



## Certificate of Incorporation

*Canada Business Corporations Act*

## Certificat de constitution

*Loi canadienne sur les sociétés par actions*

**Telferscot Resources Inc.**

Corporate name / Dénomination sociale

**756459-7**

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Aïssa Aomari

Deputy Director / Directeur adjoint

**2010-05-31**

Date of Incorporation (YYYY-MM-DD)

Date de constitution (AAAA-MM-JJ)



- 1 Corporate name  
Dénomination sociale  
**Telferscot Resources Inc.**
- 2 The province or territory in Canada where the registered office is situated  
La province ou le territoire au Canada où est situé le siège social  
**MB**
- 3 The classes and any maximum number of shares that the corporation is authorized to issue  
Catégories et le nombre maximal d'actions que la société est autorisée à émettre  
**See attached schedule / Voir l'annexe ci-jointe**
- 4 Restrictions on share transfers  
Restrictions sur le transfert des actions  
**None**
- 5 Minimum and maximum number of directors  
Nombre minimal et maximal d'administrateurs  
**Min. 1 Max. 20**
- 6 Restrictions on the business the corporation may carry on  
Limites imposées à l'activité commerciale de la société  
**None**
- 7 Other Provisions  
Autres dispositions  
**None**
- 8 **Incorporator's Declaration:** I hereby certify that I am authorized to sign and submit this form.  
**Déclaration des fondateurs :** J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

Edwin Scott Ransom      2500 - 360 Main Street,  
Winnipeg MB  
R3C 4H6, Canada

Original signed by / Original signé par  
Edwin Scott Ransom

Edwin Scott Ransom

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

**Nota :** Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

**THIS IS SCHEDULE I** referred to in the Articles of Incorporation of **TELFERSCOT RESOURCES INC.** (the "**Corporation**").

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The common shares of the Corporation shall have attached thereto the rights, privileges, restrictions and conditions hereinafter set forth.

## **ARTICLE 1** **INTERPRETATION**

### **1.1 Definitions**

Whenever used in these Articles, the following words and terms shall have the respective meanings ascribed to them as follows:

- (a) "**business day**" means a day other than a Saturday, a Sunday or any other day upon which the main branch of the Corporation's banker is not open for the transaction of regular business throughout normal banking hours;
- (b) "**common shares**" means the common shares of the Corporation;
- (c) "**Directors**" means the board of directors of the Corporation, as the same may be constituted from time to time;
- (d) "**Winding-Up of the Corporation**" means any liquidation, dissolution or winding-up, whether involuntary or otherwise, or other distribution of the assets of the Corporation or repayment of capital to the shareholders of the Corporation for the purpose of winding-up its affairs.

### **1.2 Interpretation**

In these Articles, (1) words importing the singular number only shall include the plural and vice versa, (2) words importing the use of one gender only shall include all genders, (3) "person" includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative and (4) the division of these Articles into sections and the insertion of headings are for the convenience of reference only and shall not affect the construction or interpretation of these Articles.

### **1.3 Voting Rights**

The holders of the common shares (1) shall have full voting rights for the election of Directors and for all other purposes whatsoever, (2) shall have one such vote for each common share held and (3) shall be entitled to be given or to receive notice of and to attend meetings of the shareholders of the Corporation.

1.4 **Dividend Rights**

The holders of the common shares shall be entitled to receive, if, as and when declared by the Directors, such dividends as may be declared thereon by the Directors from time to time.

1.5 **Return of Capital**

The holders of the common shares shall have the right to share rateably in the assets of the Corporation upon any Winding-Up of the Corporation.