

For Ministry Use Only
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 Ministère de
 Consumer and
 Commercial
 Relations
CERTIFICATE
 This is to certify that these
 articles are effective on

Ministère de
 la Consommation
 et du Commerce
CERTIFICAT
 Ceci certifie que les présents
 statuts entrent en vigueur le

Ontario Corporation Number
 Numéro de la compagnie en Ontario

1168063

JUNE 3 JUIN, 1996

Ant D. Ilin

3

Director / Directeur
 Business Corporations Act / Loi de sur les compagnies

Trans Code A 18	Line No 0 20	Stat 0 28	Comp Type A 29	Method Incorp 3 30
Share S 31	Notice Req d N 32	Jurisdiction ONTARIO 33 47		

**ARTICLES OF INCORPORATION
 STATUTS CONSTITUTIFS**

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

W	A	L	L	B	R	I	D	G	E	M	I	N	I	N	G	C	O	M	P	A	N	Y	L	I	M	I
T	E	D																								

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

129 FIELDING ROAD

(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 bureau, numéro du bureau)

LIVELY

P	3	Y	1	L	7
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(Name of Municipality or Post Office)
 (Nom de la municipalité ou du bureau de poste)

(Postal Code)
 (Code postal)

TOWN OF WALDEN

in REGIONAL MUNICIPALITY OF SUDBURY

(Name of Municipality, Geographic Township)
 (Nom de la municipalité, du canton)

dans le/la

(County, District or Regional Municipality)
 (Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: Nombre (ou nombres minimal et maximal) d'administrateurs:

MINIMUM OF 1; MAXIMUM OF 10;

4. The first director(s) is/are:

Premier(s) administrateur(s):

Resident
 Canadian
 State
 Yes or No
 Résident
 Canadien
 Oui/Non

First name, initials and last name
 Prénom, initiales et nom de famille

Residence address, giving Street & No. or R.R. No.,
 Municipality and Postal Code
 Adresse personnelle, y compris la rue et le numéro, le
 numéro de la R.R., le nom de la municipalité et le code
 postal

RISTO LAAMANEN

20 WUORINEN ROAD
 LIVELY, ONTARIO
 P3Y 1H8

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.

NO RESTRICTIONS

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:

COMMON SHARES

- | | |
|--|---|
| 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: |
|--|---|

N/A

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 right to transfer shares of the Corporation is restricted in that no share shall be transferred except with the consent of the Board of Directors of the Corporation, to be expressed either 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.

9. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

- (a) 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 have continued after the termination of that employment to be, Shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one Shareholder.
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

10. The names and addresses of the incorporators are
Nom et adresse des fondateurs
First name, initials and last name 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

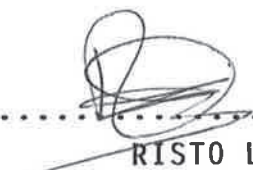
RISTO LAAMANEN

**20 WUORINEN ROAD
LIVELY, ONTARIO
P3Y 1H8**

These articles are signed in duplicate

Les présents statuts sont signés en double exemplaire.

Signatures of incorporators
(Signature des fondateurs)


.....
RISTO LAAMANEN



Ontario
Ministry of
Consumer and
Commercial Relations

CERTIFICATE
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Ministère de
la Consommation
et du Commerce

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

MARCH 06 MARCH, 1998

ent D. 161

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

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:*

[illegible]

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

[illegible]

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

1996 JUNE 3

(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.*

RESOLVED, as a special resolution, that

The Articles of the Corporation be amended as follows:

1. The authorized capital of the Corporation shall consist of an unlimited number of Class A Common Shares and an unlimited number of Common Shares.
2. The Class A Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) All dividends declared in any financial year of the Corporation shall be declared and paid for in equal amounts per share on all Class A

Common Shares and all Common Shares at the time outstanding without preference or distinction.

- (b) Upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, all the remaining property and assets of the Corporation shall be distributed to the registered holders of the Class A Common Shares and the Common Shares pro rata to the number of such shares held except that each registered holder of a Class A Common Shares shall receive \$.10 per share less than each registered holder of a Common Share.
- (c) The registered holders of the Class A Common Shares shall be entitled to receive notice of and attend all meetings of the shareholders of the Corporation (except meetings of the holders of other classes or series of shares voting separately as a class or series) and each Class A Common Share shall confer the right to 10 votes in person or by proxy at all such meetings of shareholders of the Corporation, save and except the registered holders of the Class A Common Shares shall not be entitled to vote on any resolution to change the municipality or geographic township in Ontario in which the registered office of the Corporation is located.
- (d) Each registered holder of a Class A Common Share shall be entitled at his option at any time and from time to time to have all or any of the Class A Common Shares registered in his name converted into fully paid and non-assessable Common Shares upon the basis of one Common Share for each Class A Common Share in respect of which the conversion right is exercised. All Class A Common Shares converted into Common Shares in accordance herewith shall be cancelled and on each such conversion the stated capital account maintained for the Class A Common Shares shall be reduced and the stated capital account maintained for the Common Shares shall be increased by an amount equal to the result obtained by multiplying the stated capital of the Class A Common Shares by the number of Class A Common Shares so converted divided by the number of Class A common Shares outstanding immediately before such conversion.
- (e) The conversion right provided for in paragraph 2(d) may be exercised by delivery of a written instrument of surrender in form satisfactory to the Corporation duly executed by the registered holder, or his attorney duly authorized in writing, with such execution guaranteed in such manner as the directors may from time to time require, given to the Corporation at its registered office or, if applicable, to the Transfer

Agent for the Common Shares at any of its offices where transfers of Common Shares are registrable, accompanied by the certificate or certificates representing the Class A Common Shares in respect of which the registered holder desires to exercise such right of conversion. Such instrument of surrender shall specify the number of Class A Common Shares represented thereby which the registered holder desires to have converted. The registered holder shall pay any security transfer tax which may be exigible in respect of such conversion. As promptly as practicable after the surrender, as herein provided, of any Class A Common Shares for conversion, the Corporation shall issue or cause to be issued to the registered holder a certificate or certificates representing Common Shares upon the basis above prescribed and in accordance with the provisions hereof. If less than all of the Class A Common Shares represented by any certificate are to be converted, the registered holder shall be entitled to receive a new certificate representing in the aggregate the number of Class A Common Shares represented by the original certificate which are not to be converted. Such conversion shall be deemed to have been made at the close of business on the date such certificates evidencing the Class A Common Shares have been surrendered for conversion, so that the rights of the registered holder of such Class A Common Shares as the holder thereof shall cease at such time and the person or persons entitled to receive Common Shares upon such conversion shall be treated for all purposes as having become the holder or holders of record of such Common Shares at such time.

- (f) Each Class A Common Share which is the subject of any sale, transfer or other disposition (save and except by a trustee to the beneficial owner thereof or by a trustee to another trustee without any change of beneficial owner or to a person who is a spouse or child of the beneficial owner thereof) shall be and be deemed automatically to have been converted as of and on the business day immediately prior to the date of any such sale, transfer or other disposition into one Common Share. All Class A Common Shares converted into Common Shares in accordance herewith shall be cancelled and on each such conversion the stated capital account maintained for the Class A Common Shares shall be reduced and the stated capital account maintained for the Common Shares shall be increased by an amount equal to the result obtained by multiplying the stated capital of the Class A Common Shares by the number of Class A Common Shares so converted divided by the number of Class A Common Shares outstanding immediately before such conversion.

- (g) Under no circumstances shall certificates for Common Shares into which Class A Common Shares have been deemed to have been converted for the purposes of paragraph 2(f) be delivered to or to the order of the registered holder of such Class A Common Shares except against surrender of the certificate or certificates representing the Class A Common Shares so converted and evidence of the payment of any security transfer tax which may be exigible in respect to such conversion, sale, transfer and/or disposition.
- 3. The Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) All dividends declared in any financial year of the Corporation shall be declared and paid for in equal amounts per share on all Class A Common Shares and all Common Shares at the time outstanding without preference or distinction.
 - (b) Upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, all the remaining property and assets of the Corporation shall be distributed to the registered holders of the Class A Common Shares and the Common Shares pro rata to the number of such shares held except that each registered holder of a Class A Common Share shall receive \$.10 per share less than each registered holder of a Common Share.
 - (c) The registered holders of the Common Shares shall be entitled to receive notice of and attend meetings of the shareholders of the Corporation (except meetings of the holders of other classes or series of shares voting separately as a class or series) and each Common Share shall confer the right to 1 vote in person or by proxy at all such meetings of shareholders of the Corporation.

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*

1997 10 20

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

These articles are signed in duplicate.

Les présents status sont signés en double exemplaire.

WALLBRIDGE MINING COMPANY LIMITED

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

By:/Par:

(Signature)
(Signature)

Risto Laahanen

Chairman of the
Board

(Description of Office)
(Fonction)



 Ministry of
Consumer and
Commercial Relations

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Ministère de
la Consommation
et du Commerce

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statuts entrent en vigueur le

1168063

APRIL 21 AVRIL, 1998

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

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:*

[illegible]

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

[illegible]

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

1996 JUNE 3

(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.*

RESOLVED, as a special resolution, that the Articles of the Corporation be amended by deleting Articles 8 and 9 in their entirety.

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

1997 OCTOBER 20

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

These articles are signed in duplicate.

Les présents status sont signés en double exemplaire.

WALLBRIDGE MINING COMPANY LIMITED

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

By: /Par:


(Signature)
(Signature)

Chairman of the
Board

(Description of Office)
(Fonction)



 Ministry of
Consumer and
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1168063

DÉCEMBER 29 DÉCEMBRE, 1998

Ant D. 111

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

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:*

[illegible]

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

[illegible]

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

1996 JUNE 3

(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.*

RESOLVED, as a special resolution, that the authorized capital of the Corporation be amended to delete therefrom the Class A Common Shares.

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*

1998 DECEMBER 10

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

These articles are signed in duplicate.

Les présents status sont signés en double exemplaire.

WALLBRIDGE MINING COMPANY LIMITED

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

By: / Par:


(Signature)
(Signature)

Chairman of the
Board

(Description of Office)
(Fonction)