Industry Canada | Industrie Canada

Certificate
of Continuance

Canada Business
Corporations Act

Certificat
de prorogation

Loi canadienne sur
les sociétés par actions

New Dawn Mining Corp.

687431-2

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the Canada Business Corporations Act, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la Loi canadienne sur les sociétés par actions, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Richard G. Shaw
Director - Directeur

November 15, 2007 / le 15 novembre 2007

Date of Continuance - Date de la prorogation

Canada

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Canada Business Corporations Act | Loi canadienne sur les sociétés par actions

ELECTRONIC TRANSACTION REPORT | RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

ARTICLES OF CONTINUANCE (SECTION 187) | CLAUSES DE PROROGATION (ARTICLE 187)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

Request Number: / Numéro de Demande: 2703023

Business No.: / N° d'entreprise: 844370124RC0001

1. Name of the Corporation
Dénomination sociale de la société
New Dawn Mining Corp.

2. The province or territory in Canada where the registered office is to be situated
La province ou le territoire Canada où se situera le siège social
ON

3. The classes and any maximum number of shares that the corporation is authorized to issue
Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
The annexed Schedule A is incorporated in this form.
L'annexe A ci-jointe fait partie intégrante de la présente formule.

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu
The annexed Schedule B is incorporated in this form.
L'annexe B ci-jointe fait partie intégrante de la présente formule.

5. Number (or minimum and maximum number) of directors
Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum: 3 Maximum: 10

6. Restrictions, if any, on business the corporation may carry on
Limites imposées à l'activité commerciale de la société, s'il y a lieu
The annexed Schedule C is incorporated in this form.
L'annexe C ci-jointe fait partie intégrante de la présente formule.

7. (1) If the corporation is changing its name on this continuance, what was the corporation's previous name?
Si la société change sa dénomination sociale avec cette prorogation, quelle était sa dénomination social antérieure?

(2) Details of incorporation - Détails de la constitution
The annexed Schedule D is incorporated in this form.
L'annexe D ci-jointe fait partie intégrante de la présente formule

8. Other provisions, if any - Autres dispositions, s'il y a lieu
The annexed Schedule E is incorporated in this form.
L'annexe E ci-jointe fait partie intégrante de la présente formule.

Date	Name - Nom	Signature	Capacity of - en qualité de
2007-11-15	GRAHAM R. CLOW		AUTHORIZED OFFICER

Canada

SCHEDULE / ANNEX A

1. Authorized Capital

The Corporation is authorized to issue a maximum of Two Hundred Million (200,000,000) shares, designated as common shares ("Common Shares").

2. Rights, Priviliges, Restrictions and Conditions Attaching to the Common Shares

The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(a) the holders of the Common Shares shall be entitled to vote at all meetings of shareholders, subject to the restrictions set out in Section 3 of this Schedule A;

(b) the holders of the Common Shares shall be entitled to receive dividends as and when declared by the board of directors of the Corporation; and

(c) the holders of the Common Shares shall, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, be entitled to receive the remaining property of the Corporation in the event of liquidation, dissolution or winding-up of the Corporation.

3. Restrictions on the Issue, Transfer, Ownership and Voting of Shares

(a) For the purposes of this Section 3, the following terms shall have the meanings set forth below:

(i) “Grandfathered United States Shareholder” means a person who is a United States 10% Shareholder on the date on which these Articles of Continuance become effective;

(ii) “Person” means an individual, company, partnership (whether or not having separate legal personality), corporation (including a business trust), joint stock company, trust, unincorporated association, joint venture or other entity, or a government, state or political subdivision thereof or any agency of such government, state or political subdivision;

(iii) “United States Person” has the meaning ascribed thereto in section 957 of the United States Internal Revenue Code, as amended;

(iv) “United States 10% Shareholder” means a United States Person who owns (within the meaning of section 958(a) of the United States Internal Revenue Code, as amended) or is considered as owning (by applying the rules of ownership of section 958(b) of the United States Internal Revenue Code, as amended), ten percent (10%) or more of the total combined voting power of all classes of Voting Shares

(v) “Voting Shares” means the Common Shares of the Corporation and such other classes of shares of the Corporation which are entitled to vote at meetings of shareholders.

(b) The directors of the Corporation shall not knowingly issue any Voting Shares if such issuance would result in any Person (other than a Grandfathered United States Shareholder) becoming a United States 10% Shareholder.

(c) The Corporation shall not knowingly register a transfer of any Voting Shares if such transfer would result in any Person (other than a Grandfathered United States Shareholder) becoming a United States 10% Shareholder.

(d) If, for any reason, a United States Person (other than a Grandfathered United States Shareholder) owns ten percent (10%) or more of the outstanding Voting Shares eligible to vote at any meeting of shareholders, the maximum number of Voting Shares which may be voted by such United States Person at such meeting shall be the highest whole number of Voting Shares which is less than ten percent (10%) of the outstanding Voting Shares eligible to vote at such meeting.

(e) The board of directors of the Corporation may from time to time establish, amend or repeal rules or procedures for the purpose of determining whether a Person is a United States Person and/or whether the issuance or transfer of any Voting Shares would result in any Person becoming a United States 10% Shareholder, and may delegate by resolution the power to make such determinations to any Person.

(f) No shareholder of the Corporation or any other interested Person shall have any claim or action against the Corporation or against any director or officer of the Corporation nor shall the Corporation have any claim or action against any director or officer of the Corporation arising out of any act (including any omission to act) performed pursuant to or intended to be performed pursuant to the provisions of these Articles or any breach or alleged breach by the Corporation of any of the provisions of these Articles, and, for greater certainty, no such Person shall be liable for any damages or losses related to or as a consequence of any such act or any such breach or alleged breach of such provisions.

SCHEDULE / ANNEX B

None

SCHEDULE / ANNEX C

None

SCHEDULE / ANNEX D

The Corporation was initially incorporated under the laws of the State of Nevada on November 29, 1999 as Goldco Ltd. Goldco Ltd. changed its name to Resource Ventures Inc. on April 28, 2000. Effective August 22, 2006 the Corporation was continued under the Business Corporations Act (British Columbia) under the name “New Dawn Mining Corp. by Articles of Continuance.

SCHEDULE / ANNEX E

(1) Subject to the provisions of the Canada Business Corporations Act, as amended or re-enacted from time to time, the directors may, without authorization of the shareholders;

(a) borrow money on the credit of the Corporation;
(b) issue, re-issue, sell or pledge debt obligations of the Corporation;
(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
(d) charge, 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; and
(e) by resolution, delegate any or all such powers to a director, a committee of directors or an officer of the Corporation.

(2) The Corporation shall have a minimum of three (3) and a maximum of ten (10) directors, the precise number to be determined from time to time by resolution of the Board of Directors of the Corporation and, until the precise number is so determined, such number shall be deemed to be three (3); and

(3) The directors of the Corporation are authorized to appoint one or more directors from time to time, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders following their appointment, provided that the total number of directors so appointed between annual meetings may not exceed one-third of the number of directors elected at the previous annual meeting.