

409 Granville Street
Suite 1550
Vancouver, BC
Canada V6C 1T2
Tel: 604.685.5254
Fax: 604.685.2814

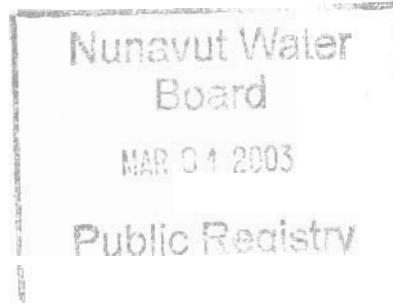
CMD - TSX Venture Exchange
www.commanderresources.com

COMMANDER RESOURCES LTD.

February 3, 2003

Nunavut Water Board
P.O. Box 119
Gjoa Haven, Nunavut
X0B 1J0

Attention: Philippe di Pizzo



INTERNAL	
PC	JP
LA	
OM	
TA	
BS	
ST	
ED	
CEO	
BRD	
EXT.	

Dear Sirs:

**Re: NWB License No. NWB2TAH0103
Issued to Major General Resources Ltd. on July 11, 2001**

We write to request you to record an assignment of the above referenced water license. The license was issued to Major General Resources Ltd. (now Commander Resources Ltd.) and has been assigned to Diamonds North Resources Ltd. because all mineral property interests of Commander Resources Ltd. in Nunavut have been assigned to Diamonds North Resources Ltd.

The address of Diamonds North Resources Ltd. is Suite 1550 - 409 Granville Street, Vancouver, B.C., V6C 1T2, Attention: Mark Kolebaba, Telephone: (604) 689-2010 / Facsimile: (604) 685-2814.

Enclosed are:

1. A cheque in the amount of \$30.00 payable to Receiver General in payment of your fee;
2. A letter issued by our lawyers containing relevant background information;

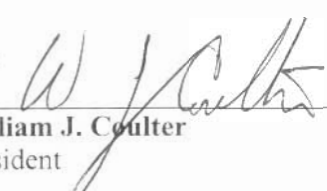
We request confirmation of your recording of this assignment in due course.

Should you require anything further, please contact us.

Yours truly,

COMMANDER RESOURCES LTD.

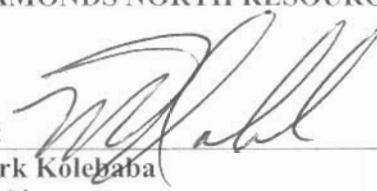
Per:


William J. Coulter
President

Diamonds North Resources Ltd. hereby consents to
the above this 20th day of January, 2003

DIAMONDS NORTH RESOURCES

Per:


Mark Kolebaba
President

APPLICATION FOR AUTHORIZATION

TO ASSIGN LICENCE NO. NWB2TAHO103

NAME OF LICENSEE MAJOR GENERAL RESOURCES LTD.
ADDRESS 1550-409 Granville St., VANCOUVER, B.C. V6C 1T2
TELEPHONE NO. 604 685 5254
LOCATION TAHOE LAKE AREA, KITIKMEET REGION, NUNAVUT
70° 07' N, 109° 30' W
PURPOSE OF LICENCE WATER FOR CAMPSITE / DIAMOND DRILLING OPERATIONS
PROPOSED ASSIGNEE DIAMONDS NORTH RESOURCES LTD.
ADDRESS 1550-409 GRANVILLE ST., VANCOUVER, B.C. V6C 1T2
TELEPHONE NO. 604 689 2010
PROPOSED DATE OF ASSIGNMENT MARCH 1, 2003
WATER USE FEES PAID (current year) N/A

Amount: \$ _____ Receipt No.: _____ Date: _____

APPLICATION FEES \$30.00 to be submitted with the application form by
cheque, bank, draft, or money order payable to: ✓

RECEIVER GENERAL FOR CANADA

Office use only _____ Receipt No.: _____ Date: _____

DECLARATION OF LICENSEE

ASSIGNMENT OF LICENCE NO. NWB2TAH0103

=====

I, <u>BERNARD H. KAHLERT</u> ,	<u>VICE PRESIDENT EXPLORATION</u>
(Full name and initials)	<u>MAJOR GENERAL RESOURCES LTD.</u>
	(Title and name of Corporation)

representing MAJOR GENERAL RESOURCES LTD
(Name of Licensee)

hereby request the Nunavut Water Board to approve the assignment of Licence No. NWB2TAH0103 described in this application.

DATED this 11th day of February, 2003 In the
(Day) (Month) (Year)

VANCOUVER, B-C, Canada.
(City or Town) (Province or Territory)


Signature of Licensee

MAJOR GENERAL RESOURCES LTD.
Name of Corporation

DECLARATION OF ASSIGNEE

ASSIGNMENT OF LICENCE NO. NWB2TAH0103

I, MARK R. KOLEBABA,
(Full name and initials)

PRESIDENT, DIAMONDS NORTH
RESOURCES LTD.
(Title and name of Corporation)

hereby declare that I am a signing authority for the Assignee and

THAT

the Assignee, if a corporate entity, is registered to carry on business in the Nunavut Settlement Area as defined in the Agreement between the Inuit of the Nunavut Settlement Area and Her Majesty the Queen in Right of Canada, and

THAT

I request the Nunavut Water Board to approve the assignment of Licence No. NWB2TAH0103 described in the application and

THAT

as of February 11th, 2003, I accept on behalf of DIAMONDS NORTH
RESOURCES LTD.
(Date) (Name of Assignee)


All legal rights and obligations conferred by the Licence referred to in this application, including any obligations of the Licensee which may be outstanding with respect to compliance with the said Licence, but excluding the payment of water use fees for the year 2003.

DATED this 11th day of February, 2003 in this
(Day) (Month) (Year)

VANCOUVER, B.C., Canada.
(City or Town) (Province or Territory)

DIAMONDS NORTH
RESOURCES LTD.

Name of Assignee


Signature of Assignee

BROWN McCUE

BARRISTERS & SOLICITORS

SUITE 1650 - 999 WEST HASTINGS STREET, VANCOUVER, B.C. V6C 2W2
PH: (604) 633-4360 FAX: (604) 687-7430 E-MAIL: maynardbrown@telus.net

January 30, 2003

TO WHOM IT MAY CONCERN:

Re: Diamonds North Resources Ltd. ("Diamonds North") and Commander Resources Ltd. ("Commander") (Formerly Major General Resources Ltd. ("Major General"))

We are solicitors for Diamonds North and Commander. This letter is to provide confirmation of the following matters concerning the creation of Diamonds North and the change of name of Major General:

1. Diamonds North was incorporated on February 13, 2002 as a wholly owned subsidiary of Major General. A copy of the Certificate of Incorporation issued pursuant to the Company Act (British Columbia) is attached;
2. On March 4, 2002, Major General and Diamonds North entered into an agreement providing for the restructuring of Major General (the "Arrangement") primarily to cause Diamonds North to be owned pro rata by the shareholders of Major General directly or indirectly and for Diamonds North to be possessed with all of the diamond prospective mineral claims and permits, together with all ancillary and related rights, such as existing land use permits, water permits and work permits then in existence;
3. The Arrangement was approved as required by the Company Act (British Columbia) and became effective May 3, 2002;
4. Also on May 3, 2002, Major General changed its name to Commander;
5. Attached is a copy of the filed Special Resolutions, a Certificate and an Order of the Supreme Court of British Columbia, having the effect of verifying all required approvals of the Arrangement;
6. As a result of the Arrangement, effective May 3, 2002, Diamonds North became the beneficial owner of all mineral claims and permits in the Northwest Territories and Nunavut registered to Major General, together with all land use permits, water permits and work permits and related permissions held by or issued to Major General in respect of the Northwest Territories and Nunavut.

M.B

As a result of the completion of the Arrangement, it is now in order to re-register ownership of all mineral claims and permits and all other permits as referred to in item 6 above to the name of "Diamonds North Resources Ltd."

DATED at Vancouver, British Columbia, this 30th day of January, 2003.

BROWN McCUE



Maynard E. Brown*

*DENOTES PERSONAL LAW CORPORATION

MB



NUMBER: 642021

COMPANY ACT

CERTIFICATE OF INCORPORATION

I Hereby Certify that

DIAMONDS NORTH RESOURCES LTD.

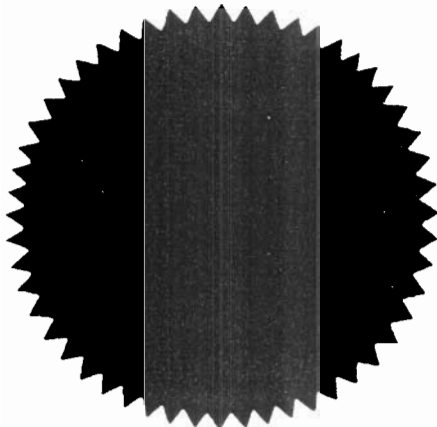
has this day been incorporated under the *Company Act*

Issued under my hand at Victoria, British Columbia

on February 13, 2002



JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA



1118

PROVINCE OF BRITISH COLUMBIA

FORM 19
(Section 348)Certificate of
Incorporation No. 330745

"COMPANY ACT"

SPECIAL RESOLUTION

The following Special Resolution was passed by the undermentioned company on the date stated: **FILED AND REGISTERED**Name of Company: **MAJOR GENERAL RESOURCES LTD.**Date Resolution Passed: **April 12, 2002**

MAY - 3 2002

"RESOLVED, as a Special Resolution, that:

REGISTRAR OF COMPANIES

- 223
1. The name of the Company be changed from "Major General Resources Ltd." to **"COMMANDER RESOURCES LTD."**
 2. Paragraph 1 of the Memorandum of the Company be altered to read as follows:
"1. The name of the Company is " **COMMANDER RESOURCES LTD.**"
 3. The Company's authorized share capital be consolidated on a three (3) for one (1) basis, reducing its authorized share capital from 100,000,000 common shares without par value of which 51,946,495 common shares are issued and outstanding, to 33,333,333.3 common shares without par value of which 17,315,498.3 common shares will be issued and outstanding.
 4. The Company change its authorized share capital by increasing its post consolidated common shares from 33,333,333.3 common shares without par value to 100,000,000 common shares without par value and by creating 25,000,000 reorganization shares without par value;
 5. Paragraph 2 of the Memorandum of the Company be altered to read as follows:
"2. The authorized capital of the Company consists of One Hundred Twenty-Five Million (125,000,000) shares divided into:
(a) One Hundred Million (100,000,000) Common Shares without par value; and
(b) Twenty-Five Million (25,000,000) Reorganization Shares without par value."
 6. Paragraphs 3 and 4 be added to the Memorandum of the Company as follows:
"3. The Common Shares without par value and the Reorganization Shares without par value shall have attached thereto the special rights and restrictions set forth in the Articles of the Company.
4. The Articles of the Company be amended by adding the following as part 26 thereof:
- 217
219
- 1113

26.5 Modification, Amendment and Variation of Rights or Provisions

The provisions attaching to the Reorganization Shares may be repealed, altered, modified or amended but only with the prior approval of the holders of the Reorganization Shares given by an instrument in writing by the holders of all Reorganization Shares outstanding or by a resolution passed by at least 75 % of the votes cast at a meeting of the holders of the Reorganization Shares called for such purpose. Such requirement for the approval of the holders of the Reorganization Shares shall be in addition to any vote, authorization, confirmation or approval as may then be required by applicable law.

26.6 Priority

The Reorganization Shares shall rank junior to the Common Shares of the Company and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the Common Shares.

- 217 7. Pursuant to Section 217 of the Company Act, that the Memorandum of the Company be altered as set out on the Schedule attached to this Resolution.

Certified a true copy the 24th day of April, 2002

Signature

Maynard E. Brown
Assistant Secretary

MAYNARD E. BROWN
Barrister & Solicitor

Name - Pled ~~1650~~ **999 WEST HASTINGS STREET**
VANCOUVER, B.C., V6C 2W2
PH: 604-633-4361 FAX: 604-682-7430

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PART 26

SPECIAL RIGHTS AND RESTRICTIONS ATTACHING
TO THE REORGANIZATION SHARES WITHOUT PAR VALUE

The Reorganization Shares without par value (the "Reorganization Shares") shall have attached thereto the following special rights and restrictions:

26.1 Dividends

Subject to the prior rights of the holders of any shares of the Company ranking in priority to the Reorganization Shares, the holders of Reorganization Shares will be entitled to receive, if, as and when declared by the board of directors of the Company, non-cumulative dividends in an amount or amounts to be determined by the board of directors from time to time.

26.2 Redemption

Subject to the rights, privileges, restrictions and conditions attaching to any shares of the Company ranking in priority to the Reorganization Shares, with or without notice, the Company may redeem at any time any of the then outstanding Reorganization Shares on payment in cash or property for each Reorganization Share of an amount equal to the aggregate redemption value thereof (the "Reorganization Share Redemption Amount"), and the Board of Directors may authorize any person to conclusively determine the Reorganization Share Redemption Amount at any time, such determination to be evidenced by a certificate of such person. The Reorganization Share Redemption Amount will be the specified amount for the purposes of the Income Tax Act (Canada), as amended.

26.3 Rights Upon Liquidation, Dissolution or Winding-Up

In the event of any dissolution, liquidation or winding-up of the Company, the holders of Reorganization Shares shall be entitled to receive from the property or assets of the Company an amount equal to the Reorganization Share Redemption Amount, together with all declared and unpaid dividends thereon. Subject to the prior rights of any shares of the Company ranking in priority to the Reorganization Shares, such payment or distribution shall be made prior to the payment of any amount or the distribution of any property or assets of the Company to the holders of any other shares ranking junior to the Reorganization Shares. Upon payment to the holders of record of the Reorganization Shares on the date of distribution of the amount so payable to them, such holders shall not be entitled to share in any further distribution of the property or assets of the Company.

26.4 Voting Rights

Subject to the provisions of Article 26.5, the holders of the Reorganization Shares shall not be entitled to receive notice of or to attend or vote at any meeting of members of the Company.

mib

SCHEDULE "A"**"COMPANY ACT"**

(As Altered by a Special Resolution passed April 12, 2002)

ALTERED MEMORANDUM

I wish to be formed into a company with limited liability under the "Company Act" in pursuance of this Memorandum

1. The name of the Company is **"COMMANDER RESOURCES LTD."**
2. The authorized capital of the Company consists of One Hundred Twenty-Five Million (125,000,000) shares divided into:
 - (a) One Hundred Million (100,000,000) Common Shares without par value; and
 - (b) Twenty-Five Million (25,000,000) Reorganization Shares without par value.
3. The Common Shares without par value and the Reorganization Shares without par value shall have attached thereto the special rights and restrictions set forth in part 26 of the Articles of the Company.

11/3

227 (5)

CERTIFICATE

In the matter of Major General Resources Ltd., incorporation number 330745 and in the matter of the Company Act, R.S.B.C. 1996, Chapter 62, Section 227 (1) and (5).

I, the undersigned, Barrister and Solicitor and Assistant Secretary for Major General Resources Ltd. (the "Company") hereby certify that all provisions of the Company Act have been complied with and there are no persons who have the right to apply to court pursuant to Section 227 of the Company Act.

DATED at Vancouver, British Columbia this 24th day of April, 2002.



Maynard E. Brown
Barrister and Solicitor
and Assistant Secretary ✓

FILED AND REGISTERED

MAY - 3 2002

REGISTRAR OF COMPANIES

MMS

No. L020661
Vancouver Registry

SUPREME COURT
OF BRITISH COLUMBIA
SEAL
VANCOUVER
REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA
THE MATTER OF SECTION 252 OF THE COMPANY ACT
R.S.B.C. 1996, c.62 AND AMENDMENTS THERETO

AND

FILED AND REGISTERED

MAY - 3 2002

REGISTRAR OF COMPANIES

IN THE MATTER OF

MAJOR GENERAL RESOURCES LTD.

AND

DIAMONDS NORTH RESOURCES LTD.

PETITIONERS

ORDER

BEFORE THE Honourable
Mr. Justice Davies

) WEDNESDAY THE 17TH DAY OF

) APRIL, 2002

THE EX PARTE APPLICATION of the Petitioners, coming on for hearing this day at Vancouver, British Columbia, and upon hearing David A. Hobbs, counsel for the Petitioners and upon reading the material filed:

THIS COURT ORDERS that:

1. the Plan of Arrangement attached as Exhibit "1" to the Arrangement Agreement dated as of March 4, 2002 between the Petitioners, Major General Resources Ltd. and Diamonds North Resources Ltd. which was approved by the sole member of Diamonds North Resources Ltd. and by not less than 75% of the votes cast by those members of Major General Resources Ltd., attending in person or by proxy at the Extraordinary General Meeting of Major General Resources Ltd. held on April 12, 2002, be and the same is hereby approved;

*Arranged
re
252*

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AND IT IS DECLARED that the terms of the Plan of Arrangement are fair and reasonable and that, upon implementation of the Plan of Arrangement and other matters provided for therein, the Plan of Arrangement shall be binding upon the Petitioners and their respective successors and assigns, in accordance with its terms.

BY THE COURT
THE REGISTRAR
Supreme Court of B.C.

Per [Signature]
Authorized Signing Officer

DEPUTY DISTRICT REGISTRAR

APPROVED AS TO FORM:

[Signature]
Counsel for the Petitioners

ENTERED

APR 17 2002

VANCOUVER REGISTRY
VOL 5980 FOL 64

[Signature]

Certified a true copy according to
the records of the Supreme Court
at Vancouver, B.C.

This 12 day of APR 2002

[Signature]
Authorized Signing Officer

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