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**BRITISH
COLUMBIA**

The Best Place on Earth

CERTIFICATE OF INCORPORATION

BUSINESS CORPORATIONS ACT

I Hereby Certify that HOPE BAY MINING LTD. was incorporated under the Business Corporations Act on November 15, 2007 at 09:42 AM Pacific Time.

Issued under my hand at Victoria, British Columbia

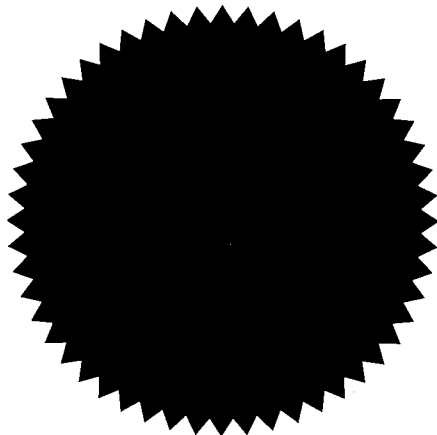
On November 15, 2007

RON TOWNSHEND

Registrar of Companies

Province of British Columbia

Canada



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	Dec 31, 2007	President	Dec 18, 2007	Dec 31, 2007
Britt D. Banks	Delivery address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111 Mailing address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	Dec 31, 2007	Jul 15, 2008	Vice President	Dec 31, 2007	Jul 15, 2008
Russell D. Ball	Delivery address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111 Mailing address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	Dec 31, 2007		Vice President Controller	Dec 31, 2007 Dec 31, 2007	Jul 15, 2008
Randy Engel	Delivery address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111 Mailing address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	Dec 31, 2007	Jul 15, 2008	Vice President	Dec 31, 2007	Jul 15, 2008

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Guy Lansdown	Delivery address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111 Mailing address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	Dec 31, 2007		President Chairman of the Board Senior Vice President	Dec 31, 2007 Jan 1, 2010 Jun 1, 2010	Jan 1, 2010 Jun 1, 2010
Alan R. Blank	Delivery address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111 Mailing address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	Jul 15, 2008	Jun 1, 2010	Vice-President	Jul 15, 2008	Jun 1, 2010
Stephen P. Gottesfeld	Delivery address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111 Mailing address: 6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	Jun 1, 2010		Vice President	Jun 1, 2010	
John Wakeford	1162 Strathaven Drive North Vancouver, BC V7H 2Z6	** OFFICER	ONLY **	Secretary	Dec 18, 2007	Dec 31, 2007
Jim Currie	2077 Essex Drive Abbotsford, BC V2S 7R8	** OFFICER	ONLY **	Vice President	Dec 18, 2007	Dec 31, 2007
Brian Anderson	889 Harbourside Drive, Suite 300 North Vancouver, BC V7P 3S1	** OFFICER	ONLY **	Vice President	Dec 31, 2007	Jan 1, 2010
David R. Faley	6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	** OFFICER	ONLY **	Vice President	Dec 31, 2007	

Full Name	Prescribed Address	Date Appointed	Date Ceased	OFFICE HELD		
				Office	Date Appointed	Date Ceased
David V. Gutierrez	6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	** OFFICER	ONLY **	Vice President	Dec 31, 2007	
Thomas P. Mahoney	6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	** OFFICER	ONLY **	Vice President Treasurer	Dec 31, 2007 Dec 31, 2007	
Blake M. Rhodes	6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	** OFFICER	ONLY **	Vice President	Dec 31, 2007	Jun 1, 2009
Sharon E. Thomas	6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	** OFFICER	ONLY **	Vice President Secretary Assistant Secretary	Dec 31, 2007 Dec 31, 2007 Jun 1, 2009	Jun 1, 2009
Ardis Young	6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	** OFFICER	ONLY **	Assistant Secretary	Dec 31, 2007	
Jeffrey K. Reeser	6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	** OFFICER	ONLY **	Vice President Assistant Secretary Secretary	Jul 15, 2008 Jul 15, 2008 Jun 1, 2009	Jun 1, 2009
Cindy L. Williams	6363 South Fiddler's Green Circle Greenwood Villagae, CO, USA 80111	** OFFICER	ONLY **	Vice President	Jun 1, 2009	
James A. Spenceley	6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	** OFFICER	ONLY **	President	Jan 1, 2010	
Thomas R. Kerr	1655 Mountain City Highway Elko, NV, USA 89801	** OFFICER	ONLY **	Senior Vice President	Jun 1, 2010	
David A. Baker	6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	** OFFICER	ONLY **	Vice President	Jun 1, 2010	
Logan Hennessey	6363 South Fiddler's Green Circle Greenwood Village, CO, USA 80111	** OFFICER	ONLY **	Assistant Secretary	Jun 1, 2010	