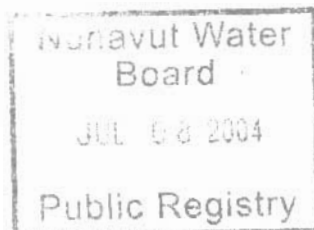




July 8, 2004

Phyllis Beaulieu
Manager of Licensing
Nunavut Water Board
P.O. Box 119
Gjoa Haven, NU
X0B 1J0



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Delivered by Fax: (867) 360-6369
Original to follow by air-delivery

Dear Ms. Beaulieu,

Please find attached completed undertakings for the transfer of NWB2ROC0305 from De Beers Canada Exploration Inc. to Tahera Diamond Corporation. Also included is a copy of Tahera's Certificate of Incorporation, which includes the recent amendment of Tahera Corporation's name to Tahera Diamond Corporation.

If you have any questions regarding these documents please feel free to contact me.

Yours truly,
Tahera Diamond Corporation

Gregory G. Miscal
Vice President, Government and Regulatory Affairs

Cc: De Beers Canada Exploration Inc., Shirley Standafer-Pfister

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. NWB2R0CO305 dated February 1, 2003 ("the Licence") to De Beers Canada Exploration Inc. (the "Assignor"), for a term of 2 years starting on February 1, 2003 and expiring on February 28, 2005, subject to the terms and conditions set out in the Licence.

AND WHEREAS (the Proposed "Assignee")

(a) _____ (individual)

OR

(b) Tahera Diamond Corporation,
(a corporate entity incorporated pursuant to the laws of Ontario)

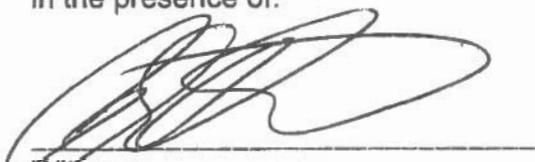
requests that the NWB approve the Assignment of the Licence from the Assignor to the Proposed Assignee pursuant to section 44 of the *Nunavut Waters and Nunavut Surface Rights Tribunal Act* ("Act").

NOW THEREFORE

Effective on the date that the NWB approves the assignment of the Licence, the Proposed Assignee undertakes and accepts responsibility for the performance of all of the terms and conditions of the Licence including all liabilities incurred as a result of any Licence term or condition **AND** undertakes to pay any security required of the Assignor when the Licence was granted.

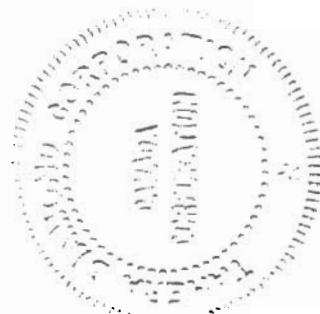
IN WITNESS WHEREOF the Assignee executed this Undertaking on
July 6, 2004.

SIGNED, SEALED AND DELIVERED
in the presence of:


Witness

)
) Gregory G. Missal
) (name of Individual)
) Gregory G. Missal

Per: Vice President, Government and
Position Regulatory Affairs.
(corporate seal)



DECLARATION OF LICENSEE (Assignor)

I, SHIRLEY STANDERFER-PISTER
(Name)

representing DE BEERS CANADA EXPLORATION INC.
(Name of Licensee)

hereby request the Nunavut Water Board to approve the assignment of
Licence No. #NWB2ROC0305 described in this application.

Dated this 07 day of July, 2004, in the City of
Yellowknife, NT, Canada.
(Name - City/Town) Province/Territory

[Signature]
Signature of Applicant



Industry Canada

Industrie Canada

Certificate
of AmendmentCanada Business
Corporations ActCertificat
de modificationLoi canadienne sur
les sociétés par actions

COPY

TAHERA DIAMOND CORPORATION

359114-0

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:Je certifie que les statuts de la société
susmentionnée ont été modifiés:a) under section 13 of the *Canada
Business Corporations Act* in
accordance with the attached notice;a) en vertu de l'article 13 de la *Loi
canadienne sur les sociétés par
actions*, conformément à l'avis ci-joint;b) under section 27 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment
designating a series of shares;b) en vertu de l'article 27 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes
désignant une série d'actions;c) under section 179 of the *Canada
Business Corporations Act* as set out in
the attached articles of amendment;c) en vertu de l'article 179 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes;d) under section 191 of the *Canada
Business Corporations Act* as set out in
the attached articles of reorganization;d) en vertu de l'article 191 de la *Loi
canadienne sur les sociétés par
actions*, tel qu'il est indiqué dans les
clauses de réorganisation ci-jointes;

Director - Directeur

June 23, 2004 / le 23 juin 2004

Date of Amendment - Date de modification

Canada



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION
REPORTRAPPORT DE LA TRANSACTION
ÉLECTRONIQUECanada Business
Corporations Act Loi canadienne sur les
sociétés par actionsARTICLES OF AMENDMENT CLAUSES MODIFICATRICES
(SECTIONS 27 OR 177) (ARTICLES 27 OU 177)

COPY

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société TAHERA CORPORATION	2. Corporation No. - N° de la société 359114-0.
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

1. The Corporation shall, in accordance with section 173(1) of the Canada Business Corporations Act (the "CBCA"), amend its articles to change its name to Tahera Diamond Corporation, subject to regulatory approval; and
2. The directors of the Corporation may, pursuant to section 173(2) of the CBCA, revoke this special resolution before it is acted upon without further approval of the shareholders.

Date	Name - Nom	Signature	Capacity of - en qualité
2004-06-23	GRANT EWING		AUTHORIZED OFFICER

Page 1 of 1

Canada

55030

55030

CHEQUE DATE: Jul 08, 2004

TAHERA DIAMOND CORPORATION
Nunavut Water Board

VENDOR: 1806

DOCUMENT DATE

Jul 08, 2004

DISCOUNT TAKEN

0.00

GROSS AMOUNT

30.00

NET AMOUNT PAID

30.00

DEBEERS TRANSFER

30.00

0.00

30.00

