



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Euro Sun Mining Inc.

Corporate name / Dénomination sociale

413907-1

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

2016-08-18

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
CARPATHIAN GOLD INC.
-
- 2 Corporation number
Numéro de la société
413907-1
-
- 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 :
Euro Sun Mining 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
Michael Kozub

Michael Kozub
(514) 458-2157

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.



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

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

1 Corporate name
Dénomination sociale
CARPATHIAN GOLD INC.

2 Corporation number
Numéro de la société
4139071

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 :
Euro Sun Mining 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.



Michael Kozub
(514) 458-2157

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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.

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Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

CARPATHIAN GOLD INC.

Corporate name / Dénomination sociale

413907-1

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.

Marcie Girouard

Director / Directeur

2011-05-20

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



-
- 1 Corporate name
Dénomination sociale
CARPATHIAN GOLD INC.
-
- 2 Corporation number
Numéro de la société
413907-1
-
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation amends the other provisions as follows:
Les autres dispositions sont modifiées comme suit :
See attached schedule / Voir l'annexe ci-jointe

-
- 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.



Michael Kozub
416-368-7744 x227

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 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).

Schedule / Annexe
Other Provisions / Autres dispositions

Schedule C pertaining to Other Provisions is amended by the addition of the following paragraph as a section thereof:

Additional Directors: The Board of Directors of the Corporation may from time to time appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders of the Corporation, 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.



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

CARPATHIAN GOLD INC.

Corporate name / Dénomination sociale

413907-1

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.

Marcie Girouard

Director / Directeur

2011-02-02

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
CARPATHIAN GOLD INC.
- 2 Corporation number
Numéro de la société
413907-1
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation amends the description of classes of shares as follows:
La description des catégories d'actions est modifiée comme suit :
See attached schedule / Voir l'annexe ci-jointe

- 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.

Dino Titaro
416-368-7744

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 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).

Schedule / Annexe
Description of Classes of Shares / Description des catégories d'actions

Schedule A pertaining to Share Capital of the Corporation is amended by the addition of an unlimited number of Preferred shares (the "Preferred Shares") having attached thereto the following rights, privileges, restrictions and conditions:

1. **Issuable in Series:** The Preferred Shares shall be issuable in series and the directors shall have the right, from time to time, to fix the number of, and to determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series, including, without limitation, the rate or amount of dividends thereon (if any), the method of calculating dividends, the dates of payment thereof, the right (if any) to convert shares of a series of Preferred Shares into shares of another series of Preferred Shares or into another class of shares (including Common Shares), the right (if any) to participate in the remaining assets of the Corporation upon its liquidation or dissolution, as well as any other rights, privileges, restrictions or conditions attached to a series of Preferred Shares, subject to the limitations, if any, set out in the Articles of the Corporation.

2. **Dividends:** The holders of any series of Preferred Shares shall be entitled to receive, if and when declared by the directors, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such Preferred Shares form part.

3. **Liquidation, Dissolution or Other Distribution:** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Preferred Shares shall be entitled to receive in respect of the shares of each series thereof, before any distribution of any part of the assets of the Corporation among the holder of the Common Shares, all amounts which may be provided in the Articles of the Corporation to be payable thereon in respect of return of capital, any dividends declared thereon and unpaid, and any cumulative dividends, whether or not declared.

4. **Participation:** Holders of shares of each series of Preferred Shares shall be entitled to participate in the distribution of the assets of the Corporation remaining upon a liquidation or dissolution of the Corporation on the same basis as the holders of every other series of Preferred Shares. To the extent determined by the directors when designating the rights, privileges, restrictions and conditions attaching to a series of Preferred Shares, holders of the shares of such series shall be entitled to participate in the distribution of the assets of the Corporation remaining upon a liquidation or dissolution of the Corporation on a pari passu basis with the holders of the Common Shares.

5. **Non-Voting:** Subject to the provisions of the Canada Business Corporations Act, the holders of Preferred Shares of any series shall not, as such, be entitled to receive notice of, or to attend or to vote at, any meetings of shareholders of the Corporation.



**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

CARPATHIAN GOLD INC.

413907-1

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 24, 2004 / le 24 juin 2004

Date of Amendment - Date de modification

**CANADA BUSINESS
CORPORATIONS ACT
FORM 4
ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)**

1 -- Name of Corporation

ORE-LEAVE CAPITAL INC.

2-- Corporation No.

413907-1

3 -- The articles of the above-named corporation are amended as follows:

THAT the name of the Corporation be and it is hereby changed from **ORE-LEAVE CAPITAL INC.** to **CARPATHIAN GOLD INC.**

Date: June 22, 2004	Signature 	4 - Capacity of President, Chief Executive Officer and Director
For Departmental Use Only JUN 28 2004	Printed Name Dino Titaro	



**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

ORE-LEAVE CAPITAL INC.

413907-1

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

March 26, 2003 / le 26 mars 2003

Date of Amendment - Date de modification



Industry Canada
Canada Business
Corporations Act

Industrie Canada
Loi canadienne sur les
sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 -- Name of the Corporation - Dénomination sociale de la société

2 -- Corporation No. - N° de la société
413907-1

ORE-LEAVE CAPITAL INC.

3 -- The articles of the above-named corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

That the restrictions on the transfer of shares (Schedule B) of the Corporation be completely abrogated.

That sections 1 and 3 of the other provisions (Schedule C) of the Corporation, entitled respectively «closed company» and «unanimous shareholder agreement» be completely abrogated.

Date 2003/03/26	Signature <i>Dino Titaro</i>	4 -- Capacity of - En qualité de Director
For Departmental Use Only À l'usage du ministère seulement Filed Déposée MAR 26 2003	Printed Name - Nom en lettres moulées Dino Titaro	



Industry Canada

Industrie Canada

**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

ORE-LEAVE CAPITAL INC.

413907-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

Director - Directeur

January 17, 2003 / le 17 janvier 2003

Date of Incorporation - Date de constitution

Canada



Industry Canada
Canada Business
Corporations Act

Industrie Canada
Loi canadienne sur les
sociétés par actions

FORM 1
ARTICLES OF INCORPORATION
(SECTION 6)

FORMULE 1
STATUTS CONSTITUTIFS
(ARTICLE 6)

1 -- Name of the Corporation

Dénomination sociale de la société

ORE-LEAVE CAPITAL INC.

2 -- The province or territory in Canada where the registered office is situated

La province ou le territoire au Canada où est situé le siège social

Province of Ontario

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

Catégories et le nombre maximal d'actions que la société est autorisée à émettre

See schedule «A» attached herewith

4 -- Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

See schedule «B» attached herewith

5 -- Number (or minimum and maximum number) of directors

Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum 1 Maximum 10

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

Limites imposées à l'activité commerciale de la société, s'il y a lieu


N/A

7 -- Other provisions, if any

Autres dispositions, s'il y a lieu

See schedule «C» attached herewith

8 -- Incorporators - Fondateurs

Name(s) - Nom(s)	Address (including postal code) Adresse (inclure le code postal)	Signature
Fondateurs Inteltext Inc. Inteltext Incorporators Inc.	651 Notre Dame Street West, 3rd Floor Montreal, Quebec, H3C 1J1	

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT
Corporation No. - N° de la société

413907-1

Filed - Déposée

JAN 17 2003

SCHEDULE A
pertaining to
SHARE CAPITAL

The unlimited share capital of the Corporation shall consist of one (1) single class of shares, designated as Class "Common Shares", to which shall attach the following rights, privileges, restrictions and conditions:

A) **CLASS " COMMON SHARES "** : The number of Class " Common Shares " shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited; the following rights, privileges, restrictions and conditions shall attach thereto:

(1) **Dividends and share in profits and remaining property.** Holders of Class "Common shares", proportionally to the number of shares held by each, shall be entitled to:

- (a) share in the property, profits and surplus assets of the Corporation, and, in this respect, to receive any dividend declared by the Corporation, the amount of which as well as the date, the time and the terms or manner of payment of which shall be left to the entire discretion of the Board of Directors; and
- (b) receive the remaining property of the Corporation upon dissolution, upon voluntary or involuntary winding-up or liquidation or upon any other distribution of the property or assets of the Corporation.

(2) **Right to vote.** Holders of Class " Common shares " shall be entitled to receive notice of any meeting of the shareholders of the Corporation, to attend such meeting and to vote thereat, and each Class " Common shares " shall confer unto each holder thereof one (1) vote.

SCHEDULE B

pertaining to

RESTRICTIONS ON THE TRANSFER OF SHARES

CONSENT OF THE DIRECTORS OR OF THE SHAREHOLDERS

No share issued by the Corporation shall be transferred or assigned without the consent:

- (a) either of a majority of the directors, which consent shall be evidenced by a resolution of the Board of Directors or by one (1) or more documents signed by a majority of the directors;
- (b) or of a majority of the shareholders, which consent shall be evidenced by a resolution of these shareholders or by one (1) or more documents signed by a majority of these shareholders.

This consent, however, may validly be given after the transfer or assignment has been registered in the Corporate Records Book, in which case the transfer or assignment shall be valid and take effect retroactively upon the date on which the transfer or assignment was recorded.

SCHEDULE C

pertaining to

OTHER PROVISIONS

1. CLOSED COMPANY

The Corporation shall be a "closed company" as defined within the meaning of section 5 of the *Securities Act* (R.S.Q., c. V-1.1), and, as such:

- a) the number of shareholders of the Corporation shall be limited to fifty (50), exclusive of present or former employees of the Corporation or of a subsidiary; two (2) or more persons who jointly hold one (1) or more shares shall be counted as one (1) shareholder; and
- b) any invitation to the public to subscribe for any securities shall be prohibited.

2. BORROWING POWERS

In addition to the powers conferred by the articles, and without restricting the generality of the powers conferred upon the directors by section 189 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, the directors, if they see fit, and without having to obtain the authorization of the shareholders, may:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell or pledge debt obligations of the Corporation;
- c) give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person;
- d) grant a hypothec or a mortgage, even a floating hypothec or charge, on a universality of property, movable or immovable, present, or future, corporeal or incorporeal, of the Corporation; and
- e) delegate one (1) or more of the above-mentioned powers to a director, to an Executive Committee, to a committee of the Board of Directors or to an officer of the Corporation.

3. UNANIMOUS SHAREHOLDER AGREEMENT

Where, pursuant to the articles, a power, which is to be exercised by the Board of Directors, has been withdrawn from the authority of the directors in order to be assumed by the shareholders pursuant to a unanimous shareholder agreement according to section 146 of the *Canada Business Corporations Act*, any reference, in the articles, to the exercise of such power by the Board of Directors or by one (1) or more directors shall be read as a reference to an exercise of this power by the meeting of the shareholders pursuant to the unanimous shareholder agreement.