



Number: C0852402

**CERTIFICATE
OF
CHANGE OF NAME**

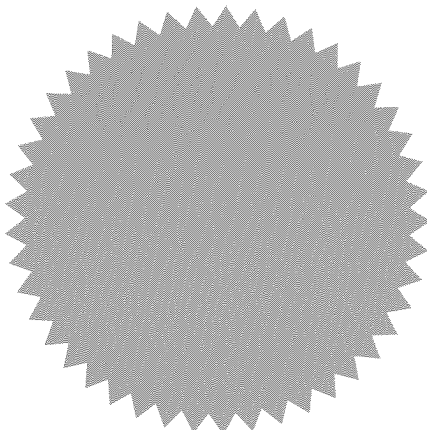
BUSINESS CORPORATIONS ACT

I Hereby Certify that VIRGINIA ENERGY RESOURCES INC. changed its name to ANTHEM RESOURCES INCORPORATED on September 27, 2012 at 07:47 AM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On September 27, 2012*



CAROL PREST
Registrar of Companies
Province of British Columbia
Canada





CERTIFIED COPY

Of a Document filed with the Province of
British Columbia Registrar of Companies

Notice of Articles

BUSINESS CORPORATIONS ACT

CAROL PREST

This Notice of Articles was issued by the Registrar on: September 27, 2012 07:47 AM Pacific Time

Incorporation Number: C0852402

Recognition Date and Time: Continued into British Columbia on May 21, 2009 01:49 PM Pacific Time

NOTICE OF ARTICLES

Name of Company:

ANTHEM RESOURCES INCORPORATED

REGISTERED OFFICE INFORMATION

Mailing Address:

611 - 675 WEST HASTINGS STREET
VANCOUVER BC V6B 1N2
CANADA

Delivery Address:

611 - 675 WEST HASTINGS STREET
VANCOUVER BC V6B 1N2
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

611 - 675 WEST HASTINGS STREET
VANCOUVER BC V6B 1N2
CANADA

Delivery Address:

611 - 675 WEST HASTINGS STREET
VANCOUVER BC V6B 1N2
CANADA

DIRECTOR INFORMATION**Last Name, First Name, Middle Name:**

Netolitzky, Ronald K.

Mailing Address:

611 - 675 WEST HASTINGS STREET
VANCOUVER BC V6B 1N2
CANADA

Delivery Address:

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VANCOUVER BC V6B 1N2
CANADA

Last Name, First Name, Middle Name:

Hochstein, Ron

Mailing Address:

611 - 675 WEST HASTINGS STREET
VANCOUVER BC V6B 1N2
CANADA

Delivery Address:

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VANCOUVER BC V6B 1N2
CANADA

Last Name, First Name, Middle Name:

Matthews, Robert

Mailing Address:

611 - 675 WEST HASTINGS STREET
VANCOUVER BC V6B 1N2
CANADA

Delivery Address:

611 - 675 WEST HASTINGS STREET
VANCOUVER BC V6B 1N2
CANADA

Last Name, First Name, Middle Name:

Ingram, Robert

Mailing Address:

611 - 675 WEST HASTINGS STREET
VANCOUVER BC V6B 1N2
CANADA

Delivery Address:

611 - 675 WEST HASTINGS STREET
VANCOUVER BC V6B 1N2
CANADA

Last Name, First Name, Middle Name:

Grosskopf, Peter

Mailing Address:

611 -675 WEST HASTINGS STREET
VANCOUVER BC
CANADA

Delivery Address:

611 -675 WEST HASTINGS STREET
VANCOUVER BC
CANADA

Last Name, First Name, Middle Name:

Coles, Walter Sr.

Mailing Address:

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VANCOUVER BC V6B 1N2
CANADA

Delivery Address:

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VANCOUVER BC V6B 1N2
CANADA

Last Name, First Name, Middle Name:

Reynolds, Norman

Mailing Address:

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VANCOUVER BC V6B 1N2
CANADA

Delivery Address:

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VANCOUVER BC V6B 1N2
CANADA

Last Name, First Name, Middle Name:

Coles, Walter Jr.

Mailing Address:

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VANCOUVER BC V6B 1N2
CANADA

Delivery Address:

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VANCOUVER BC V6B 1N2
CANADA

RESOLUTION DATES:

Date(s) of Resolution(s) or Court Order(s) attaching or altering Special Rights and Restrictions attached to a class or a series of shares:

August 22, 2012

August 22, 2012

AUTHORIZED SHARE STRUCTURE

1.	No Maximum	COMMON Shares	Without Par Value
			Without Special Rights or Restrictions attached