

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

25th September, 1986.

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

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

NORTHWAY EXPLORATIONS LIMITED

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

By/Par:

John A. Pollock

(Signature)
(Signature)

(Description of Office)
(Fonction)

John A. Pollock

Secretary

4163610923

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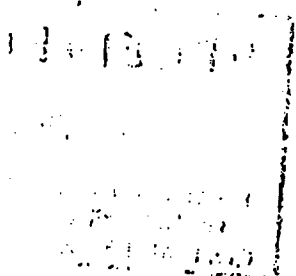
Les actionnaires ou les administrateurs (le cas échéant) de la compagnie ont approuvé la résolution autorisant la modification

4th September, 1985.

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

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.



NORTHWAY EXPLORATIONS LIMITED

(Name of Corporation)

(Dénomination sociale de la compagnie)

By/Pour: *John O'Pallock* - SECRETARY
(Signature) (Description of Office)
(Signature) (Fonction)



Ministry of
Consumer and
Commercial
Relations

CERTIFICATE

THIS IS TO CERTIFY THAT THESE
ARTICLES ARE EFFECTIVE ON

JANUARY 26, 1982

Hubert H.

CONTROLLER OF RECORDS
COMPANIES SERVICES BRANCH

Trans Code 18 A	Line No. 20 0	Stat 28 0	Comp Type 29 A	Method Incorp. 30 3
Share 31 S	Notice Req'd 32 N	Jurisdiction 33 ONTARIO		

ARTICLES OF INCORPORATION

1. THE NAME OF THE CORPORATION IS

NORTHWAY EXPLORATIONS LIMITED

2. THE ADDRESS OF THE HEAD OFFICE IS

102 Bloor Street West, Suite 500

(Street & Number or R.R. Number & If Multi-Office Building give Room No.)

TORONTO, Ontario

(Name of Municipality or Post Office)

M 5 S 1 M 8

(Postal Code)

~~Metropolitan Toronto~~

(Name of Municipality, Geographical Township)

in the

Judicial District of York

(County, District, Regional Municipality)

3. THE NUMBER OF DIRECTORS IS FIVE (5)

4. THE FIRST DIRECTOR(S) IS/ARE

NAME IN FULL, INCLUDING ALL GIVEN NAMES

RESIDENCE ADDRESS, GIVING STREET & NO. OR R.R. NO. & MUNICIPALITY OR POST OFFICE AND POSTAL CODE

GEORGE S. POTTER
INEZ POTTER
JUDI VACHON

DAWNE A. POTTER

EDWIN POTTER

Swastika, Ontario POK 1T0
Swastika, Ontario POK 1T0
1653 Welsh Street, Sudbury, Ontario
M3A 1J4
1320 Mississauga Valley Blvd.,
Apt. 516, Mississauga, Ontario
L5A 3S9
35 Woods Street, Kirkland Lake,
Ontario P2N 3B7

Form 1
Business
Corporations
Act

5. *THE OBJECTS FOR WHICH THE CORPORATION IS INCORPORATED ARE*

- (a) To acquire, own, lease, prospect for, open, explore, develop, work, improve, maintain and manage mines and mineral lands and deposits, including oil and gas lands and deposits, and to dig for, raise, crush, wash, smelt, assay, analyze, reduce, amalgamate, refine, pipe, convey and otherwise treat ores, metals and minerals, including oil and gas whether belonging to the company or not, and to render the same merchantable and to sell or otherwise dispose of the same or any part thereof or interest therein;
- (b) To take, acquire, and hold as consideration for ores, metals or minerals, including oil and gas, sold or otherwise disposed of or for goods supplied or for work done by contract or otherwise, share, debentures or other securities of or in any other company having objects similar, in whole or in part, to those of the company hereby incorporated and to sell and otherwise dispose of the same.

6. *THE AUTHORIZED CAPITAL IS*

to be divided into Ninety Thousand (90,000) preference shares with a par value of One Dollar (\$1.00) each which shall consist of Thirty Thousand (30,000) Class A voting, non-participating and non-cumulative preference shares, Thirty Thousand (30,000) Class B non-voting, participating and non-cumulative preference shares, Thirty Thousand (30,000) Class C non-voting, non-participating and cumulative preference shares; and Ten Thousand (10,000) common shares without par value; provided that the common shares shall not be issued for a consideration exceeding in amount or value the sum of Ten Thousand Dollars (\$10,000.00) or such greater amount as the Board of Directors of the Corporation by resolution may determine, provided that such resolution shall not be effective until a certified copy thereof has been filed with the Minister of Consumer and Commercial Relations, all prescribed fees have been paid and the Minister has so certified.

7. THE DESIGNATIONS, PREFERENCES, RIGHTS, CONDITIONS, RESTRICTIONS, LIMITATIONS OR PROHIBITIONS ATTACHING TO THE SPECIAL SHARES, IF ANY, ARE

- (a) The Class A Preference Shares shall carry the right to a non-cumulative preferential dividend at the rate of ten per cent (10%) per annum payable yearly to be declared and paid before any dividend is declared and paid on the Class B Preference Shares, on the Class C Preference Shares or on the Common Shares, and the right in the liquidation or winding up of the company to repayment of the amount paid up thereon in priority to the Class B Preference Shares, but they shall not confer the right to any participation in profits or assets;
- (b) The Class A Preference Shares, or any part thereof shall be redeemable at any time at the option of the company without the consent of the holders thereof on payment of the amount paid up thereon together with a premium of ten per cent (10%) thereof;
- (c) The Class B Preference Shares shall carry the right to a non-cumulative dividend at the rate of six per cent (6%) per annum, payable yearly, to be declared and paid after the dividend is declared and paid on the Class A Preference Shares, but before any dividend is declared and paid on the Class C Preference Shares or on the Common Shares, and the right in the liquidation or winding up of the company to repayment of the amount paid up thereon in priority to the Class C Preference Shares and the Common Shares, but after the Class A Preference Shares and the Common Shares, but they shall not confer the rights to any further participation in profits or assets;
- (d) The Class B Preference Shares, or any part thereof, shall be redeemable at any time at the option of the company without the consent of the holders the amount paid up thereon together with a premium of ten per cent (10%) thereof;
- (e) After the dividend is paid on the Class A Preference Shares and on the Class B Preference Shares, any and all further dividends declared and paid in any year in the discretion of the Directors shall be declared and paid in equal amounts per share on all the Class C preference or distinction;

- (f) In the event of the liquidation, dissolution or winding up of the company, or other distribution of its assets among shareholders by way of repayment of capital, the holders of the Class C Preference Shares shall be entitled to receive the amount paid thereon together with all unpaid dividends which have been declared thereon after payment to the holders of the Class A and Class B Preference Shares, but in priority to any distribution to the holders of the Common Shares; and after the holders of the Common Shares shall be received all unpaid dividends which have been declared thereon, the holders of the Class C Preference Shares and the holders of the Common Shares shall thereafter be entitled to share pari passu in any further distribution of the property or assets of the Company;
- (g) The holders of the Class B Preference Shares and the Class C Preference Shares shall not be entitled to vote at any meetings of the Shareholders of the Company but shall be entitled to notice of meetings of Shareholders called for the purpose of authorizing the dissolution of the company or the sale of its undertaking or a substantial part thereof; shall be entitled to one (1) vote for each Class A Preference Shares or Common Shares held by them respectively at all shareholders' meetings;
- (h) The Company may, at any time or times, purchase for cancellation, the whole or any part of the Class A Preference Shares outstanding from time to time at the lowest price at which, in the opinion of the Directors, such shares are obtainable but not exceeding the amount paid thereon together with a premium of ten per cent (10%) thereof and all declared and unpaid dividends which have been previously declared thereon plus reasonable costs of purchase.

8. THE RESTRICTIONS, IF ANY, ON THE ALLOTMENT, ISSUE OR TRANSFER OF SHARES ARE

- (a) The right to transfer shares of the company shall be restricted in that no share shall be transferred without the express consent of a majority of the Directors to be signified by a Resolution passed by the Board;
- (b) The number of shareholders of the company, exclusive of persons who are in the employment of the company, is hereby limited to fifty (50), two (2) or more persons holding one (1) or more shares jointly being counted as a single shareholder; and
- (c) Any invitation to the public to subscribe for any shares or securities of the company is hereby prohibited.

9. THE SPECIAL PROVISIONS, IF ANY, ARE

- (a) That subject to the provisions of The Business Corporations Act the Corporation may purchase any of its issued Common Shares;
- (b) That any (Common) Shares in the capital stock of the company purchased by the company pursuant to The Business Corporations Act shall thereupon be cancelled and the authorized and issued capital of the Company shall be accordingly decreased;
- (c) That the Chairman presiding at a meeting of Shareholders of the company shall not have a second or casting vote in the case of an equality of votes.

10. THE SHARES, IF ANY, TO BE TAKEN BY THE INCORPORATORS ARE

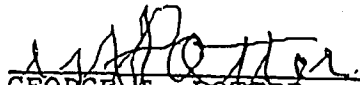


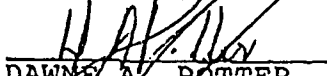
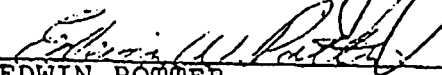
INCORPORATORS FULL NAMES, INCLUDING ALL GIVEN NAMES	NUMBER OF SHARES	CLASS DESIGNATION	AMOUNT TO BE PAID \$
GEORGE S. POTTER	1	Common	\$1.00
INEZ POTTER	1	Common	\$1.00
JUDI VACHON	1	Common	\$1.00
DAWNE A. POTTER	1	Common	\$1.00
EDWIN POTTER	1	Common	\$1.00

11. THE NAMES AND RESIDENCE ADDRESSES OF THE INCORPORATORS ARE

FULL NAMES, INCLUDING ALL GIVEN NAMES	FULL RESIDENCE ADDRESS GIVING STREET & NO. OR R.R. NO., MUNICIPALITY OR POST OFFICE AND POSTAL CODE
GEORGE S. POTTER INEZ POTTER JUDI VACHON DAWNE A. POTTER EDWIN POTTER	Swastika, Ontario Swastika, Ontario 1653 Welsh Street, Sudbury, Ont 1320 Mississauga Valley Blvd. Apt. 516, Mississauga, Ontario Swastika, Ontario. 35 WINDS ST. KIRKLAND LAKE, ONTARIO.

THESE ARTICLES ARE EXECUTED IN DUPLICATE FOR DELIVERY TO THE MINISTER

SIGNATURES OF INCORPORATORS

 <u>GEORGE S. POTTER</u>	 <u>INEZ POTTER</u>
 <u>JUDI VACHON</u>	 <u>DAWNE A. POTTER</u>
 <u>EDWIN POTTER</u>	