



## Certificate of Incorporation

*Canada Business Corporations Act*

## Certificat de constitution

*Loi canadienne sur les sociétés par actions*

West Kitikmeot Gold Corp.

Corporate name / Dénomination sociale

874592-7

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Marcie Girouard

Director / Directeur

2014-01-03

Date of Incorporation (YYYY-MM-DD)  
Date de constitution (AAAA-MM-JJ)



- 1 Corporate name: West Kitikmeot Gold Corp.
2 The province or territory in Canada where the registered office is situated: AB
3 The classes and any maximum number of shares that the corporation is authorized to issue: See attached schedule / Voir l'annexe ci-jointe
4 Restrictions on share transfers: See attached schedule / Voir l'annexe ci-jointe
5 Minimum and maximum number of directors: Min. 1 Max. 11
6 Restrictions on the business the corporation may carry on: None
7 Other Provisions: See attached schedule / Voir l'annexe ci-jointe
8 Incorporator's Declaration: I hereby certify that I am authorized to sign and submit this form.

Name(s) - Nom(s) Peter N. Doelman
Original Signed by - Original signé par Peter N. Doelman

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).
Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).
You are providing information required by the CBCA. Note that both the CBCA and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.
Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

**Schedule / Annexe**

**Description of Classes of Shares / Description des catégories d'action**

Unlimited number of Common shares without nominal or par value to which shares shall be attached the following rights (i) to vote at any meeting of shareholders of the Corporation; (ii) to receive any dividend declared by the Corporation; and (iii) to receive the remaining property of the Corporation upon dissolution.

**Schedule / Annexe**

**Restrictions on Share Transfers / Restrictions sur le transfert des actions**

No shares of the Corporation shall be transferred without the approval of the directors, provided that approval of any transfer of shares may be given as aforesaid after the transfer has been effected upon the records of the Corporation, in which event, unless the said approval stipulates otherwise, the said transfer shall be valid and shall take effect as from the date of its very entry upon the books of the Corporation.

## Schedule / Annexe

### Other Provisions / Autres dispositions

- a. The number of shareholders of the Corporation, exclusive of:
- i. persons who are in its employment or that of an affiliate; and
  - ii. persons who, having been formerly in its employment or that of an affiliate, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of that Corporation after termination of that employment,
- is limited to not more than 50 persons, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- b. Any invitation to the public to subscribe for the securities of the Corporation is prohibited.
- c. The board of directors of the Corporation or any committee of the board authorized so to do may, without authorization of the shareholders and without in any way limiting the authority conferred on the directors by Section 189 of the *Canada Business Corporations Act*:
- i. borrow money upon the credit of the Corporation;
  - ii. issue, reissue, sell or pledge debt obligations of the Corporation;
  - iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation;
  - iv. subject to the *Canada Business Corporations Act*, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - v. the board of directors and any such committee of the board may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by it, all or any of the powers conferred by sub-clauses (c)(i), (ii), (iii) and (iv) to such extent and in such manner as it shall determine at the time of each such delegation.
- d. The directors may, appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.
- e. The Articles of the Corporation may be amended by special resolution pursuant to Section 173 of the *Canada Business Corporations Act* to:
- i. increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of another class;
  - ii. effect an exchange, reclassification or cancellation of all or part of the shares of any class; or
  - iii. create a new class of shares equal or superior to the shares of another class,
- and no separate class or (except as may otherwise be provided for a particular series in the provisions attaching thereto) series vote shall be required under Section 176 of such Act in respect of the amendment.

Canada Business Corporations Act (CBCA)
FORM 1
ARTICLES OF INCORPORATION
(Section 6)

1 - Corporate name
West Kitikmeot Gold Corp.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)
Alberta

3 - The classes and any maximum number of shares that the corporation is authorized to issue
See attached schedule

4 - Restrictions, if any, on share transfers
See attached schedule

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)
Minimum number 1 Maximum number 11

6 - Restrictions, if any, on the business the corporation may carry on
None

7 - Other provisions, if any
See attached schedule

8 - Declaration
I hereby certify that I am an incorporator of the corporation.
Table with columns: Print name(s), Signature. Entry: Peter N. Doelman, [Signature]

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

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  - iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation;
  - iv. subject to the *Canada Business Corporations Act*, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - v. the board of directors and any such committee of the board may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by it, all or any of the powers conferred by sub-clauses (c)(i), (ii), (iii) and (iv) to such extent and in such manner as it shall determine at the time of each such delegation.
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  - ii. effect an exchange, reclassification or cancellation of all or part of the shares of any class; or
  - iii. create a new class of shares equal or superior to the shares of another class,
- and no separate class or (except as may otherwise be provided for a particular series in the provisions attaching thereto) series vote shall be required under Section 176 of such Act in respect of the amendment.