

ARTICLES OF AMALGAMATION OF

4. The director(s) is/are:	<i>Administrateur(s):</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code. <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	
William Richard Brown	Rua Pernambuco 353/409 Bairro Funcionarios, Belo Horizonte, Brazil 30130-151	No
Robert A. Manning	310 N. Colorado, Midland, Texas, U.S.A. 79701	No

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

QUIA RESOURCES INC.

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

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
QUIA RESOURCES INC.	1652079	2011	05	03
QUIA RESOURCES CORP.	1836233	2011	05	03

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.

Not applicable

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.

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:

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 :

Not applicable

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 :

Not applicable

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

Charging Power: Without restricting any of the powers and capacities of the Corporation, whether derived from the Business Corporations Act or otherwise, the Corporation may mortgage, hypothecate, pledge or otherwise create a security interest in all or any present or future, real or personal, movable or immovable, legal or equitable property of the Corporation (including, without limitation, its book debts, rights, powers, franchises and undertakings) for any purpose whatsoever.

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 signatory's 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.

QUIA RESOURCES INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par


 Signature / Signature

Monique Rabideau

Print name of signatory /
 Nom du signataire en lettres moulées

Secretary

Description of Office / Fonction

QUIA RESOURCES CORP.

Names of Corporations / Dénomination sociale des sociétés

By / Par


 Signature / Signature

Monique Rabideau

Print name of signatory /
 Nom du signataire en lettres moulées

Secretary

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"

STATEMENT OF DIRECTOR OR OFFICER OF

QUIA RESOURCES INC.

(the "Corporation")

**PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS
CORPORATIONS ACT (ONTARIO)* (the "Act")**

WHEREAS the Corporation, and QUIA RESOURCES CORP. wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to Section 177(1) of the Act;

AND WHEREAS the undersigned is required to make the following statements in connection with the said amalgamation;

1. The undersigned is the Chief Financial Officer of the Corporation.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED as of the 29th day of April, 2011.



Andres Tinajero Chief Financial Officer

STATEMENT OF DIRECTOR OR OFFICER OF

QUIA RESOURCES CORP.
(the "Corporation")

PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS
CORPORATIONS ACT* (ONTARIO) (the "Act")

WHEREAS the Corporation, and QUIA RESOURCES INC. wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to Section 177(1) of the Act;

AND WHEREAS the undersigned is required to make the following statements in connection with the said amalgamation;

1. The undersigned is the President of the Corporation.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED as of the 29th day of April, 2011.



Chris Davie - President

SCHEDULE "B"

**RESOLUTION OF THE
DIRECTORS OF
QUIA RESOURCES INC.
(the "Corporation")**

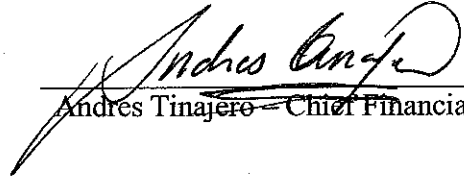
"WHEREAS the Corporation holds directly or indirectly all the issued and outstanding shares of QUIA RESOURCES CORP.("QRC") and has agreed to amalgamate with QRC pursuant to subsection (1) of section 177 of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

1. The amalgamation of the Corporation with QRC under the Act, pursuant to subsection (1) of section 177 thereof, be and the same is hereby authorized and approved.
2. The name of the amalgamated corporation shall be "QUIA RESOURCES INC."
3. Effective upon issuance of a Certificate of Amalgamation pursuant to section 178 of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares of the authorized capital of QRC including all such shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
4. Except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of QUIA RESOURCES INC.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation, the amalgamating holding corporation.
7. The proper officers of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.
8. This resolution may be executed (by original or facsimile signature) in several counterparts, each of which so executed shall be deemed to be an original and such counterparts together shall constitute one and the same resolution and notwithstanding their date of execution, shall be deemed to have been executed as of the date hereof."

Certified to be a true and correct copy of a resolution duly passed by the directors of QUIA RESOURCES INC. (hereinafter called the "Corporation") as of the 3rd day of May 2011 and that the said resolution is now in full force and effect.

WITNESS my hand and the seal of the Corporation this 3rd day of May, 2011.



Andres Tinajero - Chief Financial Officer

**RESOLUTION OF THE
DIRECTORS OF
QUIA RESOURCES CORP.
(the "Corporation")**

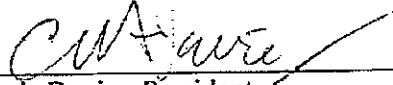
"WHEREAS the Corporation is a wholly-owned subsidiary of QUIA RESOURCES INC. ("QRI") and has agreed to amalgamate with QRI pursuant to subsection (1) of section 177 of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

1. The amalgamation of the Corporation with QRI under the Act, pursuant to subsection (1) of section 177 thereof, be and the same is hereby authorized and approved.
2. The name of the amalgamated corporation shall be "QUIA RESOURCES INC."
3. Effective upon issuance of a Certificate of Amalgamation pursuant to section 178 of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares of the authorized capital of the Corporation including all such shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof.
4. Except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of QRI.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of QRI, the amalgamating holding corporation.
7. The proper officers of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.
8. This resolution may be executed (by original or facsimile signature) in several counterparts, each of which so executed shall be deemed to be an original and such counterparts together shall constitute one and the same resolution and notwithstanding their date of execution, shall be deemed to have been executed as of the date hereof."

Certified to be a true and correct copy of a resolution duly passed by the directors of QUIA RESOURCES CORP. (hereinafter called the "Corporation") as of the 3rd day of May, 2011 and that the said resolution is now in full force and effect.

WITNESS my hand and the seal of the Corporation this 3rd day of May, 2011.



Chris Davie - President