

BY-LAW NO. 1C

A by-law relating generally to
the conduct of the affairs of

Dalradian Resources Inc.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Dalradian Resources Inc. (hereinafter called the "**Corporation**") as follows:

1. Section 5.02 of By-Law No. 1A of the by-laws of the Corporation is hereby replaced by the following:

5.02 Chairman of the Board

The Chairman of the Board, if appointed, shall be a director and shall, when present, preside at all meetings of the board. Each committee of the board shall appoint a Chairman which shall be a member of the relevant committee of the board and shall, when present, preside at all meetings of committees of the board. The Chairman of the Board shall be vested with and may exercise such powers and shall perform such other duties as may from time to time be assigned to him by the board. In the case of the absence or inability to act of the Chairman of the Board or for any other reason that the board may deem sufficient, the board may delegate all or any of the duties and powers of the Chairman of the Board to any officer or to any director for the time being.

2. Section 5.03 of By-Law No. 1A of the by-laws of the Corporation is hereby replaced by the following:

5.03 President

The President shall, and unless and until the board designates any other officer of the Corporation to be the Chief Executive Officer of the Corporation, be the Chief Executive Officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation and such other powers and duties as the board may specify.

3. By-Law Nos. 1A and 1B, as amended from time to time, of the by-laws of the Corporation and this by-law shall be read together and shall have effect, so far as practicable, as though all the provisions thereof were contained in one by-law of the Corporation. All terms contained in this by-law which are defined in By-Law Nos. 1A and 1B, as amended from time to time, of the by-laws of the Corporation shall, for all purposes hereof, have the meanings given to such terms in the said By-Law Nos. 1A and 1B unless expressly stated otherwise or the context otherwise requires.

This amendment to By-Law No. 1A of the Corporation shall come into force upon being passed by the directors in accordance with the *Business Corporations Act* (Ontario).

MADE by the board this 21st day of November, 2014.

signed "*Patrick F. N. Anderson*"

Chief Executive Officer

signed "*Keith McKay*"

Chief Financial Officer