
This water right is only for underground use at the Rescue Mine and use on the Old Rescue Mill Site Claim for mining purposes authorized under state and federal law. The point of diversion and place of use for this water right are on National Forest System Land, an unpatented mill site claim known as the Old Rescue Mill Site, IMC-20117, part of Mineral survey 3686 A&B.

THIS PARTIAL DECREE IS SUBJECT TO SUCH GENERAL PROVISIONS NECESSARY FOR THE DEFINITION OF THE RIGHTS OR FOR THE EFFICIENT ADMINISTRATION OF THE WATER RIGHTS AS MAY BE ULTIMATELY DETERMINED BY THE COURT AT A POINT IN TIME NO LATER THAN THE ENTRY OF A FINAL UNIFIED DECREE. I.C. SECTION 42-1412(6).

RULE 54(b) CERTIFICATE

With respect to the issues determined by the above judgment or order, it is hereby CERTIFIED, in accordance with Rule 54(b), I.R.C.P., that the court has determined that there is no just reason for delay of the entry of a final judgment and that the court has and does hereby direct that the above judgment or order shall be a final judgment upon which execution may issue and an appeal may be taken as provided by the Idaho Appellate Rules.

John M. Melanson
Presiding Judge of the
Snake River Basin Adjudication



DISTRICT COURT - SRBA
TWIN FALLS CO., IDAHO
FILED _____

2008 JAN 31 PM 3 40

IN THE DISTRICT COURT OF THE FIFTH JUDICIAL DISTRICT OF THE
STATE OF IDAHO, IN AND FOR THE COUNTY OF TWIN FALLS

In Re SRBA)
Case No. 39576)
_____)

NOTICE OF ISSUANCE OF
SPECIAL MASTER'S
RECOMMENDATION

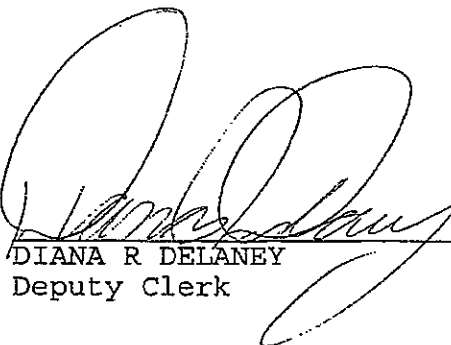
Water Right(s): 77-13849

On January 31, 2008, Special Master THEODORE R. BOOTH issued a SPECIAL MASTER'S RECOMMENDATION for the above subcase(s) pursuant to SRBA Administrative Order 1 (AO1), Section 13a.

Pursuant to SRBA Administrative Order 1, Section 13a, any party to the adjudication including parties to the subcase, may file a Motion to Alter or Amend on or before the 28th day of the next month.

Failure of any party in the adjudication to pursue or participate in a Motion to Alter or Amend the SPECIAL MASTER'S RECOMMENDATION shall constitute a waiver of the right to challenge it before the Presiding Judge.

DATED January 31, 2008.



DIANA R DELANEY
Deputy Clerk

DISTRICT COURT - CADA
TWIN FALLS CO., IDAHO
FILED _____

2008 JAN 31 PM 3 40

IN THE DISTRICT COURT OF THE FIFTH JUDICIAL DISTRICT OF THE
STATE OF IDAHO, IN AND FOR THE COUNTY OF TWIN FALLS

In Re SRBA)

Case No. 39576)
_____)

CERTIFICATE OF MAILING

Water Right(s): 77-13849

CERTIFICATE OF MAILING

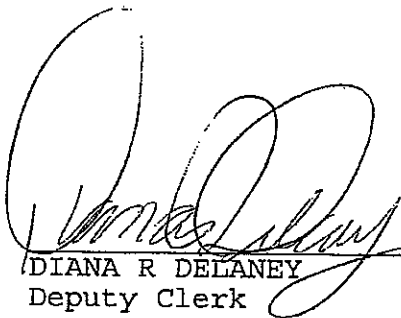
I certify that a true and correct copy of the SPECIAL MASTER'S REPORT, SPECIAL MASTER'S RECOMMENDATION FOR PARTIAL DECREE and NOTICE OF ISSUANCE OF SPECIAL MASTER'S REPORT AND RECOMMENDATION were mailed on January 31, 2008, with sufficient first-class postage prepaid to the following:

DIRECTOR OF IDWR
PO BOX 83720
BOISE, ID 83720-0098

KIMBERLY MINES INC
Represented by:
SCOTT, PETER G.
PO BOX 1715
HELENA, MT 89624-1715
Phone: 406-442-8783

UNITED STATES OF AMERICA
Represented by:
US DEPARTMENT OF JUSTICE
ENVIRONMENT & NATL' RESOURCES
550 WEST FORT STREET, MSC 033
BOISE, ID 83724

CERTIFICATE OF MAILING



DIANA R DELANEY
Deputy Clerk

PAGE 1
01/31/08

FILED EFFECTIVE

09 MAR 19 PM 3:49

EXHIBIT A

**STATEMENT OF MERGER OF KIMBERLY GOLD MINES, INC. SECRETARY OF STATE
WITH AND INTO SHOSHONE SILVER MINING CO. STATE OF IDAHO**

Pursuant to 30-18-205 of the Idaho Entity Transaction Act (the "Act"), SHOSHONE SILVER MINING CO., an Idaho corporation, does hereby certify to the following facts relating to the merger of KIMBERLY GOLD MINES, INC., an Idaho corporation, with and into SHOSHONE SILVER MINING CO. (the "Merger"), such that SHOSHONE SILVER MINING CO. is the surviving corporation of the Merger:

- FIRST:** On August 4, 1969, Shoshone Silver Mining Co. was incorporated in the State of Idaho. On April 12, 1999, Kimberly Gold Mines, Inc. was incorporated in the State of Idaho. Shoshone Silver Mining Co. and Kimberly Gold Mines, Inc. are the constituent corporations to the Merger.
- SECOND:** The surviving corporation of the Merger is Shoshone Silver Mining Co. The Board of Directors of Shoshone Silver Mining Co. and Kimberly Gold Mines, Inc. have each ratified, adopted and approved the Merger.
- THIRD:** The Articles of Incorporation of Shoshone Silver Mining Co. shall be the Articles of Incorporation of the surviving corporation.
- FOURTH:** The Merger and the Amended Agreement and Plan of Reorganization between Shoshone Silver Mining Co. and Kimberly Gold Mines, Inc. have been approved by the shareholders of Kimberly Gold Mines, Inc., in accordance with the Act.
- FIFTH:** The Merger is to become effective when this Statement of Merger is filed with the Idaho Secretary of State.
- SIXTH:** The executed Amended Agreement and Plan of Reorganization is on file at the principal place of business of the surviving corporation, Shoshone Silver Mining Co., 403 7th Street, Suite 207, Wallace, Idaho 83873.

IN WITNESS WHEREOF, Shoshone Silver Mining Co. and Kimberly Gold Mines, Inc. have caused this Statement of Merger to be executed by its President as of March 12, 2009.

SHOSHONE SILVER MINING CO.

By: Lex Smith
LEX SMITH, PRESIDENT

KIMBERLY GOLD MINES, INC.

By: Don R. Rolfe
DON R. ROLFE, PRESIDENT

EXHIBIT A - STATEMENT OF MERGER

IDAHO SECRETARY OF STATE
03/19/2009 05:00
CK: NONE CT: 98243 SH: 1162148
1 @ 38.00 = 38.00 STATE FEE \$ 2
1 @ 20.00 = 20.00 EXPEDITE C \$ 3

C 41307

227



CERTIFICATE OF ASSUMED BUSINESS NAME

FILED EFFECTIVE

Pursuant to Section 53-504, Idaho Code, the undersigned submits for filing a certificate of Assumed Business Name.

2009 JUN 30 PM 4:42

Please type or print legibly.

SECRETARY OF STATE
STATE OF IDAHO

NOTE: See instructions on reverse before filing.

1. The assumed business name which the undersigned use(s) in the transaction of business is:

Shoshone Silver/Gold Mining Company

2. The true name(s) and business address(es) of the entity or individual(s) doing business under the assumed business name:

Name

Complete Address

Shoshone Silver Mining Company

P.O. Box 2011

C41307

Coeur d'Alene, ID 83816

3. The general type of business transacted under the assumed business name is:

- | | |
|--|--|
| ☐ Retail Trade | ☐ Transportation and Public Utilities |
| ☐ Wholesale Trade | ☐ Construction |
| ☐ Services | ☐ Agriculture |
| ☐ Manufacturing | ☒ Mining |
| ☐ Finance, Insurance, and Real Estate | |

Submit Certificate of
Assumed Business
Name and \$25.00 fee to:

Idaho Secretary of State
450 N 4th Street
PO Box 83720
Boise ID 83720-0080

(208) 334-2301

4. The name and address to which future correspondence should be addressed:

Shoshone Silver/Gold Mining Company

P.O. Box 2011

Coeur d'Alene, ID 83816

5. Name and address for this acknowledgment copy is (if other than # 4 above):

Signature:

Lex Smith

(Signature required)

Printed Name:

Lex Smith

Capacity/Title:

President

(see instruction # 8 on back of form)

Secretary of State use only

D131860

IDAHO SECRETARY OF STATE
06/30/2009 05:00
CK: 272973 CT: 172899 IN: 1177823
1 @ 25.00 = 25.00 ASSUM NAME # 2