

CANADA)	TO ALL TO WHOM THESE PRESENTS
PROVINCE OF BRITISH COLUMBIA)	MAY COME TO BE SEEN OR KNOWN:
)	
)	
)	

TO WIT:

I, Jeffrey B. Lightfoot, a Notary Public by Royal authority duly appointed, residing in Richmond in the Province of British Columbia, do certify and attest that the paper writing hereto annexed are true copies of the:

- Electronic Certificate of Change of Name issued by the Registrar of Companies on December 11, 2014
- Notice of Articles certified by the Registrar of Companies on December 12, 2014

of Northern Empire Resources Corp., the original and electronic version of the documents having been produced and shown to me. The said copies having been compared by me with the said original and electronic version of the documents, an act whereof being requested I have granted under Notarial form and seal of office to serve and avail as occasion may require.

DATED at Vancouver, British Columbia, this 8th day of January, 2015.

A Notary Public in and for the Province of British Columbia

JEFFREY B. LIGHTFOOT
Barrister & Solicitor
P.O. Box 49130
2900-595 BURNARD STREET
VANCOUVER, B.C. V7X 1J5
(604) 691-7508

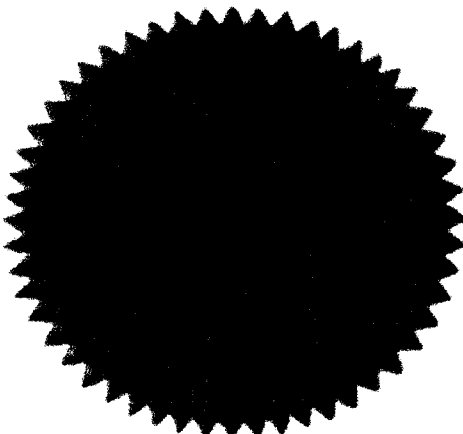


Number: BC0938505

CERTIFICATE OF CHANGE OF NAME

BUSINESS CORPORATIONS ACT

I Hereby Certify that PROSPERITY GOLDFIELDS CORP. changed its name to NORTHERN EMPIRE RESOURCES CORP. on December 11, 2014 at 09:18 AM Pacific Time.



*Issued under my hand at Victoria, British Columbia
On December 11, 2014*

CAROL PREST
Registrar of Companies
Province of British Columbia
Canada

ELECTRONIC CERTIFICATE



BC Registry
Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard Street
Victoria BC
1 877 526-1526

CERTIFIED COPY

Of a Document filed with the Province of
British Columbia Registrar of Companies

Notice of Articles

BUSINESS CORPORATIONS ACT

CAROL PREST

This Notice of Articles was issued by the Registrar on: December 12, 2014 04:50 PM Pacific Time

Incorporation Number: BC0938505

Recognition Date and Time: April 24, 2012 12:01 AM Pacific Time as a result of an Amalgamation

NOTICE OF ARTICLES

Name of Company:

NORTHERN EMPIRE RESOURCES CORP.

REGISTERED OFFICE INFORMATION

Mailing Address:

PO BOX 49130
2900 - 595 BURRARD STREET
VANCOUVER BC V7X 1J5
CANADA

Delivery Address:

PO BOX 49130
2900 - 595 BURRARD STREET
VANCOUVER BC V7X 1J5
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

PO BOX 49130
2900 - 595 BURRARD STREET
VANCOUVER BC V7X 1J5
CANADA

Delivery Address:

PO BOX 49130
2900 - 595 BURRARD STREET
VANCOUVER BC V7X 1J5
CANADA

DIRECTOR INFORMATION

Last Name, First Name, Middle Name:

Robins, John

Mailing Address:

1080 - 789 WEST PENDER STREET
VANCOUVER BC V6C 2V6
CANADA

Delivery Address:

1080 - 789 WEST PENDER STREET
VANCOUVER BC V6C 2V6
CANADA

Last Name, First Name, Middle Name:

Fleming, Adrian Wallace

Mailing Address:

800 - 789 WEST PENDER STREET
VANCOUVER BC V6C 1H2
CANADA

Delivery Address:

800 - 789 WEST PENDER STREET
VANCOUVER BC V6C 1H2
CANADA

Last Name, First Name, Middle Name:

Paterson, James R.

Mailing Address:

234 CROWDED ROOTS ROAD
FORT MILL SC 29715
UNITED STATES

Delivery Address:

234 CROWDED ROOTS ROAD
FORT MILL SC 29715
UNITED STATES

Last Name, First Name, Middle Name:

Cardey, Darryl Stephen

Mailing Address:

800 - 789 WEST PENDER STREET
VANCOUVER BC V6C 1H2
CANADA

Delivery Address:

800 - 789 WEST PENDER STREET
VANCOUVER BC V6C 1H2
CANADA

AUTHORIZED SHARE STRUCTURE

1. No Maximum

Common Shares

Without Par Value

Without Special Rights or
Restrictions attached