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Ministry of  
 Government Services  
 Ontario

Ministère des  
 Services gouvernementaux

Ontario Corporation Number  
 Numéro de la société en Ontario

1840830

**CERTIFICATE**

This is to certify that these articles  
 are effective on

**JANUARY 24 JANVIER, 2011**

**CERTIFICAT**

Ceci certifie que les présents statuts  
 entrent en vigueur le

*K. O'Leary*  
 Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF CONTINUANCE  
 STATUTS DE MAINTIEN**

Form 6  
 Business  
 Corporations  
 Act

Formule 6  
 Loi sur les  
 sociétés par  
 actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
 Dénomination sociale de la société : (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 corporation is to be continued under the name (if different from 1) :  
 Nouvelle dénomination sociale de la société (si elle différente de celle inscrite ci-dessus) :


3. Name of jurisdiction the corporation is leaving: / Nom du territoire (province ou territoire, État ou pays) que quitte la société :  
**ALBERTA**

Name of jurisdiction / Nom du territoire

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

**1996-05-29**

Year, Month, Année / année, mois, jour

5. The address of the registered office is: / Adresse du siège social en :

**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 E 6 P 1**

Postal Code/Code postal

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

7. 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 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	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Pierre Gagne	RR#1, 1412 Louis Street Thunder Bay, Ontario P7B 5E2	Yes
Donald A. Sheldon	68 Hillholm Road Toronto, Ontario M5P 1M5	Yes
Gilles Filion	864 Bexhill Road Mississauga, Ontario L5H 3L1	Yes
Sam Garofalo	217 Hogarth Place Thunder Bay Ontario P7A 7H3	Yes
Chris Dougherty	1139 Alloy Drive, Suite 224 Thunder Bay, Ontario P7B 6M8	Yes
Jonathon Tondeur	1022 Maitland Street London, Ontario N5Y 2X9	Yes

8. 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

9. 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

10. 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.

11. 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



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

N/A

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.  
*La société s'est conformée au paragraphe 180(3) de la Loi sur les sociétés par actions.*
14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on  
*Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le*

2011-01-11

Year, Month, Day  
*année, mois, jour*

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.  
*Le maintien de la société en vertu de la Loi sur les sociétés par actions a le même effet que si la société avait été constituée en vertu de cette loi.*

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

**ROCKEX MINING CORPORATION**

Name of Corporation / *Dénomination sociale de la société*

By/Par



Signature / *Signature*

**DONALD A. SHELDON**

Print name of signatory / *Nom du signataire en lettres moulées*

**DIRECTOR**

Description of Office / *Fonction*

These articles **must** be signed by a director or officer of the corporation (e.g. president, secretary)  
*Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).*