



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Lundin Gold Inc.

Corporate name / Dénomination sociale

405633-7

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2014-12-17

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

-
- 1 Corporate name
Dénomination sociale
FORTRESS MINERALS CORP.
-
- 2 Corporation number
Numéro de la société
405633-7
-
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante
- The corporation changes its name to:
La dénomination sociale est modifiée pour :
Lundin Gold Inc.

-
- 4 Declaration: I 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.

Original signed by / Original signé par
Ron Hochstein

Ron Hochstein
604-806-3589

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

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 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

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.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

FORTRESS MINERALS CORP.

405633-7

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;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- 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) 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) 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 22, 2004 / le 22 juin 2004

Date of Amendment - Date de modification

CANADA BUSINESS CORPORATIONS ACT
(Section 177)

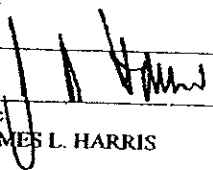
Form 4

ARTICLES OF AMENDMENT

1. Name of the Corporation: FORTRESS IT CORPORATION
2. The articles of the above-named corporation are amended as follows:

Article 1. is amended by changing the name of the Corporation to:

FORTRESS MINERALS CORP.

Date	June 16, 2004	Signature		Capacity of Secretary
For Department Use Only		Printed Name	JAMES L. HARRIS	
Filed	JUN 21 2004			

#405633-7



Industry Canada

Industrie Canada

**Certificate
of Continuance**

**Canada Business
Corporations Act**

**Certificat
de prorogation**

**Loi canadienne sur
les sociétés par actions**

FORTRESS IT CORPORATION

405633-7

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the *Canada Business Corporations Act*, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Director - Directeur

July 31, 2002 / le 31 juillet 2002

Date of Continuance - Date de la prorogation

Canada

CANADA BUSINESS CORPORATIONS ACT
(Section 187)

Form 11

ARTICLES OF CONTINUANCE

1. Name of the Corporation: **FORTRESS IT CORPORATION**

2. The province or territory in Canada where the registered office is to be situated:

British Columbia

3. The classes and the maximum number of shares that the corporation is authorized to issue:

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

The Corporation is authorized to issue:

- (a) an unlimited number of common shares without par value; and
- (b) an unlimited number of preference shares, issuable in series (the "Preference Shares").

The rights, privileges, restrictions and conditions attaching to the common shares without par value of the Corporation are as follows:

- (1) Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each common share held by such holder.
- (2) The holders of common shares shall be entitled to receive dividends if and when declared by the directors in respect of the common shares.
- (3) In the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of common shares shall be entitled, subject to the rights of holders of shares of any class ranking prior to the common shares, to receive the remaining property or assets of the Corporation.

The Preference Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Directors' Right to Issue in One or More Series

The Preference Shares may at any time or from time to time be issued in one or more series. Prior to the issue of the shares of any such series, the directors shall, subject to the limitations set out herein, fix the number of shares in, and determine the designation, rights privileges, restrictions and conditions attaching to the shares of such series including, without limitation:

- (a) the rate, amount or method of calculation of dividends, if any, and whether the same are subject to adjustments;
- (b) whether such dividends are cumulative, partly cumulative or non-cumulative;
- (c) the dates, manner and currency of payments of dividends and the dates from which dividends accrue or become payable;

- (d) whether such shares are redeemable or purchasable, the redemption or purchase prices and the terms and conditions of redemption or purchase, with or without provision for sinking or similar funds;
- (e) any conversion, exchange or reclassification rights;
- (f) the right to receive notice of or to attend and vote at any meeting of the shareholders of the Corporation, and the vote or votes, if any, that the holder is entitled to in respect of each Preference Share held; and
- (g) any other rights, privileges, restrictions and conditions not inconsistent with these provisions;

the whole subject to the receipt by the Registrar of Corporations under the *Business Corporations Act* of articles of amendment designating and fixing the number of Preference Shares in such series and setting forth the rights, privileges, restrictions and conditions attaching thereto and the issue by him of a certificate of amendment with respect thereto.

2. Ranking of Preference Shares

The Preference Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, rank in a parity with the Preference Shares of any other series then outstanding, subject to any specific respective rights of each series, and be entitled to a preference over the common shares without par value and the shares of any other class ranking junior to the Preference Shares. The Preference Shares of any series shall be entitled to such other preferences, not inconsistent with these provisions, over the common shares without par value and the shares of any other class ranking junior to the Preference Shares, as may be fixed by the directors in accordance with these provisions.

3. Approval of Holders of Preference Shares

The approval of the holders of the Preference Shares as a class, as to any matters referred to in these provisions or required by law may be given as specified below:

- (a) Any approval given by the holders of Preference Shares shall be deemed to have been sufficiently given if it shall have been given in writing by the holders of all of the outstanding Preference Shares or by a resolution passed at a meeting of holders of Preference Shares duly called and held for such purpose upon not less than twenty-one days' notice at which the holders of at least a majority of the outstanding Preference Shares are present or are represented by proxy and carried by the affirmative vote of not less than $66 \frac{2}{3}$ % of the votes cast at such meeting. If at any such meeting the holders of a majority of the outstanding Preference Shares are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date not less than fifteen days thereafter and to such time and place as may be designated by the chairman of the meeting and not less than ten days' written notice shall be given of such adjourned meeting but it shall not be necessary in such notice to specify the purpose for which the meeting was originally called. At such adjourned meeting the holders of Preference Shares present or represented by proxy shall form a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than $66 \frac{2}{3}$ % of the votes cast at such meeting shall constitute the approval of the holders of the Preference Shares.

- (b) On every poll taken at any such meeting each holder of Preference Shares shall be entitled to one vote in respect of each Preference Share held. Subject to the foregoing, the formalities to be observed with respect to the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the *Business Corporations Act* and the by-laws of the Corporation with respect to meetings of shareholders.

4. Voting Restriction

The holders of Preference Shares shall be entitled to notice of meetings called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange or its undertaking or a substantial part thereof. Except as aforesaid or as otherwise provided in the *Canada Business Corporations Act* or these provisions, the holders of Preference Shares shall not be entitled as such to receive notice of, or to attend or vote at, any meeting of the shareholders of the Corporation."

4. Restrictions if any on share transfers:

None

5. Number (or minimum or maximum number) of directors:

Not less than three (3) nor more than fifteen (15).

6. Restrictions, if any, on business the corporation may carry on:

None

7. (1) If change of name effected, previous name:

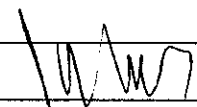
CONSOLIDATED FORTRESS RESOURCES INC.

(2) Details of incorporation:

Incorporated as Fortress Resources Inc. on July 28, 1987 as a result of the amalgamation of three private companies (Fortress Resources Inc., Paradise Resources Inc. and Black Knight Resources Inc., all incorporated on July 25, 1986) under the *Company Act* (British Columbia). The Corporation changed its name to Consolidated Fortress Resources Inc. on November 3, 1997.

8. Other provisions, if any:

1. The Directors may, between annual general meetings, appoint one or more additional Directors of the Corporation to serve until the next annual general meeting, but the number of additional Directors shall not at any time exceed one third of the number of Directors who held office at the expiration of the last annual general meeting of the Corporation and in no event shall the total number of directors exceed the maximum number of directors fixed pursuant to Paragraph 5 of the Articles of Continuance.
2. A meeting of the shareholders of the Corporation may, in the Directors' unfettered discretion, be held at Vancouver, British Columbia, or such other location inside Canada as specified by the Directors in the Notice of such meeting.

Date	July 29 2002	Signature		Capacity of	Secretary
For Department Use Only		Printed Name	JAMES HARRIS		
Corporation No.					

NUMBER: 330998



**CERTIFICATE
OF
CHANGE OF NAME**
COMPANY ACT

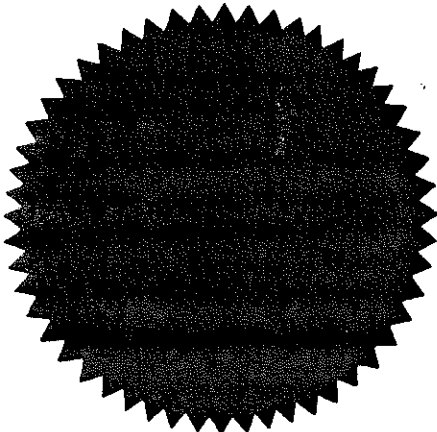
CANADA
PROVINCE OF BRITISH COLUMBIA

I Hereby Certify that
FORTRESS RESOURCES INC.
has this day changed its name to
CONSOLIDATED FORTRESS RESOURCES INC.

*Issued under my hand at Victoria, British Columbia
on November 03, 1997*

A handwritten signature in cursive script, reading "J. Powell".

JOHN S. POWELL
Registrar of Companies





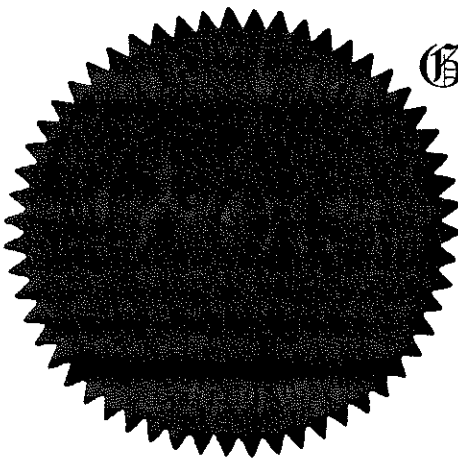
COMPANY ACT

Certificate

330998

Canada
Province of British Columbia

I Hereby Certify that FORTRESS RESOURCES INC.,
which was incorporated on the twenty-fifth day of July,
1986, under Certificate No. 312521 and PARADISE RESOURCES
INC., which was incorporated on the twenty-fifth day of
July, 1986, under Certificate No. 312545 and BLACK
KNIGHT RESOURCES INC., which was incorporated on the
twenty-fifth day of July, 1986, under Certificate No.
312546, are this day amalgamated pursuant to the
Company Act as one company with the name FORTRESS
RESOURCES INC.



Given under my hand and seal of office at
Victoria, B.C., this 28th
day of July, one
thousand nine hundred and eighty-seven

Robert J. Lawler
Deputy Registrar of Companies.