

43050

FEBRUARY 12 FÉVRIER, 2004

[Signature]

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

ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

Form 3
Business
Corporations
Act

• **Formule 3**
Loi sur les
sociétés par
actions

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

[illegible]

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):

[illegible]

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

1937-03-03

(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 or minimum and maximum
 Nombre ou minimum et maximum

11 of 11

--	--

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

To subdivide each of the issued common shares of the Corporation into two (2) common shares of the Corporation as at the close of business on February 13, 2004, the record date for the said subdivision.

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

2004-Jan-29

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

These articles are signed in duplicate.

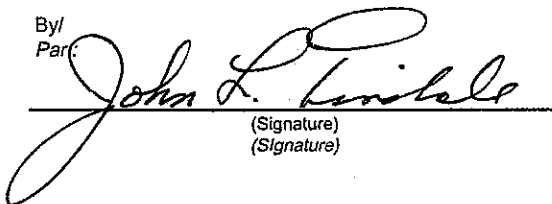
Les présents statuts sont signés en double exemplaire.

LAKOTA RESOURCES INC.

(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)

John L. Tindale, Director

(Description of Office)
(Fonction)

 For Ministry Use Only
Usage exclusif du ministère
**Consumer and
Business Services**

CERTIFICATE
This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises
CERTIFICAT
Ceci certifie que les présents status
entrent en vigueur le

Ontario Corporation Number
Numéro de la société en Ontario

43050

.....DECEMBER 1 3 DÉCEMBRE 2002.....


Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

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

[illegible]

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):

[illegible]

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

1937, March, 3rd

(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 (or minimum and maximum number) of directors is/are:

Nombre (ou nombres minimal et maximal)
d'administrateurs :

number
nombre

or
ou

minimum
minimal

and
et

maximum
maximal

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

To subdivide each of the issued common shares of the Corporation into two (2) common shares of the Corporation as at the close of business on December 13, 2002, the record date for the said subdivision.

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

2002 November 27

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

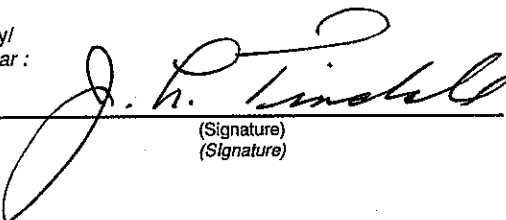
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

LAKOTA RESOURCES INC.

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

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

By/
 Par :


 (Signature)
 (Signature)

JOHN L. TINDALE, Director

(Description of Office)
 (Fonction)

CERTIFICATE
This is to certify that these
articles are effective on

Ministère de
la Consommation
et du Commerce
CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

Ontario Corporation Number
Numéro de la compagnie en Ontario

43050

.....NOVEMBER 21 NOVEMBRE, 1994.....

Director / Directeur
Business Corporations Act / Loi de sur les compagnies

TRANS
CODE

1

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:*

[illegible]

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

[illegible]

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

3 MARCH 1937

(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:

- (a) the name of the Corporation is changed to **Lakota Resources Inc.**;
- (b) the minimum number of directors of the Corporation shall be 3 and the maximum number of directors of the Corporation shall be 9;
- (c) the Corporation's 3,667,790 issued and outstanding common shares are hereby changed into a maximum of 1,047,940 common shares, by consolidating the issued and outstanding shares on a one for three and one half basis;
- (d) the objects contained in the Articles of the Corporation, namely in the Letters Patent creating the Corporation on March 3, 1937, are hereby deleted;

- (e) there shall be no restrictions on the business the Corporation may carry on or on powers the Corporation may exercise;
- (f) the provisions contained in the Articles of the Corporation, namely in the Letters Patent, dated March 3, 1937, beginning with the provisions which state "AND IT IS HEREBY ORDAINED AND DECLARED that the Company shall be subject to the provisions of Part XI of the Companies Act" and ending with those provisions which end with "PROVIDED, however, that the said commission shall not exceed twenty-five per centum of the amount realized upon the sale of such shares." are hereby deleted; and
- (g) the number of common shares which the Corporation is authorized to issue is increased to an unlimited number.

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

18 NOVEMBER 1994

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

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

NEW ATHONA MINES LIMITED

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

By/Par George D. Bruner President
(Signature) (Description of Office)
(Signature) (Fonction)



Ontario

Ministry of
Consumer and
Commercial
Relations

**THIS IS TO CERTIFY THAT THESE
ARTICLES ARE EFFECTIVE ON**

OCTOBER 6, 1981

1601/17.

CONTROLLER OF RECORDS
COMPANIES SERVICES BRANCH

Trans.
Code
C
18

[illegible]

ARTICLES OF AMENDMENT

FORM 4
THE BUSINESS
CORPORATIONS
ACT

1. THE NAME OF THE CORPORATION IS

[illegible]

2. DATE OF INCORPORATION/AMALGAMATION March 3, 1937
(DAY, MONTH AND YEAR)

3. THE FOLLOWING IS A CERTIFIED COPY OF THE RESOLUTION AMENDING THE ARTICLES OF THE CORPORATION:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The issued and unissued shares of the Corporation with a par value of \$1.00 each be and they are hereby changed into shares without par value.
2. Any two officers or directors of the Corporation be and they are hereby authorized to execute and deliver articles of amendment to the Companies Branch, Ministry of Consumer and Commercial Relations."

4. THE AMENDMENT HAS BEEN DULY AUTHORIZED AS REQUIRED BY SUBSECTIONS 2, 3 AND 4 (AS APPLICABLE) OF SECTION 189 OF THE BUSINESS CORPORATIONS ACT.
5. THE RESOLUTION AUTHORIZING THE AMENDMENT WAS CONFIRMED BY THE SHAREHOLDERS OF THE CORPORATION ON October 2, 1981
6. THESE ARTICLES ARE EXECUTED IN DUPLICATE FOR DELIVERY TO THE MINISTER.

CERTIFIED

NEW ATHONA MINES LIMITED

(NAME OF CORPORATION)

(CORPORATE SEAL)

BY

(SIGNATURE)

John T. Tokarsky

(DESCRIPTION OF OFFICE)

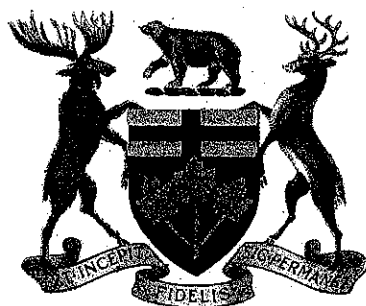
Secretary

(SIGNATURE)

Harold Mason

(DESCRIPTION OF OFFICE)

President



Province of Ontario

By the Honourable

DANA PORTER,

ACTING Provincial Secretary

To all to whom these Presents shall Come

Greeting

Whereas *The Corporations Act, 1953 provides that the Lieutenant-Governor may in his discretion issue Supplementary Letters Patent to a Corporation amending or otherwise altering or modifying the Letters Patent or prior Supplementary Letters Patent of the Corporation;*

And Whereas *by the said Act it is further provided that the Provincial Secretary may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant-Governor;*

And Whereas *by its application in that behalf the Corporation herein named has applied for Supplementary Letters Patent for the purpose hereinafter set out;*

And Whereas *it has been made to appear that the said Corporation has complied with the conditions precedent to the issue of the desired Supplementary Letters Patent;*

Now Therefore Know Ye *that I*

DANA PORTER,

Acting Provincial Secretary.

under the authority of the hereinbefore in part recited Statute

Do by these Supplementary Letters Patent to

ATHONA MINES (1937) LIMITED

incorporated by Letters Patent dated
the third day of March, A. D. 1937

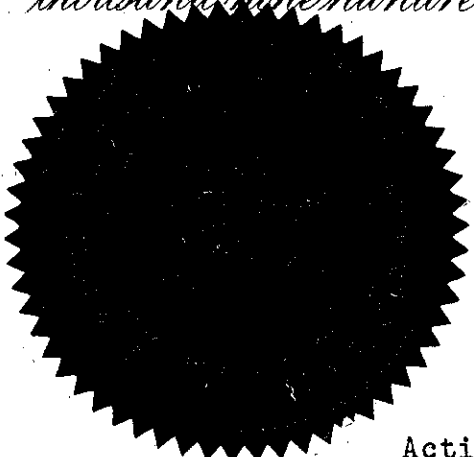
(a) CHANGE the name of the Company to

New Athona Mines Limited;

(b) DECREASE the authorized capital of the Company from Five Million dollars (\$5,000,000) to One Million Two Hundred and Fifty Thousand dollars (\$1,250,000) by cancelling pro rata Three Million Seven Hundred and Fifty Thousand (3,750,000) issued shares with a par value of One dollar (\$1) each; and

(c) INCREASE the authorized capital of the Company from One Million Two Hundred and Fifty Thousand dollars (\$1,250,000) to Five Million dollars (\$5,000,000) by creating an additional Three Million Seven Hundred and Fifty Thousand (3,750,000) shares with a par value of One dollar (\$1) each, ranking on a parity with the existing shares of the Company.

Given under my hand and Seal of office at the City of Toronto
in the said Province of Ontario this — twenty-ninth —
day of — November — in the year of Our Lord one
thousand nine hundred and — fifty-four. —



Dana Porter

Acting Provincial Secretary.

Dated November 29, *A.D.* 1954

Province of Ontario

Supplementary

Letters Patent

ATHONA MINES (1937) LIMITED

Changing its name to

New Athona Mines Limited

and for the other purposes
therein set forth.

*Recorded this eighth
day of December A.D. 1954
as Number 86
in Liber 647*

Grace C. Dunsford

Grace C. Dunsford
Recording Officer

PROVINCIAL SECRETARY'S OFFICE
TORONTO, ONTARIO.



Province of Ontario

By the Honourable

HARRY CORWIN NIXON,

Provincial Secretary.

To all to whom these Presents shall Come
Greeting

Whereas *The Companies Act provides that with the exceptions therein mentioned the Lieutenant-Governor may by Letters Patent create and constitute bodies corporate and politic for any of the purposes to which the authority of the Legislature of Ontario extends.*

And Whereas *by the said Act it is further provided that the Provincial Secretary may under the Seal of his office have, use, exercise, and enjoy any power, right, or authority conferred by the said Act on the Lieutenant-Governor;*

And Whereas *by their Petition in that behalf the persons herein mentioned have prayed for a Letters Patent constituting them a body corporate and politic for the due carrying out of the undertaking hereinafter set forth;*

And Whereas *it has been made to appear that the said persons have complied with the conditions precedent to the grant of the desired Letters Patent and that the said undertaking is within the scope of the said Act;*

Now Therefore Know Ye *that under the authority of the hereinbefore in part recited Act I do by these Letters Patent constitute the Persons hereinafter named that is to say:*

William Batten McPherson and Edmund Batten McPherson, Solicitors; Margaret Duncan Gray and Elsie May Howells, Secretaries; and Jean Kirkaldy Moore, Stenographer; all of the City of Toronto, in the County of York and Province of Ontario; and any others who have become subscribers to the memorandum of agreement of the Company, and persons who hereafter become shareholders therein, a corporation under the name of

ATHONA MINES (1937) LIMITED

(No Personal Liability)

for the following purposes and objects, that is to say: _____

(a) TO acquire, own, lease, prospect for, open, explore, develop, work, improve, maintain and manage mines and mineral lands and deposits, and to dig for, raise, crush, wash, smelt, assay, analyze, reduce, amalgamate, refine, pipe, convey and otherwise treat ores, metals and minerals, whether belonging to the Company or not, and to render the same merchantable and to sell or otherwise dispose of the same or any part thereof or interest therein; and

(b) TO take, acquire and hold as consideration for ores, metals or minerals sold or otherwise disposed of or for goods supplied or for work done by contract or otherwise, shares, debentures or other securities of or in any other company having objects similar, in whole or in part, to those of the Company hereby incorporated and to sell and otherwise dispose of the same; _____

THE CAPITAL of the Company to be Five Million dollars divided into Five Million shares of One dollar each; _____

THE HEAD OFFICE of the Company to be situate at the said City of Toronto; and

THE PROVISIONAL DIRECTORS of the Company to be William Batten McPherson, Edmund Batten McPherson, Margaret Duncan Gray, Elsie May Howells and Jean Kirkaldy Moore, hereinbefore mentioned; —

AND IT IS HEREBY ORDAINED AND DECLARED that the said Company shall be subject to the provisions of Part XI of The Companies Act; —

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED THAT (1) The Company may issue share warrants with all the powers and subject to the provisions of The Companies Act; (2) Share warrants shall be issued under the seal of the Company and shall either (a) be signed by the President or Vice-President and countersigned by the Secretary or some other officer appointed by the board for that purpose; or (b) be signed by such persons as may be specifically authorized and empowered to sign the same for and on behalf of the Company by by-law of the Company duly enacted; and (3) The bearer of a share warrant shall be deemed to be a shareholder of the Company and the Company may pass by-laws respecting the language and form of such share warrants and coupons and may provide for the payment of dividends thereon; —

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED:

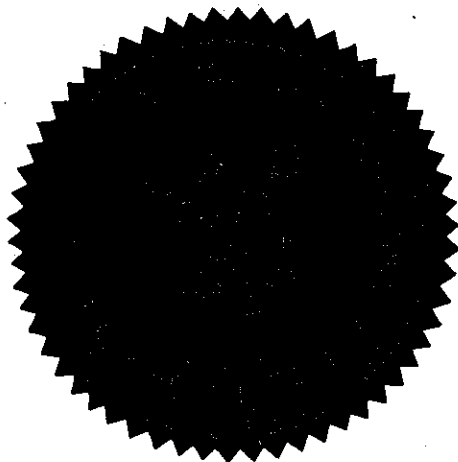
(1) THAT the directors may decline to register a transfer of shares belonging to a shareholder who is indebted to the Company; —

(2) THAT the Company may hold meetings of its shareholders, directors and executive committees (if any) at any place other than the head office either within or without the Province of Ontario; and

(3) THAT the shareholders of the Company may from time to time by a three-fifths vote remove any director or directors before the expiration of his or their period of office and appoint another qualified person or persons in his or their stead for the balance of his or their term, at a special general meeting of which notice specifying the intention to pass such resolution shall have been given; _____

AND THE COMPANY IS HEREBY AUTHORIZED to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company; PROVIDED, however, that the said commission shall not exceed twenty-five per centum of the amount realized upon the sale of such shares.

*Given under my hand and Seal of office at the City of Toronto
in the said Province of Ontario this — third —
day of — March — in the year of Our Lord one
thousand nine hundred and thirty-seven. —*



A. E. Meeson
Provincial Secretary

Dated March 3, *A.D.* 1937

Province of Ontario

Letters Patent

Incorporating

ATHONA MINES (1937)

LIMITED

(No Personal Liability)

Recorded this 9th
day of March A.D. 1937
as Number 53
in Liber 340. _____

F. J. Johns.
Assistant Provincial Secretary

PROVINCIAL SECRETARY'S OFFICE
TORONTO, ONTARIO.

FORM NF 205.