

**BUSINESS CORPORATIONS ACT
(Section 29 or 177)**


**ALBERTA
REGISTRIES**

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:	2. CORPORATE ACCESS NUMBER:
BACANORA MINERALS LTD.	2014289082

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

- (a) Pursuant to section 173(1)(m) of the *Business Corporations Act* (Alberta), Article 3 of the Articles of the Corporation is amended by deleting the current restrictions on share transfers of the Corporation and inserting the word "None".

DATE:	SIGNATURE	TITLE
		

FOR DEPARTMENTAL USE ONLY

FILED ELECTRONICALLY
 JAN 13 2009
 BY TINGLE MERRETT LLP

FILED

Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2009/01/19

Service Request Number: 12598824

Corporate Access Number: 2014289082

Legal Entity Name: BACANORA MINERALS LTD.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: BACANORA MINERALS LTD.

New French Equivalent Name:

Nuans Number: 93913213

Nuans Date: 2008/08/21

French Nuans Number:

French Nuans Date:

Share Structure: THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF COMMON VOTING SHARES.

Share Transfers Restrictions: NONE

Number of Directors:

Min Number Of Directors: 1

Max Number Of Directors: 10

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: THE ATTACHED SCHEDULE OF OTHER RULES OR PROVISIONS IS INCORPORATED INTO AND FORMS A PART OF THE ARTICLES OF THE CORPORATION.

BCA Section/Subsection: 173(1)(M)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2008/09/29
Restrictions on Share Transfers	ELECTRONIC	2008/09/29

Registration Authorized By: PAUL A. BOLGER
SOLICITOR

Articles Of Incorporation

Business Corporations Act
Section 6

1. **Name of Corporation**

BACANORA MINERALS LTD.

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

THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF COMMON VOTING SHARES.

3. **Restrictions on share transfers (if any):**

THE ATTACHED SCHEDULE OF SHARE TRANSFER RESTRICTIONS IS INCORPORATED INTO AND FORMS A PART OF THE ARTICLES OF THE CORPORATION.

4. **Number, or minimum and maximum number, of directors that the corporation may have:**

Minimum 1; Maximum 10

5. **If the corporation is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restriction(s):**

None

6. **Other rules or provisions (if any):**


THE ATTACHED SCHEDULE OF OTHER RULES OR PROVISIONS IS INCORPORATED INTO AND FORMS A PART OF THE ARTICLES OF THE CORPORATION.

7. **Date authorized by Incorporators:**

2008 / 09 / 29

Year / Month / Day

Incorporators

Name of Person Authorizing (please print)	Address: (including postal code)	Signature
Paul A. Bolger	1250, 639 - 5th Avenue SW Calgary, AB T2P 0M9	

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator, Box 3140, Edmonton, Alberta T5J 4L4, (780) 427-7013.

REG 3047 (Rev. 2003/05)

FILED ELECTRONICALLY
SEP 29 2008
BY TINGLE MERRETT LLP

SCHEDULE OF SHARE TRANSFER RESTRICTIONS

Share Transfer Restrictions:

No transfer, assignment or conveyance of any securities of the Corporation shall be made or registered in the securities register of the Corporation without the approval of a majority of the directors of the Corporation.

SCHEDULE OF OTHER RULES OR PROVISIONS

Other Rules or Provisions:

- (a) The Directors of the Corporation 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 anytime exceed one-third of the number of Directors who held office at the expiration of the last annual general meeting of the Corporation.
- (b) The Corporation shall have a lien on the shares registered in the name of a Shareholder or his legal representative for a debt of that Shareholder to the Corporation.
- (c) The holder of a fractional share of the Corporation shall be entitled to exercise any voting rights and to receive any dividend in respect of the fractional share.

**Articles of Incorporation
For
BACANORA MINERALS LTD.**

Share Structure: THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF COMMON VOTING SHARES.

Share Transfers Restrictions: THE ATTACHED SCHEDULE OF SHARE TRANSFER RESTRICTIONS IS INCORPORATED INTO AND FORMS A PART OF THE ARTICLES OF THE CORPORATION.

Number of Directors:

Min Number of Directors: 1

Max Number of Directors: 10

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: THE ATTACHED SCHEDULE OF OTHER RULES OR PROVISIONS IS INCORPORATED INTO AND FORMS A PART OF THE ARTICLES OF THE CORPORATION.

**Registration Authorized By: PAUL A. BOLGER
SOLICITOR**

SCHEDULE OF SHARE TRANSFER RESTRICTIONS

Share Transfer Restrictions:

No transfer, assignment or conveyance of any securities of the Corporation shall be made or registered in the securities register of the Corporation without the approval of a majority of the directors of the Corporation.

SCHEDULE OF OTHER RULES OR PROVISIONS

Other Rules or Provisions:

(a) The Directors of the Corporation 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 anytime exceed one-third of the number of Directors who held office at the expiration of the last annual general meeting of the Corporation.

(b) The Corporation shall have a lien on the shares registered in the name of a Shareholder or his legal representative for a debt of that Shareholder to the Corporation.

(c) The holder of a fractional share of the Corporation shall be entitled to exercise any voting rights and to receive any dividend in respect of the fractional share.

Incorporate Alberta Corporation - Registration Statement

Alberta Registration Date: 2008/09/29

Corporate Access Number: 2014289082

Service Request Number: 12142598
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: BACANORA MINERALS LTD.
French Equivalent Name:
Nuans Number: 93913213
Nuans Date: 2008/08/21
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: #1250, 639 - 5TH AVENUE SW.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0M9

RECORDS ADDRESS

Street: #1250, 639 - 5TH AVENUE SW.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0M9

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF COMMON VOTING SHARES.

Share Transfers Restrictions: THE ATTACHED SCHEDULE OF SHARE TRANSFER RESTRICTIONS IS INCORPORATED INTO AND FORMS A PART OF THE ARTICLES OF THE CORPORATION.

Number of Directors:

Min Number Of Directors: 1

Max Number Of Directors: 10

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: THE ATTACHED SCHEDULE OF OTHER RULES OR PROVISIONS IS INCORPORATED INTO AND FORMS A PART OF THE ARTICLES OF THE CORPORATION.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2008/09/29

Director

Last Name: CONROY
First Name: PAUL
Middle Name:
Street/Box Number: 2715 - 16A STREET SE.
City: CALGARY
Province: ALBERTA
Postal Code: T2G 3T3
Country:
Resident Canadian: Y

Last Name: BATOROWSKI
First Name: DEREK
Middle Name:
Street/Box Number: 1537 VARSITY ESTATES DRIVE NW.
City: CALGARY
Province: ALBERTA
Postal Code: T3B 3Y5

Country:
Resident Canadian: Y

Last Name: HODGKINSON
First Name: RAYMOND
Middle Name:
Street/Box Number: 1303 - 6TH STREET NW.
City: CALGARY
Province: ALBERTA
Postal Code: T2M 3E5
Country:
Resident Canadian: Y

Last Name: JONES
First Name: GEORGE
Middle Name:
Street/Box Number: 1212 - 1175 DOUGLAS STREET
City: VICTORIA
Province: BRITISH COLUMBIA
Postal Code: V8W 2E1
Country:
Resident Canadian: Y

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2008/09/29
Restrictions on Share Transfers	ELECTRONIC	2008/09/29

Registration Authorized By: PAUL A. BOLGER
SOLICITOR