



1864110

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

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

JANUARY 01 JANVIER, 2012

K. — Ouy
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

R	O	C	K	E	X	M	I	N	I	N	G	C	O	R	P	O	R	A	T	I	O	N						

2. The address of the registered office is:
Adresse du siège social :

580 New Vickers Street

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

Thunder Bay

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

ONTARIO

P	7	G	6	P	1
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Postal Code/Code postal

3. Number of directors is: Fixed number OR minimum and maximum 3 12
 Nombre d'administrateurs : Nombre fixe OU minimum et maximum 3 12

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname
Prénom, autres prénoms et nom de famille

Address for service, giving Street & No. or R.R. No., Municipality,
Province, Country and Postal Code

Resident Canadian
State 'Yes' or 'No'

Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le
nom de la municipalité, la province, le pays et le code postal

Résident canadien
Oui/Non

See Page 1A

4. (continued)

First Name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Pierre Gagné	RR#11, 1412 Louis Street Thunder Bay, Ontario P7B 5E2	Yes
Chris Dougherty	2340 Quail Drive Thunder Bay, Ontario P7K 1B9	Yes
Gilles Fillion	864 Bexhill Road Mississauga, Ontario L5H 3L1	Yes
Donald Sheldon	180 Dundas Street West, Suite 1801 Toronto, Ontario M5G 1Z8	Yes
Jon Tondeur	1022 Maitland Street London, Ontario N5Y 2X9	Yes
Bruce Reid	46 Halford Avenue Toronto Ontario M6S 4E9	Yes
Armando Plastino	13 Mary Avenue Sault Ste. Marie, Ontario P6B 5W1	Yes

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - **Amalgamation Agreement / Convention de fusion :**

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

ROCKEX MINING CORPORATION

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
ROCKEX MINING CORPORATION	1840830	2011	12	05
ROCKEX LIMITED	1841059	2011	12	05

6. 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 société.

N/A

7. 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 société est autorisée à émettre :

- an unlimited number of common shares
- an unlimited number of first preferred shares
- an unlimited number of second preferred shares
- an unlimited number of special shares

8. 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:

1. The **Common Shares** as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Voting: The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.

(b) Dividends: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, the holders of the Common Shares shall be entitled to receive and participate rateably in any dividends declared by the Board of Directors in the Corporation.

(c) Liquidation, Dissolution or Winding-Up: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, 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 purposes of winding up its affairs, the holders of the Common Shares shall participate rateably in the distribution of the assets of the Corporation.

2. The **First Preferred Shares** as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Issuance in Series: The First Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the Board of Directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of First Preferred Shares.

(b) Ranking of First Preferred Shares: The First Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the First Preferred Shares of every other series and be entitled to preference over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares. The First Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares or as may be fixed in accordance with subparagraph 1(a).

(c) Approval by Holders of First Preferred Shares: The approval by the holders of the First Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the *Business Corporations Act* (Ontario), be given in writing by the holders of all of the First Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the First Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all First Preferred Shares then outstanding are present in person or represented by proxy; provided, however, that if at any such meeting, when originally held, the holders of at least a majority of all First Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15

days later, and to such time and place, as may be fixed by the chairman of such meeting and at such adjourned meeting the holders of First Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all First Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the First Preferred Shares hereinbefore mentioned. Notice of any such original meeting of the holders of the First Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any such adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of such original meeting, in which latter case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

3. The **Second Preferred Shares** as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Issuance in Series: The Second Preferred Shares may be issued from time to time in one or more series, and subject to these articles, the Board of Directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Second Preferred Shares.

(b) Ranking of Second Preferred Shares: The Second Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Second Preferred Shares of every other series and be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares. The Second Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares as may be fixed in accordance with subparagraph 2(a).

(c) Approval by Holders of Second Preferred Shares: The approval of the holders of the Second Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the *Business Corporations Act* (Ontario), be given in writing by the holders of all of the Second Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Second Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Second Preferred Shares then outstanding are present in person or represented by proxy; provided, however, that if at any such meeting, when originally held, the holders of at least a majority of all Second Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting and at such adjourned meeting the holders of Second Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Second Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the

holders of the Second Preferred Shares hereinbefore mentioned. Notice of any such original meeting of the holders of the Second Preferred Shares shall be given not less than 21 days or more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any such adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of such original meeting, in which latter case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders.

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

(a) the Special Shares may at any time and one or more series, each series to consist may, before the issue thereof, be fixed by Directors of the Corporation;

(b) the Board of Directors of the Corporation shall, by resolution duly passed before the issue of any series of Special Shares, determine the designation, preferences, rights, privileges, restrictions, limitations, prohibitions and conditions attaching to the Special Shares of such series, including (but without in any way limiting or restricting the generality of the foregoing), the rate or amount of preferential dividends, the date or dates and place or places of payment thereof, 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 Special Shares;

(c) unless the Board of Directors of the Corporation shall, by resolution duly passed before the issue of a series of Special Shares otherwise determine, the holders of such series of Special Shares shall not be entitled as such (except as required by law) to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting;

(d) unless the Board of Directors of the Corporation shall, by resolution duly passed before the issue of a series of Special Shares otherwise determine:

(i) in the event of any distribution of assets or property of the Corporation among its shareholders as such, other than by way of dividend or by way of redemption or purchase for cancellation of Special Shares of the Corporation whenever created, but including, without limitation, any distribution of assets or property of the Corporation resulting from any repayment of capital to shareholders upon a decrease in issued capital of the Corporation (except as aforesaid) or upon the winding up or other liquidation or dissolution of the Corporation or ratably among its shareholders as a condition precedent to the delivery of the articles of dissolution, no assets or property of the Corporation shall be distributed to the holders of any shares of the Corporation ranking junior to the Special Shares until there has been paid to the holders of the Special Shares an amount equal to the redemption price of such Special Shares plus a sum equal to all unpaid dividends accrued thereon to the date of distribution;

(ii) if upon any distribution of the assets and property of the Corporation among its shareholders, as such, the assets and property of the Corporation are insufficient to permit payment in full to the holders of Special Shares of the sums distributable to them

as aforesaid then the entire assets and property of the Corporation to be distributed shall be distributed ratably among the holders of the Special Shares then outstanding according to their respective rights; and

(iii) after payment in full to the holders of Special Shares of the redemption price and any amount of dividends distributable to them as aforesaid they shall not have the right to receive anything further in the distribution of assets and property of the Corporation and the remaining assets and property of the Corporation shall be distributed to the holders of shares of the Corporation ranking junior to the Special Shares according to their respective rights;

(e) no dividends shall at any time be declared or paid on or set apart for payment on any shares of the Corporation ranking junior to the Special Shares unless all dividends up to and including the dividend payable for the last completed period for which such dividends shall be payable on each series of the Special Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on such shares of the Corporation ranking junior to the Special Shares; and

(f) subject to the provisions hereof, and subject to the rights, privileges, restrictions, limitations, prohibitions and conditions attaching to the Special Shares of any series and subject to any applicable provisions of the corporate statute governing the Corporation at the applicable time, the Corporation may at any time or from time to time purchase or otherwise acquire the whole or any part of the Special Shares (or series of Special Shares, as the case may be).

Priority of Special Shares

The Common Shares shall be subject to the foregoing preferences, rights, conditions, restrictions, limitations and prohibitions attaching to the Special Shares and shall be subject to such further and additional preferences, rights, conditions, restrictions, limitations and prohibitions determined by the Board of Directors of the Corporation for each series of Special Shares prior to the issue thereof. Subject as aforesaid the holders of Common Shares shall be entitled to receive such dividends as may from time to time be declared by the Board of Directors of the Corporation.

9. 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 restreint. Les restrictions, s'il y a lieu, sont les suivantes :

N/A

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

N/A

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

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

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

ROCKEX MINING CORPORATION

Names of Corporations / Dénomination sociale des sociétés

By / Par



Donald A. Sheldon

Chief Executive Officer

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

ROCKEX LIMITED

Names of Corporations / Dénomination sociale des sociétés

By / Par



Donald A. Sheldon

Director

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A" TO THE
ARTICLES OF AMALGAMATION OF
ROCKEX MINING CORPORATION AND ROCKEX LIMITED

IN THE MATTER of the *Business Corporations Act* (Ontario)
AND IN THE MATTER of the proposed amalgamation of
ROCKEX MINING CORPORATION and its subsidiary, **ROCKEX LIMITED** to
continue as
ROCKEX MINING CORPORATION

I, Donald A. Sheldon, of the Province of Ontario, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am a director and Chief Executive Officer of Rockex Mining Corporation and as such have personal knowledge of the following matters.
2. There are reasonable grounds for believing that:
 - (i) each of Rockex Mining Corporation and Rockex Limited is, and the amalgamated corporation resulting from the amalgamation of Rockex Mining Corporation and Rockex Limited will be, able to pay its liabilities as they become due, and
 - (ii) the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
4. No creditors have notified Rockex Mining Corporation that they object to the amalgamation and accordingly clause 9(c) of subsection 178(2) of the Act has no application.
5. Since no notices have been received, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED as of the 5th day of December, 2011.



Donald A. Sheldon- Chief Executive Officer

SCHEDULE "A" TO THE
ARTICLES OF AMALGAMATION OF
ROCKEX MINING CORPORATION AND ROCKEX LIMITED

IN THE MATTER of the *Business Corporations Act* (Ontario)
AND IN THE MATTER of the proposed amalgamation of
ROCKEX MINING CORPORATION and its subsidiary, **ROCKEX LIMITED** to
continue as
ROCKEX MINING CORPORATION

I, Donald A. Sheldon, of the Province of Ontario, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am a director of Rockex Limited and as such have personal knowledge of the following matters.
2. There are reasonable grounds for believing that:
 - (i) each of Rockex Mining Corporation and Rockex Limited is, and the amalgamated corporation resulting from the amalgamation of Rockex Mining Corporation and Rockex Limited will be, able to pay its liabilities as they become due, and
 - (ii) the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
4. No creditors have notified Rockex Limited that they object to the amalgamation and accordingly clause 9(c) of subsection 178(2) of the Act has no application.
5. Since no notices have been received, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED as of the 5th day of December, 2011.



Donald A. Sheldon - Director

SCHEDULE "B" TO THE
ARTICLES OF AMALGAMATION OF
ROCKEX MINING CORPORATION AND ROCKEX LIMITED
CERTIFIED COPY
EXCERPT OF A RESOLUTION OF THE DIRECTORS
OF
ROCKEX MINING CORPORATION
(the "Corporation")

"AMALGAMATION WITH ROCKEX LIMITED"

WHEREAS the Corporation has determined to effect an amalgamation with its subsidiary, Rockex Limited, effective as at January 1, 2012 (the "Amalgamation");

AND WHEREAS the Corporation and Rockex Limited are able to satisfy all of the conditions for a "short-form amalgamation" under section 177 of the *Business Corporations Act* (Ontario) (the "Act");

AND WHEREAS there are reasonable grounds for believing that:

- (i) each of the Corporation and Rockex Limited is, and the amalgamated corporation will be, able to pay its liabilities as they become due; and
- (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;

NOW THEREFORE BE IT RESOLVED THAT:

Terms and Conditions of Amalgamation

1. The Amalgamation of the Corporation and its subsidiary, Rockex Limited, pursuant to section 177 of the Act, effective as at January 1, 2012, upon the terms and conditions as set out below, be and the same is hereby approved.
2. The Corporation be and is hereby authorized to enter into an amalgamation agreement with Rockex Limited incorporating the terms and conditions set out below together with any such additional terms and conditions as may be necessary or desirable to effect the Amalgamation and for the subsequent management and operation of the amalgamated corporation as any director or officer of the Corporation shall approve and any director or officer of the Corporation be and is hereby authorized and directed to execute and deliver on behalf of the Corporation said amalgamation agreement, such execution and delivery being conclusive evidence that the amalgamation agreement so executed and delivered is the agreement authorized by this resolution.
3. The name of the amalgamated corporation shall be "**ROCKEX MINING CORPORATION**".
4. All of the shares of Rockex Limited shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective.
5. The articles of the amalgamated corporation shall be the same as the articles of the Corporation.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.

7. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
8. Any director or officer of the Corporation be and is hereby authorized and directed to execute on behalf of the Corporation articles of amalgamation in the prescribed form and reflecting the above terms and conditions and to deliver or cause to be delivered same to the Director under the Act and to execute and deliver on behalf of the Corporation all such other documents, instruments and certificates, and to do all such other things, as may be necessary or advisable in connection with the Amalgamation.
9. This resolution may be executed in one or more counterparts, and delivered by facsimile or other electronic transmission which reproduces signatures, each of which so signed and delivered shall be deemed to be an original and all of which taken together shall be deemed to constitute one and the same resolution.”

The undersigned Chief Executive Officer of the Corporation hereby certifies that the foregoing is a true excerpt of a resolution passed by the board of directors of the Corporation as of the 5th day of December, 2011, in the manner required by the *Business Corporations Act* (Ontario), and that such resolution is in full force and effect, unamended.

DATED as of the 5th day of December, 2011.



Donald A. Sheldon - Chief Executive
Officer

SCHEDULE "B" TO THE
ARTICLES OF AMALGAMATION OF
ROCKEX MINING CORPORATION AND ROCKEX LIMITED
CERTIFIED COPY
EXCERPT OF A RESOLUTION OF THE DIRECTORS
OF
ROCKEX LIMITED

"AMALGAMATION WITH ROCKEX MINING CORPORATION"

WHEREAS Rockex Limited (the "**Subsidiary**") has determined to effect an amalgamation with its parent, Rockex Mining Corporation, effective as at January 1, 2012 (the "**Amalgamation**");

AND WHEREAS the Subsidiary and Rockex Mining Corporation are able to satisfy all of the conditions for a "short-form amalgamation" under section 177 of the *Business Corporations Act* (Ontario) (the "**Act**");

AND WHEREAS there are reasonable grounds for believing that:

- (i) each of the Subsidiary and Rockex Mining Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due; and
- (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;

NOW THEREFORE BE IT RESOLVED THAT:

Terms and Conditions of Amalgamation

1. The Amalgamation of the Subsidiary and its parent, Rockex Mining Corporation, pursuant to section 177 of the Act, effective as at January 1, 2012, upon the terms and conditions as set out below, be and the same is hereby approved.
2. The Subsidiary be and is hereby authorized to enter into an amalgamation agreement with Rockex Mining Corporation incorporating the terms and conditions set out below together with any such additional terms and conditions as may be necessary or desirable to effect the Amalgamation and for the subsequent management and operation of the amalgamated corporation as any director or officer of the Subsidiary shall approve and any director or officer of the Subsidiary be and is hereby authorized and directed to execute and deliver on behalf of the Subsidiary said amalgamation agreement, such execution and delivery being conclusive evidence that the amalgamation agreement so executed and delivered is the agreement authorized by this resolution.
3. The name of the amalgamated corporation shall be "**ROCKEX MINING CORPORATION**".
4. All of the shares of the Subsidiary shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective.
5. The articles of the amalgamated corporation shall be the same as the articles of Rockex Mining Corporation.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of Rockex Mining Corporation.

7. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
8. Any director or officer of the Subsidiary be and is hereby authorized and directed to execute on behalf of the Subsidiary articles of amalgamation in the prescribed form and reflecting the above terms and conditions and to deliver or cause to be delivered same to the Director under the Act and to execute and deliver on behalf of the Subsidiary all such other documents, instruments and certificates, and to do all such other things, as may be necessary or advisable in connection with the Amalgamation.
9. This resolution may be executed in one or more counterparts, and delivered by facsimile or other electronic transmission which reproduces signatures, each of which so signed and delivered shall be deemed to be an original and all of which taken together shall be deemed to constitute one and the same resolution.”

The undersigned director of the Subsidiary hereby certifies that the foregoing is a true excerpt of a resolution passed by the board of directors of the Subsidiary as of the 5th day of December, 2011, in the manner required by the *Business Corporations Act* (Ontario), and that such resolution is in full force and effect, unamended.

DATED as of the 5th day of December, 2011.



Donald A. Sheldon - Director