BRITISH COLUMBIA

Number: BC0964659

# CERTIFICATE OF AMALGAMATION

*BUSINESS CORPORATIONS ACT*

I Hereby Certify that BUTTERPOT RESOURCES ULC, incorporation number C0907371, and HOPE BAY MINING LTD., incorporation number BC0808479 were amalgamated as one company under the name HOPE BAY MINING LTD. on March 11, 2013 at 11:12 AM Pacific Time.

*Issued under my hand at Victoria, British Columbia*
*On March 11, 2013*

**CAROL PREST**
*Registrar of Companies*
Province of British Columbia
Canada

BRITISH COLUMBIA | BC Registry Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard Street
Victoria BC
250 356-8626

# Amalgamation Application

*FORM 13*
*BUSINESS CORPORATIONS ACT*
*Section 275 and 51.7*

| | |
|---|---|
| **FILING DETAILS:** | *Amalgamation Application for:* **HOPE BAY MINING LTD.** |
| | *Incorporation Number:* **BC0964659** |
| *Filed Date and Time:* | **March 11, 2013 11:12 AM Pacific Time** |
| *Recognition Date and Time:* | **March 11, 2013 11:12 AM Pacific Time as a result of an Amalgamation.** |

## AMALGAMATION APPLICATION

The amalgamated company is to adopt, as its name, the name of the following amalgamating company: HOPE BAY MINING LTD.. The Incorporation Number associated with this Company is: BC0808479.

## AMALGAMATION EFFECTIVE DATE:

The amalgamation is to take effect at the time that this application is filed with the Registrar.

## AMALGAMATING CORPORATION(S) INFORMATION

| Name of Amalgamating Corporation(s) | Incorporation Number in BC |
|---|---|
| BUTTERPOT RESOURCES ULC | C0907371 |
| HOPE BAY MINING LTD. | BC0808479 |

## AMALGAMATION STATEMENT

This amalgamation has been effected without court approval. A copy of all of the required affidavits under section 277(1) have been obtained and the affidavit obtained from each amalgamating company has been deposited in that company's records office.

## NOTICE OF ARTICLES

**A BC company must REMOVE from the face of each share certificate the following statement:**

**"The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the Business Corporations Act."**

**Name of Company:**

HOPE BAY MINING LTD.

## REGISTERED OFFICE INFORMATION

**Mailing Address:**
1600 - 925 WEST GEORGIA STREET
VANCOUVER BC V6C 3L2
CANADA

**Delivery Address:**
1600 - 925 WEST GEORGIA STREET
VANCOUVER BC V6C 3L2
CANADA

## RECORDS OFFICE INFORMATION

**Mailing Address:**
1600 - 925 WEST GEORGIA STREET
VANCOUVER BC V6C 3L2
CANADA

**Delivery Address:**
1600 - 925 WEST GEORGIA STREET
VANCOUVER BC V6C 3L2
CANADA

## DIRECTOR INFORMATION

**ast Name, First Name, Middle Name:**
Gottesfeld, Stephen P.

**Mailing Address:**
6363 SOUTH FIDDLER'S GREEN CIRCLE
GREENWOOD VILLAGE CO 80111
UNITED STATES

**Delivery Address:**
6363 SOUTH FIDDLER'S GREEN CIRCLE
GREENWOOD VILLAGE CO 80111
UNITED STATES

**Last Name, First Name, Middle Name:**
Goldberg, Gary

**Mailing Address:**
6363 SOUTH FIDDLER'S GREEN CIRCLE
GREENWOOD VILLAGE CO 80111
UNITED STATES

**Delivery Address:**
6363 SOUTH FIDDLER'S GREEN CIRCLE
GREENWOOD VILLAGE CO 80111
UNITED STATES

**Last Name, First Name, Middle Name:**
Mahoney, Thomas P.

**Mailing Address:**
6363 SOUTH FIDDLER'S GREEN CIRCLE
GREENWOOD VILLAGE CO 80111
UNITED STATES

**Delivery Address:**
6363 SOUTH FIDDLER'S GREEN CIRCLE
GREENWOOD VILLAGE CO 80111
UNITED STATES

## UTHORIZED SHARE STRUCTURE

| | | | |
|---|---|---|---|
| 1. | No Maximum | Common Shares | Without Par Value<br><br>Without Special Rights or Restrictions attached |
| 2. | No Maximum | Preference Shares | Without Par Value<br><br>With Special Rights or Restrictions attached |