Industry Canada Industrie Canada

Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

ENTREPRISES MINIÈRES GLOBEX INC.
GLOBEX MINING ENTERPRISES INC.

Corporate name / Dénomination sociale

897099-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act* (CBCA).

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions* (LCSA).

Virginie Ethier

Director / Directeur

2014-10-28

Date of Continuance (YYYY-MM-DD)
Date de prorogation (AAAA-MM-JJ)

Canada

Industry Canada / Industrie Canada

Canada Business Corporations Act (CBCA)
FORM 11
ARTICLES OF CONTINUANCE
(Section 187)

1 - Corporate name

ENTREPRISES MINIÈRES GLOBEX INC.
GLOBEX MINING ENTERPRISES INC.

2 - The province or territory in Canada where the registered office is situated *(do not indicate the full address)*

Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue

The annexed schedule is incorporated to this form.

4 - Restrictions, if any, on share transfers

None.

5 - Minimum and maximum number of directors *(for a fixed number of directors, please indicate the same number in both boxes)*

Minimum number: 3 Maximum number: 10

6 - Restrictions, if any, on the business the corporation may carry on

None.

7 - (1) If change of name effected, previous name

n/a.

(2) Details of incorporation

The annexed schedule is incorporated to this form.

8 - Other provisions, if any

The annexed schedule is incorporated to this form.

9 - Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the CBCA.

Print name	Signature
James Wilson	

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 to both (subsection 250(1) of the CBCA).

8970998

Canada

Schedule to Section 3 of the Articles of Continuance
The classes and any maximum number of shares that the Corporation is authorized to issue

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares, issuable in series.

COMMON SHARES

The holders of the common shares are entitled:

a) To vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

b) To receive any dividend declared by the Corporation on the common shares; and

c) Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution, liquidation or winding-up of the Corporation.

The Corporation may at any time and from time to time purchase any issued common shares outstanding from any holder of the same, and such purchase need not be made pro rata from the holders of such shares.

PREFERRED SHARES

The rights, privileges, conditions and restrictions attaching to the preferred shares shall be as follows:

a) The preferred shares may at any time and from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the directors of the Corporation.

b) The directors of the Corporation shall, by resolution duly passed before the issue of any preferred shares of any series, determine the designation, rights, privileges, conditions and restrictions to be attached to the preferred shares of such series, including but without in any way limiting or restricting the generality of the foregoing, the rate of preferential dividends, if any, the dates of payment thereof, the terms and conditions of redemption, if any, and conversion rights, if any, the whole as may be confirmed and declared by articles of amendment. Notwithstanding the foregoing, no preferred shares shall have attached to them any right to vote at any meeting of shareholders other than as provided for pursuant to the *Canada Business Corporations Act.*

c) For the purposes hereof, the term "redemption price" for any preferred share shall mean:

i) Where such share was issued for money, the amount for which such share was issued; and

ii) Where such share was issued in whole or in part for a consideration other than money, then the amount in money (if any) paid for the issue of such share, plus an amount equal to the fair market value of such other consideration received; such fair market value shall be calculated as at the date of issue of such share and shall be determined in accordance with recognized standards of valuation.

The redemption price shall be reduced by the amount of any return of capital paid to the holder of any preferred share as of the date of such return of capital.

d) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the preferred shares of each series shall receive, before any distribution of the assets of the Corporation is made among the holders of the common shares and any other shares ranking junior to the preferred shares of the Corporation, an amount equal to the redemption price for such shares plus an amount equal to any dividends declared thereon but unpaid and no more. The preferred shares of each series shall also be given such other preferences over the common shares and any other shares ranking junior to the preferred shares as may be determined as to their respective series authorized to be issued.

e) The preferred shares of each series shall be on a parity basis with the preferred shares of every other series with respect to payment of dividends and return of capital.

f) Subject to the issuance of a Certificate of Amendment by the Director under the *Canada Business Corporations Act*, the Corporation may at any time or times or from time to time pass a special resolution or resolutions whereby all or any of the rights, privileges, conditions and restrictions attaching to or affecting the preferred shares may be amended, modified, altered and/or repealed, or the application thereof suspended in any particular case, but no such special resolution shall be effective or acted upon unless and until it has been sanctioned by the affirmative vote of the holders of not less than two-thirds (2/3) of the preferred shares represented and voted at a meeting duly called for considering the same, in addition to such other vote of other classes of shareholders as may be required by the *Canada Business Corporations Act*.

Schedule to Section 7(2) of the Articles of Continuance
Details of Incorporation

The Corporation was incorporated on October 21, 1949 under the *Mining Companies Act* (Québec) under the name Lyndhurst Mining Company Limited;

On June 4, 1974, the Corporation changed its name to Globex Mining Enterprises Inc.-Entreprises Minières Globex Inc.;

On November 4, 1985 the Corporation was continued under Part 1A of the *Companies Act* (Québec);

On February 14, 2011, the Corporation was continued automatically under the *Business Corporations Act* (Québec) (the "**QBCA**"); and

On December 28, 2012, the Corporation became subject to an arrangement pursuant to section 414 of the QBCA.

Schedule to Section 8 of the Articles of Continuance
Other provisions

The board of directors of the Corporation may appoint additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, so long as the number of such additional directors so appointed does not exceed one-third of the number of directors elected at the previous annual meeting of shareholders, the whole in accordance with section 106(8) of the *Canada Business Corporations Act*.

Industry Canada / Industrie Canada

Canada Business Corporations Act (CBCA)

FORM 2

INITIAL REGISTERED OFFICE ADDRESS AND FIRST BOARD OF DIRECTORS

(Sections 19 and 106)

To be filed with Articles of Incorporation, Amalgamation or Continuance

1 - Corporate name

ENTREPRISES MINIÈRES GLOBEX INC.
GLOBEX MINING ENTERPRISES INC.

2 - Address of registered office *(must be a street address, a P.O. Box is not acceptable)*

Number and street name : 89 Belsize Drive

City : Toronto | Province / Territory : Ontario | Postal Code : M4S 1L3

3 - Additional address

Care of : James Wilson

Number and street name 86-14th Street

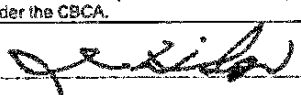
City : Rouyn-Noranda | Province / Territory : Quebec | Postal Code : J9X 2J1

4 - Members of the board of directors

FIRST AND LAST NAME	ADDRESS (must be a street address, a P.O. Box is not acceptable)	CANADIAN RESIDENT (Yes or No)
Jack Stoch	89 Dr. Belsize, Toronto, ON M4S 1L3	Y
Dianne Jarvis Stoch	89 Dr. Belsize, Toronto, ON M4S 1L3	Y
Ian Atkinson	58 East Crystal Canyon Circle, The Woodlands, Texas 77389	N
Chris Bryan	43 Dr. Devils, Creek Cambridge, ON N1S 4Y3	Y
Johannes H. C. van Hoof	2919 San Martin de Tours, Capital Federal Buenos Aires Argentina	N

5 - Declaration

I hereby certify that I am an incorporator of the new corporation, or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the CBCA.

Signature: 

Print name: James Wilson | *Telephone number:* (819) 797-5242

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding $5000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

Canada

Attestation aux fins de la continuation

Loi sur les sociétés par actions (RLRQ, chapitre S-31.1)

Le Registraire des entreprises atteste qu'il autorise la société par actions

ENTREPRISES MINIÈRES GLOBEX INC.

et sa version

GLOBEX MINING ENTERPRISES INC.

à demander sa continuation sous le régime de la Loi canadienne sur les sociétés par actions (L.R.C.(1985), c. C-44).

Registraire des entreprises

Le 30 septembre 2014

Registraire des entreprises Québec