



#900-475 Howe Street, Vancouver, BC V6C 2B3 Canada
Tel: (604) 684-9201 Fax: (604) 684-9877

May 2, 2005

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

Dear Sirs/Mesdames:

Re: Strongbow Exploration Inc.
Assignment of Water Licence NWB2CAN0406 ("Water Licence")

Please be advised that Strongbow Exploration Inc. has agreed to assign the Water Licence in the Canoe Lake area to Allyn Resources Inc. and I enclose the following documents for your information:

2. Declaration of Licensee
2. Undertaking of Proposed Assignee
3. A copy of the Allyn Resources Inc.'s Certificate of Incorporation
- . A cheque for \$ 30.00 representing the assignment fee

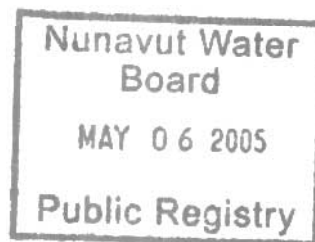
Please forward a copy of the amended water licence to the address noted above. Thank you for your assistance.

If you have any questions please do not hesitate to contact Doug Bryan, V.P. – Exploration at 867-669-7328 or me. My email is owenj@axion.net.

Yours truly:


James Owen
V.P. - Finance

Cc: Strongbow Exploration Inc.



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DECLARATION OF LICENSEE (Assignor)

I, Kenneth A. Armstrong
(Name)

representing Strongbow Exploration Inc
(Name of Licensee)

hereby request the Nunavut Water Board to approve the assignment of

Licence No. NWBACAN0406 described in this application.

Dated this 21 day of April, 2005, in the City of
(City/Town/Village, etc.)
Vancouver, British Columbia, Canada.
(Name - City/Town) Province/Territory)


Signature of Applicant

UNDERTAKING OF PROPOSED ASSIGNEE

(section 44 of the *Nunavut Waters and Nunavut Surface Rights Tribunal Act*)

WHEREAS

The Nunavut Water Board ("NWB") issued Licence No. NWB2CAN0406 dated MAY 6, 2004 ("the Licence") to STRONGBOW RESOURCES INC (the "Assignor"), for a term of TWO years starting on MAY 6, 2004 and expiring on APRIL 30, 2006, subject to the terms and conditions set out in the Licence

AND WHEREAS (the Proposed "Assignee")

(a) _____ (individual)

OR

(b) ALYN RESOURCES INC
(a corporate entity incorporated pursuant to the laws of BRITISH COLUMBIA)

requests that the NWB approve the Assignment of the Licence from the Assignor to the Proposed Assignee pursuant to section 44 of the *Nunavut Waters and Nunavut Surface Rights Tribunal Act* ("Act").

NOW THEREFORE

Effective on the date that the NWB approves the assignment of the Licence, the Proposed Assignee undertakes and accepts responsibility for the performance of all of the terms and conditions of the Licence including all liabilities incurred as a result of any Licence term or condition **AND** undertakes to pay any security required of the Assignor when the Licence was granted.

IN WITNESS WHEREOF the Assignee executed this Undertaking on
APRIL 28, 2005.

SIGNED, SEALED AND DELIVERED
in the presence of:

A. English
Witness

)
)
) A. English
) (name of Individual)
)

Per: [Signature]
Position
JAMES ONAN (corporate seal)
Dir



FORM 27
BUSINESS CORPORATIONS ACT
ANNUAL RETURN EXTRA-TERRITORIAL CORPORATION
FORMULE 27
LOI SUR LES SOCIÉTÉS PAR ACTIONS
RAPPORT ANNUEL D'UNE SOCIÉTÉ
EXTRATERRITORIALE

FILED-DÉPÔT	
No.:	7449
Date:	Jan 14/05
<i>J. Kuoch</i>	
DEPUTY/REGISTRAR OF CORPORATIONS REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS	

1) Name of corporation

Dénomination sociale de la société

Allyn Resources, Inc.

2) This return contains information current to and includin

Le présent rapport contient les renseignements les plus récents en date du

MONTH AND DAY OF INCORPORATION OR
AMALGAMATION

MM DD / J
12 02

MOIS ET JOUR DE CONSTITUTION
OU DE FUSION

THE YEAR FOR WHICH THIS RETURN IS
APPLICABLE

YYYY / ANNÉE
2004

ANNÉE APPLICABLE AU RAPPORT

3) Is the address of the registered office, and the
post office box designated as the address for
service by mail, if any, the same as shown on the
last notice filed with the Registrar of
Corporations ?

YES ☒ OUI
NO ☐ NON

L'adresse du bureau enregistré ou de la boîte postale aux
fins de signification par courrier sont-elles les mêmes
que celles qui figurent sur le dernier avis de désignation
déposé auprès du registraire des sociétés ?

4) Is the current postal and street address of the
head office the same as the postal and street
address shown on the last notice filed with the
Registrar of Corporations?

YES ☒ OUI
NO ☐ NON

L'adresse actuelle du siège social est-elle la même que
celle qui figure sur le dernier avis de désignation déposé
auprès du registraire des sociétés ?

5) Are the current charter and regulations of the
corporation the same as the charter and
regulations that have been filed with the
Registrar of Corporations?

YES ☒ OUI
NO ☐ NON

La charte et les règlements de la société sont-ils les
mêmes que ceux qui ont été déposés auprès du
registraire des sociétés ?

6) Are the current directors of the corporation
the same as the directors shown on the last
notice filed with the Registrar of
Corporations?

YES ☒ OUI
NO ☐ NON

Les administrateurs actuels de la société sont-ils les
mêmes que ceux qui figurent sur le dernier avis de
désignation déposé auprès du registraire des
sociétés ?

IF THE ANSWER TO ANY OF THE ABOVE
QUESTIONS IS "NO", THIS RETURN MUST
BE ACCOMPANIED BY ALL NOTICES
NECESSARY TO BRING THE RECORDS OF
THE REGISTRAR UP TO DATE.

SI VOUS AVEZ RÉPONDU «NON» À L'UNE
DES QUESTIONS CI-DESSUS, LE PRÉSENT
RAPPORT DOIT ÊTRE ACCOMPAGNÉ DE
TOUS LES AVIS DE DÉSIGNATION
NÉCESSAIRES AFIN DE METTRE À JOUR
LES REGISTRES DU REGISTRAIRE.

Date	Signature	Title (Director, Officer or Solicitor) Titre (Administrateur, dirigeant ou avocat)
December 9, 2004	<i>[Signature]</i>	Solicitor



BRITISH
COLUMBIA

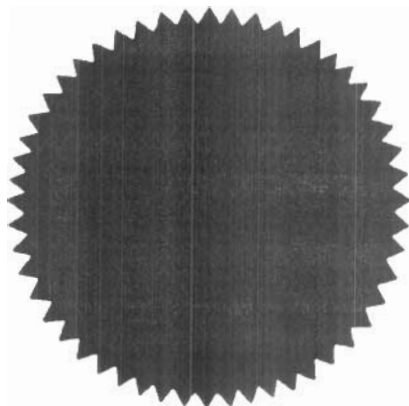
Ministry of Finance
Corporate and Personal
Property Registries

Number: C0708942

CERTIFICATE OF CONTINUATION

BUSINESS CORPORATIONS ACT

I Hereby Certify that Allyn Resources, Inc., which was duly registered as an extraprovincial company under the laws of British Columbia with certificate number A0060985, has continued into British Columbia from the Jurisdiction of ALBERTA, under the Business Corporations Act, with the name ALLYN RESOURCES, INC. on November 18, 2004 at 03:24 PM Pacific Time.



Issued under my hand at Victoria, British Columbia

On November 18, 2004

JOHN S. POWELL
Registrar of Companies
Province of British Columbia
Canada



Ministry of Finance
Corporate and Personal
Property Registries
www.fin.gov.bc.ca/registries

CONTINUATION APPLICATION

FORM 16 – BC COMPANY

Section 302 *Business Corporations Act*

DO NOT MAIL THIS FORM to the Corporate and Personal Property Registries unless you are instructed to do so by registry staff. The Regulation under the *Business Corporations Act* requires this form to be filed on the Internet at www.corporateonline.gov.bc.ca

Freedom of Information and Protection of Privacy Act (FIPPA)

The personal information requested on this form is made available to the public under the authority of the *Business Corporations Act*. Questions about how the FIPPA applies to this personal information can be directed to the Administrative Assistant of the Corporate and Personal Property Registries at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

A NAME OF COMPANY – Choose one of the following:

- ☒ The name ALLYN RESOURCES, INC. is the name reserved for the foreign corporation to be continued in. The name reservation number is: NR9009720, OR
- ☐ The foreign corporation is to be continued in with a name created by adding "B.C. Ltd." after the incorporation number of the company.

B FOREIGN CORPORATION'S CURRENT JURISDICTION

1. Corporate number assigned by the foreign corporation's jurisdiction 20375582
2. Corporation's name in the foreign corporation's jurisdiction ALLYN RESOURCES, INC.
3. Foreign corporation's date of incorporation or the most recent date of amalgamation or continuation

YYYY / MM / DD
1987/12/02
4. Foreign corporation's jurisdiction of incorporation, amalgamation or continuation
- ALBERTA

C AUTHORIZATION FOR CONTINUATION

Authorization for the continuation from the foreign corporation's jurisdiction is:

- ☐ ATTACHED ☒ ALREADY FILED

D REGISTRATION AS AN EXTRAPROVINCIAL COMPANY

Is the foreign corporation currently registered in BC as an extraprovincial company?

- ☒ YES ☐ NO

If YES, enter the BC registration number and name of the extraprovincial company below:

Extraprovincial Registration Number in BC A-60985

Extraprovincial Company Name in BC ALLYN RESOURCES, INC.

(Including assumed name, if any, approved for use in BC) _____

E CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE FOREIGN CORPORATION

JAMES OWEN

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE FOREIGN CORPORATION

X

DATE SIGNED
YYYY / MM / DD

2004/11/16

NOTICE OF ARTICLES

A NAME OF COMPANY

Set out the name of the company as set out in Item A of the Continuation Application.

ALLYN RESOURCES, INC

B TRANSLATION OF COMPANY NAME

Set out every translation of the company name that the company intends to use outside of Canada, or if none, enter "not applicable".

Not applicable

C DIRECTOR NAME(S) AND ADDRESS(ES)

Set out the full name, delivery address and mailing address (if different) of every director of the company. The delivery address must be for the office at which the individual can usually be served with records between 9 a.m. and 4 p.m. on business days. If there is no office at which the individual can usually be served with records during these hours, enter the delivery address and mailing address, if different, of the individual's residence. Attach an additional sheet if more space is required.

LAST NAME

FIRST NAME

MIDDLE NAME

Townsend, Jr.

Thatcher

L.

DELIVERY ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

4480 River Bluff Farms Road, Tobaccoville

NC

USA

27050

MAILING ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

Same as above

LAST NAME

FIRST NAME

MIDDLE NAME

Owen

James

W.

DELIVERY ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

652 St. Andrews Avenue, North Vancouver

BC

Canada

V6C 2C8

MAILING ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

Same as above

LAST NAME

FIRST NAME

MIDDLE NAME

English

Anne

DELIVERY ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

652 St. Andrews Avenue, North Vancouver

BC

Canada

V6C 2C8

MAILING ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

LAST NAME

FIRST NAME

MIDDLE NAME

Carter

Kenneth

M.

DELIVERY ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

304 West 15th Street, North Vancouver

BC

Canada

V7M 1S5

MAILING ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

Same as above

D REGISTERED OFFICE ADDRESSES

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE	PROVINCE	POSTAL CODE
1600-925 West Georgia Street, Vancouver	BC	V6C 3L2
MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE	PROVINCE	POSTAL CODE
Same as above	BC	

E RECORDS OFFICE ADDRESSES

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE	PROVINCE	POSTAL CODE
1600-925 West Georgia Street, Vancouver	BC	V6C 3L2
MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE	PROVINCE	POSTAL CODE
Same as above	BC	

F AUTHORIZED SHARE STRUCTURE

Identifying name of class or series of shares	Maximum number of shares of this class or series of shares that the company is authorized to issue, or indicate there is no maximum number.		Kind of shares of this class or series of shares.			Are there special rights or restrictions attached to the shares of this class or series of shares?	
	THERE IS NO MAXIMUM (✓)	MAXIMUM NUMBER OF SHARES AUTHORIZED	WITHOUT PAR VALUE (✓)	WITH A PAR VALUE OF (\$)	Type of currency	YES (✓)	NO (✓)
Common	✓		✓				✓