

By Manager of Licensing at 4:43 pm, Jun 23, 2011

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**Ministry of
Government Services**

CERTIFICATE

This is to certify that these articles
are effective on

Ministère des
Services gouvernementaux

CERTIFICATE

Ceci certifie que les présents statuts
entrent en vigueur le

Ontario Corporation Number
Numéro de la société en Ontario

1840598

DECEMBER 2 3 DÉCEMBRE, 2010

K. O.
Director / Directress

Business Corporations Act - Loi sur les sociétés par actions

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):

[illegible]

2. The address of the registered office is:
Adresse du siège social :

100 KING STREET WEST, 1 FIRST CANADIAN PLACE, SUITE 6900

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

M	5	X	1	E	3
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Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number OR minimum and maximum
Nombre d'administrateurs : *Nombre fixe* *OU* *minimum et maximum*

4. The director(s) is/are: / *Administrateur(s)* :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code <i>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</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien</i> <i>Oui/Non</i>
Stephen K. Young	100 King Street West, Suite 6900 Toronto, Ontario, Canada M5X 1E3	Yes
Michael R. Boone	100 King Street West, Suite 6900 Toronto, Ontario, Canada M5X 1E3	Yes
William M. Ainley	100 King Street West, Suite 4400 Toronto, Ontario, Canada M5X 1B1	Yes
Douglas C. McLarty	100 King Street West, Suite 6900 Toronto, Ontario, Canada M5X 1E3	Yes

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :



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.
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 - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :



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.

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

Xstrata Canada Inc.

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 <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
Xstrata Canada Inc.	1768719	2010	12	20
Xstrata Canada Corporation	1768721	2010	12	20

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 :

One class of shares in an unlimited number to be 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 :

1. Dividends

1.1 The holders of common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

2. Dissolution

2.1 In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares shall be entitled to receive the remaining property and assets of the Corporation.

3. Voting Rights

3.1 The holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each common share held at all meetings of the shareholders of the Corporation.

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 :

None.

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

None.

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.

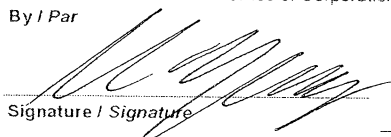
These articles are signed in duplicate.
 Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

XSTRATA CANADA INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par


 Signature / Signature

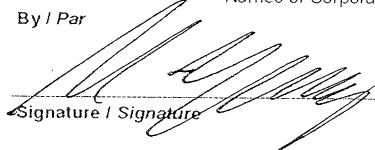

 Print name of signatory /
 Nom du signataire en lettres moulées


 Description of Office / Fonction

XSTRATA CANADA CORPORATION

Names of Corporations / Dénomination sociale des sociétés

By / Par


 Signature / Signature


 Print name of signatory /
 Nom du signataire en lettres moulées


 Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
 Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

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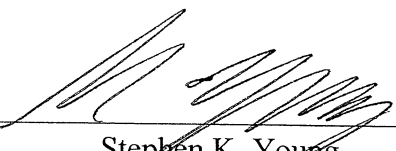
SCHEDULE A

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


The undersigned directors and officers, each being resident in the City of Toronto, 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. We are directors and officers of XSTRATA CANADA CORPORATION (the "Corporation") and as such have knowledge of its affairs.
3. We have conducted such examinations of the books and records of the Corporation as are necessary to enable us 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 and Xstrata Canada Inc. 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 20 day of December, 2010.



Stephen K. Young,
Director and Corporate Secretary



Michael R. Boone,
Director and Chief Financial Officer

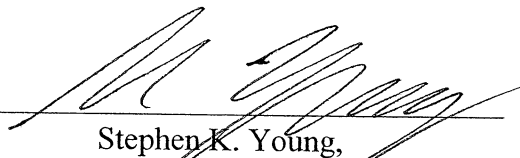
SCHEDULE A

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

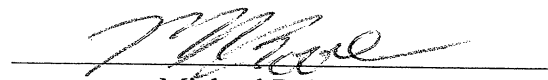
The undersigned directors and officers, each being resident in the City of Toronto, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. We are directors and officers of XSTRATA CANADA INC. (the "Corporation") and as such have knowledge of its affairs.
3. We have conducted such examinations of the books and records of the Corporation as are necessary to enable us 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 and Xstrata Canada 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 20 day of December, 2010.



Stephen K. Young,
Director, President and Secretary



Michael R. Boone,
Director and Chief Financial Officer

RESOLUTION OF THE DIRECTORS
OF
XSTRATA CANADA CORPORATION

AMALGAMATION WITH XSTRATA CANADA INC.

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS Xstrata Canada Corporation (the "**Corporation**") is a wholly-owned subsidiary of Xstrata Canada Inc. ("**Parentco**");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and Parentco amalgamate (the "**Amalgamation**") and continue as one corporation (the "**Amalgamated Corporation**") pursuant to subsection 177(1) of the Act, to be effective as of the first moment on January 1, 2011;

AND WHEREAS Stephen K. Young, Michael R. Boone, Louis Martin and Michael Hajdu, all being directors and / or officers of the Corporation, have disclosed, pursuant to subsection 132(6) of the Act, the nature and extent of their respective interest in the Amalgamation by virtue of their also being a director and / or officer of Parentco;

AND WHEREAS subsection 132(5) of the Act provides that a director having an interest in a contract or transaction with the corporation within the meaning of subsection 132(1) of the Act shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction, unless the contract or transaction is, among other things, one with an affiliate;

AND WHEREAS the Corporation and Parentco are affiliated within the meaning of the Act;

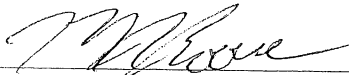
IT IS RESOLVED THAT:


1. the Amalgamation of the Corporation and Parentco effective as of the first moment on January 1, 2011, pursuant to the provisions of subsection 177(1) of the Act, is approved;
2. the directors determine that the Amalgamation is reasonable and fair to the Corporation;
3. 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;
4. the articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of Parentco;
5. upon the Amalgamation becoming effective, the by-laws of Parentco as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
6. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
7. 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.

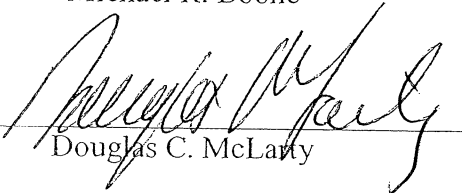
[Remainder of Page Left Intentionally Blank.]

The undersigned, being all the directors of XSTRATA CANADA CORPORATION, pass the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).

DATED December 20, 2010.


Michael R. Boone


Stephen K. Young


Douglas C. McLarty

William M. Ainley

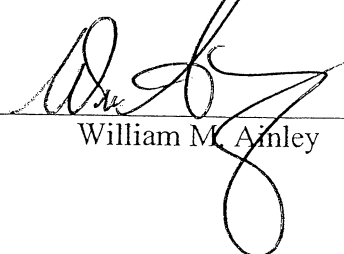
The undersigned, being all the directors of XSTRATA CANADA CORPORATION, pass the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).

DATED December 20, 2010.

Michael R. Boone

Stephen K. Young

Douglas C. McLarty



William M. Ainley

RESOLUTION OF THE DIRECTORS
OF
XSTRATA CANADA INC.

AMALGAMATION WITH XSTRATA CANADA CORPORATION

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS Xstrata Canada Corporation (the "**Subsidiary**") is a wholly-owned subsidiary corporation of Xstrata Canada Inc. (the "**Corporation**");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and the Subsidiary amalgamate (the "**Amalgamation**") and continue as one corporation (the "**Amalgamated Corporation**") pursuant to subsection 177(1) of the Act, to be effective as of the first moment on January 1, 2011;

AND WHEREAS Stephen K. Young and Michael R. Boone both being directors and officers of the Corporation, have disclosed, pursuant to subsection 132(6) of the Act, the nature and extent of their respective interest in the Amalgamation by virtue of their also being a director and officer of the Subsidiary;

AND WHEREAS subsection 132(5) of the Act provides that a director having an interest in a contract or transaction with the corporation within the meaning of subsection 132(1) of the Act shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction, unless the contract or transaction is, among other things, one with an affiliate;

AND WHEREAS the Corporation and the Subsidiary are affiliated within the meaning of the Act;

AND WHEREAS subsection 132(5.2) of the Act provides that where all of the directors of a corporation are required to make disclosure under subsection 132(1), the contract or transaction may be approved only by the shareholders of the corporation;

AND WHEREAS subsection 132(8) of the Act provides that notwithstanding anything in section 132, a director or officer, acting honestly and in good faith, is not accountable to the corporation or to its shareholders for any profit or gain realized from any such contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the corporation at the time it was approved, is not by reason only of the director's or officer's interest therein void or voidable, where the contract or transaction is confirmed or approved by special resolution of the shareholders in accordance with the provisions of such subsection;

AND WHEREAS there are no disinterested directors of the Corporation in respect of the Amalgamation and it is therefore necessary and appropriate for the directors of the

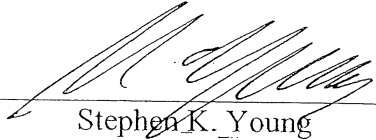
Corporation to vote on a resolution to authorize and approve the Amalgamation, in order for such transaction to be submitted to the sole shareholder of the Corporation for its confirmation or approval in accordance with subsection 132(8) of the Act;

IT IS RESOLVED THAT:

1. the Amalgamation of the Corporation and the Subsidiary effective as of the first moment on January 1, 2011, pursuant to the provisions of subsection 177(1) of the Act, is approved;
2. the directors determine that the Amalgamation is reasonable and fair to the Corporation;
3. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Subsidiary shall be cancelled without any repayment of capital in respect thereof;
4. the articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Corporation;
5. upon the Amalgamation becoming effective, the by-laws of the Corporation, as in effect immediately prior to the Amalgamation, shall be the by-laws of the Amalgamated Corporation;
6. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
7. 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 all the directors of Xstrata Canada Inc., pass the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).

DATED December 20, 2010.



Stephen K. Young



Michael R. Boone



No.: ET9103

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Nunavut
Canada

BUSINESS CORPORATIONS ACT

**CERTIFICATE OF REGISTRATION OF AN
AMALGAMATED EXTRA-TERRITORIAL CORPORATION**

LOI SUR LES SOCIÉTÉS ACTIONS

**CERTIFICAT D'ENREGISTREMENT D'UNE SOCIÉTÉ
PAR ACTIONS EXTRATERRITORIALE FUSIONÉE**

I HEREBY CERTIFY THAT

JE CERTIFIE PAR LA PRÉSENTE QUE

XSTRATA CANADA CORPORATION

a body corporate incorporated
under the laws of

une personne morale constituée
En vertu des lois

Ontario

resulted from the amalgamation of the
corporations as set out in the attached
Statement of Amalgamation.

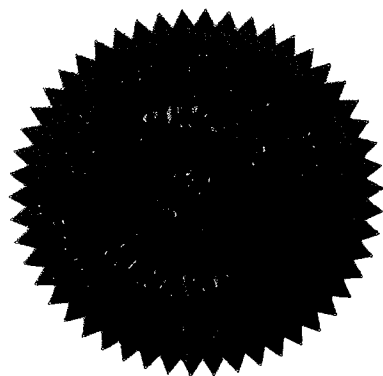
Ets issue de la fusion des sociétés par actions
indiquées dans la déclaration de fusion ci-
jointe.

Date of Amalgamation
Date de la fusion

01-Jun-2008

Date of Registration
Date d'enregistrement

22-Jul-2008



Sammy Boutilier

DEPUTY / REGISTRAR OF CORPORATIONS
REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS PAR ACTIONS