Industry Canada Industrie Canada

Certificate
of Continuance

Certificat
de prorogation

Canada Business
Corporations Act

Loi canadienne sur
les sociétés par actions

Southern Cross Resources Inc.

636424-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the Canada Business Corporations Act, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la Loi canadienne sur les sociétés par actions, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Richard G. Shaw
Director - Directeur

March 17, 2005 / le 17 mars 2005

Date of Continuance - Date de la prorogation

Canada

Industry Canada | Industrie Canada

Canada Business Corporations Act | Loi canadienne sur les sociétés par actions

ELECTRONIC TRANSACTION REPORT | **RAPPORT DE LA TRANSACTION ÉLECTRONIQUE**

ARTICLES OF CONTINUANCE (SECTION 187) | CLAUSES DE PROROGATION (ARTICLE 187)

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

Request Number: / Numéro de Demande: 1811286

Business No.: / N° d'entreprise:

Taxation year-end (MM-DD)**: / Fin de l'année d'imposition** (MM-JJ)**:** 12-31

1. **Name of the Corporation**
Dénomination sociale de la société
Southern Cross Resources Inc.

2. **The province or territory in Canada where the registered office is to be situated**
La province ou le territoire Canada où se situera le siège social
ON

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
The annexed Schedule A is incorporated in this form.
L'annexe A ci-jointe fait partie intégrante de la présente formule.

4. **Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu**
The annexed Schedule B is incorporated in this form.
L'annexe B ci-jointe fait partie intégrante de la présente formule.

5. **Number (or minimum and maximum number) of directors**
Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum: 3 Maximum: 10

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
The annexed Schedule C is incorporated in this form.
L'annexe C ci-jointe fait partie intégrante de la présente formule.

7. **(1) If the corporation is changing its name on this continuance, what was the corporation's previous name?**
Si la société change sa dénomination sociale avec cette prorogation, quelle était sa dénomination social antérieure?
Not applicable.

(2) Details of incorporation - Détails de la constitution
The annexed Schedule D is incorporated in this form.
L'annexe D ci-jointe fait partie intégrante de la présente formule.

8. **Other provisions, if any - Autres dispositions, s'il y a lieu**
The annexed Schedule E is incorporated in this form.
L'annexe E ci-jointe fait partie intégrante de la présente formule.

Date	Name - Nom	Signature	Capacity of - en qualité de
2005-03-17	DONALD FALCONER		AUTHORIZED OFFICER

Canada

SCHEDULE / ANNEXE A

1. The Corporation is authorized to issue an unlimited number of shares, designated as common shares ("Common Shares").

2. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(a) the holders of the Common Shares shall be entitled to vote at all meetings of shareholders;

(b) the holders of the Common Shares shall be entitled to receive dividends as and when declared by the board of directors of the Corporation; and

(c) the holders of the Common Shares shall, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, be entitled to receive the remaining property of the Corporation in the event of liquidation, dissolution or winding-up of the Corporation.

SCHEDULE / ANNEXE B

None.

SCHEDULE / ANNEXE C

None.

SCHEDULE / ANNEXE D

Incorporated under the Business Corporations Act (Ontario) on January 2, 1997 under the name “Southern Cross Resources Inc.”

SCHEDULE / ANNEXE E

(1) Subject to the provisions of the Canada Business Corporations Act, as amended or re-enacted from time to time, the directors may, without authorization of the shareholders;

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

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

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

(d) charge, 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

(e) by resolution, delegate any or all such powers to a director, a committee of directors or an officer of the Corporation.

(2) The Corporation shall have a minimum of three (3) and a maximum of ten (10) directors, the precise number to be determined from time to time by resolution of the Board of Directors of the Corporation and, until the precise number is so determined, such number shall be deemed to be seven (7); and

(3) The directors of the Corporation are authorized to appoint one or more directors from time to time, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders following their appointment, provided that the total number of directors so appointed between annual meetings may not exceed one-third of the number of directors elected at the previous annual meeting.