BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of

MAPLE MINERALS INC.
(hereinafter referred to as the "Corporation")

DIRECTORS

1. Calling of and notice of meetings. Meetings of the board shall be held at such time and on such day as the chairman of the board, the president or a vice-president who is a director may determine. Notice of meetings of the board shall be given to each director not less than 48 hours before the time when the meeting is to be held. Each newly elected board may without notice hold its first meeting for the purposes of organization and the election and appointment of officers immediately following the meeting of shareholders at which such board was elected.

2. Place of meetings. Meetings of the board may be held at any place within or outside Ontario and in any financial year of the Corporation it shall not be necessary for a majority of the meetings of the board to be held at a place within Canada.

3. Votes to govern. At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

4. Interest of directors and officers generally in contracts. No director or officer shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or officer or in which any director or officer is in any way interested be liable to be voided nor shall any director or officer so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such director or officer holding that office or of the fiduciary relationship thereby established; provided that the director or officer shall have complied with the provisions of the Business Corporations Act.

OFFICERS

5. Appointment. The board may appoint a chairman of the board (who may be known simply as the Chairman), a vice-chairman of the board, a president, one or more vice-presidents, a treasurer, a secretary and such other officers as the board may determine, including one or more assistants or associates to any of the officers so appointed.

6. Chief Executive Officer. The board shall designate one of the officers of the Corporation as the chief executive officer. He shall have the general supervision of the business and affairs of the Corporation, subject to the direction of the boards. The chief executive officer, when present, shall preside at all meetings of shareholders.

7. Chairman of the Board. The chairman of the board, when present, shall preside at all meetings of the board. During the absence or inability to act of the chairman of the board, his powers and duties shall devolve upon the vice-chairman of the board or, if there is none, upon the president.

SHAREHOLDERS' MEETINGS

8. Quorum. Two persons present in person and each entitled to vote thereat shall constitute a quorum at any meeting of shareholders.

9. Casting Vote. In the case of an equality of votes at any meeting of shareholders, the chairman of the meeting shall be entitled to a second or casting vote.

INDEMNIFICATION

10. Indemnification of directors and officers. The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a corporation of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives to the extent permitted by the Business Corporations Act.

11. Indemnity of others. Except as otherwise required by the Business Corporations Act and subject to section 10 herein, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted honestly and in good faith with a view to the best interests of the Corporation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his conduct was lawful.

12. Right of indemnity not exclusive. The provisions of indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of shareholders or directors or otherwise, both as to action in his official capacity and as to action in another capacity, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall enure to the benefit of the heirs and legal representatives of such a person.

13. No liability of directors or officers for certain acts, etc. To the extent permitted by law, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any money, securities or other assets belonging to the Corporation shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting form any dealings with any money, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a corporation which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such firm or corporation, as the case may be, from receiving proper remuneration for such services.

BANKING ARRANGEMENTS, CONTRACTS, ETC.

14. Banking arrangements. The banking business of the Corporation, or any party thereof, shall be transacted with such banks, trust companies or other financial institutions as the board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided; and the board may from time to time by resolution delegate any power referred to in this section 14 to any two officers of the Corporation.

15. Execution of instruments. Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by the chairman of the board, or any one of the president or a vice-president together with the secretary or an assistant or associate secretary, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In the absence or inability to act of the secretary and an assistant or associate secretary, contracts, documents or instruments in writing may be signed by any two of the president or a vice-president. The board may from time to time by resolution appoint an officer or any other person on behalf of the Corporation to sign and deliver either contracts, documents or instruments in writing generally or to sign either manually or by facsimile signature and deliver specific contracts, documents or instruments in writing. The term "contracts, documents or instruments in writing" as used in this by-law shall include, without limitation, deeds, conveyances, transfers and other assignments or property of all kinds, mortgages, charges, pledges, hypothecs, discharges, releases, main-levees, leases, powers of attorney and proxies.

16. Authority to act for Corporation. By way of supplement to section 15 herein, the board may from time to time by resolution and to the extent therein provided delegate to the Chairman of the board or any two officers of the Corporation the powers to designate, direct or authorize from time to time such one or more officers and/or other persons on the Corporation's behalf to sign and deliver contracts, documents or instruments in writing to acquire, dispose of or take security upon any property, whether real or personal, movable or immovable, on such terms and conditions as such two officers see fit.

BORROWING POWERS OF THE DIRECTORS

17.1 Borrowing Powers. Without limiting the borrowing powers of the Corporation as set forth in the Business Corporations Act, but subject to the provisions of the Business Corporations Act, the board may from time to time, without authorization of the shareholders:

(a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell or pledge debt obligations of the Corporation;

(c) give guarantees on behalf of the Corporation to secure performance of an obligation of any person; and

(d) 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.

17.2 The board may from time to time authorize any director or directors, officer or officers, employee of the Corporation or other person or persons, whether connected with the Corporation or not, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional debt obligations for any monies borrowed or remaining due by the Corporation as the board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

17.3 The board may from time to time authorize any director or directors, officer or officers, employee of the Corporation or other person or persons, whether connected with the Corporation or not, to sign, execute and give on behalf of the Corporation all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefor so signed shall be binding upon the Corporation.

17.4 The words "**debt obligations**" as used in Sections 17.1 to 17.3 herein mean bonds, debentures, notes or other similar obligations or guarantees of such an obligation, whether secured or unsecured.

MISCELLANEOUS

18. Invalidity of any provisions of this by-law. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

INTERPRETATION

19. Interpretation. In this by-law and all other by-laws and resolutions of the Corporation, unless and context otherwise requires, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include an individual, partnership, association, corporation, executor, administrator or legal representative and any number or aggregate of persons; "articles" shall have the same meaning as defined in the Business Corporations Act; "board" shall mean the board of directors of the Corporation; "Business Corporations Act" shall mean the Business Corporations Act, R.S.O. 1990, c.B.16 as amended from time to time or any Act that may be substituted therefor; and "meeting of shareholders" shall mean and include an annual meeting of shareholders and a special meeting of shareholders.

REPEAL

20. Repeal. Upon this by-law coming into force, all prior by-laws presently in force other than Special By-law No. A of the Corporation dated April 24, 1996 are repealed provided that such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed by the directors under the provisions of this by-law or the Business Corporations Act until their successors are appointed.

ENACTED by the directors of the Corporation at a meeting of directors of the Corporation held on February 13, 1997.

Secretary to the Meeting of Directors
held on February 13, 1997

CONFIRMED by shareholders at the Annual and Special Meeting of the shareholders of the Corporation held on March 25, 1997.

Secretary to the Annual and Special
Meeting of Shareholders held on
March 25, 1997.

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Ministry of Consumer and Business Services
Ministère des Services aux consommateurs et aux entreprises
Ontario

Ontario Corporation Number
Numéro de la société en Ontario

878549

CERTIFICATE
This is to certify that these articles are effective on

CERTIFICAT
Ceci certifie que les présents statuts entrent en vigueur le

OCTOBER 0 7 OCTOBRE, 2005

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

Form 3
Business Corporations Act

Formule 3
Loi sur les sociétés par actions

ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

MAPLE MINERALS CORP.

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT) :

MEGA URANIUM LTD.

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

1990-01-24

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

4. **Complete only if there is a change in the number of directors or the minimum / maximum number of directors.**
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: or minimum and maximum number of directors is/are:
Nombre d'administrateurs : ou *nombres minimum et maximum d'administrateurs :*

Number / Nombre	or / ou	minimum / minimum	and / et	maximum / maximum

5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :

To change the name of the Corporation to MEGA URANIUM LTD.

07119 (03/2003)

6. The amendment has been duly authorized as required by sections 168 and 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.

7. 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

2005-Oct-06

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

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

MAPLE MINERALS CORP.

(Name of Corporation) (If the name is to be changed by these articles set out current name)
(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By/
Par :

(Signature)
(Signature)

Sheldon Inwentash

Chief Executive Officer

(Description of Office)
(Fonction)

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Ontario Corporation Number
Numéro de la société en Ontario

1.

Ministry of Consumer and Business Services
Ministère des Services aux consommateurs et aux entreprises

Ontario

CERTIFICATE
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CERTIFICAT
Ceci certifie que les présents statuts entrent en vigueur le

NOVEMBER 9 NOVEMBRE, 2001

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

Form 3
Business Corporations Act

Formule 3
Loi sur les sociétés par actions

ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

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

MAPLE MINERALS INC.

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

MAPLE MINERALS CORP.

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

24 January, 1990

(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.*

1. the Articles of the Corporation are hereby amended to consolidate the Common Shares of the Corporation on the basis of three (3) pre-consolidation Common Shares for one (1) post-consolidation Common Share; and

2. the Articles of the Corporation are bereby amended to change the name of the Corporation to "Maple Minerals Corp."

DYE & DURHAM
FORM 3 (B.C.A.)
07/96

CBR 173

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

20 March, 2001

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

These articles are signed in duplicate.

Les présents status sont signés en double exemplaire.

MAPLE MINERALS INC.
(Name of Corporation)
(Dénomination sociale de la société)

By:/*Par:* ____________________ President
(Signature) (Description of Office)
(Signature) *(Fonction)*

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Ontario Corporation Number
Numéro de la compagnie en Ontario

878549

Ministry of Consumer and Commercial Relations
Ontario

Ministère de la Consommation et du Commerce

CERTIFICATE
This is to certify that these articles are effective on

CERTIFICAT
Ceci certifie que les présents statuts entrent en vigueur le

JUNE 28 JUIN, 1996

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

TRANS CODE
C
18

ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

Form 3
Business Corporations Act, 1982

Formule numéro 3
Loi de 1982 sur les compagnies

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

GLEN AUDEN RESOURCES LIMITED

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

MAPLE MINERALS INC.

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

24 January, 1990
(Day, Month, Year)
(jour, mois, année)

4. The articles of the corporation are amended as follows: *Les statuts de la compagnie sont modifiés de la façon suivante:*

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Articles of the Corporation are hereby amended to consolidate the Common Shares of the Corporation on the basis of five (5) pre-consolidation Common Shares for one (1) post-consolidation Common Share;
2. the Articles of the Corporation are hereby amended to change the name of the Corporation to "Maple Minerals Inc.";
3. the directors and proper officers of the Corporation are hereby authorized to take all such steps and execute and deliver for and on behalf of the Corporation Articles of Amendment together with all such documents as they deem necessary or desirable to give effect to the foregoing; and
4. the directors are hereby authorized to either amend or revoke this Special Resolution without further approval of the shareholders at any time prior to the endorsement by the Director of the Certificate of Amendment of Articles contemplated herein in accordance with the provisions of the Business Corporations Act (Ontario).

5. The amendment has been duly authorized as required by Sections 167 and 169 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément à l'article 167 et, s'il y a lieu, à l'article 169 de la Loi sur les compagnies.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

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

22 May, 1996

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

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

GLEN AUDEN RESOURCES LIMITED

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

By/*Par:* ______________ Chairman

(Signature)
(Signature)

(Description of Office)
(Fonction)

Ministry of
Consumer and
Commercial Relations

Business Division
Companies Branch
Suite 200
393 University Ave
Toronto ON M5G 2M2

Ministère de
la Consommation
et du Commerce

Direction des affaires commerciales
Direction des compagnies
Bureau 200
393 ave University
Toronto ON M5G 2M2

Ontario

Certified a true copy of ..17.. page(s) of document(s) from the records of the Companies Branch of the Province of Ontario.

Copie certifiée conforme de ..17.. page(s) de document(s) provenant des dossiers de la Direction des Compagnies de la Province d'Ontario.

Controller of Records
COMPANIES BRANCH
MINISTRY OF CONSUMER
AND COMMERCIAL RELATIONS
TORONTO, ONTARIO

Contrôleur des Dossiers
DIRECTION DES COMPAGNIES
MINISTÈRE DE LA CONSOMMATION
ET DU COMMERCE
TORONTO, ONTARIO

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Ontario Corporation Number
Numéro de la compagnie en Ontario

878549

Ontario Ministry of Consumer and Commercial Relations | Ministère de la Consommation et du Commerce

CERTIFICATE
This is to certify that these articles are effective on

CERTIFICAT
Ceci certifie que les présents statuts entrent en vigueur le

JUNE 28 JUIN, 1996

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

TRANS CODE
C
18

ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

Form 3 Business Corporations Act, 1982
Formule numéro 3 Loi de 1982 sur les compagnies

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

GLEN AUDEN RESOURCES LIMITED

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

MAPLE MINERALS INC.

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

24 January, 1990
(Day, Month, Year)
(jour, mois, année)

4. The articles of the corporation are amended as follows: / Les statuts de la compagnie sont modifiés de la façon suivante:

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Articles of the Corporation are hereby amended to consolidate the Common Shares of the Corporation on the basis of five (5) pre-consolidation Common Shares for one (1) post-consolidation Common Share;
2. the Articles of the Corporation are hereby amended to change the name of the Corporation to "Maple Minerals Inc.";
3. the directors and proper officers of the Corporation are hereby authorized to take all such steps and execute and deliver for and on behalf of the Corporation Articles of Amendment together with all such documents as they deem necessary or desirable to give effect to the foregoing; and
4. the directors are hereby authorized to either amend or revoke this Special Resolution without further approval of the shareholders at any time prior to the endorsement by the Director of the Certificate of Amendment of Articles contemplated herein in accordance with the provisions of the Business Corporations Act (Ontario).

5. The amendment has been dul;· authorized as required by Sections 167 and 169 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément à l'article 167 et, s'il y a lieu, à l'article 169 de la Loi sur les compagnies.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

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

22 May, 1996
(Day, Month, Year)
(jour, mois, année)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

GLEN AUDEN RESOURCES LIMITED
(Name of Corporation)
(Dénomination sociale de la compagnie)

By/*Par:* ____________________ Chairman
(Signature)
Signature)
(Description of Office)
(Fonction)

1

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Ontario Corporation Number
Numéro de la compagnie en Ontario

878549

Ministry of Consumer and Commercial Relations
Ministère de la Consommation et du Commerce

Ontario

CERTIFICATE
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JANUARY 24 JANVIER, 1990

Trans Code	Line No.	Stat.	Comp Type	Method Incorp.	Share
A	0	0	A	3	S
18	20	28	29	30	31

Notice Req'd	Jurisdiction	
N	ONTARIO	A
32	33 ... 47	57

Director
Companies Branch

Le Directeur
Direction des compagnies

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

Form 4
Business Corporations Act, 1982

Formule numéro 4
Loi de 1982 sur les compagnies

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

GLEN AUDEN RESOURCES LIMITED

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

40 KING STREET WEST, SUITE 2100, TORONTO, ONTARIO

(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 M5H 3C2

(Name of Municipality, or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code Postal)

Municipality of Metropolitan Toronto in the *dans le/la* Judicial District of York

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

(County, District, 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 Three (3) and maximum of Nine (9)

4. The director(s) is/are: *Administrateur(s):*

First name, initials and surname *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. ou le nom de la municipalité et le code postal*	Resident Canadian State Yes or No *Résident Canadien Oui/Non*
Thomas Skimming	600,205 Richmond Street West Toronto, Ontario, M5V 1V5	Yes
Robert S. Middleton	136 Cedar Street South Timmins, Ontario, P4N 7W8	Yes
Sheldon Inwentash	191 Montclair Avenue Toronto, Ontario, M9C 1R5	Yes
George Halasi	11 Donino Avenue Toronto, Ontario, M4N 2W4	Yes

603585 01/24/90002
61123 $250.00
CHECK $250.00

DYE & DURHAM

66562974

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 175(4) of the Business Corporations Act on the date set out below.

[X]

A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 175(4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B — *Cocher A ou B*

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 176 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

[ ]

B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 176 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations *Dénomination sociale des compagnies qui fusionnent*	Ontario Corporation Number *Numéro de la compagnie en Ontario*	Date of Adoption/Approval *Date d'adoption ou d'approbation*
GLEN AUDEN RESOURCES LIMITED	731084	12 January, 1990
TARZAN GOLD INC.	720045	12 January, 1990

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

None.

7. 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 Corporation is authorized to issue an unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which is to 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:

None.

9. 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.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu.

That meetings of the Board of Directors and the Executive Committee (if any) of the Corporation may be held at any place in or outside Ontario.

11. The statements required by subsection 177(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 177 (2) de la Loi sur les compagnies constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitute(nt) l'annexe "B".

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.	*Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.*

GLEN AUDEN RESOURCES LIMITED

Per: [signature]
President

TARZAN GOLD INC.

Per: [signature]
President

Schedule "A"

STATEMENT OF DIRECTOR OR OFFICER
Pursuant to Subsection 177(2) of
the Business Corporations Act, 1982

I, ROBERT STUART MIDDLETON, of the City of Timmins, Ontario, Consulting Geophysicist and Professional Engineer, hereby certify and state as follows:

1. This Statement is made pursuant to Subsection 177(2) of the Business Corporations Act, 1982 (the "Act').

2. I am the President and a director of Tarzan Gold Inc. and as such have knowledge of its affairs.

3. I have conducted such examination of the books and records of Tarzan Gold Inc. and Glen Auden Resources Limited (the "Amalgamating Corporations") as are necessary to enable me to make the statements hereinafter set forth.

4. There are reasonable grounds for believing that, (i) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due, and (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.

5. There are reasonable grounds for believing that no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation.

6. No creditor of either of the Amalgamating Corporations has notified such corporation that he objects to the amalgamation.

7. Based on the statements made above neither of the Amalgamating Corporations is obligated to give notice to any creditor.

This Statement is made this 18th day of January, 1990.

R. Middleton

Robert S. Middleton

GlenAudenDoc"Schedule"A"Middleton
January18,1990

Schedule "A"

STATEMENT OF DIRECTOR OR OFFICER
Pursuant to Subsection 177(2) of the Business Corporations Act, 1982

I, THOMAS SKIMMING, of the Municipality of Metropolitan Toronto, Ontario, Consulting Geologist and Professional Engineer, hereby certify and state as follows:

1. This Statement is made pursuant to Subsection 177(2) of the Business Corporations Act, 1982 (the "Act').

2. I am the President and a director of Glen Auden Resources Limited and as such have knowledge of its affairs.

3. I have conducted such examination of the books and records of Glen Auden Resources Limited and Tarzan Gold Inc. (the "Amalgamating Corporations") as are necessary to enable me to make the statements hereinafter set forth.

4. There are reasonable grounds for believing that, (i) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due, and (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.

5. There are reasonable grounds for believing that no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation.

6. No creditor of either of the Amalgamating Corporations has notified such corporation that he objects to the amalgamation.

7. Based on the statements made above neither of the Amalgamating Corporations is obligated to give notice to any creditor.

This Statement is made this 18th day of January, 1990.

Thomas Skimming

Thomas Skimming

GlenAudenDoc"Schedule"A"Skimming
January18,1990

Schedule "B"

THIS AMALGAMATION AGREEMENT made as of the 31st day of October, 1989.

B E T W E E N:

GLEN AUDEN RESOURCES LIMITED, a corporation incorporated under the laws of the Province of Ontario (hereinafter called "Glen Auden")

OF THE FIRST PART

TARZAN GOLD INC. a corporation incorporated under the laws of the Province of Ontario (hereinafter called "Tarzan")

OF THE SECOND PART

Whereas Glen Auden and Tarzan have agreed to amalgamate with each other on the basis that the shareholders of Glen Auden and Tarzan will become shareholders of the amalgamated corporation.

NOW THEREFORE THIS AGREEMENT WITNESSETH that in consideration of the mutual covenants hereinafter contained and provided for, Glen Auden and Tarzan covenant and agree as follows:

ARTICLE 1 DEFINITIONS

1.01 In this agreement:

(a) "Act" means the Business Corporations Act, 1982 (Ontario);

(b) "Agreement" means this amalgamation agreement;

(c) "Amalgamated Corporation" means the continuing corporation constituted upon the Amalgamation becoming effective;

(d) "Amalgamating Corporations" means the parties to this agreement;

(e) "Amalgamation" means the amalgamation of the Amalgamating Corporations under the Act to form one continuing corporation as contemplated in this Agreement; and

(f) "Effective Date" means the date of the Amalgamation as set forth in the certificate of amalgamation issued to the Amalgamated Corporation pursuant to the Act.

ARTICLE 2 AMALGAMATION

2.01 The Amalgamating Corporations hereby agree to amalgamate pursuant to the provisions of the Act and to continue as one corporation on the terms and conditions herein set forth.

2.02 On the Effective Date:

(a) the Amalgamation of the Amalgamating Corporations and their continuance as one corporation shall become effective:

(b) the Amalgamated Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;

(c) a conviction against, or ruling , order or judgement in favour of or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;

(d) the Amalgamated Corporation is deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the Amalgamation was effective; and

(e) the articles of amalgamation are deemed to be the articles of incorporation of the Amalgamated Corporation and, except for the purposes of Subsection 117(1) of the Act, the certificate of amalgamation is deemed to be the certificate of incorporation of the Amalgamated Corporation.

ARTICLE 3 AMALGAMATED CORPORATION

3.01 The name of the Amalgamated Corporation shall be Glen Auden Resources Limited.

3.02 There is no restriction on the business or businesses which the Amalgamated Corporation is authorized to carry on or the powers that the Amalgamated Corporation is authorized to exercise.

3.03 The authorized capital of the Amalgamated Corporation is an unlimited number of shares designated as common shares and the holders thereof shall be entitled to vote at all meetings of shareholders and to receive the remaining property of the Amalgamated Corporation upon a dissolution.

3.04 The registered office of the Amalgamated Corporation is in the Municipality of Metropolitan Toronto in the Province of Ontario.

3.05 The address of the first registered office of the Amalgamated Corporation is Suite 2100, Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2.

3.06 The number of directors of the Amalgamated Corporation is a minimum of 3 and a maximum of 9. The number of directors to be elected at any annual meeting of shareholders and to hold office at any time shall be such number as shall be determined from time to time by resolution of the directors of the Amalgamated Corporation and, until such resolution is passed, the number shall be 4.

3.07 The first directors of the Amalgamated Corporation are the persons whose names and addresses appear below:

Name	Address
Thomas Skimming	600, 205 Richmond Street West Toronto, Ontario M5V 1V5
Robert S. Middleton	136 Cedar Street South Timmins, Ontario P4N 7W8
Sheldon Inwentash	191 Montclair Avenue Toronto, Ontario M9C 1R5
George Halasi	11 Donino Avenue Toronto, Ontario M4N 2W4

Such directors shall hold office until the first annual meeting of the Amalgamated Corporation or until their successors are duly elected or appointed.

3.08 The by-laws of the Amalgamated Corporation until repealed, amended or altered shall be the by-laws of Glen Auden, a copy of which may be examined at Suite 301, 121 Richmond Street West, Toronto, Ontario.

3.09

(a) The directors of the Amalgamated Corporation may, without authorization of the shareholders of the Amalgamated Corporation:

(i) borrow money upon the credit of the Amalgamated Corporation;

(ii) issue, reissue, sell or pledge debt obligations of the Amalgamated Corporation;

(iii) give a guarantee on behalf of the Amalgamated 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 property of the Amalgamated Corporation, owned or subsequently acquired, to secure any debt, obligation or liability of the Amalgamated Corporation;

(b) To the maximum extent permitted by law, the directors may by resolution delegate, either generally or in any particular case, any or all of the powers of the Amalgamated Corporation aforesaid to a director, a committee of directors or an officer of the Amalgamated Corporation, and any reference in this Section 3.09 to directors includes, for greater certainty, any such authorized delegate,

(c) The directors may from time to time authorize any director, officer or other person or persons, whether connected with the Amalgamated Corporation or not, to make arrangements with reference to the exercise by the directors of the powers of the Amalgamated Corporation as aforesaid, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for moneys borrowed or remaining due by the Amalgamated Corporation as the directors of the Amalgamated Corporation may authorize, and generally to manage, transact and settle the exercise of any such powers by the Amalgamated Corporation.

(d) The directors may from time to time authorize (any such authorization to be evidenced by a certified copy of a resolution of directors or by power of attorney or deed or other instrument) any director, officer, employee of the Amalgamated Corporation or other person or persons, whether connected with the Amalgamated Corporation or not, to sign, execute and give on behalf of the Amalgamated Corporation all agreements, indentures, instruments and other documents necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments, and the same and all renewals thereof or substitutions therefor so signed shall be binding upon the Amalgamated Corporation.

3.10 There shall be no restrictions upon the right to transfer any shares of the Amalgamated Corporation.

ARTICLE 4 ISSUE OF SHARES UPON AMALGAMATION

4.01 Upon the Amalgamation, subject to Sections 4.02 and 4.03 hereof, the issued and outstanding shares in the capital of the Amalgamating Corporations which are issued and outstanding immediately prior to the Effective Date shall be exchanged for shares of the Amalgamated Corporation as follows:

(a) for every 1 issued and outstanding share of Glen Auden held by a shareholder of Glen Auden, such shareholder shall receive 1 share of the Amalgamated Corporation; and

(b) for every 3 issued and outstanding shares of Tarzan held by a shareholder of Tarzan, such shareholder shall receive 2 shares of the Amalgamated Corporation.

4.02 Upon the Amalgamation, any issued and outstanding shares of either of the Amalgamating Corporations which are owned directly by the other Amalgamating Corporation shall be cancelled without any repayment of capital in respect thereof and such shares shall not be converted into shares of the Amalgamated Corporation.

4.03 No fractional common shares of the Amalgamated Corporation shall be issued and the number of common shares of the Amalgamated Corporation to be received by a shareholder of an Amalgamating Corporation under Section 4.01 hereof shall be rounded up or down to the nearest whole number of common shares of the Amalgamated Corporation in the event that such shareholder would otherwise be entitled to a fraction of a common share of the Amalgamated Corporation.

4.04 At any time after the Effective Date, the shareholders of the Amalgamating Corporations may surrender to the Amalgamated Corporation or its registrar and transfer agent the certificates representing the shares held by them in such Amalgamating

Corporation and, subject to the provisions of the Act and this Agreement, such shareholders in return therefor shall be entitled to receive certificates evidencing shares of the Amalgamated Corporation on the basis set out in Section 4.01 hereof.

ARTICLE 5 AUDITORS

5.01 The auditors of the Amalgamated Corporation shall be Dunwoody & Company, Toronto, Ontario, until their successors are duly appointed.

ARTICLE 6 TERMINATION OF AMALGAMATION

6.01 This Agreement may be terminated by the board of directors of either Glen Auden or Tarzan at any time prior to the endorsement of the certificate of amalgamation in respect of the Amalgamation for any reason, notwithstanding the approval of the shareholders of the Amalgamating Corporations of this Agreement and Article 7 hereof.

ARTICLE 7 ARTICLES OF AMALGAMATION

7.01 Subject to Article 6 hereof, upon the shareholders of each of the Amalgamating Corporation having approved this Agreement by special resolution in accordance with the Act, the Amalgamating Corporations shall jointly file with the Director under the Act, articles of amalgamation and such other documents as may be required for the purpose of bringing the Amalgamation into effect as provided herein.

ARTILCE 8 GENERAL

8.01 This Agreement shall be governed and construed in accordance with the laws of the Province of Ontario.

8.02 The division of this agreement into articles, sections, subsections and schedules and the use of headings are for convenience of reference only and shall not affect the interpretation or construction of this agreement.

8.03 Reference to "this agreement", "the agreement", "hereof", "herein", "hereto" and like references refer to this Amalgamation Agreement dated as of the 31st day of October, 1989.

8.04 In this agreement, unless there is something in the subject matter or context inconsistent therewith,

(i) words in the singular include the plural and such words shall be construed as if the plural had been used,

(ii) words in the plural include the singular and such words shall be construed as if the singular had been issued

where the context so requires, and the rest of the sentence shall be construed as if the grammatical and terminological changes thereby rendered necessary had been made.

IN WITNESS WHEREOF this Agreement has been executed by the parties hereto.

GLEN AUDEN RESOURCES LIMITED

Per: Thomas Fleming Pres.

Per: ______________________

TARZAN GOLD INC.

Per: R. Middleton Pres

Per: ______________________