

CORPORATE ACCESS NUMBER: 2013615881

COPY

**Alberta**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**ATLAS MINERALS INC.  
IS THE RESULT OF AN AMALGAMATION FILED ON 2007/11/09.**



**Articles of Amalgamation  
For  
ATLAS MINERALS INC.**

**Share Structure:** SEE ATTACHED SCHEDULE "A"  
**Share Transfers Restrictions:** NO RESTRICTIONS  
**Number of Directors:**  
**Min Number of Directors:** 3  
**Max Number of Directors:** 9  
**Business Restricted To:** NONE  
**Business Restricted From:** NONE  
**Other Provisions:** SEE ATTACHED SCHEDULE "B"

**Registration Authorized By: BRENT J. WALTER  
SOLICITOR**

# Articles of Amalgamation

Business Corporations Act  
Section 185

1. Name of Amalgamated Corporation

ATLAS MINERALS INC.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

SEE ATTACHED SCHEDULE "A"

3. Restrictions on share transfers (if any):

NO RESTRICTIONS

4. Number, or minimum and maximum number of directors:

MINIMUM OF THREE (3) AND A MAXIMUM OF NINE (9).

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

NONE

6. Other provisions (if any):

SEE ATTACHED SCHEDULE "B"

7. Name of Amalgamating Corporations

Corporate Access Number

CUMBRE VENTURES INC.	2013597964
ATLAS MINERALS INC.	2012372401

Leslie Vickers  
Name of Person Authorizing (please print)  
CEO  
Title (please print)

\_\_\_\_\_  
Identification  
11/9/07  
Date

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.

Schedule "A"

The Corporation is authorized to issue:

- (a) One class of shares, to be designated as "Common Shares", in an unlimited number; and
- (b) One class of Shares, to be designated as "Preferred Shares", issuable in series, in an unlimited number;

such shares having attached thereto the following rights, privileges, restrictions and conditions:

**A. Common Shares**

The Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) the holders of the Common Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote for each Common Share held, except meetings at which only holders of a specified class of shares are entitled to vote pursuant to the *Business Corporations Act (Alberta)*;
- (ii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive any dividend declared by the Corporation; and
- (iii) subject to the prior right and privileges attaching to any other class of shares of the Corporation, the right to receive the remaining property and assets of the Corporation upon dissolution.

**B. Preferred Shares**

The Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) the Preferred Shares may at any time and from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the directors of the Corporation; and
- (ii) subject to the provisions of the *Business Corporations Act (Alberta)*, the directors of the Corporation may by resolution fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to each series of the Preferred Shares.

# Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2007/11/09

Corporate Access Number: 2013615881

Service Request Number: 10801786  
Alberta Corporation Type: Named Alberta Corporation  
Legal Entity Name: ATLAS MINERALS INC.  
French Equivalent Name:  
Nuans Number:  
Nuans Date:  
French Nuans Number:  
French Nuans Date:

## REGISTERED ADDRESS

Street: SUITE 2, 880 - 16TH AVENUE SW  
Legal Description:  
City: CALGARY  
Province: ALBERTA  
Postal Code: T2R 1J9

## RECORDS ADDRESS

Street: SUITE 2, 880 - 16TH AVENUE SW  
Legal Description:  
City: CALGARY  
Province: ALBERTA  
Postal Code: T2R 1J9

## ADDRESS FOR SERVICE BY MAIL

Post Office Box:  
City:  
Province:  
Postal Code:  
Internet Mail ID:

Share Structure: SEE ATTACHED SCHEDULE "A"  
Share Transfers Restrictions: NO RESTRICTIONS  
Number of Directors:  
Number Of Directors: 3  
Max Number Of Directors: 9

**Business Restricted To:** NONE  
**Business Restricted From:** NONE  
**Provisions:** SEE ATTACHED SCHEDULE "B"

**Professional Endorsement Provided:**  
**Future Dating Required:**  
**Registration Date:** 2007/11/09

**Director**

**Last Name:** HOAR  
**First Name:** TIMOTHY  
**Middle Name:**  
**Street/Box Number:** 27 BENT TREE PLACE  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T3E 3A3  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** D'ANGELA  
**First Name:** ROMEO  
**Middle Name:**  
**Street/Box Number:** 130 ARTEN AVENUE  
**City:** RICHMOND HILL  
**Province:** ONTARIO  
**Postal Code:** L4C 9Y3  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** O'NEILL  
**First Name:** PHILIP  
**Middle Name:**  
**Street/Box Number:** 230 PANORAMA HILLS TERRACE NW  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T3K 5M7  
**Country:**  
**Resident Canadian:** Y

**Named On Stat Dec:**

**Name:** HERRING  
**First Name:** BARRY  
**Middle Name:**  
**Street/Box Number:** 307 ROCKY RIDGE DRIVE NW  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T3G 4P4  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:** Y

**Last Name:** DEMARE  
**First Name:** NICK  
**Middle Name:**  
**Street/Box Number:** 4338 FRANCES STREET  
**City:** BURNABY  
**Province:** BRITISH COLUMBIA  
**Postal Code:** V5C 2R3  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** ALLEN  
**First Name:** DON  
**Middle Name:**  
**Street/Box Number:** AV. LOS SHYRIS N36-188Y NACIONES UNIDAS  
**City:** QUITO  
**Province:**  
**Postal Code:**  
**Country:** ECUADOR  
**Resident Canadian:**  
**Named On Stat Dec:**

**Amalgamating Corporation**

Corporate Access Number	Legal Entity Name
372401	ATLAS MINERALS INC.
2013597964	CUMBRE VENTURES INC.

# Notice of Directors or Notice of Change of Directors

Business Corporations Act

**1. Name of Corporation**

**2. Alberta Corporate  
Access Number**

ATLAS MINERALS INC.	
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**3. The following persons were appointed Director(s) on AS OF DATE OF AMALGAMATION :**  
*year/month/day*

Name of Director	Mailing Address (including postal code)	Are you a resident Canadian?
TIMOTHY HOAR	27 BENT TREE PLACE, CALGARY, AB T3E 3A3	YES
ROMEO D'ANGELA	130 ARTEN AVENUE, RICHMOND HILL, ONT L4C 9Y3	YES
PHILIP O'NEILL	230 PANORAMA HILLS TERRACE NW, CALGARY, AB T3K 5M7	YES
BARRY HERRING	307 ROCKY RIDGE DRIVE NW, CALGARY, AB T3G 4P4	YES
NICK DEMARE	4338 FRANCES STREET, BURNABY, BC V5C 2R3	YES
DON ALLEN	AV. LOS SHYRIS N36-188 Y NACIONES UNIDAS, PISO 3 DEPTO.7, QUITO ECUADOR	NO

**4. The following persons ceased to hold office as Directors(s) on \_\_\_\_\_ :**  
*year/month/day*

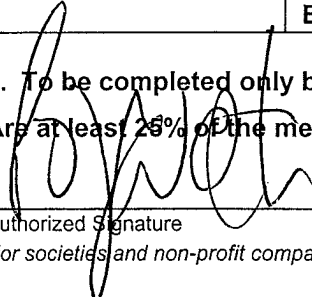
Name of Director (Last, First, Second)	Mailing Address (including postal code)

**5. As of this date, the Director(s) of the corporation are:**

Name of Director	Mailing Address (including postal code)	Are you a resident Canadian?
TIMOTHY HOAR	27 BENT TREE PLACE, CALGARY, AB T3E 3A3	YES
ROMEO D'ANGELA	130 ARTEN AVENUE, RICHMOND HILL, ONT L4C 9Y3	YES
PHILIP O'NEILL	230 PANORAMA HILLS TERRACE NW, CALGARY, AB T3K 5M7	YES
BARRY HERRING	307 ROCKY RIDGE DRIVE NW, CALGARY, AB T3G 4P4	YES
NICK DEMARE	4338 FRANCES STREET, BURNABY, BC V5C 2R3	YES
DON ALLEN	AV. LOS SHYRIS N36-188 Y NACIONES UNIDAS, PISO 3 DEPTO.7, QUITO ECUADOR	NO

**6. To be completed only by Alberta Corporations:**

Are at least 25% of the members of the Board of Directors resident Canadians?  Yes or  No

  
\_\_\_\_\_  
Authorized Signature  
(for societies and non-profit companies only)

BRENT J. WALTER  
\_\_\_\_\_  
Name of Person Authorizing (please print)

Nov 9 / 07  
\_\_\_\_\_  
Date

294-5720  
\_\_\_\_\_  
Telephone Number (daytime)

\_\_\_\_\_  
Identification

SOLICITOR  
\_\_\_\_\_  
Title (please print)

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# Notice Of Address Or Notice Of Change of Address

Business Corporations Act  
Section 19

1. Name of Corporation

2. Corporate Access Number

ATLAS MINERALS INC.

3. Address of Registered Office (*P.O. Box number can only be used by a Society*)

<i>Street</i>	<i>City/Town</i>	<i>Province</i>	<i>Postal Code</i>
c/o ProVenture Law LLP Suite 2, 880 – 16 AVENUE, S.W.	CALGARY	ALBERTA	T2R 1J9

OR

<i>Legal Land Description</i>	<i>Section</i>	<i>Township</i>	<i>Range</i>	<i>Meridian</i>

4. Records Address (*P.O. Box number cannot be used*)

<i>Street</i>	<i>City/Town</i>	<i>Province</i>	<i>Postal Code</i>
SAME AS ABOVE			

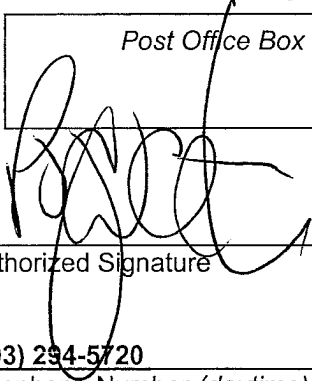
OR

<i>Legal Land Description</i>	<i>Section</i>	<i>Township</i>	<i>Range</i>	<i>Meridian</i>

5. Address for Service by Mail (*If different from Item 3*)

*NOTE: If this is a change, please read instructions carefully.*

<i>Post Office Box Only</i>	<i>City/Town</i>	<i>Province</i>	<i>Postal Code</i>

  
Authorized Signature

**BRENT J. WALTER**  
Name of Person Authorizing (please print)

Nov 9/07  
Date

(403) 294-5720  
Telephone Number (*daytime*)

Identification

**Solicitor**  
Title (*please print*)

REG 3016 (2001/09)