



## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

Euro Sun Mining Inc.

Corporate name / Dénomination sociale

1171020-6

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Raymond Edwards

Director / Directeur

2020-01-01

Date of Amalgamation (YYYY-MM-DD)  
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)  
FORM 9  
ARTICLES OF AMALGAMATION  
(Section 185)**

**1 - Corporate name of the amalgamated corporation**

Euro Sun Mining Inc.

**2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)**

Ontario

**3 - The classes and any maximum number of shares that the corporation is authorized to issue**

See attached Schedule "A"

**4 - Restrictions, if any, on share transfers**

None.

**5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)**

Minimum number  Maximum number

**6 - Restrictions, if any, on the business the corporation may carry on**

None.

**7 - Other provisions, if any**

See attached Schedule "B"

**8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:**

<input type="radio"/>	183 - Long form: approved by special resolution of shareholders	<input checked="" type="radio"/>	184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/>	184(2) - Horizontal short-form: approved by resolution of directors
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**9 - Declaration**

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
Euro Sun Mining Inc.	4139071 - 1	"G. Scott Moore"
Vilhelmina Minerals Inc.	1171616 - 6	"Neil Said"

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).



## SCHEDULE "A"

The unlimited share capital of the Corporation shall consist of one (1) single class of shares, designated as Class "Common Shares", to which shall attach the following rights, privileges, restrictions and conditions:

- (A) **CLASS "COMMON SHARES"**: The number of Class "Common Shares" shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:
- (1) **Dividends and share in profits and remaining property.** Holders of Class "Common Shares", proportionally to the number of shares held by each, shall be entitled to:
- (a) share in the property, profits and surplus assets of the Corporation, and, in this respect, to receive any dividend declared by the Corporation, the amount of which as well as the date, the time and the terms or manner of payment of which shall be left to the entire discretion of the Board of Directors; and
  - (b) receive the remaining property of the Corporation upon dissolution, upon voluntary or involuntary winding-up or liquidation or upon any other distribution of the property or assets of the Corporation;
- (2) **Right to vote.** Holders of Class "Common Shares" shall be entitled to receive notice of any meeting of the shareholders of the Corporation, to attend such meeting and to vote thereat, and each Class "Common Shares" shall confer unto each holder thereof one (1) vote.

The unlimited number of Preferred Shares (the "Preferred Shares") having attached thereto the following rights, privileges, restrictions and conditions:

1. **Issuable in Series:** The Preferred Shares shall be issuable in series and the directors shall have the rights, from time to time, to fix the number of, and to determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series, including, without limitation, the rate or amount of dividends thereon (if any), the method of calculating dividends, the date of payment thereof, the right (if any) to convert shares of a series of Preferred Shares into the shares of another series of Preferred Shares or into another class of shares (including Common Shares), the right (if any) to participate in the remaining assets of the Corporation upon its liquidation or dissolution, as well as any other rights, privileges, restrictions or conditions attached to a series of Preferred Shares, subject to the limitations, if any, set out in the Articles of the Corporation.
2. **Dividends:** The holders of any series of Preferred Shares shall be entitled to receive, if and when declared by the directors, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such Preferred Shares form part.
3. **Liquidation, Dissolution or Other Distribution:** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Preferred Shares shall be entitled to receive in respect of the shares of each series thereof, before any distribution of any part of the assets of the Corporation among the holder of the Common Shares, all amounts which may be provided in the Articles of the Corporation to be payable thereon in respect of return of capital, any dividends declared thereon and unpaid, and any cumulative dividends, whether or not declared.

4. **Participation:** Holders of shares of each series of Preferred Shares shall be entitled to participate in the distribution of the assets of the Corporation remaining upon a liquidation or dissolution of the Corporation on the same basis as the holders of every other series of Preferred Shares. To the extent determined by the directors when designating the rights, privileges, restrictions and conditions attaching to a series of Preferred Shares, holders of the shares of such series shall be entitled to participate in the distribution of the assets of the Corporation remaining upon a liquidation or dissolution of the Corporation on a pari passu basis with the holders of the Common Shares.
5. **Non-Voting.** Subject to the provisions of the *Canada Business Corporations Act*, the holders of Preferred Shares of any series shall not, as such, be entitled to receive notice of, or to attend or to vote at, any meetings of shareholders of the Corporation.

## **SCHEDULE "B"**

### **Other Provisions/Autres Dispositions**

#### **1. BORROWING POWERS**

In addition to the powers conferred by the articles, and without restricting the generality of the powers conferred upon the directors by section 189 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, the directors, if they see fit, and without having to obtain the authorization of the shareholders, may:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person;
- (d) grant a hypothec or a mortgage, even a floating hypothec or charge, on a universality of property, movable or immovable, present, or future, corporeal or incorporeal, of the Corporation; and
- (e) delegate one (1) or more of the above-mentioned powers to a director, to an Executive Committee, to a committee of the Board of Directors or to an officer of the Corporation.

#### **2. ADDITIONAL DIRECTORS**

The board of directors of the Corporation may from time to time appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders of the Corporation, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

**In the matter of the *Canada Business Corporations Act*  
and  
In the matter of articles of amalgamation filed pursuant to  
section 185 in the name  
EURO SUN MINING INC.**

**Statutory Declaration**

I, G. Scott Moore, of the City of Mississauga, in the Province of Ontario, DO SOLEMNLY DECLARE that:

1. I am the President, CEO and a director of Euro Sun Mining Inc., an amalgamating corporation and I have personal knowledge of the matters herein deposed to.
2. I am satisfied that there are reasonable grounds for believing that on the effective date of the amalgamation:
  1. each amalgamating corporation can and the amalgamated corporation will be able to pay its liabilities as they become due;
  2. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes, and
  3. no creditor will be prejudiced by the amalgamation or that adequate notice has been given to all known creditors of the amalgamating corporation and no creditor objects to the amalgamation otherwise than on grounds that are frivolous or vexatious.

AND I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath.

DECLARED before me

City of Toronto,

in the Province of Ontario

this 3<sup>rd</sup> day of December, 2019

*"Aaron Atin"*

\_\_\_\_\_  
Aaron Atin, Commissioner for oaths

*"G. Scott Moore"*

\_\_\_\_\_  
G. Scott Moore  
President, CEO & Director  
Euro Sun Mining Inc.

**In the matter of the *Canada Business Corporations Act*  
and  
In the matter of articles of amalgamation filed pursuant to  
section 185 in the name  
VILHELMINA MINERALS INC.**

**Statutory Declaration**

I, Neil Said, of the City of Toronto, in the Province of Ontario, DO SOLEMNLY DECLARE that:

1. I am a director of Vilhelmina Minerals Inc., an amalgamating corporation and I have personal knowledge of the matters herein deposed to.
2. I am satisfied that there are reasonable grounds for believing that on the effective date of the amalgamation:
  1. each amalgamating corporation can and the amalgamated corporation will be able to pay its liabilities as they become due;
  2. the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes, and
  3. no creditor will be prejudiced by the amalgamation or that adequate notice has been given to all known creditors of the amalgamating corporation and no creditor objects to the amalgamation otherwise than on grounds that are frivolous or vexatious.

AND I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath.

DECLARED before me

City of Toronto,

in the Province of Ontario

this 3<sup>rd</sup> day of December, 2019

*"Aaron Atin"*

\_\_\_\_\_  
Aaron Atin, Commissioner for oaths

*"Neil Said"*

\_\_\_\_\_  
Neil Said, Director



## Certificate of Amendment

*Canada Business Corporations Act*

## Certificat de modification

*Loi canadienne sur les sociétés par actions*

Euro Sun Mining Inc.

Corporate name / Dénomination sociale

413907-1

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2016-08-18

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



**Form 4**  
**Articles of Amendment**  
*Canada Business Corporations Act*  
*(CBCA) (s. 27 or 177)*

**Formulaire 4**  
**Clauses modificatrices**  
*Loi canadienne sur les sociétés par*  
*actions (LCSA) (art. 27 ou 177)*

- 
- 1 Corporate name  
Dénomination sociale  
**CARPATHIAN GOLD INC.**
- 
- 2 Corporation number  
Numéro de la société  
**413907-1**
- 
- 3 The articles are amended as follows  
Les statuts sont modifiés de la façon suivante
- The corporation changes its name to:  
La dénomination sociale est modifiée pour :  
**Euro Sun Mining Inc.**

- 
- 4 Declaration: I certify that I am a director or an officer of the corporation.  
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par  
**Michael Kozub**

---

**Michael Kozub**  
**(514) 458-2157**

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.



Form 4
Articles of Amendment
Canada Business Corporations Act (CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par actions (LCSA) (art. 27 ou 177)

1 Corporate name
Dénomination sociale
CARPATHIAN GOLD INC.

2 Corporation number
Numéro de la société
4139071

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante
The corporation changes its name to:
La dénomination sociale est modifiée pour :
Euro Sun Mining Inc.

4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Handwritten signature of Michael Kozub
Michael Kozub
(514) 458-2157

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

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## Certificate of Amendment

*Canada Business Corporations Act*

## Certificat de modification

*Loi canadienne sur les sociétés par actions*

CARPATHIAN GOLD INC.

Corporate name / Dénomination sociale

413907-1

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Marcie Girouard

Director / Directeur

2011-05-20

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



- 
- 1 Corporate name  
Dénomination sociale  
**CARPATHIAN GOLD INC.**
- 
- 2 Corporation number  
Numéro de la société  
**413907-1**
- 
- 3 The articles are amended as follows  
Les statuts sont modifiés de la façon suivante

The corporation amends the other provisions as follows:  
Les autres dispositions sont modifiées comme suit :  
**See attached schedule / Voir l'annexe ci-jointe**

- 
- 4 Declaration: I certify that I am a director or an officer of the corporation.  
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.



**Michael Kozub**  
**416-368-7744 x227**

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).  
**Nota :** Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

**Schedule / Annexe**  
**Other Provisions / Autres dispositions**

Schedule C pertaining to Other Provisions is amended by the addition of the following paragraph as a section thereof:

**Additional Directors:** The Board of Directors of the Corporation may from time to time appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders of the Corporation, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.



## Certificate of Amendment

*Canada Business Corporations Act*

## Certificat de modification

*Loi canadienne sur les sociétés par actions*

CARPATHIAN GOLD INC.

Corporate name / Dénomination sociale

413907-1

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Marcie Girouard

Director / Directeur

2011-02-02

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



**Form 4**  
**Articles of Amendment**  
*Canada Business Corporations Act*  
*(CBCA) (s. 27 or 177)*

**Formulaire 4**  
**Clauses modificatrices**  
*Loi canadienne sur les sociétés par*  
*actions (LCSA) (art. 27 ou 177)*

- 1 Corporate name  
Dénomination sociale  
**CARPATHIAN GOLD INC.**
- 2 Corporation number  
Numéro de la société  
**413907-1**
- 3 The articles are amended as follows  
Les statuts sont modifiés de la façon suivante

The corporation amends the description of classes of shares as follows:  
La description des catégories d'actions est modifiée comme suit :  
**See attached schedule / Voir l'annexe ci-jointe**

- 4 Declaration: I certify that I am a director or an officer of the corporation.  
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

**Dino Titaro**  
**416-368-7744**

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

**Nota :** Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

**Schedule / Annexe**  
**Description of Classes of Shares / Description des catégories d'actions**

Schedule A pertaining to Share Capital of the Corporation is amended by the addition of an unlimited number of Preferred shares (the "Preferred Shares") having attached thereto the following rights, privileges, restrictions and conditions:

1. **Issuable in Series:** The Preferred Shares shall be issuable in series and the directors shall have the right, from time to time, to fix the number of, and to determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series, including, without limitation, the rate or amount of dividends thereon (if any), the method of calculating dividends, the dates of payment thereof, the right (if any) to convert shares of a series of Preferred Shares into shares of another series of Preferred Shares or into another class of shares (including Common Shares), the right (if any) to participate in the remaining assets of the Corporation upon its liquidation or dissolution, as well as any other rights, privileges, restrictions or conditions attached to a series of Preferred Shares, subject to the limitations, if any, set out in the Articles of the Corporation.

2. **Dividends:** The holders of any series of Preferred Shares shall be entitled to receive, if and when declared by the directors, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such Preferred Shares form part.

3. **Liquidation, Dissolution or Other Distribution:** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Preferred Shares shall be entitled to receive in respect of the shares of each series thereof, before any distribution of any part of the assets of the Corporation among the holder of the Common Shares, all amounts which may be provided in the Articles of the Corporation to be payable thereon in respect of return of capital, any dividends declared thereon and unpaid, and any cumulative dividends, whether or not declared.

4. **Participation:** Holders of shares of each series of Preferred Shares shall be entitled to participate in the distribution of the assets of the Corporation remaining upon a liquidation or dissolution of the Corporation on the same basis as the holders of every other series of Preferred Shares. To the extent determined by the directors when designating the rights, privileges, restrictions and conditions attaching to a series of Preferred Shares, holders of the shares of such series shall be entitled to participate in the distribution of the assets of the Corporation remaining upon a liquidation or dissolution of the Corporation on a pari passu basis with the holders of the Common Shares.

5. **Non-Voting:** Subject to the provisions of the Canada Business Corporations Act, the holders of Preferred Shares of any series shall not, as such, be entitled to receive notice of, or to attend or to vote at, any meetings of shareholders of the Corporation.



**Certificate  
of Amendment**

**Canada Business  
Corporations Act**

**Certificat  
de modification**

**Loi canadienne sur  
les sociétés par actions**

**CARPATHIAN GOLD INC.**

**413907-1**

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended:

Je certifie que les statuts de la société susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Director - Directeur

**June 24, 2004 / le 24 juin 2004**

Date of Amendment - Date de modification

**CANADA BUSINESS  
CORPORATIONS ACT  
FORM 4  
ARTICLES OF AMENDMENT  
(SECTIONS 27 OR 177)**

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**1 -- Name of Corporation**

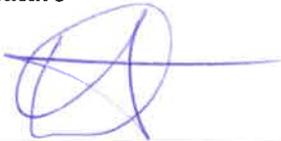
ORE-LEAVE CAPITAL INC.

**2-- Corporation No.**

413907-1

**3 -- The articles of the above-named corporation are amended as follows:**

THAT the name of the Corporation be and it is hereby changed from **ORE-LEAVE CAPITAL INC.** to **CARPATHIAN GOLD INC.**

<b>Date:</b> June 22, 2004	<b>Signature</b> 	<b>4 - Capacity of</b> President, Chief Executive Officer and Director
<b>For Departmental Use Only</b> JUN 28 2004	<b>Printed Name</b> Dino Titaro	



Industry Canada

Industrie Canada

**Certificate  
of Amendment**

**Canada Business  
Corporations Act**

**Certificat  
de modification**

**Loi canadienne sur  
les sociétés par actions**

**ORE-LEAVE CAPITAL INC.**

**413907-1**

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended:

Je certifie que les statuts de la société susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Director - Directeur

March 26, 2003 / le 26 mars 2003

Date of Amendment - Date de modification



Industry Canada  
Canada Business  
Corporations Act

Industrie Canada  
Loi canadienne sur les  
sociétés par actions

**FORM 4**  
**ARTICLES OF AMENDMENT**  
**(SECTION 27 OR 177)**

**FORMULE 4**  
**CLAUSES MODIFICATRICES**  
**(ARTICLES 27 OU 177)**

1 -- Name of the Corporation - Dénomination sociale de la société

2 -- Corporation No. - N° de la société

**ORE-LEAVE CAPITAL INC.**

**413907-1**

3 -- The articles of the above-named corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

That the restrictions on the transfer of shares (Schedule B) of the Corporation be completely abrogated.

That sections 1 and 3 of the other provisions (Schedule C) of the Corporation, entitled respectively «closed company» and «unanimous shareholder agreement» be completely abrogated.

Date 2003/03/26	Signature <i>Dino Titaro</i>	4 -- Capacity of - En qualité de Director
For Departmental Use Only À l'usage du ministère seulement Filed Déposée <b>MAR 26 2003</b>	Printed Name - Nom en lettres moulées Dino Titaro	



Industry Canada

Industrie Canada

**Certificate  
of Incorporation**

**Canada Business  
Corporations Act**

**Certificat  
de constitution**

**Loi canadienne sur  
les sociétés par actions**

**ORE-LEAVE CAPITAL INC.**

**413907-1**

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

Director - Directeur

**January 17, 2003 / le 17 janvier 2003**

Date of Incorporation - Date de constitution

**Canada**



Industry Canada  
Canada Business  
Corporations Act

Industrie Canada  
Loi canadienne sur les  
sociétés par actions

**FORM 1**  
**ARTICLES OF INCORPORATION**  
**(SECTION 6)**

**FORMULE 1**  
**STATUTS CONSTITUTIFS**  
**(ARTICLE 6)**

1 -- Name of the Corporation

Dénomination sociale de la société

**ORE-LEAVE CAPITAL INC.**

2 -- The province or territory in Canada where the registered office is situated

La province ou le territoire au Canada où est situé le siège social

Province of Ontario

3 -- The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et le nombre maximal d'actions que la société est autorisée à émettre

See schedule «A» attached herewith

4 -- Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

See schedule «B» attached herewith

5 -- Number (or minimum and maximum number) of directors

Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum 1 Maximum 10

6 -- Restrictions, if any, on the business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

N/A

7 -- Other provisions, if any

Autres dispositions, s'il y a lieu

See schedule «C» attached herewith

8 -- Incorporators - Fondateurs

Name(s) - Nom(s)	Address (including postal code) Adresse (inclure le code postal)	Signature
Fondateurs Inteltext Inc. Inteltext Incorporators Inc.	651 Notre Dame Street West, 3rd Floor Montreal, Quebec, H3C 1J1	

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Corporation No. - N° de la société

413907-1

Filed - Déposée

JAN 17 2003

**SCHEDULE A**  
**pertaining to**  
**SHARE CAPITAL**

The unlimited share capital of the Corporation shall consist of one (1) single class of shares, designated as Class "Common Shares", to which shall attach the following rights, privileges, restrictions and conditions:

A) **CLASS " COMMON SHARES "** : The number of Class " Common Shares " shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

(1) **Dividends and share in profits and remaining property.** Holders of Class "Common shares", proportionally to the number of shares held by each, shall be entitled to:

- (a) share in the property, profits and surplus assets of the Corporation, and, in this respect, to receive any dividend declared by the Corporation, the amount of which as well as the date, the time and the terms or manner of payment of which shall be left to the entire discretion of the Board of Directors; and
- (b) receive the remaining property of the Corporation upon dissolution, upon voluntary or involuntary winding-up or liquidation or upon any other distribution of the property or assets of the Corporation.

(2) **Right to vote.** Holders of Class " Common shares " shall be entitled to receive notice of any meeting of the shareholders of the Corporation, to attend such meeting and to vote thereat, and each Class " Common shares " shall confer unto each holder thereof one (1) vote.

**SCHEDULE B**

**pertaining to**

**RESTRICTIONS ON THE TRANSFER OF SHARES**

**CONSENT OF THE DIRECTORS OR OF THE SHAREHOLDERS**

No share issued by the Corporation shall be transferred or assigned without the consent:

- (a) either of a majority of the directors, which consent shall be evidenced by a resolution of the Board of Directors or by one (1) or more documents signed by a majority of the directors;
- (b) or of a majority of the shareholders, which consent shall be evidenced by a resolution of these shareholders or by one (1) or more documents signed by a majority of these shareholders.

This consent, however, may validly be given after the transfer or assignment has been registered in the Corporate Records Book, in which case the transfer or assignment shall be valid and take effect retroactively upon the date on which the transfer or assignment was recorded.

## SCHEDULE C

pertaining to

### OTHER PROVISIONS

#### 1. CLOSED COMPANY

The Corporation shall be a "closed company" as defined within the meaning of section 5 of the *Securities Act* (R.S.Q., c. V-1.1), and, as such:

- a) the number of shareholders of the Corporation shall be limited to fifty (50), exclusive of present or former employees of the Corporation or of a subsidiary; two (2) or more persons who jointly hold one (1) or more shares shall be counted as one (1) shareholder; and
- b) any invitation to the public to subscribe for any securities shall be prohibited.

#### 2. BORROWING POWERS

In addition to the powers conferred by the articles, and without restricting the generality of the powers conferred upon the directors by section 189 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, the directors, if they see fit, and without having to obtain the authorization of the shareholders, may:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell or pledge debt obligations of the Corporation;
- c) give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person;
- d) grant a hypothec or a mortgage, even a floating hypothec or charge, on a universality of property, movable or immovable, present, or future, corporeal or incorporeal, of the Corporation; and
- e) delegate one (1) or more of the above-mentioned powers to a director, to an Executive Committee, to a committee of the Board of Directors or to an officer of the Corporation.

#### 3. UNANIMOUS SHAREHOLDER AGREEMENT

Where, pursuant to the articles, a power, which is to be exercised by the Board of Directors, has been withdrawn from the authority of the directors in order to be assumed by the shareholders pursuant to a unanimous shareholder agreement according to section 146 of the *Canada Business Corporations Act*, any reference, in the articles, to the exercise of such power by the Board of Directors or by one (1) or more directors shall be read as a reference to an exercise of this power by the meeting of the shareholders pursuant to the unanimous shareholder agreement.