

ALBERTA
REGISTRIES


ARTICLES OF AMENDMENT

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| 1. NAME OF CORPORATION: COMAPLEX MINERALS CORP. | 2. CORPORATE ACCESS NO.: 2015095744 |
| 3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS: | |

- A. Pursuant to Section 173(1)(a) of the *Business Corporations Act*, R.S.A. 2000, C. B-9, the Articles of the Corporation are amended by changing the name of the Corporation to:

- MELIADINE HOLDINGS INC. -

- B. Pursuant to section 173(1)(d) of the *Business Corporations Act*, R.S.A. 2000, C. B-9, the Articles of the Corporation are amended by creating additional classes of shares designated as Class "A" non-voting common shares and Class "B" non-voting common shares, having attached thereto the respective rights, privileges, restrictions and conditions as set in Schedule "A" attached hereto.

| DATE | SIGNATURE | TITLE |
|--------------|---|--|
| July 6, 2010 |  George F. Fink | President and Chief Executive Officer |

FOR DEPARTMENTAL USE ONLY
CCA-06.104

FILED

SCHEDULE "A"

**Attached to and forming part of the Articles of Amendment
of**

COMAPLEX MINERALS CORP.
(the "Corporation")

1. CLASS "A" NON-VOTING COMMON

The Corporation is authorized to issue an unlimited number of shares, designated as Class "A" non-voting common shares, the rights, privileges, restrictions and conditions attaching thereto are as follows:

- (a) subject to the provisions of the *Business Corporations Act* (Alberta), the holders thereof shall not, as such, have any right to receive notice of, attend, or vote at any meetings of shareholders of the Corporation;
- (b) the holders thereof shall have the right to receive any dividend declared by the Corporation, *pari passu* with the holders of common shares of the Corporation;
- (c) the holders thereof shall have the right to receive the remaining property of the Corporation on dissolution, liquidation, winding up or other distribution of its assets or property among its shareholders for the purpose of winding up its affairs, *pari passu* with the holders of common shares of the Corporation.

The foregoing rights, privileges, restrictions and conditions are subject to the rights, privileges, restrictions and conditions attaching to any other class of shares now or hereafter created and expressed to rank in priority to the Class "A" non-voting common shares.

2. CLASS "B" NON-VOTING COMMON

The Corporation is authorized to issue an unlimited number of shares, designated as Class "B" non-voting common shares, the rights, privileges, restrictions and conditions attaching thereto are as follows:

- (a) subject to the provisions of the *Business Corporations Act* (Alberta), the holders thereof shall not, as such, have any right to receive notice of, attend, or vote at any meetings of shareholders of the Corporation, except with respect to the appointment of auditors for the Corporation;
- (b) the holders thereof shall have the right to receive any dividend declared by the Corporation, *pari passu* with the holders of common shares of the Corporation;
- (c) the holders thereof shall have the right to receive the remaining property of the Corporation on dissolution, liquidation, winding up or other distribution of its assets or property among its shareholders for the purpose of winding up its affairs, *pari passu* with the holders of common shares of the Corporation.

The foregoing rights, privileges, restrictions and conditions are subject to the rights, privileges, restrictions and conditions attaching to any other class of shares now or hereafter created and expressed to rank in priority to the Class "B" non-voting common shares.