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Province of Ontario
Province de l'Ontario
Ministry of Consumer and Business Services
Ministère des Services aux consommateurs et aux entreprises
Companies and Personal Property Security Branch
Direction des compagnies et des sûretés mobilières

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Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

TARTISAN RESOURCES CORP.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002166900

is a corporation incorporated,
under the laws of the Province of Ontario.

est une société constituée aux termes
des lois de la province de l'Ontario.

These articles of incorporation
are effective on

Les présents statuts constitutifs
entrent en vigueur le

MARCH 18 MARS, 2008



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

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FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES COMPAGNIES

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*
TARTISAN RESOURCES CORP.
2. The address of the registered office is: *Adresse du siège social:*
C/O PHILLIP YEANDLE
55 ADELAIDE STREET EAST Suite 410
(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 édifice à bureau, numéro du bureau)
TORONTO ONTARIO
CANADA M5C 1K6
(Name of Municipality or Post Office) *(Postal Code/Code postal)*
(Nom de la municipalité ou du bureau de poste)
3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
Minimum 1 Maximum 9
4. The first director(s) is/are: *Premier(s) administrateur(s):*
First name, initials and surname *Resident Canadian State Yes or No*
Prénom, initiales et nom de famille Résident Canadien Oui/Non
Address for service, giving Street & No. *Domicile élu, y compris la rue et le*
or R.R. No., Municipality and Postal Code *numéro, le numéro de la R.R., ou le nom*
de la municipalité et le code postal
- * PHILLIP YES
YEANDLE
55 ADELAIDE STREET EAST Suite 410
TORONTO ONTARIO
CANADA M5C 1K6

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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.

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 Corporation is authorized to issue an unlimited number of shares of one class designated as "Common shares".

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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 que peut être émise en série:*

N/A

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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:

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the Corporation except in accordance with restrictions on transfer contained in shareholders' agreements or, in the absence of any such restrictions, with the approval of the directors of the Corporation expressed in a resolution passed at a duly called meeting of the board of directors or by an instrument or instruments in writing signed by all of the directors of the Corporation entitled to vote on such resolution at a meeting of directors.

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

(1) The directors of the Corporation may from time to time on such terms as they deem expedient:

(a) borrow money upon the credit of the Corporation;

(b) issue, reissue, sell or pledge debt obligations of the Corporation;

(c) charge, mortgage, hypothecate, pledge or otherwise create a security interest in any property of the Corporation, real or personal, or moveable or immovable, to secure any present or future indebtedness, liabilities or other obligations of the Corporation, by trust deed or in any other manner;

(d) subject to the Business Corporations Act (Ontario), give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(e) by resolution, delegate to one or more of the directors of the Corporation all or any of the foregoing powers.

(2) The powers conferred on the directors and the Corporation in the preceding paragraphs are in addition to and not in substitution for any powers possessed by the Corporation and its directors independently of such provisions.

(3) The right to transfer securities of the Corporation (other than non-convertible debt securities) shall be restricted in that no holder of such securities shall be entitled to transfer such securities except in accordance with restrictions on transfer contained in security holders' agreements or, in the absence of any such restrictions, with the approval of the directors of the Corporation expressed in a resolution passed at a duly called meeting of the board of directors or by an instrument or instruments in writing signed by all of the directors of the Corporation entitled to vote on such resolution at a meeting of directors.

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

First name, initials and last name
or corporate name

*Prénom, initiale et nom de
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business
giving street & No. or R.R. No., municipality and postal code
*Domicile élu, adresse du siège social au 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*

* PHILLIP YEANDLE

55 ADELAIDE STREET EAST Suite 410

TORONTO ONTARIO
CANADA M5C 1K6