



Ministry of  
Consumer and  
Commercial Relations

Ministère de  
la Consommation  
et du Commerce

**CERTIFICATE**  
This is to certify that these  
articles are effective on

**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

**SEPTEMBER 19 SEPTEMBRE, 1997**

704679

Director / Directeur  
Business Corporations Act / Loi sur les sociétés par actions

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
sociétés par  
actions

**ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION**

1. The name of the corporation is: *Dénomination sociale de la société:*

G	A	R	D	E	N		L	A	K	E		R	E	S	O	U	R	C	E	S		L	T	D	.						

2. The name of the corporation is changed to (if applicable): *Nouvelle dénomination sociale de la société (s'il y a lieu):*

G	A	R		L	I	M	I	T	E	D																					

3. Date of incorporation/amalgamation: *Date de la constitution ou de la fusion:*

1987/FEBRUARY/20

(Year, Month, Day)  
(année, mois, jour)

4. The articles of the corporation are amended as follows: *Les statuts de la société sont modifiés de la façon suivante.*

- (a) by amending the name of the Corporation to GAR LIMITED; and
- (b) by consolidating the issued and outstanding Class A shares of the Corporation on the basis of one (1) new Class A share for each four (4) Class A shares currently issued and outstanding. In the event that the consolidation of Class A shares would result in the issuance of a fractional share, no such fractional share shall be issued but, rather, the Corporation will round up such fraction to the next nearest whole number.

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
sociétés par  
actions

- 5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act. *La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*
- 6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on *Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

1997 / JULY / 16

(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.

*Les présents status sont signés en double exemplaire.*

GARDEN LAKE RESOURCES LTD.

(Name of Corporation)  
(Dénomination sociale de la société)

By: / Par:



(Signature)  
(Signature)

PRESIDENT

(Description of Office)  
(Fonction)

704679

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**OCTOBER 29 OCTOBRE, 1987**



Director  
Companies Branch

Le Directeur  
Direction des Compagnies

TRANS  
CODE

C

18



**ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION**

Form 3  
Business  
Corporations  
Act,  
1982  
Formule  
numéro 3  
Loi de 1982  
sur les  
compagnies

- The present name of the corporation is: *Dénomination sociale actuelle de la compagnie:*  
G A R D E N L A K E R E S O U R C E S L T D.
- The name of the corporation is changed to (if applicable): *Nouvelle dénomination sociale de la compagnie (s'il y a lieu):*
- Date of incorporation/amalgamation: *Date de la constitution ou de la fusion:*  
20 February 1987  
(Day, Month, Year)  
(jour, mois, année)
- The articles of the corporation are amended as follows: *Les statuts de la compagnie sont modifiés de la façon suivante:*

See Schedule "A" attached

602781 10/29/87R03  
61123 \$55.00  
CHECK \$55.00

SCHEDULE "A"

The Articles of Incorporation of Garden Lake Resources Ltd. (the "Corporation") be and the same are hereby amended as follows:

- (A) by decreasing the authorized capital of the Corporation by cancelling the Class B shares without par value;
- (B) by altering the authorized capital of the Corporation by redesignating the Class C shares without par value as Class B shares without par value to be designated as "Class B preference shares";
- (C) by declaring that the classes and any maximum number of shares that the Corporation is authorized to issue shall, after giving effect to the foregoing, be:
  - (i) an unlimited number of Class A shares without par value; and
  - (ii) an unlimited number of Class B shares, issuable in series;
- (D) by declaring that after giving effect to the foregoing, the rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series, shall be as follows:

Class A Shares

The Class A shares without par value shall be designated as "common shares", the rights of the holders thereof are equal in all respects and include the right, among other things:

- 1. to vote at all meetings of shareholders; and
- 2. subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.

Class B Shares

The Class B shares without par value shall be designated as "Class B preference shares", which, as a class have attached thereto the following:

- 1. the Class B preference shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the endorsement thereon of

a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares that is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Class B preference shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions;

2. the Class B preference shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Class B preference shares of every other series and be entitled to preference over the Class A shares and over any other shares of the Corporation ranking junior to the Class B preference shares. The Class B preference shares of any series may also be given such other preferences, not inconsistent with these articles, over the Class A shares and any other shares of the Corporation ranking junior to the Class B preference shares as may be fixed as provided herein;
3. if any cumulative dividends or amounts payable on the return of capital in respect of a series of Class B preference shares are not paid in full, all series of Class B preference shares shall participate rateably in respect of such dividends and return of capital;
4. the Class B preference shares of any series may be made convertible into Class A shares at such rate and upon such basis as the directors in their discretion may determine; and
5. unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of Class B preference shares shall be entitled to one vote at a meeting of shareholders.

#### Class A and Class B Shares

If the Corporation resolves to amend its articles in the following manner,

- (a) to increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having

rights or privileges equal or superior to the shares of such class or series;

- (b) to effect an exchange, reclassification or cancellation of the shares of such class or series; or
- (c) to create a new class of shares equal or superior to the shares of such class,

the holders of any Class A and/or Class B shares or any series thereof, are not entitled to vote separately as a class and shall not be entitled to dissent;

- (E) by deleting from Clause 8 of the Articles of Incorporation the following:

"No shares shall be transferred without either:

- (a) the previous consent of the directors of the Corporation expressed by a resolution passed by the board of directors, or by an instrument or instruments in writing, signed by all the directors; or
- (b) the previous consent of the holders of 51% of the shares for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by all of the shareholders."

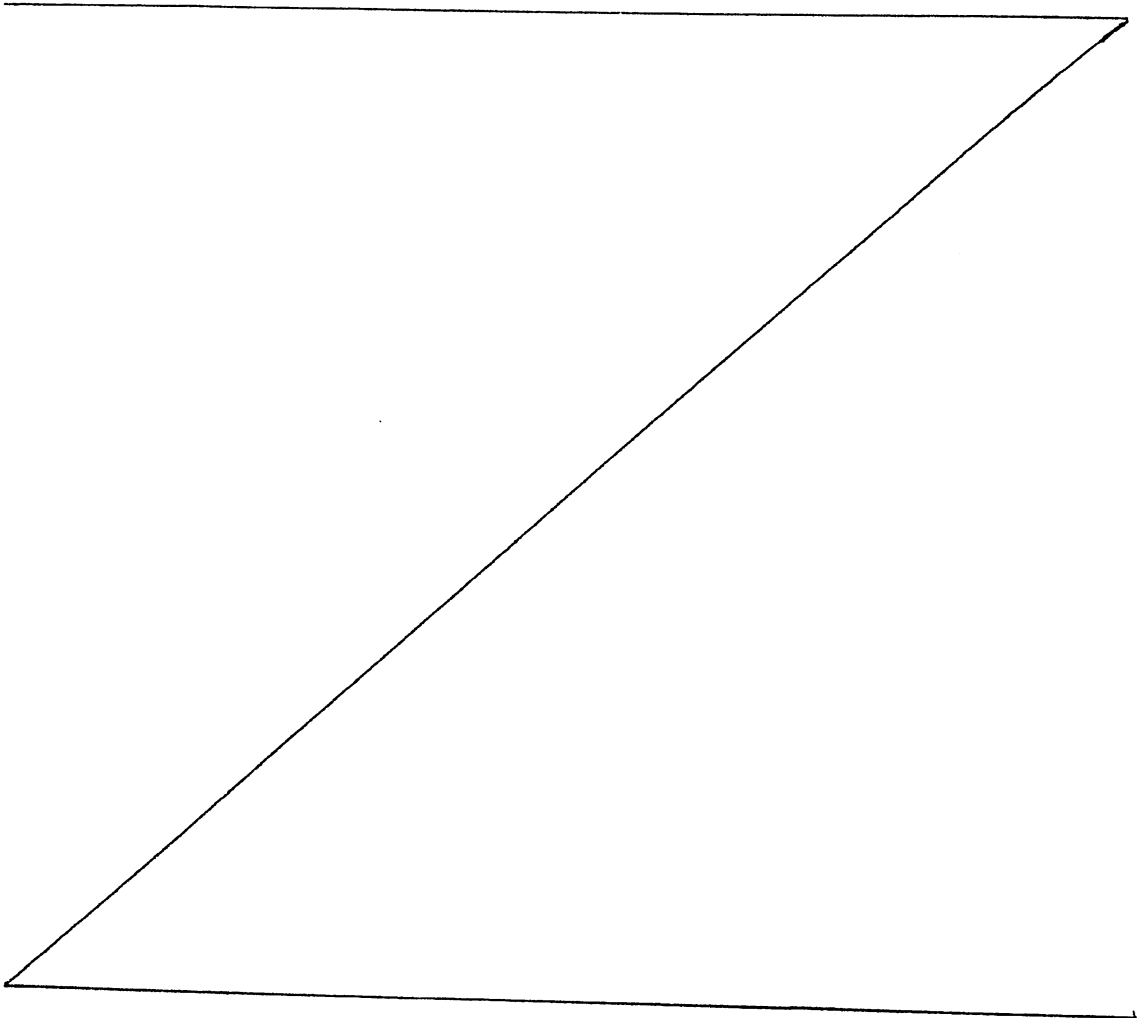
and substituting therefor the following:

"There are no restrictions on the issue, transfer or ownership of shares.";

and

- (F) by deleting Paragraphs 1 and 2 from Clause 9 of the Articles of Incorporation and by redesignating Paragraph 3 thereof as Paragraph 1.

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5. The amendment has been duly authorized as required by Sections 167 and 169 (as applicable) of the Business Corporations Act.

*La modification a été dûment autorisée conformément à l'article 167 et, s'il y a lieu, à l'article 169 de la Loi sur les compagnies.*

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

*Les actionnaires ou les administrateurs (le cas échéant) de la compagnie ont approuvé la résolution autorisant la modification*

20 October 1987

(Day, Month, Year)  
(jour, mois, année)

These articles are signed in duplicate.

*Les présents statuts sont signés en double exemplaire.*

GARDEN LAKE RESOURCES LTD.

(Name of Corporation)  
(Dénomination sociale de la compagnie)

By/Par:

(Signature)  
(Signature)

SECRETARY-TREASURER

(Description of Office)  
(Fonction)

For Ministry Use Only  
À l'usage exclusif du ministère  
Commercial  
Ontario Relations

Ministère de  
la Consommation  
et du Commerce

Ontario Corporation Number  
Numéro de la compagnie en Ontario

704679

**CERTIFICATE**

This is to certify that these  
articles are effective on

**CERTIFICAT**

Ceci certifie que les présents  
statuts entrent en vigueur le

**JULY 29 JUILLET, 1988**

*[Signature]*

Director  
Companies Branch

Le Directeur  
Direction des Compagnies

TRANS  
CODE

C  
18

**ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION**

Form 3  
Business  
Corporations  
Act,  
1982

Formule  
numéro 3  
Loi de 1982  
sur les  
compagnies

1. The present name of the corporation is: *Dénomination sociale actuelle de la compagnie:*

G A R D E N L A K E R E S O U R C E S L T D .

2. The name of the corporation is changed to (if applicable): *Nouvelle dénomination sociale de la compagnie (s'il y a lieu):*

3. Date of incorporation/amalgamation: *Date de la constitution ou de la fusion:*

20 February 1987

(Day, Month, Year)  
(jour, mois, année)

4. The articles of the corporation are amended as follows: *Les statuts de la compagnie sont modifiés de la façon suivante:*

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Articles of Incorporation of the Company be and the same are hereby amended by decreasing the authorized capital of the Company by cancelling all of the authorized and unissued Class B preference shares of the Company.

2. any director or officer of the Company be and he is hereby authorized and directed on behalf of the Company to deliver articles of amendment in duplicate to the Ministry of Consumer & Commercial Relations; and to sign and execute all documents and to do all such things necessary or advisable in connection with the foregoing."

602423 07/29/88R03  
61123 \$55.00  
CHECK \$55.00  
DYE DURHAM  
FORM 3 (B.C.A.)




- 5. The amendment has been duly authorized as required by Sections 167 and 169 (as applicable) of the Business Corporations Act. *La modification a été dûment autorisée conformément à l'article 167 et, s'il y a lieu, à l'article 169 de la Loi sur les compagnies.*
  
- 6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on *Les actionnaires ou les administrateurs (le cas échéant) de la compagnie ont approuvé la résolution autorisant la modification*

29/07/88  
 (Day, Month, Year)  
 (jour, mois, année)

These articles are signed in duplicate. *Les présents statuts sont signés en double exemplaire.*

GARDEN LAKE RESOURCES LTD.  
 (Name of Corporation)  
 (Dénomination sociale de la compagnie)

By/Par:  President  
 (Signature) (Description of Office)  
 (Signature) (Fonction)

Ontario Corporation Number  
 Numéro de la compagnie en Ontario  
**704679**

**CERTIFICATE**  
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**CERTIFICAT**  
 Ceci certifie que les présents  
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**FEBRUARY 20 FEVRIER, 1987**

*[Signature]*  
 Controller of Records  
 Comptes Branch  
 Contrôleur des Dossiers  
 Direction des Compagnies

Trans Code <b>A</b> 18	Line No <b>0</b> 20	Stat <b>0</b> 28	Comp Type <b>A</b> 29	Method Incorp. <b>3</b> 30
Share <b>S</b> 31	Notice Req'd <b>N</b> 32	Jurisdiction <b>ONTARIO</b> 33 47		

**ARTICLES OF INCORPORATION  
 STATUTS CONSTITUTIFS**

Form 1  
 Business  
 Corporations  
 Act  
 1982  
 Formule  
 numéro 1  
 Loi de 1982  
 sur les  
 compagnies

1 The name of the corporation is *Dénomination sociale de la compagnie:*  
**G A R D E N L A K E R E S O U R C E S L T D .**

2 The address of the registered office is *Adresse du siège social:*  
**Suite 500, 67 Richmond Street West**  
 (Street & Number or R.R. Number & if Multi-Office Building give Room No.)  
 (Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)  
**Toronto, Ontario** M 5 H 1 Z 5  
 (Name of Municipality or Post Office) (Postal Code)  
 (Nom de la municipalité ou du bureau de poste) (Code postal)

Municipality of **Metropolitan Toronto** in the *dans le/la* Judicial District of **York**  
 (Name of Municipality, Geographical Township) (County, District, Regional Municipality)  
 (Nom de la municipalité, du canton) (Comté, district, municipalité régionale)

3 Number (or minimum and maximum number) of directors is *Nombre (ou nombres minimal et maximal) d'administrateurs:*  
 a minimum of three and a maximum of nine

4 The first director(s) is/are *Pre nier(s) administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving street & No. or R.R. No. or municipality and postal code. <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou, le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien</i> Oui/Non
Rocco A. Schiralli	705-1166 Bay Street Toronto, Ontario M5S 2X8	YES
Marvin J. Singer	235 Yorkhill Blvd. Thornhill, Ontario L4J 3L5	YES
Charles P. Stobie	1146 Deer Run Mississauga, Ontario L5C 3S6	YES
Elizabeth J. Kirkwood	3 Frizzell Avenue Toronto, Ontario M4K 1H8	YES

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

2

None

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

*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

The shares that the Corporation is authorized to issue are:

- (1) an unlimited number of Class A shares without par value;
- (2) an unlimited number of Class B shares without par value; and
- (3) an unlimited number of Class C shares without par value.

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

#### Class A Shares

The Class A shares without par value shall be designated as "common shares", the rights of the holders thereof are equal in all respects and include the rights, among other things:

1. to vote at all meetings of shareholders; and
2. subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Company, to receive the remaining property of the Company upon dissolution.

#### Class B Shares

The Class B shares without par value shall be designated as redeemable, voting, non-participating Class B preference shares which, as a class have attached thereto the following:

1. No dividends at any time shall be declared, set aside or paid on the Class B preference shares;
2. In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Class B preference shares shall be entitled to receive from the assets and property of the Corporation, a sum equivalent to the aggregate of the amount paid up on the Class B preference shares held by them respectively before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any Class A shares, Class C shares or shares of any other class ranking junior to the Class B preference shares. After payment to the holders of the Class B preference shares of the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the assets or property of the Corporation;
3. The Class B preference shares shall be redeemable at any time at the option of the Corporation without the consent of the holders thereof on payment for each Class B preference share to be redeemed of the amount paid up thereon. In the case of redemption of Class B preference shares, the Corporation shall at least 30 days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of Class B preference shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class B preference shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing, then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one (1) or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class B preference shares to be redeemed, the redemption price thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of certificates representing the Class B preference shares called for redemption. If a part only of the shares

represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the holders thereof shall not be entitled to exercise any of the rights of Class B preference shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the Class B preference shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class B preference shares to deposit the redemption price of the shares so called for redemption or of such of the said Class B preference shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, to a special account in any chartered bank or trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class B preference shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such Notice whichever is the later, the Class B preference shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or redemption date as the case may be shall be limited to receiving, without interest, their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

4. The holders of the Class B preference shares shall be entitled to receive notice of and to attend at all meetings of shareholders of the Corporation and shall be entitled to one (1) vote thereat for each Class B preference share held at all meetings of the shareholders of the Corporation.

#### Class C Shares

The Class C shares without par value shall be designated as "Class C preference shares", which, as a class have attached thereto the following:

1. the Class C preference shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the endorsement thereon of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares that is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Class C preference shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions;

2. the Class C preference shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs, rank on a parity with the Class C preference shares of every other series and be entitled to preference over the Class A shares and over any other shares of the Company ranking junior to the Class C preference shares. The Class C preference shares of any series may also be given such other preferences, not inconsistent with these articles, over the Class A

shares and any other shares of the Company ranking junior to the Class C preference shares as may be fixed as provided herein;

3. if any cumulative dividends or amounts payable on the return of capital in respect of a series of Class C preference shares are not paid in full, all series of Class C preference shares shall participate rateably in respect of such dividends and return of capital;

4. the Class C preference shares of any series may be made convertible into common shares at such rate and upon such basis as the directors in their discretion may determine; and

5. unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of Class C preference shares shall be entitled to one vote at a meeting of shareholders.

#### Class A, Class B and Class C Shares

If the Corporation resolves to amend its articles in the following manner,

- (a) to increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;
- (b) to effect an exchange, reclassification or cancellation of the shares of such class or series; or
- (c) to create a new class of shares equal or superior to the shares of such class,

the holders of any Class A, Class B and/or Class C shares or any series thereof, are not entitled to vote separately as a class and shall not be entitled to dissent.

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

No shares shall be transferred without either:

- (a) the previous consent of the directors of the Corporation expressed by a resolution passed by the board of directors, or by an instrument or instruments in writing, signed by all the directors; or
- (b) the previous consent of the holders of 51% of the shares for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by all of the shareholders.

1. The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is hereby to fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.

2. The Corporation is prohibited from making any invitation to the public to subscribe for any securities of the Corporation.

3. In addition to and without limiting such other powers which the Corporation may by law possess, the directors may, without authorization of the shareholders:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge debt obligations of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immoveable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liabilities of the Corporation.



10. The names and addresses of the incorporators are  
*Nom et adresse des fondateurs*

First name, initials and surname or corporate name  
*Prénom, initiale et nom de famille ou dénomination sociale*

Full residence address or address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code  
*Adresse personnelle au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

Rocco A. Schiralli

705-1166 Bay Street  
Toronto, Ontario M5S 2X8

Marvin J. Singer

235 Yorkhill Blvd.  
Thornhill, Ontario L4J 3L5

Charles P. Stobie

1146 Deer Run  
Mississauga, Ontario L5C 3S6

Elizabeth J. Kirkwood

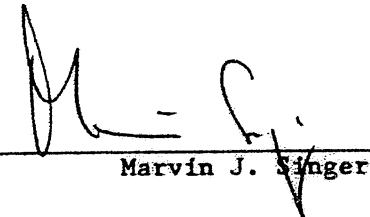
3 Frizzell Avenue  
Toronto, Ontario M4K 1H8

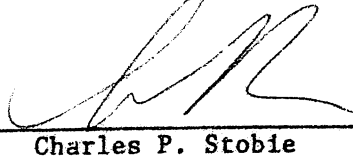
These articles are signed in duplicate

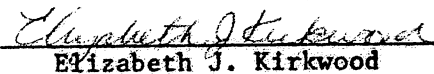
*Les présents statuts sont signés en double exemplaire.*

Signatures of incorporators  
*(Signature des fondateurs)*

  
Rocco A. Schiralli

  
Marvin J. Singer

  
Charles P. Stobie

  
Elizabeth J. Kirkwood