

CANADA) **TO ALL WHOM THESE PRESENTS**
Province of Ontario) may come, be seen or known
To Wit)

I, R. Gregory Laing, a Notary Public, in and for the Province of
Ontario, by Royal Authority duly appointed, residing at the Town of Oakville in said
Province.

DO CERTIFY AND ATTEST that the paper-writing hereto annexed is a true copy of a
document produced and shown to me purporting to be the:

Articles of Continuance of Meliadine Holdings Inc. dated December 22, 2010
the said copy having been compared by me with the said original document, an act
whereof being requested I have granted under my Notarial Form and Seal of Office to
serve and avail as occasion shall or may require. This photocopy conforms to the original
document that has not been altered in any way. **IN TESTIMONY WHEREOF** I have
hereto subscribed my name and affixed my Notarial Seal of Office at Toronto this
5th day of July, 2011.



A Notary Public in and for the
Province of Ontario
R. Gregory Laing
240 Dolphin Court
Oakville, Ontario
L6J 5S8
Canada

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À l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la société en Ontario

1816276



**Ministry of
Government Services**

Ministère des
Services gouvernementaux

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

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

DECEMBER 2 2 DÉCEMBRE 2010.....

K. — Cy
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF CONTINUANCE
STATUTS DE MAINTIEN

Form 6
Business
Corporations
Act

Formule 6
Loi sur les
sociétés par
actions

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

[illegible]

2. The corporation is to be continued under the name (if different from 1) :
Nouvelle dénomination sociale de la société (si elle différente de celle inscrite ci-dessus) :

[illegible]

3. Name of jurisdiction the corporation is leaving: / Nom du territoire (province ou territoire, État ou pays) que quitte la société :
Alberta

Name of jurisdiction / Nom du territoire

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

2010-01-01

Year, Month, Année / année, mois, jour

5. The address of the registered office is: / Adresse du siège social en :

145 King Street East, Suite 400

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 à bureaux, numéro du bureau

Toronto

ONTARIO

M	5	C	2	Y	7
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Name of Municipality or Post Office / Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

6. Number of directors is/are:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1	10
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7. The director(s) is/are: / Administrateur(s):

First name, middle names and
 surname
*Prénom, autres prénoms et nom de
 famille*

Address for service, giving Street & No. or R.R. No.,
 Municipality, Province, Country and Postal Code
*Domicile élu, y compris la rue et le numéro ou le numéro de la
 R.R., le nom de la municipalité, la province, le pays et le code
 postal*

Resident Canadian
 State 'Yes' or 'No'
*Résident canadien
 Oui/Non*

R. Gregory Laing

240 Dolphin Court
 Oakville, Ontario, Canada L6J 5S8

Yes

8. 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.

9. 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:

- (a) an unlimited number of Common Shares;
- (b) an unlimited number of Class A Shares; and
- (c) an unlimited number of Class B Shares.

10. 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 qui peut être émise en série :

To provide that the Class A Shares, the Class B Shares and the Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

A. Class A Shares

- (a) subject to the provisions of the Business Corporations Act (Ontario) (the "Act"), the holders thereof shall not, as such, have any right to receive notice of, attend, or vote at any meetings of shareholders of the Corporation;
- (b) the holders thereof shall have the right to receive any dividend declared by the Corporation, *pari passu* with the holders of the Class B Shares and the Common Shares of the Corporation; and
- (c) the holders thereof shall have the right to receive the remaining property of the Corporation on dissolution, liquidation winding up or other distribution of its assets or property among its shareholders for the purpose of winding up its affairs, *pari passu* with the holders of the Class B Shares and the Common Shares of the Corporation.

B. Class B Shares

- (a) subject to the provisions of the Act, the holders thereof shall not, as such, have any right to receive notice of, attend, or vote at any meetings of shareholders of the Corporation, except with respect to the appointment of auditors for the Corporation;
- (b) the holders thereof shall have the right to receive any dividend declared by the Corporation, *pari passu* with the holders of Class A Shares and Common Shares of the Corporation; and
- (c) the holders thereof shall have the right to receive the remaining property of the Corporation on dissolution, liquidation winding up or other distribution of its assets or property among its shareholders for the purpose of winding up its affairs, *pari passu* with the holders of the Class A Shares and Common Shares of the Corporation.

C. Common Shares

- (a) the holders thereof shall have the right to vote at any meeting of shareholders of the Corporation;
- (b) the holders thereof shall have the right to receive any dividend declared by the Corporation;
- (c) the holders thereof shall have the right to receive the remaining property of the Corporation on dissolution, liquidation, winding up or other distribution of its assets or property among its shareholders for the purpose of winding up its affairs.

11. 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 :

The right to transfer securities of the Corporation (other than debt securities that are not convertible into shares of the Corporation) shall be restricted in that no holder of such securities shall be entitled to transfer any such securities without either:

- (a) if the transfer of such securities is restricted by any security holders' agreement, complying with such restrictions in such agreement; or
- (b) if there are no such restrictions, either:
 - (i) the express sanction of the holders of more than 50% of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by the holders of more than 50% of such shares; or
 - (ii) the express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors entitled to vote on that resolution at a meeting of directors.

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

None.

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.
La société s'est conformée au paragraphe 180(3) de la Loi sur les sociétés par actions.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on
Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le

2010-12-09

Year, Month, Day
année, mois, jour

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.
Le maintien de la société en vertu de la Loi sur les sociétés par actions a le même effet que si la société avait été constituée en vertu de cette loi.

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

MELIADINE HOLDINGS INC.

Name of Corporation / Dénomination sociale de la société

By/Par



Signature / Signature

R. Gregory Laing

Print name of signatory / Nom du signataire en lettres moulées

Director

Description of Office / Fonction

These articles must be signed by a director or officer of the corporation (e.g. president, secretary)
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).