

Alberta

20359829

Corporate Access No

BUSINESS CORPORATIONS ACT

Form 5

CERTIFICATE OF AMENDMENT

- GALLERY RESOURCES LIMITED -

Name of Corporation

I HEREBY CERTIFY THAT THE ARTICLES OF THE ABOVE-MENTIONED CORPORATION WERE AMENDED.

- UNDER SECTION 13 OF THE BUSINESS CORPORATIONS ACT IN ACCORDANCE WITH THE ATTACHED NOTICE;
- UNDER SECTION 27 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF AMENDMENT DESIGNATING A SERIES OF SHARES;
- UNDER SECTION 171 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF AMENDMENT;
- UNDER SECTION 185 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF REORGANIZATION;
- UNDER SECTION 186 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF ARRANGEMENT.



M. M. Froehne

Registrar of Corporations

JANUARY 11, 1991

Date of Amendment



JAN 11 1990

REGISTRAR
OF CONSUMER AND
CORPORATE AFFAIRS
PROVINCE OF ALBERTA

BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)

JAN 11 1991

FORM 4

Registrar of Corporations
Province of Alberta

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:

GALLERY RESOURCES LIMITED

2. CORPORATE ACCESS NUMBER:

20359829

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

THE ARTICLES OF INCORPORATION FILED WITH CORPORATE REGISTRY ON FEBRUARY 9, 1987, AND AMENDED MAY 11, 1990, BE FURTHER AMENDED AS FOLLOWS:

1. Pursuant to Section 167(1)(k) of the Business Corporations Act (Alberta) (the "Act"), Article 4 is hereby amended by adding the following:

"The directors may appoint, between annual general meetings, one or more additional directors of the Corporation to serve until the next annual general meeting, provided that the number of additional directors appointed shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting."

2. Pursuant to Section 167(1)(m) of the Act, Article 6 is hereby amended by deleting Article 6 in its entirety and replacing it with the following:

"Shareholders meetings are allowed to be held in British Columbia as well as Alberta."

DATE

SIGNATURE

TITLE

Dec 18, 1990

DIRECTOR

FOR DEPARTMENTAL USE ONLY

FILED ✓



20359829

Corporate Access No.

BUSINESS CORPORATIONS ACT

Form 5

CERTIFICATE OF AMENDMENT

GALLERY RESOURCES LIMITED

Name of Corporation

I HEREBY CERTIFY THAT THE ARTICLES OF THE ABOVE-MENTIONED CORPORATION WERE AMENDED.

- UNDER SECTION 13 OF THE BUSINESS CORPORATIONS ACT IN ACCORDANCE WITH THE ATTACHED NOTICE;
- UNDER SECTION 27 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF AMENDMENT DESIGNATING A SERIES OF SHARES;
- UNDER SECTION 171 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF AMENDMENT;
- UNDER SECTION 185 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF REORGANIZATION;
- UNDER SECTION 186 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF ARRANGEMENT.



M. M. Frachin

Registrar of Corporations

May 11, 1990

Date of Amendment

/kmj

FILED

BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)

FORM 4

MAY 11 11 1990

Registrar of Corporations
Province of Alberta



CONSUMER AND
CORPORATE AFFAIRS

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:

GALLERY GOLD MINES LTD.

2. CORPORATE ACCESS NUMBER:

20359829

RECEIVED (m)
RECEIVED (m)
MAY 11 1990
CORPORATE REGISTRY
Province of Alberta

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

The Articles of Incorporation of the Corporation, dated May 9, 1987 be amended pursuant to Sections 167(1)(a) and 167(1)(f) of the Business Corporations Act (Alberta) (the "Act"), as follows:

1. Pursuant to Section 167(1)(a) of the Act, Article 1 is hereby amended by changing the name of the Corporation from Gallery Gold Mines Ltd. to:

GALLERY RESOURCES LIMITED

2. Pursuant to Section 167(1)(f) of the Act, Article 2 is hereby amended by changing the issued and outstanding Common Shares of the Corporation into a different number of shares by consolidating the issued and outstanding Common Shares of the Corporation on the basis of five old Common Shares for one new Common Share.

DATE

SIGNATURE

TITLE

May 10, 1990

Dir & CEO

FOR DEPARTMENTAL USE ONLY

FILED

Alberta

20359829

Corporate Access No.

BUSINESS CORPORATIONS ACT

Form 2

CERTIFICATE OF INCORPORATION

- GALLERY GOLD MINES LTD. -

Name of Corporation

I HEREBY CERTIFY THAT THE ABOVE-MENTIONED CORPORATION, THE ARTICLES OF
INCORPORATION OF WHICH ARE ATTACHED, WAS INCORPORATED UNDER THE
BUSINESS CORPORATIONS ACT OF THE PROVINCE OF ALBERTA.

M. M. Froehne

Registrar of Corporations

February 9, 1987

Date of Incorporation



/Lsc

THE REGISTRAR OF CORPORATIONS
PROVINCE OF ALBERTA



RECEIVED
FEB - 9 1987
CONSUMER AND
CORPORATE AFFAIRS THE REGISTRAR
OF COMPANIES
PROVINCE OF ALBERTA

ARTICLES OF INCORPORATION

1. NAME OF CORPORATION.

GALLERY GOLD MINES LTD.

2. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE.

UNLIMITED NUMBER OF COMMON SHARES

3. RESTRICTIONS IF ANY ON SHARE TRANSFERS.

NONE

4. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS.

MINIMUM ONE (1) - MAXIMUM TWENTY (20)

5. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, SPECIFY THESE RESTRICTIONS.

NONE

6. OTHER PROVISIONS IF ANY.

NONE

7. DATE: February 6, 1987

| INCORPORATORS NAMES: | ADDRESS (INCLUDE POSTAL CODE) | SIGNATURE |
|----------------------|---|-----------|
| DOUGLAS O. GOSS | 2600, 10180 - 101 Street Edmonton, Alberta T5J 3Y2 | |
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FOR DEPARTMENTAL USE ONLY

CORPORATE ACCESS NO.

INCORPORATION DATE

87/02/10