Industry Canada Industrie Canada

Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

GOLDEN SHARE MINING CORPORATION
CORPORATION MINIÈRE GOLDEN SHARE

Corporate name / Dénomination sociale

855073-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Marcie Girouard

Director / Directeur

2013-07-29

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)

Canada

Industry Canada — Industrie Canada

Canada Business Corporations Act (CBCA) — Loi canadienne sur les sociétés par actions (LCSA)

Form 9

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

1 — Name of the Amalgamated Corporation — Dénomination sociale de la société issue de la fusion

GOLDEN SHARE MINING CORPORATION
CORPORATION MINIÈRE GOLDEN SHARE

2 — The province or territory in Canada where the registered office is to be situated (do not indicate the full address) — La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

Ontario

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

See attached Schedule 1 which is incorporated in this form.

4 — Restrictions, if any, on share transfers — Restrictions sur le transfert des actions, s'il y a lieu

N/A

5 — Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) — Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum: 3 Maximum: 10 — Minimal : Maximal :

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

N/A

7 — Other provisions, if any — Autres dispositions, s'il y a lieu

See attached Schedule 2 which is incorporated in this form.

8 — The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: — La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

☑ 183 ☐ 184(1) ☐ 184(2)

9 — Declaration: I hereby certify that I am a director or an officer of the corporation. — Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations / Dénomination social des sociétés fusionnantes	Corporation No. / Nº de la société	Signature
GOLDEN SHARE MINING CORPORATION	443935-0	[signature]
SILVORE FOX MINERALS CORP.	855071-9	[signature]

Note:
Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding $5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota :
Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 $ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

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SCHEDULE 1

Share Capital

The corporation's authorized capital consists of an unlimited number of common shares and preferred shares, which have attached the following rights, privileges, restrictions and conditions.

1 COMMON SHARES

Each common share has attached the following rights, privileges, restrictions and conditions:

1.1 Dividends

Each common share entitles its holder to receive all dividends, from any remaining profits or surplus available for dividends, when declared by the directors at their discretion.

1.2 Return of Capital

If the corporation is dissolved, liquidated or wound-up, voluntarily or involuntarily, each holder of common shares is entitled to receive all of the corporation's remaining property.

1.3 Voting Rights

Each common share grants its holder one vote at, and the right to attend, any meeting of shareholders.

2 PREFERRED SHARES

Each preferred share has attached the following rights, privileges, restrictions and conditions:

2.1 Issuance in series

The preferred shares may, at any time and from time to time, be issued in one or more series, each series to consist of that number of shares as may, before the issue thereof, be fixed by the directors of the corporation.

The corporation's directors may, before issuance of one or more series, fix the number of shares of each series, determine their designation and determine the rights, privileges, restrictions and conditions attaching to the preferred shares of each series.

No share of any series shall be issued before the deliverance by the Director, Corporations Directorate, appointed under the *Canada Business Corporations Act*, of a certificate of amendment in respect of the articles of amendment providing for the creation of that series of preferred shares.

2.2 Modification to Rights

The following actions require the approval of at least 2/3 of the votes cast by the holders of preferred shares represented at a special meeting called for that purpose (in addition to satisfying any other legal requirement): (i) creating shares with the same or greater priority as preferred shares and (ii) modifying any provision applicable to preferred shares or to shares of another class with the same or greater priority as preferred shares.

* * *

SCHEDULE 2

Other Provisions

The corporation's directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders. The total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

* * *

<u>SCHEDULE 2</u>

<u>Other Provisions</u>

The corporation's directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders. The total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

* * *

Industry Canada Industrie Canada
Corporations Canada Corporations Canada

Form 2

Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

[4] At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the *Canada Business Corporations Act* (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

[5] Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
Corporations Canada Online Filing Centre:
www.corporationscanada.ic.gc.ca

Or send documents by mail:
Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8

By Facsimile:
613-941-0999

1 Corporation name

GOLDEN SHARE MINING CORPORATION
CORPORATION MINIÈRE GOLDEN SHARE

2 Address of registered office (must be a street address, a P.O. Box is not acceptable)

145 Riviera Drive, Unit 7
NUMBER AND STREET NAME

CITY	PROVINCE/TERRITORY	POSTAL CODE
Markham	Ontario	L3R 5J6

3 Mailing address (if different from the registered office)

SAME AS ABOVE ☐

ATTENTION OF

NUMBER AND STREET NAME

CITY PROVINCE/TERRITORY POSTAL CODE

4 Members of the board of directors

FIRST NAME LAST NAME	RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)	CANADIAN RESIDENT (Yes/No)
Philippe Giaro	17 Place des Poètes, 1348 Louvain-La-Neuve, Belgium	No
Ge (Anna) Mao	27-2-502, Huilong Guan, Beijing, China 102208	No
Wenshan (Wilson) Zhang	1508-39 Meijiangbang, Songjiang District,Shanghai, P. R. of China.	No
Christian Guilbaud	3229 de la Fonderie, Montréal, QC, Canada H1Y 3H8	Yes

5 Declaration

I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.

SIGNATURE

PHILIPPE GIARO (32) 475 523029
PRINT NAME TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding $5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Canada

IC 2904 (2008/12)

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