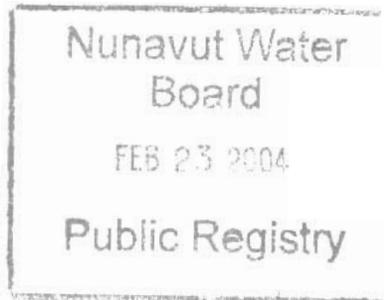




February 20, 2004
3.393, G0-01

Attn. Phyllis Beaulieu
Nunavut Water Board
PO Box 119
Gjoa Haven, Nunavut
X0B 0J0
867 360-6338



INTERNAL	
PC	ap
MA	
FG	
LA	RB
EXT.	

Re: Corrected Assignment Forms for License NWB2MEL0304

Dear Phyllis

Please find attached the corrected forms;

- Undertaking of Proposed Assignee
- Declaration of Licensee (Assignor)

The forms have been filled out as per your instructions. Please call if you have any further questions.

ED	
CH	
BRD	
EXT.	

Yours Truly

Mark Balog
Comaplex Minerals Corp.

cc. Kerry Curtis
Stuart Deveau

040223NWB2MEL Assignment App-ILA E

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. NWB2MELO304 dated MARCH 21 2003 ("the Licence") to WMC INTERNATIONAL LTD (the "Assignor"), for a term of 21 months ~~years~~ starting on MARCH 21, 2003 and expiring on DEC. 31, 2004, subject to the terms and conditions set out in the Licence.

AND WHEREAS (the Proposed "Assignee")

(a) _____ (individual)

OR

(b) COMAPLEX MINERALS CORP.
(a corporate entity incorporated pursuant to the laws of ALBERTA.)

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 does hereby accept responsibility for the performance of all of the terms and conditions of the Licence and any and all requirements found in the Act and applicable regulations that were imposed on the Assignor **AND agrees to accept and be responsible for all liabilities incurred as a result of the Assignee's actions to date under the Licence AND undertakes to pay any security required of the Assignor when the Licence was granted, before initiating any activity under the Licence.**

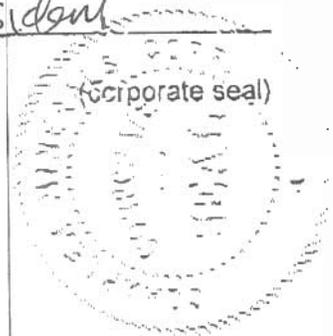
IN WITNESS WHEREOF the Proposed Assignor executed this Undertaking on FEBRUARY 20, 2004.

SIGNED, SEALED AND DELIVERED
in the presence of:

[Signature]
Witness

) *Mark Balog*
)
) (name of Individual)
) *Mark Balog*

Per: *Vice President*
Position



DECLARATION OF LICENSEE (Assignor)

I, MARK BALOG
(Name)

representing WMC INTERNATIONAL LTD.
(Name of Licensee)

hereby request the Nunavut Water Board to approve the assignment of

Licence No. NWB2 MELO304 described in this application.

Dated this 20th day of February, 2004, in the CITY of
(City/Town/Village, etc.)

CALGARY Alberta, Canada.
(Name - City/Town) (Province/Territory)



Signature of Applicant



20365193

Corporate Access No.

BUSINESS CORPORATIONS ACT

Form 5

CERTIFICATE OF AMENDMENT

COMAPLEX MINERALS CORP.

Name of Corporation

I HEREBY CERTIFY THAT THE ARTICLES OF THE ABOVE-MENTIONED CORPORATION WERE AMENDED.

- UNDER SECTION 13 OF THE BUSINESS CORPORATIONS ACT IN ACCORDANCE WITH THE ATTACHED NOTICE;
- UNDER SECTION 27 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF AMENDMENT DESIGNATING A SERIES OF SHARES;
- UNDER SECTION 171 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF AMENDMENT;
- UNDER SECTION 185 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF REORGANIZATION;
- UNDER SECTION 186 OF THE BUSINESS CORPORATIONS ACT AS SET OUT IN THE ATTACHED ARTICLES OF ARRANGEMENT.



M. M. Friskin

Registrar of Corporations

JUNE 18, 1987

Date of Amendment

/dt



ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:

365193 ALBERTA INC.

2. CORPORATE ACCESS NUMBER:

20365193

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

Pursuant to Section 167(3) of the Business Corporations Act, item 1 of the Articles of Incorporation of the Corporation be amended to read as follows:

"1. Name of Corporation COMPLEX MINERALS CORP. "

FILED
JUN 18 1987
THE REGISTRAR OF CORPORATIONS
PROVINCE OF ALBERTA

DATE	SIGNATURE	TITLE
JUN 18, 1987		Director

FOR DEPARTMENTAL USE ONLY

FILED



20365193

Corporate Access No.

BUSINESS CORPORATIONS ACT

Form 2

CERTIFICATE OF INCORPORATION

- 365193 ALBERTA INC. -

Name of Corporation

I HEREBY CERTIFY THAT THE ABOVE-MENTIONED CORPORATION, THE ARTICLES OF
INCORPORATION OF WHICH ARE ATTACHED, WAS INCORPORATED UNDER THE
BUSINESS CORPORATIONS ACT OF THE PROVINCE OF ALBERTA.

Registrar of Corporations

April 28, 1987

Date of Incorporation

