Industry Canada Industrie Canada

Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

Entreprises Minières du Nouveau-Monde Inc.
Nouveau Monde Mining Enterprises Inc.

Corporate name / Dénomination sociale

836983-6

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Marcie Girouard

Director / Directeur

2012-12-31

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)

Canada

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

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

1 – Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion

Entreprises Minières du Nouveau-Monde Inc. / Nouveau Monde Mining Enterprises Inc.

2 – The province or territory in Canada where the registered office is to be situated (do not indicate the full address) / La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

Québec

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

Unlimited number of common shares with the attributes set forth in Schedule "A" attached hereto

4 – Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu

Not applicable

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: 3 Maximum: 15 / Minimal : Maximal :

6 – Restrictions, if any, on 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

See Schedule "B" attached hereto

8 – The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

☒ 183 ☐ 184(1) ☐ 184(2)

9 – **Declaration:** I hereby certify that I am a director or an officer of the corporation. / **Déclaration :** J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations / Dénomination social des sociétés fusionnantes	Corporation No. / N° de la société	Signature
Tucson Acquisition Corporation	836981-0	
Entreprises Minières du Nouveau-Monde Inc./New World Mining Enterprises Inc.	782764-4	
	-	
	-	
	-	
	-	

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).

Canada

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SCHEDULE "A"
TO ARTICLES OF AMALGAMATION

The authorized capital stock of the corporation shall consist of an unlimited number of common shares without par value.

COMMON SHARES

1. The common shares, as a class, have the following attributes and characteristics:

   1.1 The holder of the common shares without nominal or par value shall be entitled to receive notice of and to attend all meetings of the shareholders of the corporation and to one vote in respect of each common share without nominal or par value held at all such meetings.

   1.2 The holders of the common shares without nominal or par value shall be entitled to receive, for each common share they hold, dividends at such times, in such manner and in such amounts determined by the directors of the corporation.

   1.3 In the event of the liquidation, dissolution or winding up of the corporation or other distribution of the assets of the corporation among its shareholders for the purposes of winding up its affairs, the holders of the common shares without nominal or par value shall participate rateably in the distribution of the assets of the corporation.

SCHEDULE "B"
TO ARTICLES OF AMALGAMATION

OTHER PROVISIONS

1. BORROWING POWERS

The directors of the corporation may, by resolution and without obtaining prior authorization of the shareholders of the corporation, as they may deem advisable:

a) borrow money on the credit of the corporation;

b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

c) give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and

d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

Nothing herein contained limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

2. APPOINTMENT OF ADDITIONAL DIRECTORS

The directors 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, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

Industry Canada / Industrie Canada

Corporations Canada

Form 2

Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Changes to the registered office or the board of directors are to be made by filing Form 3 - Change of Registered Office Address or Form 6 - Changes Regarding Directors.

Instructions

[4] The address of a director must be a residential address or other address for service. An address for service is an address where legal documents must be accepted by the director or someone on their behalf, and where an acknowledgement or delivery receipt can be provided, if required. An address for service can be the residential address of the director or a business address.

At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the Canada Business Corporations Act (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA).

If the space available is insufficient, please attach a schedule to the form.

Declaration

[5] In the case of an incorporation this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262.(2) of the CBCA).

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online (except for Articles of Amalgamation):
Corporations Canada Online Filing Centre:
www.corporationscanada.ic.gc.ca

Or send documents by mail:
Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8

By Facsimile: **613-941-0999**

1 Corporation name

Entreprises Minières du Nouveau-Monde Inc. / Nouveau Monde Mining Enterprises Inc.

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

6 chemin des Bouleaux
NUMBER AND STREET NAME

L'Ange-Gardien | Quebec | J8L 0G2
CITY | *PROVINCE/TERRITORY* | *POSTAL CODE*

3 Mailing address (if different from the registered office)

SAME AS ABOVE ☑

ATTENTION OF

NUMBER AND STREET NAME

CITY | *PROVINCE/TERRITORY* | *POSTAL CODE*

4 Members of the board of directors

FIRST NAME / LAST NAME	ADDRESS (must be a street address, a P.O. Box is not acceptable)	RESIDENT CANADIAN (Yes/No)
Éric Desaulniers	6 chemin des Bouleaux L'Ange-Gardien, QC J8L 0G2	Yes
Roderick M. Bryden	12 Allan Place Ottawa, ON K1S 3T1	Yes
Alain Lambert	1980 des Saules St. Bruno, QC J3V 6M3	Yes
Jacques Letendre	74 rue Lacasse Gatineau, QC J9H 6H8	Yes
Ronald Keenan	37 Chemin Richelieu St-Basile-Le-Grand, QC J3N 1M4	Yes

5 Declaration

I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.

SIGNATURE

ALAIN LAMBERT | (514)219 7988
PRINT NAME | *TELEPHONE NUMBER*

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

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