



**STATE OF ALASKA
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF MINING, LAND AND WATER**

MINING RECLAMATION BOND (PERSONAL BOND)

The Miner, Alaska Gold Company LLC, a corporation existing under the laws of the State of Delaware, whose address is P.O. Box 640, Nome, Alaska 99762, as Obligor, is firmly bound unto the State of Alaska Department of Natural Resources and the State of Alaska Department of Environmental Conservation ("the State") in the sum of Twenty Million Two Hundred and Seventy Two Thousand U.S. Dollars (\$20,272,000.00), lawful money of the United States, for the payment of which the Obligor hereby binds itself, its successors, and assigns.

Contemporaneously with the execution and delivery of this Personal Bond, the Obligor delivers to the State as collateral to secure the obligation described herein a Wells Fargo Bank, N.A. Letter of Credit numbered NZS578405 for USD \$20,272,000.00 pursuant to 11 AAC 97.410 and 18 AAC 60.265.

Whereas, the Obligor has submitted an approved reclamation plan for mining operations, and obtained waste disposal or management permits, and certificates of approval relating to the dam at the Rock Creek Mine, which approved reclamation plan (hereinafter "the reclamation plan"), waste disposal or management permits (hereinafter "the Permits"), and certificates to construct, modify or abandon dams (hereinafter "the Certificates") are listed in Table 1 below and are, by reference, incorporated fully herein in all their terms and made a part of this bond; and

Table 1

Plan Approval / Permit / Certificate	USD Amount	Description
Reclamation Plan Approval (F20129578), Waste Management Permit (2003-DB0051), Certificate of Approval to Abandon a Dam	\$20,272,000.00	Rock Creek Mine Reclamation Plan Approval, Waste Management Permit, and Dam Authorizations

Whereas, the Obligor is required to post a performance bond with the State to ensure complete compliance with AS 27.19, 11 AAC 97, AS 46.03.100(f), 18 AAC 60, 11 AAC 93 and the reclamation plan, the Permits, and the Certificates; and

Whereas, the Obligor has chosen to post this Personal Bond with the State to ensure the Obligor's complete compliance with the requirements of the reclamation plan, AS 27.19, and attendant regulations at 11 AAC 97, and the Permits, AS 46.03.100(f), and attendant regulations at 18 AAC 60, and the Certificates and attendant regulations at 11 AAC 93; and

Whereas, in accordance with 11 AAC 97.430, Obligor is liable for the full costs of reclamation to the standards of AS 27.19, the requirements of 11 AAC 97, and the approved reclamation plan regardless of the amount of the reclamation bond; and

Whereas, the Obligor agrees that unless the Obligor has replaced this bond with another personal bond or with another form of financial assurance authorized under 11 AAC 97.400, 18 AAC 60.265, and 11 AAC 93.171 providing security for compliance with all terms of the reclamation plan, the Permits, and the Certificates, coverage under this bond shall extend to and include the approved reclamation plan, the Permits, and the Certificates, and any amendments to the plan, the Permits and the Certificates approved by the State.

Now, therefore, the terms of this Personal Bond are as follows:

Upon a determination by the State that the Obligor has satisfactorily complied with the reclamation plan in accordance with the standards of AS 27.19.020, AS 46.03.100 and of 11 AAC 97.200-250, the Permits, and the Certificates, the obligations of this personal bond and accompanying instrument shall terminate and the State shall release this bond and the accompanying instrument.

This personal bond and accompanying instrument shall remain in full force and effect until their release is approved in writing by the State (1) in accordance with 11 AAC 97.410(b), 18 AAC 60, and 11 AAC 93; or (2) upon delivery of substitute financial assurance acceptable to the State.

The State may approve replacement of this personal bond or the collateral securing it in accordance with 11 AAC 97.400, 18 AAC 60, and 11 AAC 93. In the event of replacement, the substitute bond must assume all remaining reclamation obligations and liabilities.

If the State determines that the Obligor has violated or permitted a violation of the approved reclamation plan and failed to comply with a lawful order of the State, the Obligor forfeits this personal bond or the relevant portion thereof in accordance with AS 27.19.070, and is also liable to the State in a civil action for the full amount of reclamation and administrative costs incurred by the State related to the action. Nothing herein limits any remedies available to the Commissioner under AS 27.19.070 and other law.

All correspondence pertaining to the Personal Bond shall be sent to:

State of Alaska,
Department of Natural Resources
Division of Mining, Land & Water
550 West 7th Avenue, Suite 900D
Anchorage, Alaska 99501-3577
Attention: Mining Section Chief

Alaska Gold Company LLC
Suite 2300-200 Granville Street
Vancouver, BC, Canada V6C 1S4

OBLIGOR

Date February 9, 2012

(Affix seal)

Obligor Alaska Gold Company LLC

By: [Signature]

Vice President & CFO
(Printed Title)

Elaine Sanders
(Printed Name)

ACKNOWLEDGMENT OF OBLIGOR

The foregoing instrument was acknowledged before me by Mische Zeitmann, this 9th day of February, 2012.

Witness my hand and official seal. [Signature]
(Notary Public or other authorized officer)

My Commission Expires: N/A

Barrister & Solicitor
BLAKE, CASSELS & GRAYDON LLP
Suite 2600, Three Bentall Centre
595 Burrard St., P.O. Box 49314
Vancouver, B.C. V7X 1L3
(604) 631-3376

**APPROVAL AND ACCEPTANCE BY STATE OF ALASKA
DEPARTMENT OF NATURAL RESOURCES**

By [Signature] Date 2/13/2012
Brent Goodrum, Director, Division of Mining, Land and Water

**APPROVAL AND ACCEPTANCE BY STATE OF ALASKA
DEPARTMENT OF ENVIRONMENTAL CONSERVATION**

By [Signature] Date 2-13-2012
Michelle Bonnet, Director, Division of Water

INSTRUCTIONS

- This form shall be used whenever the commissioner has approved the use of a personal bond in connection with a Division of Mining, Land and Water plan of operations and reclamation plan with the posting of an instrument or property such as cash or gold to secure the personal bond.
- Property pledged to secure the personal bond must be owned by the Obligor and must not be subject to any liens or prior security agreements. The property/instrument posted may be in the form of cash or gold in escrow; a Certificate of Deposit made payable to the State of Alaska Department of Natural Resources; an Irrevocable Letter of Credit issued by a bank authorized to do business in the United States with the Department specified as beneficiary. The value of pledged instruments must equal or exceed the amount of the bond. A combination of instruments may be posted so long as the aggregate value equals or exceeds the amount of the bond.
- Instruments such as Certificates of Deposit or Cash in Escrow must be accompanied by a State form entitled: Assignment of Negotiable Instrument.
- A Letter of Credit must be in a form acceptable to the State.
- When this bond is executed by a partnership, all partners must sign the bond individually in the space provided or by securely attaching an addendum with the recital that they are partners comprising the firm by name. All members of the partnership shall execute the bond.
- When this bond is executed by a corporation, the bond must be executed by a duly authorized corporate officer who must submit evidence of his/her authority to act for the corporation. This certified authorization must be attached to the bond.
- When any of the parties executes this bond through an authorized agent, a Power of Attorney or other evidence of authority must accompany the bond.
- Note – “Authorized Officer’s Initials” on footer of pages is that of Alaska Gold Company LLC.

This form is to be used in accordance with the regulations of the Department of Natural Resources regarding bonds and bonding requirements.

UNANIMOUS WRITTEN CONSENT
OF DIRECTORS OF
ALASKA GOLD COMPANY LLC

The undersigned, being all the directors of Alaska Gold Company LLC, a Delaware Corporation (the "Corporation"), in accordance with Section 141(f) of the Delaware General Corporation Law, and in lieu of holding a meeting of the directors to consider the same, hereby adopt and approve the following resolutions:

WHEREAS, the efficient and timely closing of transactions for the purchase or sale of real property in Alaska is in the best interest of the Corporation;


AND WHEREAS, the Board of Directors (the "Board") has determined that the most expeditious manner to cause the efficient closing of said transactions in Alaska is to authorize Elaine Sanders, Director of the Corporation, to sign any and all documents, including but not limited to, purchase and sale agreements and closing documents, on behalf of the Corporation for real property transactions in Alaska.

NOW, THEREFORE, BE IT RESOLVED, that Elaine Sanders, Director of the Corporation, is authorized to sign, on behalf of the Corporation, any and all documents, including, but not limited to, purchase and sale agreements and closing documents, for the acquisition or sale of real property in Alaska;

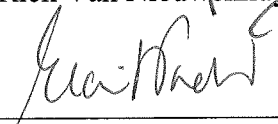
FURTHER RESOLVED, that each officer of the Corporation, acting alone or with other officers, is hereby authorized to take all such actions and to execute such documents as shall in his judgment, be necessary, proper and advisable in order to complete and carry out fully the intent, and to accomplish the purposes, of the foregoing resolutions; and it is;

FURTHER RESOLVED, that the Secretary of the Corporation be, and hereby is, authorized and directed to file these resolutions in the minute book of the Corporation.

In Witness whereof, the foregoing resolutions are adopted by the Directors of the Corporation as of the 4th day of February, 2012.



Rick Van Nieuwenhuyse, Director



Elaine Sanders, Director