



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Sabre Gold Mines Corp.

Corporate name / Dénomination sociale

355774-0

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.

Raymond Edwards

Director / Directeur

2021-08-31

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
Arizona Gold Corp.

2 Corporation number
Numéro de la société
355774-0

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 :
Sabre Gold Mines Corp.

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
Giulio T. Bonifacio
Giulio T. Bonifacio
604-318-6760

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.



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Arizona Gold Corp.

Corporate name / Dénomination sociale

355774-0

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.

Raymond Edwards

Director / Directeur

2020-12-17

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
Kerr Mines Inc.

2 Corporation number
Numéro de la société
355774-0

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 :
Arizona Gold Corp.

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
James McVicar

James McVicar
647-259-1782

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.



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Kerr Mines Inc.

Corporate name / Dénomination sociale

355774-0

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

2014-01-07

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



1 Corporate name
Dénomination sociale
Armistice Resources Corp.

2 Corporation number
Numéro de la société
355774-0

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 :
Kerr Mines 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
Lisa McCormack

Lisa McCormack
416-361-2820

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.



CERTIFICATE
This is to certify that these articles are effective on

CERTIFICAT
Ceci certifie que les présents statuts entrent en vigueur le

JUNE 29 JUN, 1984

Ontario Corporation Number
591139
Ontario

[Signature]
Controller of Records
Companies Branch
Contrôleur des Dossiers
Direction des 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		

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

**ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS**

- The name of the corporation is: *Dénomination sociale de la compagnie:*
ARMISTICE RESOURCES LTD.
- The address of the registered office is: *Adresse du siège social:*
372 Bay Street, Suite 1000,
(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,
(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)
M 5 H 2 X 5
(Postal Code)
(Code postal)
The Municipality of Metropolitan Toronto in the **Judicial District of York**
(Name of Municipality, Geographical Township)
(Nom de la municipalité, du canton) *dans le/la* (County, District, Regional Municipality)
(Comté, district, municipalité régionale)
- Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
The number of directors of the Corporation shall be 3 or such other number as the directors of the Corporation by ordinary resolution may otherwise determine from time to time; provided that the minimum number of directors shall be 3 and the maximum number of directors shall be 9.
- 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, y compris la rue et le numéro, le numéro de la R.R. ou, le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien</i> Oui/Non
R. Russell Martel	2625 Lakeshore Blvd. West, Toronto M8V 1G5	YES
Malcolm Slack	R.R.#2, Erin, Ontario, NOB 1T0	YES
Harold Hinchcliffe	108 Balsam Avenue, Toronto, M4E 3B9	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.

NIL.

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 authorized capital consists of an unlimited number of common shares of one class.

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 de administrateurs relatifs à chaque catégorie d'action qui peut être émise en série:

Not Applicable.

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:

NONE

9. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

The directors of the Corporation may, without authorization of the shareholders,

- (i) borrow money on the credit of the Corporation,
- (ii) issue, reissue, sell or pledge debt obligations of the Corporation,
- (iii) subject to the statute under which the Corporation is constituted, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, and
- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation;

and the directors may by resolution delegate any or all of the foregoing powers to a director, a committee of directors or an officer.

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

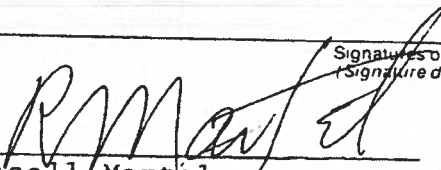
R. Russell Martel
Malcolm Slack
Harold Hinchcliffe

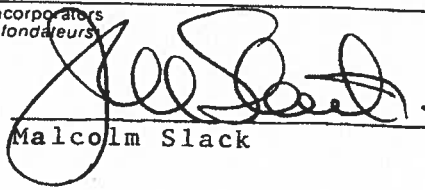
2625 LAKESHORE BLVD. WEST TORONTO
M8V 1G5
R.R. #2, ERIN ONTARIO N0B 1
108 BALSAM AVENUE TORONTO
M4E 3B

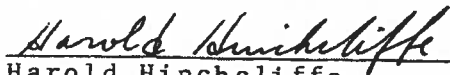
These articles are signed in duplicate

Les présents statuts sont signés en double exemplaire.

Signatures of incorporators
Signature des fondateurs


R. Russell Martel


Malcolm Slack


Harold Hinchcliffe



CANADA

Certificate of Continuance

**Canada Business
Corporations Act**

Certificat de prorogation

**Loi sur les sociétés
commerciales canadiennes**

ARMISTICE RESOURCES LTD.

225442-5

Name of Corporation — Dénomination de la société

Number — Numéro

I hereby certify that the above-mentioned Corporation was continued under Section 181 of the Canada Business Corporations Act as set out in the attached articles of Continuance.

Je certifie par les présentes que la société mentionnée ci-haut a été prorogée en vertu de l'article 181 de la Loi sur les sociétés commerciales canadiennes, tel qu'indiqué dans les clauses de prorogation ci-jointes.

A handwritten signature in cursive script, reading "Frederick H. Spaulding".

Director — Directeur

November 9, 1987
le 9 novembre 1987

Date of Continuance — Date de la prorogation.



FORM 11
ARTICLES OF CONTINUANCE
(SECTION 181)

FORMULE 11
CLAUSES DE PROROGATION
(ARTICLE 181)

1 -	of Corporation	Dénomination de la société
	ARMISTICE RESOURCES LTD.	
2 -	The place in Canada where the registered office is to be situated	Lieu au Canada où doit être situé le siège social
	Suite 500 205-9th Avenue, S.E. Calgary, Alberta T2G 0R3	
3 -	The classes and any maximum number of shares that the corporation is authorized to issue	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
	an unlimited number of common shares of one class	
4 -	Restrictions if any on share transfers.	Restrictions sur le transfert des actions s'il y a lieu.
	none	
5 -	Number (or minimum and maximum number) of directors	Nombre (ou nombre minimum et maximum) d'administrateurs
	Minimum: three (3) Maximum: nine (9)	
6 -	Restrictions if any on businesses the corporation may carry on	Limites imposées quant aux activités que la société peut exploiter, s'il y a lieu. -
	nil	
7 -	(1) If change of name effected, previous name (1) Si changement de dénomination, dénomination antérieure	(2) Details of incorporation (2) Détails de la constitution
	not applicable	June 29, 1984
8 -	Other provisions if any	Autres dispositions s'il y a lieu

The directors of the Corporation may, without authorization of the shareholders,

- (i) borrow money on the credit of the Corporation,
- (ii) issue, reissue, sell or pledge debt obligations of the Corporation,
- (iii) subject to the statute under which the Corporation is constituted, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, and
- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation:

and the directors may by resolution delegate any or all of the foregoing powers to a director, a committee of directors or an officer.

Date	Signature	Description of Office - Description du poste
October 21/1987	<i>[Handwritten Signature]</i>	Secretary

FOR DEPARTMENTAL USE ONLY Corporation No. - No de la société	À L'USAGE DU MINISTÈRE SEULEMENT Filed - Déposée
225442-5	November 10/1987



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

ARMISTICE RESOURCES LTD.

355774-0

Name of corporation-Dénomination de la société

Corporation number-Numéro de la 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.

Director - Directeur

December 1, 1998/le 1 décembre 1998

Date of Amalgamation - Date de fusion

1 — Name of amalgamated corporation

Dénomination de la société issue de la fusion

ARMISTICE RESOURCES LTD.

2 — The place in Canada where the registered office is to be situated

Lieu au Canada où doit être situé le siège social

Calgary, Alberta

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

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

an unlimited number of common shares of one class

4 — Restrictions, if any, on share transfers

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

none

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

Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum: three (3) Maximum: nine (9)

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

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

none

7 — Other provisions, if any

Autres dispositions, s'il y a lieu

The directors of the Corporation may, without authorization of the shareholders, (i) borrow money on the credit of the Corporation, (ii) issue, reissue, sell or pledge debt obligations of the Corporation, (iii) subject to the statute under which the Corporation is constituted, give a guarantee on behalf of the Corporation to secure performance of any obligation of any person, and (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any part of the property of the Corporation, owned or subsequently acquired, to secure any obligation of the corporation; and the directors may by resolution delegate any or all of the foregoing powers to a director, a committee of directors or an officer.



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

8 — La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

183

184(1)

184(2)

9 — Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
Armistice Resources Ltd.	225442-5		26/10 1998	President
Armistice Mines Limited	245584-6-R		26/10 1998	President

Canada)
PROVINCE OF ONTARIO)
JUDICIAL DISTRICT OF)
YORK)
TO WIT:)

In the Matter of
the Canada *Business Corporations Act*
and the articles of amalgamation of
Armistice Resources Ltd. and its
wholly-owned subsidiary, Armistice
Mines Limited

I, BRIAN PAUL DAVIDSON, of the City of Toronto, in the Province of Ontario, DO SOLEMNLY DECLARE THAT:

1. I am the President of Armistice Resources Ltd., one of the amalgamating corporations (hereinafter called the "Parent Corporation") and, as such, have personal knowledge of the matters declared to.
2. I have conducted such examinations of the books and records of both the Parent Corporation and Armistice Mines Limited (hereinafter called the "Subsidiary Corporation") and have made such enquiries and investigations as are necessary to enable me to make this declaration.
3. There are reasonable grounds for believing that:
 - (a) each of the Parent Corporation and the Subsidiary Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

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 and by virtue of the Canada *Evidence Act*..

DECLARED before me at the City of)
Toronto, in the Province of Ontario)
this 18th day of November, 1998.)


A Commissioner, etc.)



**FILED
DÉPOSÉ**

Canada)
PROVINCE OF ONTARIO)
JUDICIAL DISTRICT OF)
YORK)
TO WIT:)

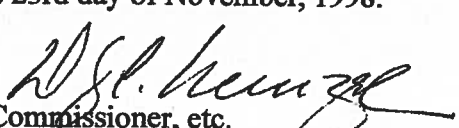
In the Matter of
the Canada *Business Corporations Act*
and the articles of amalgamation of
Armistice Resources Ltd. and its
wholly-owned subsidiary, Armistice
Mines Limited

I, STEVEN REIKEN, of the City of Toronto, in the Province of Ontario, DO SOLEMNLY DECLARE THAT:

1. I am ^{"a director" N.R.K.} ~~the President~~ of Armistice Mines Limited, one of the amalgamating corporations (hereinafter called the "Subsidiary Corporation") and, as such, have personal knowledge of the matters declared to.
2. I have conducted such examinations of the books and records of both Armistice Resources Ltd. (hereinafter called the "Parent Corporation") and the Subsidiary Corporation and have made such enquiries and investigations as are necessary to enable me to make this declaration.
3. There are reasonable grounds for believing that:
 - (a) each of the Parent Corporation and the Subsidiary Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

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 and by virtue of the Canada *Evidence Act*.

DECLARED before me at the City of Toronto, in the Province of Ontario this 23rd day of November, 1998.


A Commissioner, etc.



FILED
DÉPOSÉ



Industry Canada
Corporations Directorate
 9th floor
 Jean Edmonds Towers South
 365 Laurier Avenue West
 Ottawa, Ontario K1A 0C8

Industrie Canada
Direction générale des Corporations
 9e étage
 Tour Jean Edmonds sud
 365, avenue Laurier ouest
 Ottawa (Ontario) K1A 0C8

April 21, 1999 / le 21 avril 1999

Your file - Votre référence

DAVID G.C. MENZEL
 FASKEN CAMPBELL GODFREY
 TORONTO DOMINION TWR, T-D CTRE
 SUITE 4200 BOX 20
 TORONTO ONTARIO
 M5K 1N6

Our file - Notre référence
 355774-0

Re - Objet

ARMISTICE RESOURCES LTD.

Enclosed herewith is the document issued in the above matter.

Vous trouverez ci-inclus le document émis dans l'affaire précitée.

A notice of issuance of CBCA documents will be published in the *Canada Corporations Bulletin*. A notice of issuance of CCA documents will be published in the *Canada Corporations Bulletin* and the *Canada Gazette*.

Un avis de l'émission de documents en vertu de la LCSA sera publié dans le *Bulletin des sociétés canadiennes*. Un avis de l'émission de documents en vertu de la LCC sera publié dans le *Bulletin des sociétés canadiennes* et dans la *Gazette du Canada*.

IF A NAME OR CHANGE OF NAME IS INVOLVED, THE FOLLOWING CAUTION SHOULD BE OBSERVED:

S'IL EST QUESTION D'UNE DÉNOMINATION SOCIALE OU D'UN CHANGEMENT DE DÉNOMINATION SOCIALE, L'AVERTISSEMENT SUIVANT DOIT ÊTRE RESPECTÉ :

This name is available for use as a corporate name subject to and conditional upon the applicants assuming full responsibility for any risk of confusion with existing business names and trade marks (including those set out in the relevant NUANS search report(s)). Acceptance of such responsibility will comprise an obligation to change the name to a dissimilar one in the event that representations are made and established that confusion is likely to occur. The use of any name granted is subject to the laws of the jurisdiction where the company carries on business.

Cette dénomination sociale est disponible en autant que les requérants assument toute responsabilité de risque de confusion avec toutes dénominations commerciales et toutes marques de commerce existantes (y compris celles qui sont citées dans le (s) rapport(s) de recherches de NUANS pertinent(s)). Cette acceptation de responsabilité comprend l'obligation de changer la dénomination de la société en une dénomination différente advenant le cas où des représentations sont faites établissant qu'il y a une probabilité de confusion. L'utilisation de tout nom octroyé est sujette à toute loi de la juridiction où la société exploite son entreprise.

For the Director General, Corporations Directorate

Pour le Directeur général, Direction générale des Corporations

Canada



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

ARMISTICE RESOURCES LTD.

355774-0

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;

a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;

b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;

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) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;

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) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

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

April 12, 1999 / le 12 avril 1999

Date of Amendment - Date de modification



Consumer and Corporate Affairs Canada

Consommation et Affaires commerciales Canada

Canada Business Corporations Act

Loi régissant les sociétés par actions de régime fédéral

FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 - Name of corporation - Dénomination de la société

ARMISTICE RESOURCES LTD.

2 - Corporation No. - N° de la société

355774-0

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 :

by providing that the place within Canada where the registered office of the Corporation is situate be changed from the City of Calgary, in the Province of Alberta, to the City of Toronto, in the Province of Ontario, and by adding a provision as follows:

"The directors of the Corporation may, between annual meetings of the shareholders, appoint one or more directors, who shall hold office for a term expiring not later than the close of business of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the preceding annual meeting.

Date
January 20, 1999

Signature

Steven Reiken

Title - Titre

Secretary-Treasurer and Director

7530-21-938-1387 (01-93) 46

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT
Filed - Déposée

APR 2 1 1999



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

Armistice Resources Corp.

355774-0

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;

Richard G. Shaw
Director - Directeur

April 27, 2006 / le 27 avril 2006

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION
REPORT ÉLECTRONIQUE

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ARTICLES OF AMENDMENT CLAUSES MODIFICATRICES
(SECTIONS 27 OR 177) (ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

<p>1. Name of Corporation - Dénomination de la société ARMISTICE RESOURCES LTD.</p>	<p>2. Corporation No. - N° de la société 355774-0</p>
---	---

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:

The Articles of Incorporation, as amended, of Armistice Resources Ltd. (the "Corporation") be amended by:

1. changing the name of the Corporation to ARMISTICE RESOURCES CORP.; and
2. consolidating the issued and outstanding common shares of the Corporation on the basis of one (1) new common share for every four (4) old common shares provided, however, that on the date these articles of amendment take effect, no fractional common shares of the Corporation shall be issued in connection with the consolidation and, in the event that a shareholder would otherwise be entitled to receive a fractional share upon consolidation, the number of common shares of the Corporation to be received by such shareholder will be rounded down to the next highest whole number of common shares.

Date 2006-04-27	Name - Nom TODD MORGAN	Signature	Capacity of - en qualité AUTHORIZED OFFICER
--------------------	---------------------------	-----------	--



Industry Canada Industrie Canada
 Canada Business Loi canadienne sur les
 Corporations Act sociétés par actions


FORM 4
ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

FORMULAIRE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 -- Name of the Corporation - Dénomination sociale de la société ARMISTICE RESOURCES LTD.	2 -- Corporation No. - N° de la société 355774-0
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 :	

The Articles of Incorporation, as amended, of Armistice Resources Ltd. (the "Corporation") be amended by:

1. changing the name of the Corporation to ARMISTICE RESOURCES CORP.; and
2. consolidating the issued and outstanding common shares of the Corporation on the basis of one (1) new common share for every four (4) old common shares provided, however, that on the date these articles of amendment take effect, no fractional common shares of the Corporation shall be issued in connection with the consolidation and, in the event that a shareholder would otherwise be entitled to receive a fractional share upon consolidation, the number of common shares of the Corporation to be received by such shareholder will be rounded down to the next highest whole number of common shares.

Signature 	Printed Name - Nom en lettres moulées Todd Morgan	4 -- Capacity of - En qualité de President	5 -- Tel. No. - N° de tél. (705) 642 3304
---	--	---	--

FOR INFORMATIONAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT



IC 3069 (2003/06)

COPY
 This document has been filed
 electronically with the Director of Industry
 Canada on April 27, 2006



BY-LAW NUMBER 1-2004

**A BY-LAW RELATING TO THE BUSINESS AND AFFAIRS OF
ARMISTICE RESOURCES LTD.**

ARTICLE 1

INTERPRETATION

1.01 Definitions

In this by-law:

“Act” means the *Canada Business Corporations Act* RSC 1985, c. C-44 and the regulations enacted pursuant to it and any statute and regulations that may be substituted for them, in each case, as amended from time to time;

“articles” means the articles, as that term is defined in the Act, of the Corporation;

“auditor” means the auditor of the Corporation;

“board” means the board of directors of the Corporation;

“by-law” means a by-law of the Corporation;

“Corporation” means the corporation incorporated by the amalgamation of Armistics Resources Ltd. and Armistice Mines Limited on December 1, 1998 under the name “Armistics Resources Ltd.”;

“director” means a director of the Corporation;

“electronic document” means any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means;

“officer” has the meaning set forth in the Act but reference to any specific officer is to the individual holding that office of the Corporation;

“person” means an individual, body corporate, partnership, joint venture, trust, unincorporated organization, association, the Crown or any agency or instrumentality thereof, or any entity recognized by law;

“proxyholder” means a person holding a valid proxy for a shareholder;

“shareholder” means a shareholder of the Corporation; and

“voting person” means, in respect of a meeting of shareholders, a shareholder entitled to vote at that meeting, a duly authorized representative of a shareholder entitled to vote at the meeting or a proxyholder entitled to vote at that meeting.

Terms defined in the Act and used herein, unless otherwise defined herein or the context otherwise requires, shall have the same meaning herein as in the Act.

1.02 Number, Gender and Headings

In this by-law, unless the context otherwise requires, words in the singular include the plural and vice-versa and words in one gender include all genders. The insertion of headings in this by-law and its division into Articles, Sections and other subdivisions are for convenience of reference only, and shall not affect the interpretation of this by-law.

1.03 By-Law Subordinate to Other Documents

This by-law is subordinate to, and should be read in conjunction with, the Act, the articles and any unanimous shareholder agreement of the Corporation.

1.04 Computation of Time

The computation of time and any period of days shall be determined in accordance with the Act and the provisions of the *Interpretation Act* (Canada) and any statute that may be substituted for it, as amended from time to time.

ARTICLE 2

DIRECTORS

2.01 Notice of Meeting

Any director may call a meeting of the board by giving notice stating the time and place of the meeting to each of the directors. Except as otherwise required by the Act, such notice need not specify the purpose of or the business to be transacted at the meeting. Notices of board meetings shall be given in accordance with Section 7.01 no less than 48 hours before the time of the meeting, except that notices sent by mail shall be sent no less than 5 days before the day of the meeting.

The board may appoint, by resolution, dates, times and places for regular meetings of the board. A copy of any such resolution shall be given to each director forthwith after being passed, but no other notice is required for any such meeting except where the Act requires the purpose of or the business to be transacted at a meeting to be specified.

2.02 Meetings Without Notice

A meeting of the board may be held without notice immediately following the first or any annual meeting of shareholders.

2.03 Place of Meeting

A meeting of the board may be held at any place within or outside Canada.

2.04 Quorum for Board Meetings

If there are 3, 4 or 5 directors, a majority of the directors constitute a quorum at a meeting of the board. Otherwise, such a quorum consists of the next whole number not less than 2/5ths of the number of board members. In this section, the "number of board members" is the total number of directors most recently elected by shareholders, whether at the last annual meeting or otherwise, plus, if applicable, the number of additional directors appointed by the board following such election in accordance with the right provided in the articles which allows such an appointment or appointments.

The board shall not transact business at a meeting of directors unless the minimum number of resident Canadian directors required by the Act are present.

2.05 Participation by Communications Facility

A director may, in accordance with the Act and if all directors consent, participate in a meeting of the board or of a committee of the board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in such a meeting shall be deemed to be present at that meeting.

2.06 Chair of Board Meetings

The Chair of the board shall preside as chair of all meetings of directors. If there is no Chair of the board or if the Chair is not present or is unwilling to act as chair of a board meeting, then the President of the Corporation, if present, a director and willing to act, shall preside as chair of the meeting. In any other case, the directors present at the meeting shall choose a director to preside as chair of the meeting.

2.07 Votes at Board Meetings

Each director present at a meeting of the board shall have 1 vote on each motion arising. Motions arising at meetings of the board shall be decided by a majority vote. The chair of the meeting shall have a second or casting vote.

2.08 Committees

Subject to the provisions of the Act and unless otherwise determined by the board, each committee of the board shall have power to fix its quorum at not less than the majority of its members, to elect its chair and to regulate its procedures.

2.09 Officers

Each officer shall hold office during the pleasure of the board. Any officer may, however, resign at any time by giving notice to the Corporation.

ARTICLE 3

MEETINGS OF SHAREHOLDERS

3.01 Notice of Shareholders' Meetings

The board may call a meeting of shareholders by causing notice of the time, place and, when required by the Act, purposes of the meeting to be given to each shareholder entitled to vote at the meeting, each director and the auditor. Such notice shall be given no less than 21 days and no more than 60 days before the meeting.

3.02 Quorum at Meetings of Shareholders

A quorum at meetings of shareholders consists of one or more voting persons present and authorized to cast in the aggregate not less than 20% of the total number of votes attaching to all shares carrying the right to vote at that meeting.

3.03 Chair of Shareholder Meetings

The Chair of the board shall preside as chair of all meetings of shareholders. If there is no Chair of the board or the Chair of the board is not present or is unwilling to act as chair of a shareholder meeting, then the President of the Corporation shall preside as chair of the meeting if present and willing to act. In any other case, the voting persons present at the meeting shall choose an individual, who need not be a voting person, to preside as chair of the meeting.

The chair of any meeting of shareholders shall have a second or casting vote.

3.04 Voting

Unless the chair of a meeting of shareholders directs a ballot or a voting person demands one, each motion shall be voted upon by a show of hands. Each voting person has 1 vote in a vote by show of hands. A ballot may be directed or demanded either before or after a vote by show of hands. If a ballot is taken, a prior vote by show of hands has no effect. A ballot so directed or demanded shall be taken in such manner as the chair of the meeting shall direct. If a ballot is taken, each voting person shall be entitled with respect to each share which he is entitled to vote at the meeting upon the motion, to one vote or such other number of votes as may be provided by the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said motion. Any vote at a meeting of shareholders may be taken in whole

or in part by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

3.05 Scrutineers

The chair of a meeting of shareholders may appoint for that meeting 1 or more scrutineers, who need not be voting persons.

3.06 Who May Attend Shareholders' Meeting

The only persons entitled to attend a meeting of shareholders are voting persons, the directors, the auditor and the President, if any, as well as others permitted by the chair of the meeting.

3.07 Participation By Communication Facility

Any person entitled to attend a meeting of shareholders may participate in the meeting in accordance with the Act by means of a telephonic, electronic or other communication facility made available by the Corporation that permits all participants to communicate adequately with each other during the meeting and a person participating in a meeting by such means is deemed to be present at the meeting. A meeting of the shareholders called by either the directors or the shareholders may be held entirely by means of such a telephonic, electronic or other communications facility if the directors or shareholders calling the meeting so determine.

ARTICLE 4

SECURITY CERTIFICATES, PAYMENTS

4.01 Certificates

Security certificates shall be in such form as the board may approve or the Corporation adopt. The President or the board may order the cancellation of any security certificate that has become defaced and the issuance of a replacement certificate for it when the defaced certificate is delivered to the Corporation or to a transfer agent or branch transfer agent of the Corporation.

4.02 Cheques

Any amount payable in cash to shareholders (including dividends payable in cash) may be paid by cheque drawn on any of the Corporation's bankers to the order of each registered holder of shares of the class or series in respect of which such amount is to be paid. Cheques may be sent by ordinary mail, postage prepaid, to each such registered holder at that holder's address as shown in the records of the Corporation, unless that holder otherwise directs in writing. The mailing of a cheque as aforesaid shall satisfy and discharge all liability for the

applicable dividend or other payment to the extent of the sum represented by such cheque plus the amount of any tax which the Corporation is required to and does withhold, unless such cheque is not paid on due presentation.

4.03 Cheques to Joint Shareholders

Cheques payable to joint shareholders shall be made payable to the order of all such joint shareholders unless such joint shareholders direct otherwise. Such cheques may be sent to the joint shareholders at the address appearing on the records of the Corporation in respect of that joint holding, to the first address so appearing if there is more than one, or to such other address as those joint shareholders direct in writing.

4.04 Non-Receipt of Cheques

The Corporation shall issue a replacement cheque in the same amount to any person who does not receive a cheque sent as provided in this by-law, if that person has satisfied the conditions regarding indemnity, evidence of non-receipt and title set by the board from time to time, either generally or for that particular case.

4.05 Currency of Dividends

Dividends or other distributions payable in cash may be paid to some shareholders in Canadian currency and to other shareholders in equivalent amounts of a currency or currencies other than Canadian currency. The board may declare dividends or other distributions in any currency or in alternative currencies and make such provisions as it deems advisable for the payment of such dividends or other distributions.

4.06 Lien for Indebtedness

If the articles provide that the Corporation shall have a lien on shares registered in the name of a shareholder indebted to the Corporation, such lien may be enforced, subject to any other provisions of the articles, by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, the transfer of all or any part of such shares may be refused.

ARTICLE 5

SIGNATORIES, INFORMATION

5.01 Signatories

Except for documents executed in the usual and ordinary course of the Corporation's business, which may be signed by any officer or employee of the Corporation

acting within the scope of his or her authority, the following are the only persons authorized to sign any document on behalf of the Corporation:

- (a) any individual appointed by resolution of the board to sign the specific document, that type of document or documents generally on behalf of the Corporation; or
- (b) any director or any officer appointed to office by the board.

Any document so signed may, but need not, have the corporate seal of the Corporation applied, if there is one.

5.02 Facsimile Signatures

The signature of any individual authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the board.

5.03 Restriction on Information Disclosed

Except as required by the Act or authorized by the board, no shareholder is entitled by virtue of being a shareholder to disclosure of any information, document or records respecting the Corporation or its business.

ARTICLE 6

PROTECTION AND INDEMNITY

6.01 Transactions with the Corporation

No director or officer shall be disqualified by reason of being a director or officer of the Corporation from, or be required to vacate his position as a director or officer by reason of, holding any other office, employment or other position with or having any pecuniary interest in or with respect to the Corporation or any other body corporate or contracting with or being otherwise in any way directly or indirectly interested in or concerned with any contract, transaction or arrangement made or proposed to be made with the Corporation or being a director or officer or acting in a similar capacity of, or having any interest in, another party to such contract, transaction or arrangement. No such contract, transaction or arrangement shall be void or voidable for any such reason and no director or officer shall be liable to account to the Corporation or others for any profit arising from any such office, employment or other position or pecuniary interest or realized in respect of any such contract, transaction or arrangement except, in all cases, as otherwise provided in the Act.

6.02 Limitation of Liability

Every director and officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no director or officer shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other person;
- (b) joining in any receipt or other act for conformity;
- (c) any loss, damage or expense to the Corporation arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation;
- (d) the insufficiency or deficiency of any security in or upon which any monies of the Corporation are invested;
- (e) any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person with whom any monies, securities or other property of the Corporation are lodged or deposited;
- (f) any loss, damage or expense occasioned by any error of judgment or oversight; or
- (g) any other loss, damage or expense related to the performance or non-performance of the duties of that individual's office.

6.03 Contracts on Behalf of the Corporation

Subject to the Act, any contract entered into, or action taken or omitted, by or on behalf of the Corporation shall, if duly approved by a resolution of the shareholders, be deemed for all purposes to have had the prior authorization of the shareholders.

6.04 Indemnity of Directors and Officers

Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation:

- (a) shall indemnify each director or officer or former director or officer and each other individual who acts or has acted at the Corporation's request as a director or officer, or in a similar capacity, of another person (and each such individual's respective heirs and personal representatives), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal, administrative, investigative

or other proceeding in which the individual is involved because of that association with the Corporation or other person, provided:

- (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other person for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful; and
- (b) may advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 6.04(a) in accordance with the Act.

Notwithstanding the foregoing, any such indemnity or advance of monies in respect of an action referred to in Section 6.04(a) by or on behalf of the Corporation or other person in respect of which an individual has acted as director or officer or in a similar capacity at the request of the Corporation to procure judgment in its favour shall be subject to approval of a court.

6.05 Indemnities Not Limiting

The provisions of this Article 6 shall be in addition to and not in substitution for or limitations of any rights, immunities and protections to which a person is otherwise entitled.

ARTICLE 7

NOTICES

7.01 Procedure for Giving Notices

Any notice (which term includes any communication or document) to be given pursuant to the Act, the articles, the by-laws or otherwise to a shareholder or other securityholder of the Corporation, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the person's address as shown in the records of the Corporation or mailed to the person at such address by ordinary mail, postage prepaid, or, if the person consents, provided by electronic document in accordance with the Act. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which or to which it is mailed. Any notice so delivered shall be deemed to have been received when it is delivered personally or at the address as aforesaid. Any such notice mailed or provided by electronic document as aforesaid shall be deemed to have been received at the time specified in the Act.

7.02 Notices to Successors in Title

Notice to a shareholder or other securityholder as aforesaid is sufficient notice to each successor in title to that shareholder or other securityholder until the name and address of that successor have been entered on the records of the Corporation.

7.03 Notice to Joint Securityholders

Notice to one joint securityholder is sufficient notice to all of them. Such notice shall be addressed to all such joint securityholders and sent to the address for them shown in the records of the Corporation, or to the first such address if there is more than one.

7.04 Facsimile Signatures on Notices

The signature on any notice or other communication or document to be sent by the Corporation may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced.

7.05 Omission of Notice Does Not Invalidate Actions

All actions taken at a meeting in respect of which a notice has been given shall be valid even if:

- (a) by accident, notice was not given to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of the notice.

7.06 Waiver of Notice

Any person entitled to notice under the Act, the articles or the by-laws may waive that notice. Waiver, either before or after the event referred to in the notice, shall cure any defect in giving that notice to such person.

ARTICLE 8

REPEAL OF FORMER BY-LAWS

8.01 Former By-Laws May be Repealed

The board may repeal one or more by-laws by passing a by-law that contains provisions to that effect.

8.02 Effect of Repeal of By-Laws

The repeal of any by-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All directors, officers and other persons acting under any by-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this by-law.

MADE by the board on the 27th day of May, 2004.


Chairman


Secretary

BY-LAW NUMBER 2-2005

OF

ARMISTICE RESOURCES LTD.

**A by-law to change the quorum requirements of
the meetings of shareholders**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Armistice Resources Ltd. (the "Corporation") as follows:

1. section 3.02 of By-Law Number 1-2004 of the Corporation is repealed.
2. A quorum at meetings of shareholders consists of two or more shareholders present in person or by proxy and authorized to cast in the aggregate not less than 2% of the total number of votes attaching to all shares carrying the right to vote at that meeting.
3. The repeal of section 3.02 of By-Law Number 1-2004 shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to this repeal.

MADE by the board on the 28th day of March, 2005.



President

BY-LAW NUMBER 3-2006

OF

ARMISTICE RESOURCES CORP.

**A by-law to provide for the directors
to determine the actual number of directors**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Armistice Resources Corp. (the "Corporation") as follows:

1. Section 2.10 is added to Article 2 - Directors as follows:

2.10 Number of Directors

Unless and until this by-law is repealed, the board of directors of the Corporation is empowered to determine by resolution from time to time the number of directors of the Corporation within the minimum and maximum numbers provided for in the articles of the Corporation.

MADE by the board on the 25th day of September, 2006.



President