Gouvernement du Québec
L'Inspecteur général des institutions financières

CERTIFICAT DE CONTINUATION
Loi sur les compagnies
(L.R.Q., chap. C-38)

Partie IA

J'atteste par les présentes que la compagnie

RESSOURCES EXPLORATION INTERNATIONALES BISHOP INC.

ET SA VERSION

BISHOP RESOURCES INTERNATIONAL EXPLORATION INC.

a continué son existence, sous l'autorité de la partie IA de la Loi sur les compagnies, tel qu'indiqué dans les statuts de continuation ci-joints.

Gouvernement du Québec L'Inspecteur général des institutions financières

Le 1993 10 01

Jean-Marie Bouchard

Inspecteur général des institutions financières

1234-3596

Gouvernement du Québec
L'Inspecteur général des institutions financières

CERTIFICAT D'ENREGISTREMENT
Loi sur les compagnies
(L.R.Q., chap. C-38)

Partie IA

J'atteste par les présentes que la copie qui accompagne le présent certificat est une copie authentique de l'original d'un document concernant

RESSOURCES EXPLORATION INTERNATIONALES BISHOP INC.

et que cette copie a été enregistrée
le 1993 10 04
au libro S-3169 , folio 96

Gouvernement du Québec
L'Inspecteur général des institutions financières

Inspecteur général des institutions financières

1234-3596

Gouvernement du Québec
L'Inspecteur général des institutions financières

Formulaire 7
STATUTS DE CONTINUATION
Loi sur les compagnies
Partie 1A

1 Dénomination sociale ou numéro matricule BISHOP RESOURCES INTERNATIONAL EXPLORATION INC./ RESSOURCES EXPLORATION INTERNATIONALES BISHOP INC.		
2 District judiciaire du Québec où la compagnie établit son siège social MONTREAL	3 Nombre précis ou nombres minimal et maximal des administrateurs MIN.: 3 MAX.: 15	4 Date d'entrée en vigueur si postérieure à celle du dépôt N/A
5 Description du capital-actions THE ANNEXED SCHEDULE A IS INCORPORATED IN THIS FORM.		
6 Restrictions sur le transfert des actions, le cas échéant N/A		
7 Limites imposées à son activité, le cas échéant N/A		
8 Autres dispositions THE ANNEXED SCHEDULES B & C ARE INCORPORATED IN THIS FORM.		
9 Dénomination sociale (ou numéro matricule) antérieure à la continuation, si différente de celle mentionnée à la case 1. NORTH AMERICAN ASBESTOS COMPANY LIMITED (No Personal Liability)/LA COMPAGNIE D'AMIANTE D'AMERIQUE DU NORD LTEE (Libre de responsabilité personnelle)		

Signature de l'administrateur autorisé ____________

Fonction du signataire DIRECTOR

Réservé à l'administration

1234-3596

Gouvernement du Québec
Déposé le

0 1 OCT. 1993

L'Inspecteur général des
Institutions financières

SCHEDULE A

ARTICLES OF CONTINUANCE

BISHOP RESOURCES INTERNATIONAL EXPLORATION INC./ RESSOURCES EXPLORATION INTERNATIONALES BISHOP INC.

DESCRIPTION OF SHARE CAPITAL

The shares which the Company is authorized to issue are:

1. An unlimited number of common shares, all without nominal or par value.

1.1 The holders of the common shares are entitled:

1.1.1 to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

1.1.2 to receive any dividend declared by the Company on the common shares; and

1.1.3 subject to the rights, restrictions, conditions and limitations attaching to any other class of shares of the Company, to receive the remaining property of the Company upon dissolution, liquidation or winding-up of the Company.

1.2 All of the common shares issued and outstanding before continuance shall be consolidated on the basis of one (1) common share to be issued upon the issuance of the Certificate of Continuance for every twelve (12) common shares issued and outstanding prior to the issuance of the Certificate of Continuance, the aforementioned pre-continuance common shares being cancelled and that an amount equal to the paid-up capital of the said issued and outstanding common shares prior to the issuance of the Certificate of Continuance to the Company shall, upon such issuance, be deducted therefrom and an amount equal thereto shall be added to the paid-up capital account to be maintained in respect of the common shares to be issued upon the issuance of the Certificate of Continuance.

.../

2. An unlimited number of preferred shares without nominal or par value ("preferred shares") which, as a class, have attached thereto the following:

2.1 the preferred shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of preferred shares including without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions;

2.2 the preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs, rank on a parity with the preferred shares of every other series and be entitled to preference over the common shares and over any other shares of the Company ranking junior to the preferred shares. The preferred shares of any series may also be given such other preferences, not inconsistent with these articles, over the common shares and any other shares of the Company ranking junior to such preferred shares as may be fixed in accordance with clause 2.1;

2.3 if any cumulative dividends or amounts payable on the return of capital in respect of a series of preferred shares are not paid in full, all series of preferred shares shall participate ratably in respect of accumulated dividends and return of capital;

2.4 the preferred shares of any series may be made convertible into common shares (provided that the total number of common shares into which the preferred shares are convertible shall not exceed ten million (10,000,000), subject to such adjustments for dilution, subdivision, consolidation and reclassification of the common shares as the directors may determine);

2.5 unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of preferred shares shall be entitled to one vote at a meeting of shareholders;

2.6 the holders of preferred shares of any series shall not, as such, be entitled to receive notice of, or to attend, any meeting of shareholders of the Company, nor shall they have any voting rights for the election of directors or for any other purpose, except to the extent otherwise determined by the board of directors of the Company in articles of amendment designating such series of preferred shares or of any series of preferred shares are entitled to vote separately as a class or series as provided in the Companies Act and any statute that may be substituted therefor, as from time to time amended (the "Act");

2.7 the provisions attaching to preferred shares as a class may be repealed, altered, modified or amended from time to time with such approval as may then be required by the Act to be given by the holders of preferred shares as a class; and

2.8 the formalities to be observed with respect to the calling and conduct of any meeting of holders of preferred shares as a class, or any joint meeting of holders of two (2) or more series of preferred shares, including, without limiting the generality of the foregoing, the giving of notice and the record dates therefor, the quorum therefor, the procedure and voting thereat, shall *mutatis mutandis* be those from time to time prescribed by the by-laws of the Company with respect to a meeting of shareholders.

3. Any shares of the Company which may have been issued in excess of the authorized capital of the Company prior to the issuance to the Company of the Certificate of Continuance and not issued in accordance with the Companies Act (Quebec) or the Mining Companies Act (Quebec) are hereby authorized and the capital stock and paid-up capital account of the Company being increased accordingly.

SCHEDULE B

ARTICLES OF CONTINUANCE

**BISHOP RESOURCES INTERNATIONAL EXPLORATION INC./
RESSOURCES EXPLORATION INTERNATIONALES BISHOP INC.**

OTHER PROVISIONS

1. The Directors may by resolution, when they deem it expedient:

   1.1 borrow money upon the credit of the Company;

   1.2 issue debentures or other securities of the Company and pledge or sell the same for such sums and at such prices as may be deemed expedient;

   1.3 notwithstanding the provisions of the Civil Code of Lower Canada, or any successor legislation thereto, hypothecate, mortgage or pledge the moveable or immoveable property, present or future, of the Company, to secure any such debentures or other securities, or give part only of such guarantee for such purposes; and constitute the hypothec, mortgage or pledge above mentioned, by trust deed, in accordance with Sections 28 and 29 of the Special Corporate Powers Act, R.S.Q. 1977, c. P-16, as amended, or in any other manner;

   1.4 hypothecate or mortgage the immoveable property of the Company or pledge or otherwise affect the moveable property, or give all such guarantees, to secure the payment of loans made otherwise than by the issue of debentures, as well as the payment or performance of any other debt, contract or obligation of the Company;

   1.5 Nothing herein limits or restricts the borrowing of money by the Company on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Company.

2. Subject to the provisions of the Companies Act (Quebec), the Company may purchase or otherwise acquire any shares issued by it from any holder of the same, and such purchase or acquisition need not be made pro rata from the holders of such shares.

3. Subject to Schedule A of the Articles of Continuance and the Companies Act (Quebec), the holder of a fractional share shall be entitled to that number of votes equal to one (1) multiplied by the fraction represented by such share and to notice of all meetings of shareholders of the Company.

SCHEDULE C

ARTICLES OF CONTINUANCE

BISHOP RESOURCES INTERNATIONAL EXPLORATION INC./ RESSOURCES EXPLORATION INTERNATIONALES BISHOP INC.

SHARE WARRANTS

1. The directors may, by resolution, with respect to any fully paid shares, authorize the issuance under the seal of the Company of a warrant stating that the bearer of the warrant is entitled to the share or shares therein specified, and may provide, by coupons or otherwise, for the payment of future dividends on the share or shares included in the warrant, hereafter termed a share warrant.

2. Share warrants shall be issued upon a request in writing. Such request shall be in such form and shall be authenticated by such sworn statement or other evidence, if any, as to the identity of the applicant, his domicile, residence, and right and title to the share or shares and otherwise as the directors may from time to time deem necessary, and such request and evidence shall be lodged with the head office of the Company.

3. Before the issue of a share warrant, the certificate, if any, then outstanding in respect of the shares intended to be included in such warrant shall be delivered to the Company unless the directors dispense with this condition and any person applying for a share warrant shall at the time of application pay such fee, if any, as the directors shall by resolution from time to time determine.

4. Share warrants shall be issued under the corporate seal of the Company and shall be signed by two persons one of whom holds the office of the chairman of the board, managing director, president, vice-president or director and the other of whom holds the office of secretary, treasurer, assistant secretary or assistant treasurer or any other office created by by-law or resolution of the board, whose signatures may be printed, stamped, or lithographed; and the share warrants shall be in such language and form and shall be issued in such numbers and denominations as the directors may from time to time determine.

5. The share warrants may have attached to them coupons payable to bearer for dividends upon the shares represented by the warrants, and the form and number of the said coupons and the

arrangements for the issue of fresh coupons upon exhaustion thereof shall be as the directors may from time to time determine.

6. The coupons shall not contain any statement of the amount payable in respect thereof nor of the of such payment but shall be identified by number. Upon any dividend being declared and becoming payable in respect of the shares specified in any share warrants whereon coupons have been attached, there shall be published a notice in a newspaper published in the City of Montreal and in such other place or places as the directors shall deem advisable, stating the amount per share payable, the number of the coupon in respect of which the dividend has been declared and the date and place or places of payment, and thereupon any person presenting and surrendering at any of such places of payment on or after the date stated in the said notice the coupon so specified, shall be entitled to receive such dividend as may be then payable in respect of such shares; and the Company shall be entitled to recognize the absolute right of the bearer for the time being of the coupons to the dividend payable in respect thereof and such dividends shall only be paid to him in the manner aforesaid and shall be a good discharge to the Company accordingly.

7. If any share warrant becomes worn out or defaced the directors may, upon surrender thereof for cancellation with all unmatured coupons annexed, issue or cause to be issued on such conditions as the directors may from time to time determine, a new one in its stead, and if any share warrant is lost or destroyed, the directors may issue or cause to be issued another in lieu thereof upon the loss or destruction being established to the Director's satisfaction and upon such indemnity being given to the Company as the board of directors shall think adequate, and upon payment of all expenses attending the investigation of evidence of loss or destruction and of the indemnity to the Company, as the board of directors shall from time to time determine, shall be paid to the Company by the person availing himself of these conditions.

8. If the bearer of a share warrant surrenders it to the Company to be cancelled together with all unmatured coupons and therewith lodges with the Company a declaration in writing in such form and authenticated by such evidence, if any, and in such manner as the directors may deem satisfactory, requesting to be registered as a shareholder in respect of the shares specified in the said share warrant and stating his name, address and occupation, he shall, subject to such conditions and upon payment of such fee as the directors shall determine, be entitled to have his name entered as

.../

a shareholder in the securities register and other registers of the Company and to receive a certificate or certificates in respect of the shares specified in the share warrant so surrendered.

9. The bearer of a share warrant shall be entitled to attend and vote in the capacity of shareholder at any meeting of the shareholders of the Company unless the shares represented by such share warrant are shares which, subject to the provisions of the Companies Act (Quebec), carry no right to vote.

Gouvernement du Québec
L'Inspecteur général des institutions financières

Formulaire 2
AVIS RELATIF À L'ADRESSE OU AU CHANGEMENT D'ADRESSE DU SIÈGE SOCIAL
Loi sur les compagnies
Partie 1A

1 Dénomination sociale ou numéro matricule
BISHOP RESOURCES INTERNATIONAL EXPLORATION INC./
RESSOURCES EXPLORATION INTERNATIONALES BISHOP INC.

2 Avis est donné par les présentes que l'adresse du siège social de la compagnie, dans les limites du district judiciaire indiqué dans les statuts, est la suivante:

Numéro civique	Nom de la rue
1	WESTMOUNT SQUARE , SUITE 1515

Localité: WESTMOUNT

Province ou pays	Code postal
QUEBEC	H3Z 2P9

La compagnie

par: (signature)

Fonction du signataire: DIRECTOR

Réservé à l'administration

1234-3596

Gouvernement du Québec
Déposé le

01 OCT. 1993

L'Inspecteur général des Institutions financières

C-212 -88

Gouvernement du Québec
L'Inspecteur général des institutions financières

Formulaire 4
AVIS RELATIF À LA COMPOSITION DU CONSEIL D'ADMINISTRATION
Loi sur les compagnies
Partie 1A

1 Dénomination sociale ou numéro matricule

BISHOP RESOURCES INTERNATIONAL EXPLORATION INC./
RESSOURCES EXPLORATION INTERNATIONALES BISHOP INC.

2 Les administrateurs de la compagnie sont:

Nom et prénom	Adresse résidentielle complète (incluant le code postal)	Profession
Gordon P. Petursson	R.R. 1, Golden Beach Road Bracebridge, Ontario P1L 1W8	Executive
Adrian B. Butt	3 Gem Place Etobicoke, Ontario M9W 2P4	Executive
Lord Simon Reading	Jaynes Court Bisley, Gloucestershire England GL6 7BE	Executive
Gunnar Jon Helgason	30 Wellington Street East Apartment 1106 Toronto, Ontario M5E 1S3	Chartered Accountant
Dr. Gene D. Solmundson	129 Montrose Street Winnipeg, Manitoba R3M 3L8	Surgeon Dentist

Si l'espace est insuffisant, joindre une annexe en deux (2) exemplaires.

La compagnie

par: [signature] (signature)

Fonction du signataire: DIRECTOR

Réservé à l'administration

1234-3596

Gouvernement du Québec
Déposé le

01 OCT. 1993

L'Inspecteur général des Institutions financières

C-214 -88