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Province de l'Ontario
Ministry of Government Services
Ministère des Services gouvernementaux

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Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

PACIFIC COAL CORP.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002254954

is a corporation incorporated,
under the laws of the Province of Ontario.

est une société constituée aux termes
des lois de la province de l'Ontario.

These articles of incorporation
are effective on

Les présents statuts constitutifs
entrent en vigueur le

AUGUST 26 AOÛT, 2010



Director/Directrice
Business Corporations Act/Loi sur les sociétés par actions

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Ontario Corporation Number
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2254954

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉS PAR ACTIONS

**ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS**

1. The name of the corporation is:

PACIFIC COAL CORP.*Dénomination sociale de la compagnie:*

2. The address of the registered office is:

*Adresse du siège social:***181 BAY STREET****Suite 1800***(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 édifice à bureau, numéro du bureau)***TORONTO
CANADA***(Name of Municipality or Post Office)**(Nom de la municipalité ou du bureau de poste)***ONTARIO
M5J 2T9***(Postal Code/Code postal)*3. Number (or minimum and maximum
number) of directors is:Minimum **1***Nombre (ou nombres minimal et maximal)
d'administrateurs:*Maximum **10**

4. The first director(s) is/are:

Premier(s) administrateur(s):

First name, initials and surname

Prénom, initiales et nom de famille

Resident Canadian

State Yes or No

*Résident Canadien**Oui/Non*

Address for service, giving Street & No.

or R.R. No., Municipality and Postal Code

*Domicile élu, y compris la rue et le**numéro, le numéro de la R.R., ou le nom
de la municipalité et le code postal** **THOMAS A.
FENTON****YES****181 BAY STREET Suite 1800****TORONTO ONTARIO
CANADA M5J 2T9**

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5. 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 compagnie.

The Corporation is not restricted by these articles of incorporation from carrying on any business or businesses or from exercising any power or powers.

6. 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 compagnie est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of shares without nominal or par value of a class designated as common shares (hereinafter called the "Common Shares").

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7. 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 que peut être émise en série:

The rights of the holders of the Common Shares include the following rights:

- (a) to vote at all meetings of shareholders;
- (b) subject to applicable law, to receive dividends in such amounts that the directors may at any time, or from time to time, determine; and
- (c) to receive the remaining property of the Corporation upon dissolution.

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8. 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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

No security holder of the Corporation shall be entitled to transfer registered or beneficial ownership of any security or securities of the Corporation without either:

(a) the consent of the holders of more than fifty per cent of the voting shares for the time being outstanding expressed by a resolution passed by the votes of the holders of more than fifty per cent of the voting shares for the time being outstanding at a meeting of the holders of the voting shares or by a resolution in writing signed by all the holders of the voting shares for the time being outstanding or by an instrument or instruments in writing signed by the holders of more than fifty per cent of the voting shares for the time being outstanding; or

(b) the consent of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors of the Corporation or by a resolution in writing signed by all the directors of the Corporation or by an instrument or instruments in writing signed by a majority of directors of the Corporation.

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9. Other provisions, (if any, are):

Autres dispositions, s'il y a lieu:

The following provisions apply to the Corporation:

(a) The directors of the Corporation may, without authorization of the shareholders of the Corporation,

(i) borrow money upon the credit of the Corporation;

(ii) issue, reissue, sell or pledge debt obligations of the Corporation;

(iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(iv) 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.

The directors may by resolution delegate any one or all of the powers referred to in this clause to a director, a committee of directors or an officer of the Corporation.

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10. The names and addresses of the incorporators are

Nom et adresse des fondateurs

First name, initials and last name
or corporate name

*Prénom, initiale et nom de
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business
giving street & No. or R.R. No., municipality and postal code

*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

* THOMAS A. FENTON

181 BAY STREET Suite 1800

TORONTO ONTARIO
CANADA M5J 2T9

Name of Corporation
PACIFIC COAL CORP.

Ontario Corporation Number
2254954

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ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name
Nicole

Last Name
Burch

Name of Law Firm
Aird & Berlis LLP

ADDRESS

Street #
181

Street Name
Brookfield Place, Box 75

Suite #
1800

Additional Information
181 Bay Street

City
Toronto

Province
ONTARIO

Country
CANADA

Postal Code
M5J 2T9

TELEPHONE #: **416-865-7734**

NUANS SEARCH DETAILS

Corporate Name Searched on NUANS (1)
PACIFIC COAL CORP.

NUANS Reservation Reference #
100348259

Date of NUANS Report
2010/08/24

Name of Corporation
PACIFIC COAL CORP.

Ontario Corporation Number
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ELECTRONIC INCORPORATION TERMS AND CONDITIONS

The following are the terms and conditions for the electronic filing of Articles of Incorporation under the Ontario *Business Corporations Act* (OBCA) with the Ministry of Government Services. Agreement to these terms and conditions by at least one of the incorporators listed in article 10 of the Articles of Incorporation is a mandatory requirement for electronic incorporation.

- 1) The applicant is required to obtain an Ontario biased or weighted NUANS search report for the proposed name. The applicant must provide the NUANS name searched, the NUANS reservation number and the date of the NUANS report. The NUANS report must be kept in electronic or paper format at the corporation's registered office address.
- 2) All first directors named in the articles must sign a consent in the prescribed form. The original consent must be kept at the corporation's registered office address.
- 3) A Corporation acquiring a name identical to that of another corporation must indicate that due diligence has been exercised in verifying that the Corporation meets the requirements of Subsection 6(1) of Regulation 62 made under the OBCA. Otherwise, the Corporation is required to obtain a legal opinion on legal letterhead signed by a lawyer qualified to practise in Ontario that clearly indicates that the corporations involved comply with Subsection 6(2) of that Regulation by referring to each clause specifically. The original of this legal opinion must be kept at the Corporation's registered office address. The applicant must complete the electronic version of this legal opinion provided by one of the Service Providers under contract with the Ministry.
- 4) The date of the Certificate of Incorporation will be the date the articles are updated to the ONBIS electronic public record database. Articles submitted electronically outside MGS, ONBIS access hours, will receive an endorsement date effective the next business day when the system resumes operation, if the submitted Articles of Incorporation meet all requirements for electronic incorporation. Articles of Incorporation submitted during system difficulties will receive an endorsement date effective the date the articles are updated to the ONBIS system.
- 5) The electronic Articles of Incorporation must be in the format approved by the Ministry and submitted through one of the Service Providers under contract with the Ministry.
- 6) Upon receipt of the Certificate of Incorporation issued by the ONBIS system, a duplicate copy of the Articles of Incorporation with the Ontario Corporation Number and the Certificate of Incorporation must be kept in paper or electronic format. The Ministry will print and microfilm copies of the Certificate of Incorporation, the Articles of Incorporation and any other documentation submitted electronically. These will be considered the true original filed copies.
- 7) The sole responsibility for correctness and completeness of the Articles of Incorporation, and for compliance with the OBCA and all regulations made under it, lies with the incorporator(s) and/or their legal advisor(s), if any.

The incorporator(s) have read the above Terms and Conditions and they understand and agree to them.

I am an incorporator or I am duly authorized to represent and bind the incorporator(s).

First Name
THOMAS A.

Last Name
FENTON