



BRITISH  
COLUMBIA

Ministry of Finance  
Corporate and Personal  
Property Registries  
[www.corporateonline.gov.bc.ca](http://www.corporateonline.gov.bc.ca)

Mailing Address:  
PO BOX 9431 Stn Prov Govt  
Victoria BC V8W 9V3

Location:  
2nd Floor - 940 Blanshard St  
Victoria BC  
250 356-8626

## Notice of Articles

*BUSINESS CORPORATIONS ACT*

### CERTIFIED COPY

Of a Document filed with the Province of  
British Columbia Registrar of Companies

J S Powell  
May 17, 2004

*This Notice of Articles was issued by the Registrar on: May 17, 2004 08:48 AM Pacific Time*

Incorporation Number: **BC0276587**

Recognition Date: April 6, 1984  
*as a result of an Amalgamation*

## NOTICE OF ARTICLES

Name of Company:

QUEST CAPITAL CORP.

### REGISTERED OFFICE INFORMATION

Mailing Address:  
10TH FLOOR, 595 HOWE STREET  
VANCOUVER BC V6C 2T5

Delivery Address:  
10TH FLOOR, 595 HOWE STREET  
VANCOUVER BC V6C 2T5

### RECORDS OFFICE INFORMATION

Mailing Address:  
10TH FLOOR, 595 HOWE STREET  
VANCOUVER BC V6C 2T5

Delivery Address:  
10TH FLOOR, 595 HOWE STREET  
VANCOUVER BC V6C 2T5

### DIRECTOR INFORMATION

## DIRECTOR INFORMATION

**Last Name, First Name Middle Name:**  
WINN, MICHAEL D

**Mailing Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Delivery Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Last Name, First Name Middle Name:**  
SINCLAIR, A MURRAY

**Mailing Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Delivery Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Last Name, First Name Middle Name:**  
NETOLITZKY, RONALD K.

**Mailing Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Delivery Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Last Name, First Name Middle Name:**  
MERCALDO, EDWARD L

**Mailing Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Delivery Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Last Name, First Name Middle Name:**  
KNOWLES, HENRY K

**Mailing Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Delivery Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

## DIRECTOR INFORMATION

**Last Name, First Name Middle Name:**  
HALVORSON, MICHAEL

**Mailing Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Delivery Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Last Name, First Name Middle Name:**  
GOODMAN, DANIEL T

**Mailing Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Delivery Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Last Name, First Name Middle Name:**  
BLACK, WESLEY DAVID

**Mailing Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Delivery Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Last Name, First Name Middle Name:**  
BAYLEY, BRIAN E

**Mailing Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Delivery Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Last Name, First Name Middle Name:**  
ATKINSON, ROBERT G

**Mailing Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

**Delivery Address:**  
SUITE 300, 570 GRANVILLE STREET  
VANCOUVER BC V6C 3P1

## PRE-EXISTING COMPANY PROVISIONS

The Pre-existing Company Provisions apply to this company.

## AUTHORIZED SHARE STRUCTURE

|                |                                   |                   |
|----------------|-----------------------------------|-------------------|
| 1. 500,000,000 | Class A Subordinate Voting Shares | Without Par Value |
|----------------|-----------------------------------|-------------------|

With Special Rights or  
Restrictions attached

|                |                                   |                   |
|----------------|-----------------------------------|-------------------|
| 2. 500,000,000 | Class B Subordinate Voting Shares | Without Par Value |
|----------------|-----------------------------------|-------------------|

With Special Rights or  
Restrictions attached

|                |                        |                   |
|----------------|------------------------|-------------------|
| 3. 250,000,000 | First Preferred Shares | Without Par Value |
|----------------|------------------------|-------------------|

With Special Rights or  
Restrictions attached

|                |                         |                   |
|----------------|-------------------------|-------------------|
| 4. 250,000,000 | Second Preferred Shares | Without Par Value |
|----------------|-------------------------|-------------------|

With Special Rights or  
Restrictions attached



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## Notice of Alteration

Form 11  
BUSINESS CORPORATIONS ACT  
SECTION 257

*Filed Date and Time: June 21, 2004 05:39 PM Pacific Time*

*Alteration Date and Time: Notice of Articles Altered on June 21, 2004 05:39 PM Pacific Time*

### NOTICE OF ALTERATION

Incorporation Number:  
BC0276587

Name of Company:  
QUEST CAPITAL CORP.

#### ALTERATION EFFECTIVE DATE:

The alteration is to take effect at the time that this application is filed with the Registrar.

#### ADD A RESOLUTION DATE:

Date(s) of Resolution(s) or Court Order(s) attaching or altering Special Rights and Restrictions attached to a class or a series of shares:

New Resolution Date:

June 16, 2004

#### PRE-EXISTING COMPANY PROVISIONS

The company has resolved that the Pre-existing Company Provisions no longer apply to this company.

## AUTHORIZED SHARE STRUCTURE

1. No Maximum

Class A Voting Shares

Without Par Value

With Special Rights or  
Restrictions attached

2. No Maximum

Class B Voting Shares

Without Par Value

With Special Rights or  
Restrictions attached

3. No Maximum

First Preferred Shares

Without Par Value

With Special Rights or  
Restrictions attached

4. No Maximum

Second Preferred Shares

Without Par Value

With Special Rights or  
Restrictions attached