

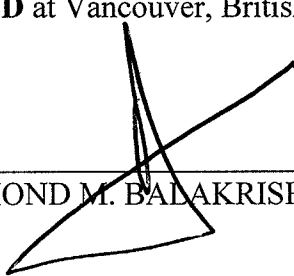
ARCO RESOURCES CORP.

**CERTIFICATE OF TRUE AND CORRECT COPY
OF ALTERATIONS TO
ARTICLES OF THE COMPANY**

**APPROVED AT AN ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS HELD ON OCTOBER 26, 2010
AT 11:00 AM PACIFIC TIME**

The undersigned, Desmond M. Balakrishnan, signing in my capacity as corporate counsel of Arco Resources Corp. (and hereinafter referred to as the "*Company*"), hereby certify, to the best of my knowledge, information and belief, after having made due inquiry, that the attached extracts from Ordinary Resolutions Approved at an Annual General and Special Meeting of Shareholders held on October 26, 2010, altering the Articles of the Company received for deposit at the records office on December 9, 2010 at 1:00 PM Pacific Time, are a true and correct copy of such alterations.

DATED at Vancouver, British Columbia, effective on this 21st day of December, 2010.



DESMOND M. BALAKRISHNAN

Article 2.3, Article 2.4, Article 2.6, Article 5.1, (a), (b), (c) & (d),
Article 5.2, Article 5.4, (a) & (b), Articles 12.5
- Alterations pursuant to Ordinary Resolutions

Approved at an Annual General and Special Meeting of Shareholders of
Arco Resources Corp. (the "Company") held on October 26, 2010 at 11:00 AM
and received for deposit at the records office on **December 9, 2010 at 1:00 AM Pacific Time**
in accordance with the Provisions of the *Business Corporations Act* (British Columbia).

Changes to Article 2.3, Article 2.4, Article 2.6, Article 5.1, (a), (b), (c) & (d)
Article 5.2, Article 5.4 (a) & (b), Article 12.5
effective December 9, 2010 at 1:00 PM Pacific Time –

ALTERATIONS TO ARTICLES

Shareholder Entitled to Certificate Acknowledgment or Written Notice

2.3 Unless the shares of which the shareholder is the registered owner are uncertificated shares, each shareholder is entitled, without charge, to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder's name or (b) a non-transferable written acknowledgment of the shareholder's right to obtain such a share certificate, provided that in respect of a share held jointly by several persons, the Company is not bound to issue more than one share certificate and delivery of a share certificate for a share to one of several joint shareholders or to one of the shareholders' duly authorized agents will be sufficient delivery to all. The Company must send to a holder of an uncertificated share a written notice containing the information required by the Act within a reasonable time after the issue or transfer of such share.

Delivery by Mail

2.4 Any share certificate or non-transferable written acknowledgment of a shareholder's right to obtain a share certificate, or written notice of the issue or transfer of an uncertificated share may be sent to the shareholder by mail at the shareholder's registered address and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate, acknowledgement or written notice is lost in the mail or stolen.

Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgment

2.6 If a share certificate or a non-transferable written acknowledgment of a shareholder's right to obtain a share certificate is lost, stolen or destroyed, a replacement share certificate or acknowledgment, as the case may be, must be issued to the person entitled to that share certificate or acknowledgment, if the requirements of the Act are satisfied, as the case may be, if the directors receive:

Registering Transfers

5.1 A transfer of a share must not be registered unless the Company or the transfer agent or registrar for the class or series of shares to be transferred has received:

- (a) except as exempted by the Act, a written instrument of transfer in respect of the share (which may be a separate document or endorsed on the share certificate for the shares transferred) made by the shareholder or other appropriate person or by an agent who has actual authority to act on behalf of the person;
- (b) if a share certificate has been issued by the Company in respect of the share to be transferred, that share certificate has been surrendered to the Company; and
- (c) if a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate has been issued by the Company in respect of the share to be transferred, that acknowledgment has been surrendered to the Company;
- (d) such other evidence, if any, as the Company or the transfer agent or registrar for the class or series of share to be transferred may require to prove the title of the transferor or the transferor's right to transfer the share, that the written instrument of transfer is genuine and the right of the transferee to have the transfer registered.

Form of Instrument of Transfer

5.2 The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates or in any other form that may be approved by the directors from time to time or by the transfer agent or registrar for those shares.

Signing of Instrument of Transfer

5.4 If a shareholder, or his or her duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified, all the shares represented by the share certificates or set out in the written acknowledgments deposited with the instrument of transfer, or if the shares are uncertificated shares, then all of the shares registered in the name of the shareholder on the central securities register:

- (a) in the name of the person named as transferee in that instrument of transfer; or

(b) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered.

the following paragraph under Article 12.5:

Evidence of the appointment of any such representative may be sent to the Company by written instrument, fax or any other customary method transmitting recorded messages.