

FILED EFFECTIVE

AFTER FILING RETURN TO:

Nicole C. Snyder
Holland & Hart LLP
P.O. Box 2527
Boise, ID 83701-2527

2014 AUG 28 PM 4:06

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

MIDAS GOLD IDAHO, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name of the corporation is Midas Gold Idaho, Inc. (the "Corporation").

ARTICLE II

Duration

The Corporation's duration shall be perpetual.

ARTICLE III

Purpose

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

ARTICLE IV

Registered Office and Registered Agent

The address of the initial registered office of the Corporation is 12550 W. Explorer Drive, Suite 100, Boise, Idaho 83713, and the name of its initial registered agent at such address is Corporation Service Company.

ARTICLE VI

Incorporator

The name and address of the incorporator is:

IDAHO SECRETARY OF STATE

08/28/2014 05:00

CK:PREPAID CT:2105 BH:1439301

1@ 100.00 = 100.00 CORP #2

1@ 20.00 = 20.00 EXPEDITE C #3

C 203242

Name	Address
Jeffrey Root	405 S. 8th Street, Suite 201 Boise, ID 83702

ARTICLE VI
Mailing Address

The mailing address of the Corporation shall be: 405 S. 8th Street, Suite 201, Boise, Idaho 83702.

ARTICLE VII
Authorized Shares

The total number of shares of all classes of stock which the Corporation shall have authority to issue is one thousand (1,000) shares, all of which shall be designated common stock, without par value (the "Common Stock"). the designations, relative rights, preferences and limitations of the shares of Common Stock are as follows:

Voting. Each holder of Common Stock shall have one vote for each share held. A holder of shares of common Stock shall not be entitled as a matter of right to cumulate his or her votes for the election of directors.

Dividends. Each issued and outstanding share of common stock shall entitle the holder thereof to receive dividends (whether payable in cash, stock or otherwise) when, and if, declared by the Board of Directors of the Corporation out of funds legally available therefor.

Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, each issued and outstanding share of Common Stock shall entitle the holder of record thereof to receive ratably and equally all of the assets and funds of the Corporation available for distribution to this shareholders, whether from capital or surplus.

Merger, Consolidation, Etc. Upon the merger or consolidation of the Corporation (in a merger or consolidation in which shareholders of the Corporation receive cash or securities of any other person or entity upon such merger or consolidation), or upon the sale or other disposition of all or substantially all of the assets of the Corporation as an entirety to any person or entity, the aggregate consideration therefor payable to the shareholders of the Corporation, if any, shall be distributed as if such merger, consolidation, sale or other disposition were a distribution in liquidation, dissolution or winding up of the affairs of the Corporation.

Preemptive Rights. A holder of shares of common Stock shall not be entitled as a matter of right to presumptive rights to acquire additional shares of capital stock of the Corporation.

ARTICLE VIII
Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, powers and duties of the directors of the Corporation shall be prescribed by the Bylaws of the Corporation, but the Board of Directors as of the date these Articles of Incorporation are filed shall consist of two (2) directors who shall serve until the first meeting of shareholders or until their successors are elected and qualified. The names and addresses of the initial directors are as follows:

Name	Address
Stephen P. Quin	1250 – 999 West Hastings Street Vancouver, BC V6C 2W2 Canada
Anne Labelle	1250 – 999 West Hastings Street Vancouver, BC V6C 2W2 Canada
Robert Barnes	405 S. Eighth Street, Suite 201 Boise, ID 83702

ARTICLE IX
Limitation on Liability of Directors and Indemnification

To the full extent that the Act, as it exists hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article IX shall not limit or eliminate the liability of a director of the Corporation for acts or omissions that involve intentional misconduct or a knowing violation of the law for conduct which violates Section 30-1-833 of the Act pertaining to unlawful distributions to shareholders, for unauthorized loans to directors, or in connection with any transaction with respect to which it is finally adjudged that such director personally received a benefit in money, property or services to which that director was not legally entitled. any amendment to or repeal of this Article IX shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

The Corporation shall have the power to indemnify a director, officer, or former director of officer of the Corporation, or any person who may have served at the Corporation's request as such director or officer of another corporation, against expenses actually and reasonably incurred by such person in connection with the

defense of any action, suit or proceeding, civil or criminal, in which he or she becomes a party by reason of being or having been such director officer, to the full extent permitted by the Act and the Corporation's Bylaws, as the same exist or may hereafter be amended.

ARTICLE X

Bylaws

The Board of Directors shall have full power to adopt, alter, amend or repeal the Bylaws of the Corporation or adopt new Bylaws, subject to repeal or change by action of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to alter, amend or repeal the Bylaws or adopt new Bylaws.

ARTICLE XI

Transactions with Interested Parties

The Corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are, may be or may become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such directors, officer or shareholder may be necessary to obligate the Corporation upon such contracts or transactions and, in the absence of fraud, no such contract or transaction shall be voided and no such director, officer or shareholder shall be held liable to account to the Corporation by reason of such adverse interest or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership for any profit or benefit realized by him or her through any such contract or transaction; provided that in the case of directors and officers of the Corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the board of Directors of the Corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director officer of the Corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

ARTICLE XII

Amendment to Articles

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of
Incorporation this 28th day of August, 2014.



Jeffrey Root, Incorporator

6444223_1