



Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA) Loi canadienne sur les sociétés par actions (LCSA)

FORM 1 ARTICLES OF INCORPORATION (SECTION 6)

FORMULAIRE 1 STATUTS CONSTITUTIFS (ARTICLE 6)

Form 1

1 - Name of the Corporation / Dénomination sociale de la société: Marengo Mining Canada Limited

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address) / La province ou le territoire au Canada où est situé le siège social (n'indiquez pas l'adresse complète): Province of Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre: The Corporation is authorized to issue an unlimited number of common shares.

4 - Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu: None.

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) / Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases): Minimum: 1 Maximum: 10

6 - Restrictions, if any, on the business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu: None.

7 - Other provisions, if any / Autres dispositions, s'il y a lieu: The annexed Schedule 1 is incorporated in this form.

8 - Incorporator's Declaration: I hereby certify that I am authorized to sign and submit this form. / Déclaration des fondateurs: J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

Table with 2 columns: Print Name(s) - Nom(s) en lettres moulées and Signature. Row 1: John Hick, [Handwritten Signature]

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

**Schedule 1**

1. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, for the purpose of securing any bonds, debentures or debenture stock which the Corporation is by law entitled to issue, by authentic deed or otherwise, grant a hypothec or mortgage, including a floating hypothec or mortgage, on a universality of property, moveable or immovable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, moveable or immovable, present or future, corporeal or incorporeal, of the Corporation.
2. The Corporation has a lien on a share registered in the name of a shareholder or the shareholder's personal representative for a debt of that shareholder to the Corporation.
3. The number of directors of the Corporation within the minimum and maximum numbers of directors provided for in the articles of the Corporation shall be as determined from time to time by ordinary resolution of the shareholders of the Corporation or, if the ordinary resolution empowers the directors to determine such number, by resolution of the directors of the Corporation.
4. The directors of the Corporation may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders of the Corporation, but the total number of directors so appointed shall not exceed one third of the number of directors elected at the previous annual meeting of shareholders of the Corporation.