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REVISED APPLICATION

MINERALS & MINING PROGRAM

April 30, 2013

Department of Environment and Natural Resources
Minerals and Mining Program
Joe Foss Building
523 East Capitol Avenue
Pierre, South Dakota 57501-3182
Telephone (605) 773-4201 Fax: (605) 773-5286

NOTICE OF INTENT TO CONDUCT MINERAL
EXPLORATION OPERATION (Excluding Uranium)

Pursuant to SDCL 45-6C

Name of Operator:

Goldstake Explorations (SD), Inc.

**Name and Address of Operator's Resident
Agent in South Dakota:**

Address:

P.O. Box 38
Spearfish, SD 57783

Kathy M. Whitelock
1424 E. Woodland Dr.
Spearfish, SD 57783-8505

Telephone Number: 647.680.8178

Telephone Number: 605.641.5004

Brief description of the type of exploration to be conducted. Include a list of all minerals to be explored and a description of methods (e.g. drill rig type, proposed depth for each test hole, length of access road construction, and/or other).

This exploration project is designed to evaluate the amount of gold present in tailings and substrate materials in certain properties along the lower portion of the Whitewood Creek valley in the areas as shown on the attached maps. It will involve small backhoe-excavated test pits of tailings and substrate materials, and perhaps the drilling of shallow holes. Small soil samples will be obtained from the pits and holes and will be shipped off-site for processing and analysis. Samples will be collected from the vadose zone only; thus any ground waters that might be present in underlying alluvium will not be affected by the proposed exploration activities.

A maximum of 250 test pits are proposed for excavation. Test pits will be spaced approximately equally along transects. Each transect will have up to six pits. The approximate location of transects is indicated on the enclosed exploration maps. More pits have been proposed than likely will be excavated. These proposed pits will be excavated with a backhoe. The pits will be approximately 3 feet in width, typically 10-15 feet long, and 15 feet in maximum depth but above the water table if present. Excavation of the pits and sampling will comply with OSHA's Excavation and Trenching Requirement in 29 CFR 1926.651 and 1926.652. The pits will be located a minimum of 10 feet away from the banks of Whitewood Creek. Sampling in the pits may include small channel samples up to the size of bulk samples of several tons for metallurgical testing. It is anticipated that a maximum of 50 pounds of material will be recovered from each test pit for analysis as well as up to 10 composite samples of less than 5 tons of each. The amount of material removed under this permit will be far less than the 5,000 ton per site size limitation for bulk samples, as stipulated per SDCL 45-6C-3. All material will be transported off site, most likely to laboratories in Colorado, for analysis and testing.

A maximum of 30 test holes is proposed. Samples of a few kilograms may be recovered from the drill cuttings. Some of the test holes will be completed as monitoring wells for baseline data on water quality and water levels as well as used for monitoring during and after operations. None of the test holes will be used as water wells. More test holes are proposed than will likely be drilled. The test holes will be located across the exploration area

where information is needed or monitoring wells will be installed. The drill sampling will be done using split-spoon and similar samplers and by means of small, mobile trailer-mounted auger and core sampling rigs. The trailers will be pulled using standard sized pickup trucks. The test holes will be from 2 to 20 feet in depth.

No new roads will be constructed.

The exploration area is that covered by old mine tailings and many areas have little or no topsoil. Every effort will be made to locate the pits so as to minimize disturbing areas that support vegetation. If it becomes necessary to place a pit in a well vegetated area, the topsoil will be separated, the pit excavated, and the topsoil replaced after backfilling the pit.

Will the Operator Conduct Uranium Exploration? Yes No If Yes, a Permit Pursuant to SDCL 45-6D Must Be Obtained.

Date Exploration Will Commence: Summer 2013. The sampling effort is expected to take four to six weeks.

Legal Description of Land to Be Explored by Section, Township, and Range:

T. 7N, R. 5E, Meade County

Section 4: Lots 1, 2 and 3; S½NE¼; SE¼NW¼; E½SW¼; SE¼.

Section 17: Lot 1 of SW¼SW¼.

Section 19: S½.

Section 20: South 90 feet of the NW¼; NE¼; N½SE¼.

Section 21: NE¼; W½; SE¼.

Section 22: NW¼; SW¼.

T. 8N, R. 5E, Butte County

Section 26: SW¼NW¼; NW¼SW¼; W½NE¼SW¼; NW¼SE¼ less the road right-of-way as recorded in Book 59 on page(s) 586; SE¼SW¼ less that portion of land granted to the United States of America as recorded in Book 25 on page(s) 57; SW¼SE¼; E½NE¼SW¼.

Section 33: E½; E½W½; E½NW¼SW¼; E½W½NW¼.

Section 34: W½.

Section 35: NW¼NE¼ and NE¼NW¼, less that portion of land granted to the United States of America as recorded in Book 25 on page(s) 57.

Counties: Mead and Butte

What Legal Authority Does the Operator Have to Conduct Exploration on the Above-Described Land? Attach Copy If Available.

<input checked="" type="checkbox"/> Deed	<input checked="" type="checkbox"/> Lease	<input type="checkbox"/> US Forest Service Permit	<input type="checkbox"/> Pending US Forest Service Permit
<input type="checkbox"/> Other _____			

INSTRUCTIONS (Reference SDCL 45-6C):

This Notice of Intent Must Be Accompanied by:

1. A Plan of Reclamation Pursuant to Section 8.
2. A Topographic Map Pursuant to Section 9.
3. A Fee of \$250 Pursuant to Section 17.
4. A Surety Bond in an Amount to be Determined by the Department Pursuant to Section 19.
5. Any Written Landowner Consultations Giving Alternative Preferences for the Reclamation of the Affected Land Pursuant to Section 16.

Applicant affirms that the surface owner has been notified of the proposed mineral development and that said surface owner is aware of his rights to compensation for damages to property pursuant to SDCL 45-5A. Applicant hereby affirms that the mineral exploration will be conducted pursuant and subject to the provisions of SDCL 45-6C, and all regulations promulgated thereunder, that he will grant access to the Board of Minerals and Environment or its agents to the area under notice from the date of the notice and thereafter to assure compliance with the provisions of SDCL 45-6C. I declare and affirm under the penalties of perjury that this claim (petition, application, information) has been examined by me, and to the best of my knowledge and belief, is in all things true and correct.

Kathy M. Whitelock 4/29/13
Signature Date

Vice President
Title Goldstake Explorations (SO) Inc.
STATE OF South Dakota

COUNTY OF Lawrence

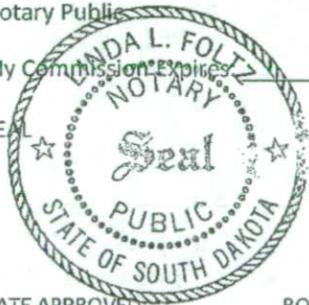
On this 29th day of April, 2013, before me personally appeared Kathy M. Whitelock who acknowledged himself to be

the Vice President for Goldstake Explorations (SO) Inc.
(Title) (Operator)

and that he is authorized to execute this Notice for the purposes contained therein.

Linda L. Foltz
Notary Public

My Commission Expires April 2, 2015
SEAL



FOR DEPARTMENT USE ONLY

DATE APPROVED: _____ BOND AMOUNT: _____ EXNI NUMBER: _____

Chairman, SD Board of Minerals & Environment

All applications filed pursuant to Titles 34A and 45 shall include a certification, sworn to under oath and signed by the applicant, that he is not disqualified by reason of this section from obtaining a permit. In the absence of evidence to the contrary, that certification shall constitute a prima facie showing of the suitability and qualification of the applicant. If at any point in the application review recommendation, or hearing process, the secretary finds the applicant has intentionally made any material misrepresentation of fact in regard to this certification, consideration of the application may be suspended and the application may be rejected as provided for under this section.

Applications rejected pursuant to this section constitute final agency action upon that application and may be appealed to circuit court as provided for under chapter 1-26."

Pursuant to SDCL 1-40-27, I certify that I have read the forgoing provision of state law, and that I am not disqualified by reason of that provision from obtaining the permit for which application has been made.

I declare and affirm under the penalties of perjury that this claim (petition, application, information) has been examined by me, and to the best of my knowledge and belief, is in all things true and correct.

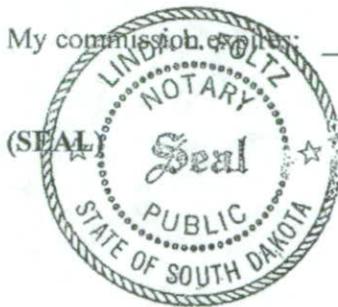
Dated this 29 day of April, 2013.

Kathy M. Whitelock
Applicant Goldstake Exploration (SD) Inc.

Subscribed and sworn before me this 29th day of April, 2013.

Linda L. Foltz
Notary Public

My commission expires _____ My Commission Expires
April 2, 2015



PLEASE ATTACH SHEET DISCLOSING ALL FACTS PERTAINING TO
SDCL 1-40-27 (1)(a) THROUGH (e).
ALL VIOLATIONS MUST BE DISCLOSED, BUT WILL NOT
AUTOMATICALLY RESULT IN THE REJECTION OF AN APPLICATION.

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Department of Environment and Natural Resources MINERALS & MINING PROGRAM EXPLORATION RECLAMATION PLAN
Minerals and Mining Program

Joe Foss Building
523 East Capitol Avenue

Pierre, South Dakota 57501-3182

Telephone: (605) 773-4201 Fax: (605) 773-5286

Pursuant to SDCL 45-6C-8 and 45-6D-9

In preparing this Reclamation Plan, please address each item in detail, following SDCL 45-6C-8 and 45-6D-9. Also, refer to the reclamation standards outlined under SDCL 45-6C-27 through 45-6C-34, SDCL 45-6D-33 through 45-6D-39, and the state's hole plugging regulations as detailed under ARSD 74:11.

1.) Describe the type of reclamation the operator proposes to achieve in the reclamation of the affected land.

Goldstake explorations (SD), Inc. will reclaim disturbed areas resulting from the proposed exploration activities consistent with the requirements of SDCL 45-6C-8 and reclamation standards outlined under SDCL 45-6C-27 through 45-6C-34, and the state's hole plugging regulations as detailed under ARSD 74:11 as follows:

- A. As per ARSD 74:11:08:04, test holes that encounter no water or only low-permeability formations such as clay and shale will be backfilled to restore nature conditions as nearly as possible. For test holes of this type, as described in 74:11:08:04, test holes will be plugged by the return of the excess drill cuttings to the drill hole to a point not less than eight feet below the ground surface. Backfill material will be free of contamination and have a permeability equal to or less than the permeability of the formations encountered in the borehole. A non-degradational, nonslip plug will be placed at a point not less than eight feet below the ground surface, and a five-foot column of cement grout shall be placed above the plug. Topsoil or material representative of the undisturbed surface material will be tamped into the upper three feet of the drill hole.
- B. For test holes in unconsolidated granular material, test holes will be plugged according to requirements described in ARSD 74:11:08:06. As per 74:11:08:06, for the test holes that penetrate water-bearing unconsolidated granular material above bedrock and that continue into the bedrock, holes will be plugged by placing a column of bentonite or cement grout from the bottom of the hole to a point not less than five feet below the bedrock surface. A column of cement grout will be placed between the bentonite-grout and three feet below the ground surface. Upon initial settling of the cement grout, the remainder of the test hole shall be plugged with topsoil or a suitable material in a manner consistent with the specifications set forth in § 74:11:08:04. For test holes that penetrate nonwater-bearing unconsolidated granular material above the bedrock surface, holes will be plugged by returning all excess drill cuttings to the hole to a point not less than eight feet below the ground surface. The upper eight feet of the hole will be plugged in accordance with the specifications set forth in § 74:11:08:04. If drill cuttings are not available in quantities sufficient to fill the hole to within eight feet of the ground surface, that portion of the hole remaining to be filled will be plugged with either cement grout or free-flowing mineral aggregate.
- C. Sampling test pits will be backfilled with the excavated material and reclaimed as per 45-6C-33. The land surface will be restored as nearly as possible to its original condition including, spreading out of topsoil or other borrow material over the disturbed area, reseeding the test pit sites using a seed

mixture recommended by the District Conservationists as required by 45-6C-8 (see attached Appendix A for recommended seed mixtures). All refuse and other debris generated as part of this sampling project will be policed and disposed of in an appropriate receptacle.

2.) Provide a proposed timetable for seeding and replanting indicating when and how the reclamation plan will be implemented. Such timetable shall be developed after consulting with the County District Conservationist as to the nature of the soils and native vegetation in the area of the proposed operation. These recommendations shall be followed, if any are provided, and copies of all correspondence shall be provided to the Department.

It is anticipated that sampling will be completed by August or September 2013. Reseeding will occur in November as recommended by the Butte and Meade District Conservationists (Appendix A).

3.) Describe how the reclamation plan will rehabilitate the affected land.

The proposed reclamation plan will ensure that any of the proposed areas of temporary disturbance will be returned to as close to their original conditions as is possible.

4.) Describe the anticipated temporary and permanent plugging and capping procedures to be used (refer to SDCL 45-6C-28 through 45-6C-30, SDCL 45-6D-33 through 45-6D-35, and the state's hole plugging regulations as detailed under ARSD 74:11).

All test pits and drillholes will be plugged and capped according to applicable South Dakota regulations, as described in detail previously in this reclamation plan in the operator's response to question 1 (*above*) except the holes that are completed as groundwater monitoring wells.

5.) Provide the estimated cost of: a) implementing and completing the proposed reclamation and; b) the estimated cost of plugging and sealing each test hole.

The cost of reclamation is based on similar past experience and is estimated as follows. It is assumed that 20 holes are completed as monitoring wells.

Cost of reclaiming test holes:	
2 holes reclaimed per hour (30/2) = 15 hrs	
Labor @ \$20.00/hr =	\$300
Materials @ \$50/hole =	\$1,500
Cost of reclaiming test pits:	
Estimate of 2 pits reclaimed per hour (using backhoe):	
250/2 = 125 hrs	
Labor and equipment rental @ \$80/hr =	\$10,000
Materials @ \$10/test pit =	<u>\$2,500</u>
TOTAL	\$14,300

I declare and affirm under the penalties of perjury that this claim (petition, application, information) has been examined by me, and to the best of my knowledge and belief, is in all things true and correct.

Operator Signature: Kathy M. Whitlock

Title: Vice President Date: 4/29/13
Goldstake Explorations (SA) Inc.

Goldstake Explorations, Inc.
EXPLORATION RECLAMATION PLAN

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Appendix A. Reclamation Seed Mix for Meade & Butte Counties

CPA-4 ID 125

SEEDING PLAN AND RECORD

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MLRA 61

SD-CPA-4
Nov-03

Cooperator Gold Stake Exploration (Resp County Meade
 Program CTA Practice No 342 Practice Name Critical Area Seeding
 CI or Referral No _____ Seeded by: _____

PLANNED

APPLIED

Field Number	1	
Seedbed Preparation	Clean, smooth, weed free seedbed will be prepared	
Seeding Equipment	Broadcast and drag	
Acres	1	
Seeding date	EARLY SPRING PRIOR TO 5/15	
Site	Loamy or Silty Texture	Loamy or Silty Texture
Protection Provided	Clip weeds before they compete for moisture and light.	

PLANNED

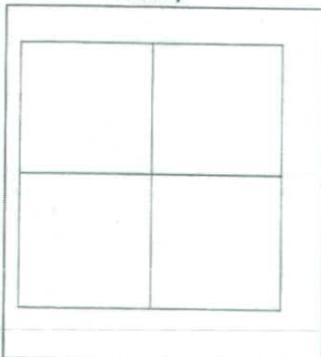
Seed Species	Variety or Seed Source 1/ may be Common or improved variety listed	Pure Live Seed (PLS) lbs/ac Full Rate	Percent in Mixture	Pure Live Seed (PLS) lbs/ac Needed	Acres to Seed	PLS lbs Required
Sidecoats grama	Pierre	12.10	20.0	2.42	1	2.42
Slender wheatgrass	Pryor	9.56	20.0	1.91	1	1.91
Alfalfa	WSI of 3 or less/3	10.37	5.0	0.52	1	0.52
Western wheatgrass	Rodan	15.56	40.0	6.22	1	6.22
Intermediate wheatgrass	Oahe	16.83	20.0	3.37	1	3.37

Origin of non-varietal ('common') grass seed of both native and introduced species is limited to IA, MN, MT, ND, NE, SD, and WY.
 Thickspike wheatgrass may be substituted for western wheatgrass if the later is not available and only west of the Missouri River. Multiply the western wheatgrass seeding rate by .72
 Alfalfa varieties must have a fall dormancy rating or Winter Survival Index (WSI) of three or less to meet specifications. The following web site is approved for use in determining approved alfalfa varieties: <http://www.alfalfa.org/> Alfalfa varieties not listed on this Website will require documentation from the distributor or developer to determine suitability.

APPLIED

Seed Species	Variety or Seed Source	Percent Purity	Percent Germination	Pounds Bulk Seed Planted	Acres Certified	PLS Pounds Planted

Plan Map



N Tract _____ Planning assistance by *Lee S. C.* 4/29/2013
 (Name and Date)
 S. _____ Practice Meets SD Standards and Specifications: Yes No
 T. _____ Certified By: _____
 (Name and Date)
 R. _____ Recheck of Quantities By: _____
 (Name and Date)

Kathryn Johnson

From: Erickson, Lee - NRCS, Sturgis, SD <Lee.Erickson@sd.usda.gov>
Sent: Wednesday, May 01, 2013 11:26 AM
To: Kathryn Johnson
Subject: RE: Reclamation along Whitewood Creek
Attachments: DOC050113.pdf

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Here is some guidance on seeding dates. The last couple of years I would not recommend planting in August. We are generally too dry resulting in seeding failures. I would recommend the dormant seeding using the guidance in the attached document.

Lee Erickson

Soil Conservationist
Sturgis Field Office
USDA - Natural Resources Conservation Service
Ph. (605) 347-4952 Ext. 3
Fax (605) 347-3016

From: Kathryn Johnson [<mailto:kjohnson@johnsonenviro.com>]
Sent: Wednesday, May 01, 2013 10:58 AM
To: Erickson, Lee - NRCS, Sturgis, SD
Subject: RE: Reclamation along Whitewood Creek

The plan is to complete the field work in August, is the seed mix appropriate for broadcasting in the fall? Is there a preferred season for such planting? Thank you. kj

From: Erickson, Lee - NRCS, Sturgis, SD [<mailto:Lee.Erickson@sd.usda.gov>]
Sent: Monday, April 29, 2013 9:43 AM
To: Kathryn Johnson
Subject: RE: Reclamation along Whitewood Creek

Kathryn,

Here are a couple versions of the seeding recommendations for you to take a look at. There is a broadcasted and drilled version. Due to the small and remote nature of these seedings I would lean towards the broadcasted seeding method. Let me know which one you would like to move forward with and I will get a signed version to you. Thanks!

Lee Erickson

Soil Conservationist
Sturgis Field Office
USDA - Natural Resources Conservation Service
Ph. (605) 347-4952 Ext. 3
Fax (605) 347-3016

From: Kathryn Johnson [<mailto:kjohnson@johnsonenviro.com>]
Sent: Wednesday, April 24, 2013 12:46 PM
To: Erickson, Lee - NRCS, Sturgis, SD

Cc: Amy Gribb

Subject: Reclamation along Whitewood Creek

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Lee, Following from our telephone conversation, the proposed plan for the test pits follow with the program showing the locations attached.

The permit application requests a maximum of 250 test pits along the transects shown on the maps. The pits, excavated with a backhoe, will be approximately 3 feet in width and typically 10-15 feet long. The pits will be located a minimum of 10 feet away from the banks of Whitewood Creek. The reclamation plan will commit to use the reclamation seed mix recommended by your office. Per the requirements for an exploration permit from the SD DENR I will submit the reclamation for your review and approval upon receipt of the seed mix specifications. Thank you. kj

Kathryn Johnson, Ph.D.
24054 Palmer Gulch Rd., Hill City, SD 57745
605.574.2015 (office); 605.391.9955 (mobile)

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TECHNICAL NOTE

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RANGE TECHNICAL NOTE NO. 4

OCTOBER 1, 2012

PERENNIAL VEGETATION ESTABLISHMENT GUIDE Stan Boltz, State Range Management Specialist

1. Seeding Dates

Seeding dates are based on climatic records, research, and experience, and represent optimum periods for grass and/or forb/legume establishment. They vary from north to south and east to west with variation in soil temperatures and moisture conditions. Optimum seeding dates fluctuate annually. The recommended dates will provide for adequate development of adventitious roots (see Figure 1) prior to stressful periods, such as hot, dry summers, and cold, open winters. The dates listed below are averages that may be changed one week in either direction depending on current climatic conditions.

EARLY SPRING PRIOR TO 5/15 – Cool-season species and warm-season species. This is the best period for mixtures of cool- and warm-season grasses and forbs. Weed control as part of seedbed preparation can be accomplished by chemical burn-down or tillage and packing. See Sections 2 and 11 for a more detailed explanation.

LATE SPRING 5/15 TO 6/15 – Warm-season species. *Do not plant cool-season species during this period.* Optimum period is when sustained soil temperatures reach 60°F. This is the best period for warm-season grasses for similar reasons related to seedbed preparation and weed control as stated above.

LATE SUMMER 8/1 TO 9/1 – Cool-season species only. Seed only if soil moisture is adequate at or near the surface and to a substantial depth. Good for cool-season species on fields with weed management problems. If alfalfa is part of a mixture, seed by August 25. It is essential that alfalfa plants reach the six-leaf stage prior to fall dormancy, for winter survival. Alfalfa requires six-eight weeks growth after emergence to develop the six-leaf stage.

DORMANT 11/1 TO SPRING THAW – Cool-season grasses and switchgrass.

In addition, warm-season grasses or mixtures of cool- and warm-season grasses (with or without forbs) may be seeded at this time when unable to seed during other approved periods, but the following guidance must be met:

- Soil temperature must reach 40°F or less at 10:00 am before the seeding can occur. Information on current South Dakota (SD) soil temperatures is available at http://climate.sdstate.edu/climate_site/ag_data.htm or at <http://www.wcc.nrcs.usda.gov/scan/>
- Pre-plant tillage may not be performed.
- If excessive cover exists, drill must be equipped with furrow openers or other equipment capable of consistently cutting through residue and ensuring soil-seed contact.
- A minimum of 40% residue cover must be present at the time of seeding. The intent is to provide for erosion control, and to prevent early soil warming and premature germination of warm-season species when a late spring frost may adversely affect these plants.

Kathryn Johnson

From: Eggebo, Sarah - NRCS, Belle Fourche, SD <sarah.eggebo@sd.usda.gov>
Sent: Wednesday, May 01, 2013 11:33 AM
To: Kathryn Johnson
Subject: RE: Seeding mix

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If you are going to plant in August, we recommend you plant the seed mix with alfalfa by August 25th. However, we do not recommend you plant the sideoats grama in August since it's a warm season grass. Everything else could be planted in August. If you can't seed in August, then we recommend you do a dormant seeding after November 1 or when the soil temperature is less than 40 degrees to prevent germination. If you do a dormant seeding, you can plant all the species listed on the seeding sheet.

If you are going to broadcast the seed, double the seeding rate that was on the seeding sheet I sent you.

Please call or email if you have more questions or concerns. Thank you!

Sarah Eggebo
District Conservationist
Belle Fourche NRCS Field Office
1837 5th Ave.
Belle Fourche, SD 57717
(605) 892-3368, Ext. 3

-----Original Message-----

From: Kathryn Johnson [<mailto:kjohnson@johnsonenviro.com>]
Sent: Wednesday, May 01, 2013 10:58 AM
To: Eggebo, Sarah - NRCS, Belle Fourche, SD
Subject: RE: Seeding mix

Sarah, The plan is to complete the field work in August, is the seed mix appropriate for broadcasting in the fall? Is there a preferred season for such planting? Thank you. kj

-----Original Message-----

From: Eggebo, Sarah - NRCS, Belle Fourche, SD [<mailto:sarah.eggebo@sd.usda.gov>]
Sent: Monday, April 29, 2013 7:57 AM
To: kjohnson@johnsonenviro.com
Subject: Seeding mix

Hi Kathy. Let me know if you need anything else.
Thank you!

Sarah Eggebo
District Conservationist
Belle Fourche NRCS Field Office

1837 5th Ave.
Belle Fourche, SD 57717
(605) 892-3368, Ext. 3

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-----Original Message-----

From: NetCopy@one-mail.fsc.usda.gov [mailto:NetCopy@one-mail.fsc.usda.gov]

Sent: Monday, April 29, 2013 7:51 AM

To: Eggebo, Sarah - NRCS, Belle Fourche, SD

Subject: Scanned from MFP-06986099 04/29/2013 07:51

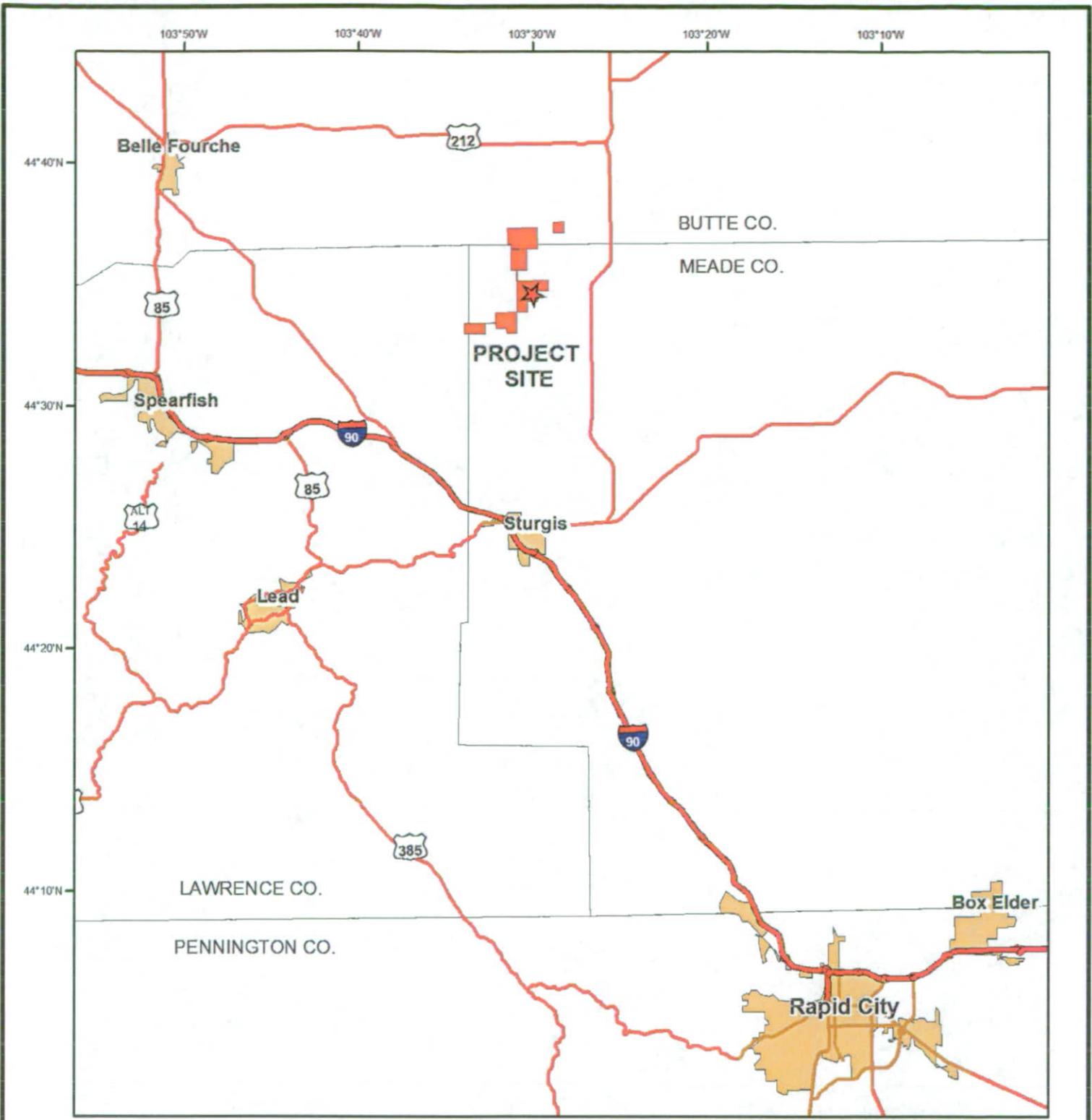
Scanned from MFP-06986099.

Date: 04/29/2013 07:51

Pages:1

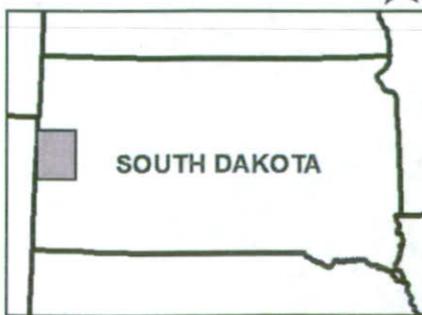
Resolution:200x200 DPI

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Legend

- Project Location
- Urban Areas
- Counties



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Project Location
Goldstake Explorations

Drawn By	C.M. Hocking
Date	03/18/2013
Drawing No.	RSI-2171-13-001