

788497

AUGUST 2 AOUT, 1988

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ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

Form 1
Business
Corporations
Act,
1982
Formule
numéro 1
Loi de 1982
sur les
compagnies

1. The name of the corporation is: *Dénomination sociale de la compagnie:*

FORTUNE MINERALS LIMITED
SUITE 6100, 1 First Canadian Place

2. The address of the registered office is: *Adresse du siège social:*

Suite 6100, 1 First Canadian Place
(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la R.R. et s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto, Ontario **M5X1B1**
(Name of Municipality or Post Office) (Postal Code)
(Nom de la municipalité ou du bureau de poste) (Code postal)

Municipality of Metropolitan Toronto in the **Judicial District of York**
(Name of Municipality, Geographical Township) dans le (County, District, Regional Municipality)
(Nom de la municipalité, du canton) (Comté, district, municipalité régionale)

A minimum of one (1) director and a maximum of five (5) directors
3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

A minimum of one (1) director and a maximum of five (5) directors.
The first director(s) is/are: *Premier(s) administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille:</i>	Residence address, giving street & No. or R.R. No. or municipality and postal code. <i>Adresse personnelle, à remplir la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal. p. 1</i>	Resident Canadian State Yes or No Résident Canadien Oui/Non
Paul Stein	203 - 195 St. Clair Avenue West Toronto, Ontario M4V 1P7	Yes

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

None

6. The classes and any maximum number of shares that the corporation is authorized to issue.

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of common shares without par value.

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

The holders of the common shares without par value shall:

- (a) be entitled to vote at all meetings of shareholders;
- (b) be entitled to receive dividends as and when declared by the board of directors of the Corporation; and
- (c) be entitled to receive the remaining property of the Corporation upon dissolution.

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) The previous sanction of the holders of at least a majority of the shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares; or
- (b) The previous sanction of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

- (1) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and continue after the termination of that employment to be shareholders of the Corporation, is limited to not more than fifty (50), two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (2) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (3) The board of directors may from time to time, in such amounts and on such terms as it deems expedient:
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured of the Corporation);
 - (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, moveable or immoveable property of the Corporation including book debts, rights, powers, franchises, an undertaking to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

10. The names and addresses of the incorporators are
Nom et adresse des fondateurs

First name, initials and surname or corporate name
Prénom, initiale et nom de famille ou dénomination sociale

Full residence address or address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code
Adresse personnelle au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal

Paul Stein

203 - 195 St. Clair Avenue West
Toronto, Ontario
M4V 1P7

These articles are signed in duplicate

Les présents statuts sont signés en double exemplaire.

Signatures of incorporators
(Signature des fondateurs)

Paul Stein

Paul Stein

788497

MARCH 2 MARS, 1989

TRANS
CODE

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18

ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

Form 3
Business
Corporations
Act,
1982

Formule
numéro 3
Loi de 1982
sur les
compagnies

1. The present name of the corporation is: *Dénomination sociale actuelle de la compagnie:*

F O R T U N E M I N E R A L S L I M I T E D

2. The name of the corporation is changed to (if applicable): *Nouvelle dénomination sociale de la compagnie (s'il y a lieu):*

3. Date of incorporation/amalgamation: *Date de la constitution ou de la fusion:*

2 AUGUST 1988

(Day, Month, Year)
(jour, mois, année)

4. The articles of the corporation are amended as follows: *Les statuts de la compagnie sont modifiés de la façon suivante:*

1. Resolved that the following provisions be deleted from the articles of the corporation:

5. The amendment has been duly authorized as required by Sections 167 and 169 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément à l'article 167 et, s'il y a lieu, à l'article 169 de la Loi sur les compagnies.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les actionnaires ou les administrateurs (le cas échéant) de la compagnie ont approuvé la résolution autorisant la modification

30/1/89

(Day, Month, Year)
(Jour, mois, année)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

FORTUNE MINERALS LIMITED

(Name of Corporation)
(Dénomination sociale de la compagnie)

"The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either;

- (a) The previous sanction of the holders of at least a majority of the shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares; or
- (b) The previous sanction of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors."

and

- (1) "The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and continue after the termination of that employment to be shareholders of the Corporation, is limited to not more than fifty (50), two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (2) Any invitation to the public to subscribe for securities of the Corporation is prohibited."

For Ministry Use Only
Ministère de la Consommation
et de Commerce
CERTIFICATE

Ministère de
la Consommation
et de Commerce
CERTIFICAT

Ontario Corporation Number
Numéro de la société en Ontario
788497

This is to certify that these
articles are effective on

JULY 20 1997

[Signature]
Director / Directeur

ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

1 The name of the corporation is:

Dénomination sociale de la société:

F	O	R	T	U	N	E	M	I	N	E	R	A	L	S	L	I	M	I	T	E	D

2. The name of the corporation is changed to (if applicable):

Nouvelle dénomination sociale de la société (s'il y a lieu):

3. Date of incorporation/amalgamation:

Date de la constitution ou de la fusion:

1988/AUGUST/2

(Year, Month, Day)
(année, mois, jour)

4. The articles of the corporation are amended as follows:

Les statuts de la société sont modifiés de la façon suivante.

To subdivide the common shares of the Corporation by changing every one of the common shares, whether issued or unissued, into three common shares.

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.

6 The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

1997/JULY/22.

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.

Les présents status sont signés en double exemplaire.

FORTUNE MINERALS LIMITED

(Name of Corporation)
(Dénomination sociale de la société)

By/Par:

(Signature)
(Signature)

(Description of Office)
(Fonction)

Robin E. Goad - President



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

788497

JUNE 28 JUN, 2000

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

1. The name of the corporation is: *Dénomination sociale de la société:*

F	O	R	T	U	N	E	M	I	N	E	R	A	L	S	L	I	M	I	T	E	D

2. The name of the corporation is changed to (if applicable): *Nouvelle dénomination sociale de la société (s'il y a lieu):*

3. Date of incorporation/amalgamation: *Date de la constitution ou de la fusion:*

1988, AUGUST, 02
(Year, Month, Day)
(année, mois, jour)

4. The articles of the corporation are amended as follows: *Les statuts de la société sont modifiés de la façon suivante.*

to change the number of directors of the Corporation from a minimum of one (1) and a maximum of five (5) to a minimum of three (3) and a maximum of ten (10).

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2000, JUNE, 26

(Year, Month, Day)
(année, mois, jour)

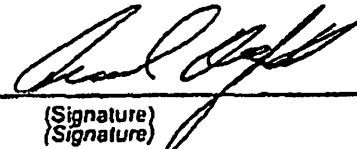
These articles are signed in duplicate.

Les présents status sont signés en double exemplaire.

FORTUNE MINERALS LIMITED

(Name of Corporation)
(Dénomination sociale de la société)

By: / Par:



(Signature)
(Signature)

SECRETARY

(Description of Office)
(Fonction)