


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

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

1274047

MARCH 20 MARS, 2008



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

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société : (écrire en LETTRES MAJUSCULES SEULEMENT)
T R E A S U R Y M E T A L S I N C .

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) : (écrire en LETTRES MAJUSCULES SEULEMENT)

3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion :
1997, DECEMBER, 31
(Year, Month, Day) / (année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: or minimum and maximum number of directors is/are:
Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs:
Number or minimum and maximum
Nombre ou minimum et maximum

--	--	--

5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :

A. By deleting from Clause 8 of the Articles the following paragraph:

"No shares shall be transferred without the express consent of the Directors signified by a resolution of the Board of Directors."

B. By deleting from Clause 9 of the Articles the following paragraphs:

- 1. The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who have been formerly in the employment, and have continued after the termination of that employment to be shareholders of the Corporation, is hereby limited to fifty (50), two (2) or more persons who are the joint registered owners of one or more shares being counted as one (1) shareholder.
- 2. The Corporation is prohibited from making any invitation to the public to subscribe for any securities of the Corporation."

- 6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.
- 7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2008, FEBRUARY, 18

(Year, Month, Day)
(année, mois, jour)

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

TREASURY METALS INC.

(Name of Corporation) (If the name is to be changed by these articles set out current name)
(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle)

By/
Par: 
(Signature)
(Signature)

Scott Jobin-Bevans, President
(Description of Office)
(Fonction)

For Ministry Use Only
À l'usage exclusif du ministère
Ontario
Government Services

Ministère des
Services gouvernementaux

Ontario Corporation Number
Numéro de la société en Ontario

1274047

CERTIFICATE
This is to certify that these articles
are effective on

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

NOVEMBER 1 3 NOVEMBRE, 2007



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

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

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

D	I	V	I	N	E		L	A	K	E		E	X	P	L	O	R	A	T	I	O	N		C	O	R	P	.

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) : (écrire en LETTRES MAJUSCULES SEULEMENT) :

T	R	E	A	S	U	R	Y		M	E	T	A	L	S		I	N	C	.									

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

1997, DECEMBER, 31

(Year, Month, Day)
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: **or** minimum and maximum number of directors is/are:
Nombre d'administrateurs: **ou** nombres minimum et maximum d'administrateurs:

Number	or	<u>minimum and maximum</u>
Nombre	ou	<u>minimum et maximum</u>
<input type="text"/>		<input type="text"/>

5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :

To change the name of the Corporation to "TREASURY METALS INC."

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2007, NOVEMBER, 12


(Year, Month, Day)
 (année, mois, jour)

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

DIVINE LAKE EXPLORATION CORP.

(Name of Corporation) (If the name is to be changed by these articles set out current name)
 (Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle)

By/
 Par :



(Signature)
 (Signature)

Chris Irwin, Secretary

(Description of Office)
 (Fonction)

For Ministry Use Only
A l'usage exclusif du Ministère

Ontario Corporation Number
Numéro de la société en Ontario
1274047



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

DECEMBER 31 DÉCEMBRE, 1997

Sam D. Ellis
Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS**

1. The name of the corporation is: *Denomination sociale de la société:*

D I V I N E L A K E E X P L O R A T I O N C O R P .

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

Suite 600, 36 Lombard 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 a bureaux, numéro du bureau)

Municipality of Metropolitan Toronto

M 5 C 2 X 3

(Name of Municipality or Post Office) (Postal Code)
(Nom de la municipalité, ou du bureau de poste) (Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

a minimum of one (1) and a maximum of nine (9) directors

4. The first director(s) is/are: *Premier(s) administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving street & No. or R.R. No., municipality and postal code. <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal.</i>	Resident Canadian State Yes or No <i>Résident canadien Oui/Non</i>
James P. Boyle	3 Governor's Road Toronto, Ontario M4W 2E9	YES
Nadia Lucchese	810-50 Eglinton Avenue West Mississauga, Ontario L5R 3P5	YES

FORM 1
BUSINESS
CORPORATIONS
ACT

FORMULE 1
LOI SUR LES
SOCIÉTÉS
PAR ACTIONS

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 société.*

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 société est autorisée à émettre.*

The Corporation is authorized to issue an unlimited number of common shares.

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'action et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

The common shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Dividends

1.1 Subject to the prior rights of any shares ranking senior to the common shares with respect to priority in the payment of dividends, the holders of common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

2. Dissolution

2.1 In the event of the dissolution, liquidation 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, subject to the prior rights of the holders of any shares ranking senior to the common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the common shares shall be entitled to receive the remaining property and assets of the Corporation.

3. Voting Rights

3.1 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 shall have one vote for each common share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

4. Voting Restrictions

The holders of shares of any class and the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon, and shall not be entitled to dissent in respect of, any proposal to amend the articles to:

1. increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;

2. **effect an exchange, reclassification or cancellation of the shares of such class or series; or**
3. **create a new class or series of shares equal or superior to the shares of such class or series.**

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

No shares shall be transferred without the express consent of the Directors signified by a resolution of the Board of Directors.

9. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

1. **The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were while in that employment, and have continued after the termination of that employment to be shareholders of the Corporation, is hereby limited to fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.**
2. **The Corporation is prohibited from making any invitation to the public to subscribe for any securities of the Corporation.**
3. **The board of directors of the Corporation may, without authorization of the shareholders of the Corporation, from time to time, in such amounts and on such terms as it deems expedient:**
 - (a) **borrow money upon the credit of the Corporation;**
 - (b) **issue, re-issue, sell or pledge debt obligations of the Corporation;**
 - (c) **give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and**
 - (d) **charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired property and assets of the Corporation, including without limiting the generality of the foregoing, real and personal property, movable and immovable property, tangible and intangible assets, book debts, rights, powers, franchises and undertakings, to secure any obligation of the Corporation.**

The board of directors may from time to time by resolution delegate to a committee of directors or to one or more of the directors or officers of the Corporation all or any of the powers hereby conferred upon the board to such extent and in such manner as the board shall determine at the time of each such delegation. Nothing in this section shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

10. The names and addresses of the incorporators are

Nom et adresse des fondateurs

First name, initials and surname or corporate name
Prénom, initiales et nom de famille ou dénomination sociale

Full residence address or address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code
Adresse personnelle au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité et le code postal

James P. Boyle

**3 Governor's Road
Toronto, Ontario
M4W 2E9**

Nadia Lucchese

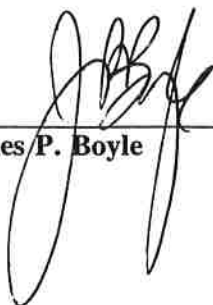
**810-50 Eglinton Avenue West
Mississauga, Ontario
L5R 3P5**

These articles are signed in duplicate

Les présents statuts sont signés en double exemplaire.

Signatures of incorporators
signatures des fondateurs

James P. Boyle



Nadia Lucchese

