



NIRB File No.: **03MN107 & 05MN047**

September 22, 2009

Honourable Chuck Strahl
Minister of Indian and Northern Affairs Canada
Indian and Northern Affairs Canada
Gatineau, QC

Via Email, Facsimile and Regular Post

Re: Name Change to Project Certificates for the Meadowbank Gold Mine (File No. 03MN107) and Doris North Gold Mine (File No. 05MN047) Projects

Dear Honourable Minister:

Following an extensive review of the Doris North Gold Mine project in accordance with Section 5, Article 12 of the Nunavut Land Claims Agreement (NLCA), the Nunavut Impact Review Board (NIRB or Board) issued the Doris North Gold Mine Project Certificate (No. 003) to Miramar Hope Bay Ltd on September 15, 2006. On April 20, 2009 the NIRB received correspondence from Hope Bay Mining Ltd. which indicated that Newmont Mining Corporation had acquired Miramar Hope Bay Ltd. (see attached). The proponent requested that the Doris North Gold Mine Project Certificate reflect the change in ownership, by replacing the name of the Proponent from “Miramar Hope Bay Limited to “Hope Bay Mining Limited” (a wholly owned subsidiary of Newmont Mining Corporation).

On May 27, 2009 the Board wrote to the Doris North distribution list and requested that interested parties provide the NIRB with their comments or concerns regarding the proposed change to the Doris North Gold Mine Project Certificate on or before June 5, 2009. By June 5, 2009 the comments received from parties indicated no concerns regarding the proposed name change.

Comment submissions are available for viewing on NIRB’s ftp site using the following link:

<http://ftp.nirb.ca/MONITORING/05MN047-DORIS%20NORTH/01-PROJECT%20CERTIFICATE/FOLLOW-UP/>

Following its recent reconsideration of Condition 32 of the Meadowbank Gold Mine Project Certificate (No. 004), on June 1, 2009 the NIRB issued its *Hearing Report for the NLCA 12.8.2 Reconsideration of Condition 32 of the Meadowbank Gold Mine Project Certificate*. In addition to recommendations regarding Condition 32 of the Project Certificate, the Board also recommended to the Minister of Indian and Northern Affairs Canada that the name of the Meadowbank Gold Mine Project Certificate holder be changed from “Cumberland Resources

Limited” to “Agnico-Eagle Mines Limited” (AEM). This recommendation was made as a result of the Meadowbank Gold Mine project having been acquired by Agnico-Eagle Mines Ltd in its purchase of Cumberland Resources Ltd in 2007.

In a similar manner, on August 24, 2009 the Board wrote to the Meadowbank distribution list and requested that interested parties provide the NIRB with their comments or concerns regarding the proposed name change for the Meadowbank Gold Mine Project Certificate on or before September 4, 2009. On August 30, 2009 the Board received correspondence from AEM outlining the acquisition of Cumberland Resources Limited by AEM, and requesting formally, that the name of the Proponent on the Meadowbank Gold Mine Project Certificate be changed to read AEM (see attached). No comments regarding the proposed name change were received from other parties by September 4, 2009.

Prior to granting the proposed name changes to Project Certificates No. 003 and 004 as outlined above, the NIRB would like to provide an opportunity for the Minister of Indian and Northern Affairs Canada to provide any comments or direction to the Board for its consideration. The NIRB will hold its final decision for a period of thirty (30) days from the date of this letter, pending the Minister’s input.

If you have any questions or require clarification regarding the proposed name changes to the Meadowbank Gold Mine and Doris North Gold Mine Project Certificates, please do not hesitate to contact Stephanie Autut, Executive Director, via email to sautut@nirb.ca or via telephone to (867) 983-4612.

Sincerely,



Lucassie Arragutainaq
Chairperson

Cc: Chris Hanks, Newmont (chris.hanks@newmont.com)
Larry Connell, AEM (lconnell@agnico-eagle.com)
Distribution Lists

Attachment: NIRB File No. 05MN047: HBML Ltr to NIRB Re PC (April 20, 2009)
NIRB File No. 03MN107:AEM Ltr to NIRB Re PC (August 30, 2009)



April 20, 2009

Nunavut Impact Review Board
PO Box 1360
Cambridge Bay, NU X0B 0C0
Attention: Stephanie Autut, Executive Director

Dear Stephanie:

Re: Status of Compliance with Doris North Gold Mine Project Certificate (Project Certificate)

Thank you for meeting with representatives of Hope Bay Mining Ltd. (HBML) on Monday, March 17, 2009 regarding, among other things, HBML's compliance with provisions of the Project Certificate. I write this letter for three purposes: first, to request a change to the name of the applicant listed on the Project Certificate; also, to provide an update to NIRB related to HBML's project development and finally, to provide NIRB with the updated status of HBML's compliance with requirements of the Project Certificate.

Change of Applicant

The Project Certificate was initially applied for and granted to Miramar Hope Bay Limited (MHBL) in September 2006. As you are aware, Newmont Mining Corporation acquired Miramar Mining Corporation, the parent company of MHBL, in March 2008.

HBML, a wholly owned subsidiary of Newmont Mining Corporation, is the successor to MHBL's operations and more specifically, to the assets and claims comprising the Doris North Project in the Hope Bay Greenstone Belt. We hereby notify NIRB of this change in ownership and ask that the Project Certificate provide that it is granted to "Hope Bay Mining Ltd."

Update of HBML Project

As we have discussed and as we notified you in our September 11th letter, HBML has indefinitely deferred the Doris North Project as a stand-alone project in order to pursue a broader belt-wide strategy that will incorporate the Doris North deposit. The stand-alone Doris North Project was originally proposed to you by our predecessor, MHBL and is authorized by NIRB in the current Project Certificate. This change in direction was done so that HBML could concentrate on project evaluation and the supporting advanced exploration needed for a business case for a Hope Bay Belt-wide strategy. HBML is seeking to develop a project description to bring to regulators, which will lay out a longer term vision for the orderly development of the three known deposits –

Doris, Madrid and Boston, as well as an approach to the blue sky geologic potential that will hopefully provide a sustainable future for mining in the Hope Bay Belt.

Currently, HBML is reviewing options for alternative mine plans, conducting advanced exploration and beginning baseline environmental studies that will ultimately support environmental assessment of the new project.

Currently HBML has between 100 and 120 personnel on site and housed at the Doris Camp and the Boston camp, who are fulfilling these functions. Once HBML assumed control of the operations and was able to properly evaluate the Windy Camp that had previously housed mine development, exploration and environmental activities, HBML realized the facility was near the end of its effective life and could not continue to support the level of activity required for the Project. Doris Camp, which was built for the now deferred Doris North Project offered modern facilities that allows HBML to operate safely and in compliance with its certificates and licences. Use of that camp for these activities was viewed as reasonable to support HBML's activities associated with mineral development for which the facility was created.

The culmination of this work will, of course, be the creation of a Project Description for a new Hope Bay Project that HBML will submit to NIRB to initiate the scoping, environmental assessment, regulatory review, and "permitting" process needed to acquire the certificates, permits, authorizations and agreements necessary to advance the new project.

Update on Status of Compliance

Much of our recent conversation focused on HBML's compliance with the existing Project Certificate and more specifically, our mutual understanding regarding the provisions of the Project Certificate that applied to HBML's current operations at Doris North, which are more limited than those contemplating mining operations that were proposed by MHBL under the terms of the Project Certificate. For ease of reference, on a chart attached to this letter, we have listed the numbered requirements of the Project Certificate and have described our compliance with such provision or in the alternative, have proposed the extent to which certain of these requirements do not apply to our current operations.

On the attached chart, we have noted our progress and completion of certain items highlighted in your letter dated December 5, 2008. We have also listed items that, as you stated in your February 20th letter, can neither be complied with nor enforced because they are specifically conditioned on the Doris North mine coming into operation. Finally, we have clarified a few additional items to which HBML can not strictly comply as written in the Project Certificate because certain provisions – generally relating to tailings impoundment and mining operations – are not applicable to HBML's current operations.

I anticipate a response confirming your review of the items offered in this letter and in the attached chart. I look forward to our continued discussion.

Best Regards,

Chris Hanks
Director, Environment and Social Responsibility

Requirement**Status Update**

- 4.1** HBML's current operations are in compliance with these requirements. HBML's current operations at Doris are limited to use of the facility to support, engineering studies, advanced exploration, and environmental baseline work throughout the belt. Therefore, some requirements related to mining and milling are not applicable.
- 4.2** HBML's current operations are in compliance with the listed legislation and authorities provided in Appendix B of the Project Certificate. Certain of these requirements are, likewise, incorporated into other permits, licences and regulations that govern our current operations. HBML's current operations are limited to advanced exploration, and environmental baseline work throughout the belt. Therefore, some requirements of Appendix B related to mining, milling and tailings impoundment facilities are not applicable.
- 4.3** HBML is in compliance with this requirement to obtain all federal and territorial permits and other approvals. HBML obtained all required Federal and Territorial licenses, authorizations and permits required to conduct the Doris North Project prior to its decision to defer this project. HBML also has all permits and authorizations that are necessary for its current advanced exploration activities.
- 4.4** NIRB has assigned a full time monitoring officer to monitor the Project.
- 4.5** HBML is in compliance with this requirement to report to NIRB on its development plans for future phases of the Hope Bay Belt. HBML has made this report for calendar year 2008. HBML is currently reviewing options for a development plan for the Hope Bay Belt. Tail Lake is still the preferred option for a future tailings facility. HBML has not made a final decision on options for the new Project.
- 4.6** HBML is in compliance with this requirement to notify NIRB of any further alternative assessments of

the Tail Lake tailings impoundment area in the event that Tail Lake may no longer be the preferred option for tailings. HBML is currently reviewing options for a development plan for the Hope Bay Belt. Tail Lake is still the preferred option for tailings facilities. HBML has not made a final decision on options for the new Project. HBML will notify NIRB once we have decided on the scope of the new project to make sure that in producing the Project Description we integrate the existing assessed elements of the Doris North Project in a manner that facilitates review by NIRB.

- 4.7** HBML is in compliance with this requirement to meet with federal agencies to ensure the information required for Schedule 2 of the Metal Mining Effluent Regulations can be processed according to law. Schedule 2 to the Metal Mining Effluent Regulations was amended on July 9, 2008 and authorizes the use of Tail Lake as a tailings impoundment area.
- 4.8** HBML is in compliance with this requirement to install a weather station at the mine site. HBML has two meteorological stations operating on the Hope Bay Belt that meet this requirement – one at Doris Camp and the other at Boston Camp. HBML is consulting further with Environment Canada concerning the adequacy of these stations for providing the requisite information going forward.
- 4.9** As noted in NIRB’s February 20th letter to HBML, requirement 4.9, relating to the installation of an on-site laboratory for monitoring water quality within Tail Lake and Doris Creek, is conditioned upon the “commencement of operations”. Due to HBML’s deferral of the Doris North Project, the requirement, which is related to mining and milling activities that are not currently being undertaken, it is not applicable to HBML’s current operations on the Hope Bay Belt.
- 4.10** As noted in NIRB’s February 20th letter to HBML, requirement 4.10, relating to water quality within Tail Lake and Doris Creek being verified and report to NIRB, is conditioned upon the “commencement of operations”. Due to HBML’s deferral of the Doris North Project, the requirement, which is related to mining and milling activities that are not currently being undertaken, it is not applicable to HBML’s current operations on the Hope Bay Belt.
- 4.11** HBML is in compliance with this requirement to ensure that the monitoring information collected under the terms of the Project Certificate contain the listed information.

- 4.12** HBML is in compliance with this requirement to maintain and archive the results of its monitoring, data and analysis for the life of the Project. The information will also be incorporated into the new project information and monitoring data.
- 4.13** HBML is in compliance with this requirement to collect additional water quality data and incorporate the data into its model submitted to the NWB. The revised water quality model was submitted to the NWB as part of the water license application. HBML is now reviewing and will soon submit to the DFO and NIRB certain Doris North Aquatic Study Reports for 2006, 2007 and 2008. This will complete a commitment that was not complete at the time HBML assumed control of the Project.
- 4.14** HBML is in compliance with this requirement to collect precipitation, evaporation and run-off data to submit to the NWB. This data was provided as part of the Type A Water License application submitted to the NWB.
- 4.15** HBML is in compliance with this requirement to not allow the water discharged into Doris Creek to exceed the criteria set by the NWB. Because HBML has deferred the Doris North Project and its operations only involve advanced operations and environmental baselines studies, there is no water being discharged from the proposed tailings facility at Tail Lake to Doris Creek at this time.
- 4.16** HBML's current operations are in compliance with this requirement to prevent any Tail Lake discharge in violation of the Project Certificate or other regulations as such may have a negative effect on wildlife, fisheries, aquatics and human health. Because HBML has deferred the Doris North Project and its operations only involve advanced operations and environmental baselines studies, there is no water being discharged from the proposed tailings facility at Tail Lake to Doris Creek at this time.
- 4.17** HBML's prior practice was to report these occurrences to the Nunavut Spill Hotline on the assumption that NIRB was receiving Hotline reports. We now understand this is not the case and for future operations, HBML will copy the NIRB Monitoring Officer on reports of these circumstances.
- 4.18** HBML is in compliance with this requirement to submit to the NWB a program detailing the

methodology for testing quarried rock for acid generation and metal leaching potential. HBML met this requirement as part of its Type A Water Licence application and is continuing to perform these analyses for new projects.

- 4.19** HBML is in compliance with this requirement to install thermistor cables and temperature loggers in the jetty foundation. HBML completed installation of thermistor cables and temperature loggers in March 2009. The SRK construction summary memo and a monitoring plan will be transmitted to NIRB shortly.
- 4.20** HBML is in compliance with this requirement to ensure the use of containment booms and berms to control potential spills and the availability of spill kits at relevant locations. HBML explained some additional procedures in place in its letter to the NIRB, dated February 18, 2009
- 4.21** HBML is in compliance with this requirement. HBML will consult with local Elders, KIA and NTI on the closure plan for the Roberts Bay jetty. The jetty is under the jurisdiction of Transport Canada and the DFO, which have set standards for final closure.
- 4.22** HBML submitted to GN a design and implementation plan for baseline data collection methods for wolverine and grizzly bear populations, and we are awaiting their input. HBML intends to resubmit the request for further consultation from GN.
- 4.23** HBML is in compliance with this requirement to designate an employee as a primary wildlife contact. HBML's employees work 3-by-3 week cross-shifts. HBML has designated its Senior Environmental Coordinator and also the Environmental Technician with alternating responsibilities for this function.
- 4.24** HBML is in compliance with this requirement to provide appropriate training for its on-site wildlife specialist.
- 4.25** HBML's current operations are in compliance with this requirement. HBML compiles an annual Wildlife Mitigation and Monitoring Report, which reports sightings and interactions. For future operations, HBML will compile quarterly summary reports for submission to the NIRB Monitoring Officer. Because HBML has deferred the Doris North Project and its operations only involve advanced

operations and environmental baselines studies, certain provisions of this requirement relating to mitigating interactions at the mine site and tailings impoundment area are not applicable to HBML's current operations.

- 4.26** HBML's current operations are in compliance with these requirements, and measures initiated by HBML in response to these concerns are covered in HBML's annual Wildlife Mitigation and Monitoring Report. Because HBML has deferred the Doris North Project and its operations only involve advanced operations and environmental baselines studies, certain provisions of this requirement relating to mitigating measures for the mill site and tailings impoundment area are not applicable to HBML's current operations. Tail Lake is not being used as a tailings impoundment area at this time and consequently, does not currently constitute a risk to wildlife and birds. The issue will, however, be considered in the development of HBML's new Hope Bay Project and will be described in the forthcoming Project Description.
- 4.27** HBML is in compliance with this requirement to update and revise the Wildlife Mitigation and Monitoring Plan to reflect terms of the Project Certificate and to submit the revised plan to NIRB. HBML submitted the 2007 Wildlife Mitigation and Monitoring Report to NIRB in October 2008, and the plan is currently out for review. The 2008 WMMP is currently being drafted and will be provided to NIRB by the end of April 2009
- 4.28** HBML's current operations are in compliance with this requirement to form the SEMC to supplement areas covered by the IIBA for the Doris North Project. The SEMC has met to draft and finalize its Terms of Reference (TOR). Under the TOR, the implementation of the Doris North SEMC is directly tied to the construction of the Doris North mine, which has been deferred.
- 4.29** HBML's current operations are in compliance with the requirement to develop and implement a noise abatement plan. HBML submitted a baseline noise study in 2008. HBML is preparing annual monitoring results for 2008 for submission to NIRB by early May. Because HBML's current operations are limited to advanced exploration and environmental baseline studies, some reporting, restrictions and mitigation efforts (related to restrictions on blasting and active constructing or mining operations) are not applicable to HBML's current operations.

- 4.30** HBML is in compliance with this requirement to install and fund an atmospheric monitoring station. HBML is currently drafting its 2008 air quality monitoring report. It will be submitted to NIRB by April 30, 2009
- 4.31** HBML is in compliance with this requirement to prepare a complete Closure and Reclamation Plan. The Closure and Reclamation Plan was filed with the application to the NWB for the Type A Water Licence.
- 4.32** As noted in NIRB's February 20th letter to HBML, requirement 4.32, relating to having a complete Environment, Health and Safety Management System, is conditioned upon the "commencement of operations". Due to HBML's deferral of the mining and milling elements of the Doris North Project, the requirement is not applicable to HBML's current operations on the Hope Bay Belt.
- 4.33** HBML is in compliance with this requirement to ensure that areas used for fuel storage and hazardous materials are contained using the safest methods practical. HBML's fuel storage areas are constructed in compliance with the best engineering standards, and the fuel tank at Doris North is registered through INAC. These facilities are also in compliance with the Type A Water Licence for Doris North.
- 4.34** HBML is in compliance with this requirement to give NIRB notice of planned changes to the mine facility, including Tail Lake. HBML will continue to notify NIRB of planned changes to the mine facility, including Tail Lake, and its operations. HBML understands that changes should be reported based on their anticipated social and environmental impacts to the Hope Bay Belt.
- 4.35** HBML's current operations are in compliance with this requirement as described herein.
- Appendix D** Requirements of Appendix D relate to HBML's development of a post-environmental assessment monitoring program for the Doris North Project. Because HBML's current operations are limited to engineering feasibility studies, advanced exploration, and environmental baseline authorized under other existing licences, permits, authorizations, agreements and leases, the conditions anticipated by the requirements of Appendix D related to a post-environmental assessment monitoring program, namely the

construction and operation of a mining facility, have not been initiated. As we have discussed, due to HBML's deferral of the Doris North Project, the requirements of Appendix D are not applicable to HBML's current operations on the Hope Bay Belt. When this requirement is revisited as part of the Project Certificate for the new project, HBML would suggest that this be restated so that it becomes a five-year review to test the assumptions and predictions made in the environmental assessment. The first might be set for five years after the commencement of commercial production.



August 30, 2009

Ms Stephanie Autut
Executive Director
Nunavut Impact Review Board
P.O. Box 1360
Cambridge Bay, Nunavut
X0B 0C0

Email: sautut@nirb.ca

Dear Ms. Autut,

Re: **Meadowbank Gold Mine Project Certificate Name Change**

In early July 2007, Cumberland became a 100% wholly-owned subsidiary of Agnico-Eagle Mines Limited (AEM). Through a series of steps, AEM amalgamated with Cumberland and Meadowbank Mining Corporation ("Meadowbank" a wholly-owned subsidiary of Cumberland) on August 1, 2007. As a result of this amalgamation, all of the rights, title, interests, liabilities and obligations of Cumberland and Meadowbank are automatically, by law, transferred to and assumed by AEM. Therefore we ask that the Nunavut Impact Review Board change the name of the Proponent on the Meadowbank Gold Mine Project Certificate NIRB #004 issued by the Nunavut Impact Review Board on December 30, 2006 from Meadowbank Mining Corporation to Agnico-Eagle Mines Ltd. Throughout the Certificate and the supporting application documents, the terms 'Cumberland', 'Meadowbank' and 'AEM' are to mean the same entity: 'Agnico-Eagle Mines Limited'.

I have attached a copy of a letter dated August 30, 2007 sent by AEM to the Nunavut Water Board making a similar request for the Water License Application documents. I have also attached a copy of the Certificate and Articles of Amalgamation date October 17, 2007 officially registering this change in the Province of Ontario.

Should you have any questions on this information, please do not hesitate to contact me.

Sincerely,

Larry Connell, P. Eng.
Corporate Director of Sustainable Development
Agnico-Eagle Mines Limited
Cell: 604 765-5504
e-mail: lconnell@agnico-eagle.com



August 30, 2007

Ms Dionne Filiatrault
Executive Director
Nunavut Water Board
P.O. Box 119
Gjoa Haven, Nunavut
X0B 1J0

Email: exec@nunavutwaterboard.org

Dear Ms. Filiatrault,

Re: **Meadowbank Project –Type A Water License Application**

Please find attached the Water License application support documents for the Meadowbank Project prepared by Agnico-Eagle Mines Limited. This document is in support of the Water License Application Form and Supplementary Questionnaire submitted to the Nunavut Water Board in 2003.

As you know, in early July 2007, Cumberland became a 100% wholly-owned subsidiary of Agnico-Eagle Mines Limited (AEM). Through a series of steps, AEM amalgamated with Cumberland and Meadowbank Mining Corporation ("Meadowbank" a wholly-owned subsidiary of Cumberland) on August 1, 2007. As a result of this amalgamation, all of the rights, title, interests, liabilities and obligations of Cumberland and Meadowbank are automatically, by law, transferred to and assumed by AEM. Therefore in all License A application documents, the terms 'Cumberland', 'Meadowbank' and 'AEM' are to mean the same entity: 'Agnico-Eagle Mines Limited'.

AEM believes that the attached documents fully address the '*Nunavut Water Board Preliminary Guidelines for Applicant – Cumberland Resources, Meadowbank Project*' issued on March 13, 2007.

This submission also incorporates the information specified in the Nunavut Impact Review Board (NIRB) Meadowbank Project Certificate, issued on December 30, 2006.

Agnico-Eagle Mines Limited
145 King St East, Suite 400, Toronto, Ontario
M5C 2Y7
Tel : 416-947-1212
Fax : 416-367-4681
email : louise.grondin@agnico-eagle.com

Should you have any questions on this information or on any other matter concerning the license A application, please do not hesitate to contact me.

Sincerely,

Original signed by:

Louise Grondin, M. Sc., P. Eng.
Vice-president Environment
Agnico-Eagle Mines Limited
Cell: 819-724-2020
e-mail: louise.grondin@agnico-eagle.com

cc: Phyllis Beaulieu, NWB
Ebe Scherkus, AEM
Dan Kivari, AEM
Martin Bergeron, AEM
Stéphane Robert, AEM

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 a:

Certificate of Articles of Amalgamation of Agnico-Eagle Mines Limited dated
August 1, 2007;

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
17th day of October 2007.



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



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

AUGUST 01 AOUT, 2007

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

1742273

ARTICLES OF AMALGAMATION STATUTS DE FUSION

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)

Dénomination sociale de la société issue de la fusion (écrire en LETTRES MAJUSCULES SEULEMENT) :

A	G	N	I	C	O	-	E	A	G	L	E		M	I	N	E	S		L	I	M	I	T	E	D	/	M	I	N
E	S		A	G	N	I	C	O	-	E	A	G	L	E		L	I	M	I	T	E	E							

2. The address of the registered office is:

Adresse du siège social :

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

M5C 2Y7

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code /
Code postal)

3. Number of directors is/are: **or** minimum and maximum number of directors is/are:
Nombre d'administrateurs : **ou** nombres minimum et maximum d'administrateurs :
Number **or** minimum and maximum
Nombre **ou** minimum et maximum

5

12

4. 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

see page 1A attached

First name, initials and last name	Residence Address	Resident Canadian yes or no
Pertti Voutilainen	Juannusmaki 11C 02200 Espoo Finland	No
Leanne Baker	480 Ridge Road Tiburon, California USA 94920	No
Douglas R. Beaumont	621 Sir Richards Road Mississauga, Ontario Canada L5C 1A2	Yes
Sean Boyd	1 Blue Ridge Trail, R.R. #3 Newmarket, Ontario Canada L3Y 4W3	Yes
Bernard Kraft	1166 Bay Street, Suite 1804 Toronto, Ontario Canada M5S 2S8	Yes
Mel Leiderman	15 Fifeshire Road Toronto, Ontario Canada M2L 2G4	Yes
James D. Nasso	67 Groomsport Cres. Agincourt, Ontario Canada M1T 2K8	Yes
Eberhard Scherkus	1183 Carey Road Oakville, Ontario Canada L6J 2E3	Yes
Howard Stockford	25 George Street, Suite 805 Toronto, Ontario Canada M5A 4L8	Yes

5. Check **A or B**
Cocher **A ou B**

☐

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

☒

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

AGNICO-EAGLE MINES LIMITED/MINES AGNICO-EAGLE LIMITÉE

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year / année	Month / mois	Day / jour
Agnico-Eagle Mines Limited/Mines Agnico-Eagle Limitée	1495447	2007-Jul-27		
Cumberland Resources Ltd.	528134	2007-Jul-27		
Agnico-Eagle Acquisition Corporation	1740720	2007-Jul-27		
Meadowbank Mining Corporation	1740721	2007-Jul-27		

6. 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

7. 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 an unlimited number of shares of one class designated as common shares.

8. 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 :

The holders of the common shares are entitled:

- (a) to vote at all meetings of shareholders; and
- (b) to receive the remaining property of the Corporation upon dissolution.

9. 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 :

not applicable

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

The board of directors may from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any of the currently-owned or subsequently-acquired real or personal, moveable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.

The English form "Agnico-Eagle Mines Limited" and the French form "Mines Agnico-Eagle Limitée" of the name of the Corporation are equivalent and are used separately.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

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

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

AGNICO-EAGLE MINES
 LIMITED/MINES AGNICO-EAGLE
 LIMITÉE

by: 

Name: Robert Gregory Laing
 Title: General Counsel, Senior
 Vice-President, Legal and
 Corporate Secretary

CUMBERLAND RESOURCES LTD.

by: 

Name: Robert Gregory Laing
 Title: Director

AGNICO-EAGLE ACQUISITION
 CORPORATION

by: 

Name: Robert Gregory Laing
 Title: Director

MEADOWBANK MINING
 CORPORATION

by: 

Name: Robert Gregory Laing
 Title: Director

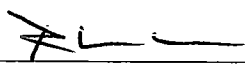
SCHEDULE A

STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Robert Gregory Laing, of the Town of Oakville, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am the director, President and Secretary of Agnico-Eagle Acquisition Corporation (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation, Agnico-Eagle Mines Limited/Mines Agnico-Eagle Limitée, Meadowbank Mining Corporation and Cumberland Resources Ltd. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 27th day of July, 2007.



Robert Gregory Laing

SCHEDULE A

STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Robert Gregory Laing, of the Town of Oakville, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am the director, President and Secretary of Meadowbank Mining Corporation (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation, Agnico-Eagle Mines Limited/Mines Agnico-Eagle Limitée, Agnico-Eagle Acquisition Corporation and Cumberland Resources Ltd. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 27th day of July, 2007.



Robert Gregory Laing


SCHEDULE A

STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Robert Gregory Laing, of the Town of Oakville, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am the director, President and Secretary of Cumberland Resources Ltd. (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation, Agnico-Eagle Mines Limited/Mines Agnico-Eagle Limitée, Agnico-Eagle Acquisition Corporation and Meadowbank Mining Corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 27th day of July, 2007.



Robert Gregory Laing

SCHEDULE A

STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Robert Gregory Laing, of the Town of Oakville, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am the General Counsel, Senior Vice-President, Legal and Corporate Secretary of Agnico-Eagle Mines Limited/Mines Agnico-Eagle Limitée (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation, Meadowbank Mining Corporation, Agnico-Eagle Acquisition Corporation and Cumberland Resources Ltd. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 27th day of July, 2007.



Robert Gregory Laing

SCHEDULE B

RESOLUTION OF THE DIRECTORS OF AGNICO-EAGLE MINES LIMITED/MINES AGNICO-EAGLE LIMITÉE

"AMALGAMATION WITH AGNICO-EAGLE ACQUISITION CORPORATION, CUMBERLAND RESOURCES LTD. AND MEADOWBANK MINING CORPORATION"

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") permits a holding corporation and one or more of its subsidiary corporations to amalgamate and continue as one corporation without complying with sections 175 and 176 of the Act;

AND WHEREAS Agnico-Eagle Acquisition Corporation ("Acquisition"), Cumberland Resources Ltd. ("Cumberland") and Meadowbank Mining Corporation ("Meadowbank") are subsidiary corporations of AGNICO-EAGLE MINES LIMITED/MINES AGNICO-EAGLE LIMITÉE (the "Corporation");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and each of Acquisition, Cumberland and Meadowbank amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

IT IS RESOLVED THAT:

1. the amalgamation (the "Amalgamation") of the Corporation, Acquisition, Cumberland and Meadowbank pursuant to the provisions of subsection 177(1) of the Act is hereby approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of Acquisition, Cumberland and Meadowbank shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed by the Regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of the Corporation;

4. upon the Amalgamation becoming effective, the by-law of the Corporation as in effect immediately prior to the Amalgamation shall be the by-law of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation;
6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

The undersigned General Counsel, Senior Vice-President, Legal and Corporate Secretary of AGNICO-EAGLE MINES LIMITED/MINES AGNICO-EAGLE LIMITÉE (the "Corporation") hereby certifies that the foregoing is a true and correct copy of a resolution passed by the directors of the Corporation on July 27, 2007, which resolution is in full force and effect as of the date hereof, unamended.

DATED July 27, 2007.



Robert Gregory Laing
General Counsel, Senior
Vice-President, Legal and
Corporate Secretary

SCHEDULE B

RESOLUTION OF THE DIRECTOR
OF
CUMBERLAND RESOURCES LTD.

AMALGAMATION WITH AGNICO-EAGLE MINES LIMITED/MINES AGNICO-EAGLE
LIMITÉE, AGNICO-EAGLE ACQUISITION CORPORATION AND
MEADOWBANK MINING CORPORATION

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") permits a holding corporation and one or more of its subsidiary corporations to amalgamate and continue as one corporation without complying with sections 175 and 176 of the Act;

AND WHEREAS CUMBERLAND RESOURCES LTD. (the "Corporation") is a subsidiary corporation of Agnico-Eagle Mines Limited/Mines Agnico-Eagle Limitée ("Agnico") and Agnico-Eagle Acquisition Corporation ("Acquisition");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and each of Acquisition, Agnico and Meadowbank Mining Corporation ("Meadowbank") amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

IT IS RESOLVED THAT:

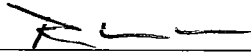
1. the amalgamation (the "Amalgamation") of the Corporation, Acquisition, Meadowbank and Agnico pursuant to the provisions of subsection 177(1) of the Act is hereby approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed by the Regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of Agnico;
4. upon the Amalgamation becoming effective, the by-law of Agnico as in effect immediately prior to the Amalgamation shall be the by-law of the Amalgamated Corporation;

5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

6. any director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

The undersigned, being the sole director of CUMBERLAND RESOURCES LTD., passes the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).

DATED July 27, 2007.


Robert Gregory Laing

SCHEDULE B

RESOLUTION OF THE DIRECTOR OF AGNICO-EAGLE ACQUISITION CORPORATION

AMALGAMATION WITH AGNICO-EAGLE MINES LIMITED/MINES AGNICO-EAGLE LIMITÉE, MEADOWBANK MINING CORPORATION AND CUMBERLAND RESOURCES LTD.

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") permits a holding corporation and one or more of its subsidiary corporations to amalgamate and continue as one corporation without complying with sections 175 and 176 of the Act;

AND WHEREAS AGNICO-EAGLE ACQUISITION CORPORATION (the "Corporation") is a wholly-owned subsidiary corporation of AGNICO-EAGLE MINES LIMITED/MINES AGNICO-EAGLE LIMITÉE ("Agnico");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and each of Meadowbank Mining Corporation ("Meadowbank"), Agnico and Cumberland Resources Ltd. ("Cumberland") amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

IT IS RESOLVED THAT:

1. the amalgamation (the "Amalgamation") of the Corporation, Meadowbank, Cumberland and Agnico pursuant to the provisions of subsection 177(1) of the Act is hereby approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed by the Regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of Agnico;
4. upon the Amalgamation becoming effective, the by-law of Agnico as in effect immediately prior to the Amalgamation shall be the by-law of the Amalgamated Corporation;

5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

The undersigned, being the sole director of AGNICO-EAGLE ACQUISITION CORPORATION, passes the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).

DATED July 27, 2007.



Robert Gregory Laing

SCHEDULE B

RESOLUTION OF THE DIRECTOR
OF
MEADOWBANK MINING CORPORATION

AMALGAMATION WITH AGNICO-EAGLE MINES LIMITED/MINES AGNICO-EAGLE
LIMITÉE, AGNICO-EAGLE ACQUISITION CORPORATION AND
CUMBERLAND RESOURCES LTD.

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") permits a holding corporation and one or more of its subsidiary corporations to amalgamate and continue as one corporation without complying with sections 175 and 176 of the Act;

AND WHEREAS MEADOWBANK MINING CORPORATION (the "Corporation") is a wholly-owned subsidiary corporation of CUMBERLAND RESOURCES LTD. ("Cumberland");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and each of Agnico-Eagle Acquisition Corporation ("Acquisition"), Agnico-Eagle Mines Limited/Mines Agnico-Eagle Limitée ("Agnico") and Cumberland amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

IT IS RESOLVED THAT:

1. the amalgamation (the "Amalgamation") of the Corporation, Acquisition, Cumberland and Agnico pursuant to the provisions of subsection 177(1) of the Act is hereby approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed by the Regulation under the Act, the articles of amalgamation of the corporation (the "Amalgamated Corporation") continuing from the Amalgamation shall be the same as the articles of Agnico;

4. upon the Amalgamation becoming effective, the by-law of Agnico as in effect immediately prior to the Amalgamation shall be the by-law of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

The undersigned, being the sole director of MEADOWBANK MINING CORPORATION, passes the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).

DATED July 27, 2007.



Robert Gregory Laing