

6. Number of directors is/are:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1

10

7. The director(s) is/are: / Administrateur(s)
 First name, middle names and
 surname
*Prénom, autres prénoms et nom de
 famille*

Address for service, giving Street & No. or R.R. No.,
 Municipality, Province, Country and Postal Code
*Domicile élu, y compris la rue et le numéro ou le numéro de la
 R.R., le nom de la municipalité, la province, le pays et le code
 postal*

Resident Canadian
 State 'Yes' or 'No'
*Résident canadien
 Oui/Non*

ROBERT HINCHCLIFFE

360 BAY STREET, SUITE 500
 TORONTO, ONTARIO
 M5H 2V6

No

ROBB DOUB

360 BAY STREET, SUITE 500
 TORONTO, ONTARIO
 M5H 2V6

No

PABLO ORSOLANI

360 BAY STREET, SUITE 500
 TORONTO, ONTARIO
 M5H 2V6

No

LARRY STRAUSS

360 BAY STREET, SUITE 500
 TORONTO, ONTARIO
 M5H 2V6

Yes

MIKE SUTTON

360 BAY STREET, SUITE 500
 TORONTO, ONTARIO
 M5H 2V6

Yes

8. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

9. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of common shares, without par value.

10. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

- (a) the holders of the common shares shall be entitled to receive dividends on the common shares as and when declared by the board of directors;
- (b) the holders of the common shares shall be entitled to one (1) vote for each common share held by them at all meetings of the shareholders; and
- (c) the holders of the common shares shall be entitled to receive the remaining property of the Corporation upon dissolution.

11. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

None.

12. Other provisions, (if any):
Autres dispositions s'il y a lieu :

(a) The board of directors may from time to time, without authorization of the shareholders:

(i) borrow money upon the credit of the Corporation;

(ii) issue, reissue, sell or pledge debt obligations of the Corporation;

(iii) subject to the Business Corporations Act (Ontario), give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(iv) 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.

Nothing in this subparagraph (a) limits or restricts the borrowing of money by the Corporation on bill of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

The board of directors may from time to time by resolution delegate to such one or more of the directors and officers of the Corporation as may be designated by the board any or all of the powers conferred on the board of directors above to such extent and in such manner as the board shall determine at the time of such delegation.

(b) For greater certainty, but without in any way limiting the powers conferred on the board of directors hereunder, for the purpose of clause (iv) of subparagraph (a) above, "property" shall include and be deemed to include, without limitation, both moveable and immovable property.

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.
La société s'est conformée au paragraphe 180(3) de la Loi sur les sociétés par actions.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on
Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le

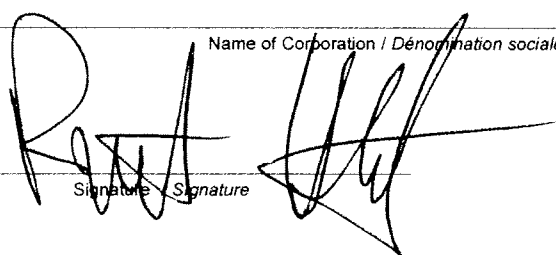
2010-06-28

Year, Month, Day
année, mois, jour

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.
Le maintien de la société en vertu de la Loi sur les sociétés par actions a le même effet que si la société avait été constituée en vertu de cette loi.

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

GALWAY RESOURCES LTD.

By/Par  Name of Corporation / Dénomination sociale de la société
 Signature Signature

ROBERT HINCHCLIFFE

Print name of signatory / Nom du signataire en lettres moulées

DIRECTOR, PRESIDENT AND CHIEF EXECUTIVE OFFICER

Description of Office / Fonction

These articles **must** be signed by a director or officer of the corporation (e.g. president, secretary)
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).