



Industry Canada

Industrie Canada

**Certificate
of Continuance**

**Canada Business
Corporations Act**

**Certificat
de prorogation**

**Loi canadienne sur
les sociétés par actions**

GALANTAS GOLD CORPORATION

638478-1

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.

Richard G. Shaw
Director - Directeur

April 28, 2005 / le 28 avril 2005

Date of Continuance - Date de la
prorogation

Canada



Industry Canada Industrie Canada

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION
REPORT ÉLECTRONIQUE

ARTICLES OF
CONTINUANCE
(SECTION 187)

CLAUSES DE
PROROGATION
(ARTICLE 187)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

Request Number:	1845451	Business No.:	Taxation year-end (MM-DD):	12-31
Numéro de Demande:		N° d'entreprise:	Fin de l'année d'imposition (MM-JJ):	

1. **Name of the Corporation**
Dénomination sociale de la société
GALANTAS GOLD CORPORATION

2. **The province or territory in Canada where the registered office is to be situated**
La province ou le territoire Canada où se situera le siège social
ON

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 annexed Schedule A is incorporated in this form.
L'annexe A ci-jointe fait partie intégrante de la présente formule.

4. **Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu**
The annexed Schedule B is incorporated in this form.
L'annexe B ci-jointe fait partie intégrante de la présente formule.

5. **Number (or minimum and maximum number) of directors**
Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum: 3 Maximum: 9

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
The annexed Schedule C is incorporated in this form.
L'annexe C ci-jointe fait partie intégrante de la présente formule.

7. **(1) If the corporation is changing its name on this continuance, what was the corporation's previous name?**
Si la société change sa dénomination sociale avec cette prorogation, quelle était sa dénomination social antérieure?

- (2) Details of incorporation - Détails de la constitution**
The annexed Schedule D is incorporated in this form.
L'annexe D ci-jointe fait partie intégrante de la présente formule.

8. **Other provisions, if any - Autres dispositions, s'il y a lieu**
The annexed Schedule E is incorporated in this form.
L'annexe E ci-jointe fait partie intégrante de la présente formule.

Date	Name - Nom	Signature	Capacity of - en qualité de
2005-04-28	GEORGE DUGUAY		AUTHORIZED OFFICER



SCHEDULE / ANNEXE A

The Corporation is authorized to issue an unlimited number of common shares and unlimited number of Preferred Shares in series.

The directors' authority with respect to the Preferred Shares and the rights, privileges, conditions and restrictions attaching to the Preferred Shares as a class is as follows:

(A) The directors of the corporation may at any time and from time to time issue Preferred Shares in one or more series, each series (a) carrying an entitlement to dividends (if any, at such rate or rates, in such amount or amounts, determined in such manner and with such dates of payment); (b) being redeemable (if at all) at such time or times, at such price or prices and on such terms and conditions; (c) carrying an entitlement to sinking or other retirement fund or funds (if any); (d) being subject to such purchase provision (if any) by the Corporation; (e) having such designation; (f) having such voting rights (if any); (g) having such conversion rights (if any); (h) having such other rights, privileges, restrictions and conditions attaching thereto; and (i) having such number (if limited as to number) all as hereafter determined and fixed by resolution of the directors passed prior to the issue thereof but no Preferred Shares of any series shall be issued before the issue of certificates of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of such series and all Preferred Shares of every series shall have attached thereto provisions as follows:

(1) If any amount:

(i) of cumulative dividends, whether or not declared, or declared non-cumulative dividends, or

(ii) payable on return of capital in the event of the liquidation, dissolution or winding up of the corporation, in respect of any series of Preferred Shares is not paid in full, the shares of such series shall participate ratably with the shares of all other series of Preferred Shares in respect of

(iii) all accumulated cumulative dividends, whether or not declared, and all declared non-cumulative dividends, or

(iv) all amounts payable on return of capital in the event of the liquidation, dissolution or winding up of the corporation, as the case may be;

(2) The Preferred Shares shall be entitled to preference over the common shares and over any other shares in the capital of the corporation ranking junior to the Preferred Shares with respect to any payment of dividends and return of capital; and

(3) No rights, privileges, restrictions or conditions attached to any series of Preferred Shares shall confer upon such series a priority with respect to

(i) dividends, or

(ii) return of capital in the event of liquidation, dissolution or winding up of the corporation over the shares of any other series of Preferred Shares that are then outstanding;

(B) Any amendment to the Articles of the corporation to delete, vary or add to any rights, privilege, restriction or condition attaching to the Preferred Shares as a class or to create preferred shares ranking in priority to or on a parity with the Preferred Shares as a class shall be authorized as hereinafter provided; and

(C) Any authorization required to be given by the holders of Preferred Shares shall be deemed to have been sufficiently given if it shall have been given in writing by the registered holder of Preferred Shares or by a resolution passed at a meeting of the registered holders duly called and held for that purpose at which the holders of a majority of the outstanding Preferred Shares are present or represented by proxy and carried by the affirmative vote of not less than two-thirds of the votes cast at such meeting in addition to any other authorization required by the law from time to time governing the corporation; the formalities to be observed in respect of the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the corporation with respect to meetings of shareholders but if at any such meeting the holders of a majority of the outstanding Preferred 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 15 days thereafter and to such time and place as may be designated by the chairman of the meeting and not less than ten days' notice shall be given of such adjourned meeting; at such adjourned meeting the holders of the Preferred Shares present or represented by proxy may transact the business for which the meeting was originally convened; a resolution passed at the meeting or adjourned meeting by the affirmative vote of not less than two-thirds of the votes cast at such meeting shall constitute the authorization by the holders of Preferred Shares; on every poll taken at every such meeting every holder of Preferred Shares shall be entitled to one vote in respect of each Preferred Share held.

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

(A) The holders of the common shares shall be entitled to one vote for each such share as held by them at all meetings of shareholders except meetings at which only holders of another class of shares are entitled to vote; and

(B) Subject to the provisions attaching to any other class of shares or any series of any other class of shares, the holders of the common shares shall be entitled to receive dividends declared by the corporation and the property of the corporation upon dissolution.

SCHEDULE / ANNEXE B

None.

SCHEDULE / ANNEXE C

None.

SCHEDULE / ANNEXE D

Formed by amalgamation under the Business Corporations Act (Ontario) on September 20, 1996.

SCHEDULE / ANNEXE E

The board of directors of the corporation are empowered to determine the number of directors of the corporation, between the minimum and maximum numbers of directors provided for in the articles of the corporation, in accordance with subsection 106(8) of the Canada Business Corporations Act, as the same may be amended from time to time.