



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

STARREX MINING CORPORATION LTD.

Corporate name / Dénomination sociale

137230-1

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2014-04-17

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



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- 1 Corporate name
Dénomination sociale
STARREX MINING CORPORATION LTD.
-
- 2 Corporation number
Numéro de la société
137230-1
-
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation changes the minimum and/or maximum number of directors to:
Les nombres minimal et/ou maximal d'administrateurs sont modifiés pour :
Min. 3 **Max. 7**

The corporation makes other changes as follows:
La société apporte d'autres changements aux statuts comme suit :
See attached schedule / Voir l'annexe ci-jointe

-
- 4 Declaration: I 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.

Original signed by / Original signé par
RONALD K. MANN

RONALD K. MANN
647-981-2782

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).

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 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

D: Other changes: (*e.g. to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles*) **Please specify.**

1. Item 7 “Other provisions” of the Articles of Incorporation filed October 12, 1982 is amended as follows: “The corporation hereby authorizes and empowers the directors to fix the number of directors from time to time within the minimum number and maximum number provided in the Articles of the corporation and to appoint one or more additional directors to fill the vacancies so created.”

2. Item 3 “Descriptions of classes of shares” of the Articles of Incorporation filed October 12, 1982 is amended by adding the following: “The authorized capital of the corporation be and is hereby increased by the creation of an unlimited number of Class A special shares without nominal or par value issuable in series (hereinafter referred to as the “Class A Special Shares”) having the rights, privileges, restrictions and conditions set forth in Schedule A attached hereto.”

SCHEDULE "A"
TO THE ARTICLES OF AMENDMENT
OF
STARREX MINING CORPORATION LTD.
(the "Corporation")

The articles of the Corporation are amended to increase the authorized capital of the Corporation by creating an unlimited number of Class A special shares without nominal or par value issuable in series (hereinafter referred to as the "Class A Special Shares").

A. THE RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS ATTACHING TO THE CLASS A SPECIAL SHARES ARE AS FOLLOWS:

The Class A Special Shares shall, as a class, carry and be subject to the following preferences, rights, privileges, restrictions and conditions:

1. Issuable in Series

The Class A Special Shares may at any time and from time to time be issued in one or more series, each series to consist of such unlimited or fixed number of shares as may, before the issue thereof, be fixed by resolution of the Board of Directors of the Corporation.

2. Designations

The Board of Directors of the Corporation shall, by resolution duly passed before the issue of any shares of a particular series of Class A Special Shares, determine the designation, preferences, rights, privileges, restrictions, limitations, prohibitions and conditions attaching to such series of Class A Special Shares, including (but without in any way limiting or restricting the generality of the foregoing), the rate or amount of preferential dividends (if any, provided that no series of Class A Special Shares shall be conferred a priority in respect of dividends over any other series of Class A Special Shares that are then outstanding), the date or dates and place or places of payment thereof (if applicable), the consideration and the terms and conditions of any purchase or redemption thereof (if any), conversion rights (if any), the terms and conditions of any share purchase plan or sinking fund (if any), and the restrictions (if any) respecting the payment of dividends on any shares ranking junior to the Class A Special Shares.

3. Voting Rights

The holders of each series of Class A Special Shares shall be entitled to such voting rights, which may be one or more votes per share of the particular series or no voting rights for each share of that particular series, as may be determined by the Board of Directors at the time of the creation of the Class A Special Shares of the applicable series and set out in the Articles of Amendment therefor.

4. Liquidation

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to any priority afforded in the Articles of the Corporation to any particular series of Class A Special Shares over other series of Class A Special Shares (provided that (i) if any cumulative dividends or amounts payable on return of capital in respect of a series of shares are not paid in full, the shares of all series of the Class A Special Shares shall participate rateably in respect of accumulated dividends and return of capital and (ii) no series of Class A Special Shares shall be conferred a priority in respect of return of capital over any other series of Class A Special Shares that are then outstanding), the holders of the Class A Special Shares shall be entitled, in priority to any distributions paid or payable to the holders of common shares or any other class of shares ranking junior to the Class A Special Shares, to receive out of the entire assets and property of the Corporation their *pro rata* share (calculated on the basis of the aggregate number of Class A Special Shares of the Corporation outstanding at the applicable time and the respective redemption price of each series of Class A Special Shares or, if any such series of Class A Special Shares has no redemption price, the stated capital thereof) of any amount paid or any property or assets of the Corporation distributed to shareholders.

5. Payment of Dividends

- (a) No dividends shall at any time be declared or paid on or set aside for payment on any of the common shares or any other class of shares of the Corporation ranking junior to the Class A Special Shares unless all dividends, if any, for the Class A Special Shares then issued and outstanding shall have been declared and paid or set aside for payment at the date of such declaration or payment on such common shares or other class of shares of the Corporation ranking junior to the Class A Special Shares; nor shall the Corporation call for redemption or purchase for cancellation any of the common shares or any other shares of the Corporation ranking junior to the Class A Special Shares unless all dividends for the Class A Special Shares then issued and outstanding shall have been declared and paid or set aside for payment at the date of such call for redemption or purchase for cancellation.
- (b) Subject to the provisions hereof and, in particular, the provisions of paragraph 5(a) above, and subject to any applicable provisions of the *Canada Business Corporations Act*, the Corporation may at any time or from time to time purchase for cancellation or otherwise acquire the whole or any part of the Class A Special Shares:
 - (i) on the open market;
 - (ii) with the consent of the holders of the Class A Special Shares by unanimous resolution or at a meeting duly called for that purpose; or
 - (iii) pursuant to tenders received by the Corporation upon request for tenders

addressed to all of the holders of the Class A Special Shares, in which event the Corporation may purchase the whole or any part of the Class A Special Shares at the lowest price which, in the opinion of the Board of Directors, such shares are obtainable; if any such purchase for cancellation is made by tender the Corporation shall afford to every holder of Class A Special Shares the opportunity of tendering such shares for purchase for cancellation as aforesaid; the Corporation shall accept only the lowest tenders; if two or more shareholders submit tenders at the same price which the Corporation is prepared to accept, but which in number are in excess of the number of shares which the Corporation is prepared to purchase for cancellation, then the shares to be purchased shall be selected by the Corporation from each such tender in proportion as nearly as may be to the total number of shares offered in such tenders.

6. Amendment to Rights of Class A Special Shares

Any amendment to the Articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class A Special Shares or to create any special shares ranking in priority to or on a parity with the Class A Special Shares, in addition to authorization by a special resolution, shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A Special Shares duly called for that purpose.

7. Special Shareholder Meetings

The formalities to be observed in respect of the giving of notice of any meeting of the holders of Class A Special Shares and the conduct of any such meeting shall be those from time to time prescribed in the by-laws of the Corporation in respect of meetings of shareholders and upon every poll taken at any such meeting of the holders of Class A Special Shares (or adjourned meeting) each holder of Class A Special Shares shall be entitled, for each Class A Special Share of each series held by such holder, to that number of votes per share ascribed in the Articles of the Corporation to the shares of each such series held by such holder; provided that:

- (a) no such meeting shall be held upon less than twenty-one (21) days' written notice, and,
- (b) if at any such meeting the holders of less than fifty percent (50%) of the outstanding Class A Special Shares are present or represented by proxy within half an hour after the time fixed for such meeting, then the meeting shall be adjourned to such date (being not more than twenty-one (21) days later) and to such time and place as may be fixed and announced by the chairman of the meeting and at least ten (10) days' written notice shall be given of such adjourned meeting (which notice may but need not specify the purpose for which the meeting was originally called); at such adjourned meeting the holders of the Class A Special Shares present or represented by proxy may transact the business for which the meeting was originally called

notwithstanding that holders of less than fifty percent (50%) of the outstanding Class A Special Shares are present or represented by proxy thereat.