25. SEAL

25.1. Who May Attest Seal

Except as provided in Articles 25.2 and 25.3, the Company's seal, if any, must not be impressed on any record except when that impression is attested by the signatures of:

(1) any two directors;

(2) any officer, together with any director;

(3) if the Company only has one director, that director; or

(4) any one or more directors or officers or persons as may be determined by the directors.

25.2. Sealing Copies

For the purpose of certifying under seal a certificate of incumbency of the directors or officers of the Company or a true copy of any resolution or other document, despite Article 25.1, the impression of the seal may be attested by the signature of any director or officer, or the signature of any other person as may be determined by the directors.

25.3. Mechanical Reproduction of Seal

The directors may authorize the seal to be impressed by third parties on share certificates or bonds, debentures or other securities of the Company as they may determine appropriate from time to time. To enable the seal to be impressed on any share certificates or bonds, debentures or other securities of the Company, whether in definitive or interim form, on which facsimiles of any of the signatures of the directors or officers of the Company are, in accordance with the Business Corporations Act or these Articles, printed or otherwise mechanically reproduced, there may be delivered to the person employed to engrave, lithograph or print such definitive or interim share certificates or bonds, debentures or other securities one or more unmounted dies reproducing the seal and such persons as are authorized under Article 25.1 to attest the Company's seal may in writing authorize such person to cause the seal to be impressed on such definitive or interim share certificates or bonds, debentures or other securities by the use of such dies. Share certificates or bonds, debentures or other securities to which the seal has been so impressed are for all purposes deemed to be under and to bear the seal impressed on them.

26. PROHIBITIONS

26.1. Application

Article 26.2 does not apply to the Company if and for so long as it is a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply.

26.2. Consent Required for Transfer of Shares or Designated Securities

No securities of the Company other than non-convertible debt securities of the Company shall be transferred without the consent of the directors expressed by resolution and the directors shall not be required to give any reason for refusing to consent to any such transfer.

ARTICLES
of
HOPE BAY MINING LTD.

TABLE OF CONTENTS

No.: ET8953

ᓄᓇᕗᑦ
Nunavut
Canada

BUSINESS CORPORATIONS ACT

CERTIFICATE OF REGISTRATION OF AN EXTRA-TERRITORIAL CORPORATION

LOI SUR LES SOCIÉTÉS ACTIONS

CERTIFICAT D'ENREGISTREMENT D'UNE SOCIÉTÉ PAR ACTIONS EXTRATERRITORIALE

I HEREBY CERTIFY THAT

JE CERTIFIE PAR LA PRÉSENTE QUE

HOPE BAY MINING LTD.

a body corporate incorporated under the laws of

une personne morale constituée En vertu des lois

British Columbia

was registered under Part XXI of the *Business Corporations Act of Nunavut*, the Statement of Registration of which is attached.

était enregistrée en vertu de la partie XXI de la *Loi sur les sociétés par actions au Nunavut*, la déclaration d'enregistrement en faisant foi étant jointe.

Date of Registration
Enregistrement fait le: 21-Nov-2007

DEPUTY / REGISTRAR OF CORPORATIONS
REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS PAR ACTIONS

Nunavut

FORM 18
BUSINESS CORPORATIONS ACT
STATEMENT OF REGISTRATION EXTRA-TERRITORIAL CORPORATION

FORMULE 18
LOI SUR LES SOCIÉTÉS PAR ACTIONS
DÉCLARATION D'ENREGISTREMENT D'UNE SOCIÉTÉ EXTRATERRITORIALE

FILED-DÉPÔT
No.: ET 8953
Date: NOV 21, 2007
DEPUTY REGISTRAR OF CORPORATIONS
REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS

1) Name of corporation — Dénomination sociale de la société

Hope Bay Mining Ltd.

2) Assumed name under which the corporation will carry on business in Nunavut and which has been approved by the Registrar — Dénomination d'emprunt approuvée par le registraire sous laquelle la société va exercer une activité commerciale au Nunavut

N/A

3) Does this corporation carry on business for gain? — La société exerce-t-elle à but lucratif ?

YES ☑ OUI
NO ☐ NON

4) Postal and street address of head office (including postal code) — Adresse du siège social (y compris le code postal)

1600-925 West Georgia Street, Vancouver, British Columbia V6C 3L2

5) The directors of this corporation are: — Les administrateurs de la présente société sont :

Name - Nom	Postal and street address (including postal code) Adresse (y compris le code postal)
Elaine Bennett	Suite 300 – 889 Harbourside Drive, North Vancouver, BC V7P 3S1

IMPORTANT: If required / Si exigé ☐ Schedule of additional directors is attached / Une liste d'administrateurs supplémentaires est jointe.

6) If the corporation was ever incorporated or previously registered in Nunavut, under what name and registration number was it incorporated or registered? — Si la société a déjà été constituée ou enregistrée au Nunavut, sous quelle dénomination sociale et quel numéro l'a-t-elle été ?

Name - Nom	Registration No. d'enregistrement
N/A	

7) The following documents are attached: — Les documents suivants sont joints :

a) Copy of the charter of the corporation verified in a manner satisfactory to the Registrar — a) Une copie de la charte de la société attestée d'une façon que le registraire estime satisfaisante

b) Notice of Registered Office (completed Form 21) — b) L'avis de désignation du bureau enregistré (Formule 21 remplie)

Date	Signature	Title (Director or Officer) Titre (Administrateur ou dirigeant)
November 16, 2007		VP and CFO

Nunavut

FORM 21
BUSINESS CORPORATIONS ACT
NOTICE OF REGISTERED OFFICE OR NOTICE OF CHANGE OF REGISTERED OFFICE EXTRA-TERRITORIAL CORPORATION
FORMULE 21
LOI SUR LES SOCIÉTÉS PAR ACTIONS
AVIS DE DÉSIGNATION OU DE CHANGEMENT DE BUREAU ENREGISTRÉ D'UNE SOCIÉTÉ EXTRATERRITORIALE

FILED-DÉPÔT
No.: ET 8953
Date: Nov 21, 2007
[signature]
DEPUTY REGISTRAR OF CORPORATIONS / REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS

1) Name of Corporation — Dénomination social de la société

Hope Bay Mining Ltd.

2) Postal and street address of registered office (including postal code) — Adresse du bureau enregistré (y compris le code postal)

House 2436
P.O. Box 1734
Iqaluit NU X0A 0H0

3) Post office box designated as the address for service by mail, if any (including postal code) — Boîte postale désignée comme adresse aux fins de signification par courrier, s'il y a lieu (y compris le code postal)

N/A

Date	Signature	Title (Director, Officer or Solicitor) / Titre (Administrateur, dirigeant ou avocat)
November 16, 2007	[signature]	VP and CFO

CENTRAL SECURITIES REGISTER

HOPE BAY MINING LTD.

SHAREHOLDER: Miramar Hope Bay Ltd. **SHARE CLASS:** Common

ADDRESS: Suite 300 - 889 Harbourside Drive, North Vancouver, BC V7P 3S1 **PAR VALUE:** Without

Date	From Whom Acquired or to whom transferred	SHARE ALLOTED		Consideration Paid to Company				Commission or Discount per share	SHARES Transferred/Redeemed/Repurchased			BALANCE OF SHARES HELD
		Quantity	Cert. Issued No.	Agreed Per Share	Paid Per Share				Quantity	Certificate		
					Cash	Other Than Cash				Surrender No.	Issue No.	
						Amount	Particulars					
Nov 16, 2007	Transfer from Johanna Fipke								1		2	1

REGISTER OF DIRECTORS
(Section 126)
HOPE BAY MINING LTD.

Full Name	Prescribed Address	Date Appointed	Date Ceased	OFFICE HELD		
				Office	Date Appointed	Date Ceased
Elaine Bennett	Delivery address: Suite 300 - 889 Harbourside Drive North Vancouver, BC V7P 3S1 Mailing address: Suite 300 - 889 Harbourside Drive North Vancouver, BC V7P 3S1	Nov 15, 2007				