

Appendix C

Canzinco shareholder resolution appointing directors

**RESOLUTIONS OF THE SOLE SHAREHOLDER
OF**

**CANZINCO LTD.
(the "Corporation")**

Financial Statements

Receipt of the financial statements of the Corporation for the financial year ended December 31, 2012 as approved by the directors is acknowledged.

Election of Directors

RESOLVED THAT the following persons are elected the directors of the Corporation, to hold office until the close of the next annual meeting of the shareholders.

Graham Buttenshaw
Johan Skoglund

Exemption From Audit Requirements

RESOLVED THAT the Corporation not appoint an auditor in respect of the financial year of the Corporation ending on December 31, 2013.

Confirmation of Acts

RESOLVED THAT all acts, contracts, by-laws, proceedings, appointments and elections made, done and taken by the directors and officer of the Corporation since the date of the last annual resolutions of the shareholder are approved and confirmed.

These resolutions are consented to by the sole shareholder of the Corporation pursuant to Section 142 of the *Canada Business Corporations Act*, as evidenced by the signature below.

DATED as of June 30, 2013.

BREAKWATER RESOURCES LTD.

Per: _____

Authorized Signatory