



Industry Canada

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**Restated Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution à jour**

**Loi canadienne sur
les sociétés par actions**

Alliance Mining Corp.

401017-5

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of incorporation of the above-named corporation were restated under section 180 of the *Canada Business Corporations Act* as set out in the attached restated articles of incorporation.

Je certifie que les statuts constitutifs de la société susmentionnée ont été mis à jour en vertu de l'article 180 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les statuts mis à jour ci-joints.

Richard G. Shaw
Director - Directeur

June 22, 2007 / le 22 juin 2007

Effective Date of Restatement -
Date d'entrée en vigueur de la mise à jour



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Canada Business
Corporations Act

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Loi canadienne sur les
sociétés par actions

FORM 7
RESTATED ARTICLES OF
INCORPORATION
(SECTION 180)

FORMULE 7
STATUTS CONSTITUTIFS
MIS À JOUR
(ARTICLE 180)

1 - Name of the Corporation - Dénomination sociale de la société Alliance Mining Corp.		Corporation No. - N° de la société 401017-5
2 - The province or territory in Canada where the registered office is situated British Columbia		La province ou le territoire au Canada où est situé le siège social
3 - The classes and any maximum number of shares that the corporation is authorized to issue The annexed Schedule 1 is incorporated in this form.		Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
4 - Restrictions, if any, on share transfers The annexed Schedule 2 is incorporated in this form.		Restrictions sur le transfert des actions, s'il y a lieu
5 - Number (or minimum and maximum number) of directors Minimum: 3 Maximum: 12		Nombre (ou nombre minimal et maximal) d'administrateurs
6 - Restrictions, if any, on business the corporation may carry on The annexed Schedule 3 is incorporated in this form.		Limites imposées à l'activité commerciale de la société, s'il y a lieu
7 - Other provisions, if any The annexed Schedule 4 is incorporated in this form.		Autres dispositions, s'il y a lieu

These restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

Cette mise à jour des statuts constitutifs démontre exactement, sans changement substantiel, les dispositions correspondantes des statuts constitutifs; modifiés qui remplacent les statuts constitutifs originaux.

Date June 18, 2007	Signature 	B - Capacity of - En qualité de President / Director
For Departmental Use Only À l'usage du ministère seulement Filed Déposée	Printed Name - Nom en lettres moulées Jan C. Ross	

SCHEDULE 1

TWO CLASSES OF SHARES:

The corporation is authorized to issue Class A and Class B shares with the following rights, privileges, restrictions and conditions:

1. Class A shares, without nominal or par value, the holders of which are entitled:
 - (a) to vote at all meetings of shareholders except meetings at which only holders of a specified class of shares are entitled to vote; and
 - (b) to receive the remaining property of the corporation upon dissolution.
2. Class B shares, which shall carry the right:
 - (a) to a dividend as fixed by the board of directors and
 - (b) upon the liquidation or winding-up of the corporation, to repayment of the amount paid for such share (plus any declared and unpaid dividends) in priority to the Class A shares, but they shall not confer a right to any further participation in profits or assets.
3. The holders of Class B shares shall not be entitled to vote at all meetings of shareholders except as otherwise specifically provided in the *Canada Business Corporations Act*.

SCHEDULE 2

RESTRICTIONS ON SHARE TRANSFERS:

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

- (a) the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors of the Corporation; OR
- (b) the shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the shareholders who voted in respect of the resolution or signed by all shareholders entitled to vote on that resolution; OR
- (c) until the company becomes a reporting issuer in a canadian jurisdiction and becomes listed on a exchange or over the counter trading platform.

SCHEDULE 3

None

SCHEDULE 4

OTHER PROVISIONS:

- (a) The number of shareholders to be set as “unlimited number of shareholders”.
- (b) Any invitation to the public to subscribe for securities of the corporation must be within the laws of that jurisdiction.
- (c) If authorized by by-law which is duly made by the directors and confirmed by ordinary resolution of the shareholders, the directors of the Corporation may from time to time:
 - (i) borrow money upon the credit of the Corporation;
 - (ii) issue, reissue, sell or pledge debt obligations of the Corporation; and
 - (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired to secure any debt obligation of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

- (d) The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders.