



**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF**

WESTERN MINING CORPORATION (USA)

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WESTERN MINING CORPORATION (USA) for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to WESTERN MINING CORPORATION (USA) to transact business in this State under the name VMC MINING OF IDAHO, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated November 30, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth M. Zabala*

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is Western Mining Corporation (USA)

2. The name which it shall use in Idaho is WMC Mining of Idaho, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is July 31, 1986 and the period of its incorporation is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o Corporation Trust Company, 1209 Orange Street, Wilmington, DE

6. The address to which correspondence should be addressed, if different from that in item 5. 141 Union Boulevard, Suite 475, Lakewood, CO 80228

7. The street address of its proposed registered office in Idaho is 300 North Sixth Street, Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Mineral Exploration

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached Exhibit A</u>		

(continued on reverse)



Exhibit A  
to the  
Western Mining Corporation (USA)  
Idaho Application for Certificate of Authority

Directors

James H. Lalor	1 First Canadian Place, #2620 P. O. Box 89 Toronto, Ont. <u>CANADA</u> M5X 1B1
Peter J. Maloney	1 First Canadian Place, #2620 P. O. Box 89 Toronto, Ont. <u>CANADA</u> M5X 1B1
John F. Welborn	1700 Broadway, Suite 1700 Denver, CO 80290-1701
Donald M. Morley	360 Collins Street Melbourne, Victoria 3000 <u>AUSTRALIA</u>
Ralph F. Cox	16010 Barker's Point Lane, #325 Houston, TX 77079

Officers

President, Chairman & Chief Exec. Officer	James H. Lalor 1 First Canadian Place, #2620 P. O. Box 89 Toronto, Ont. <u>CANADA</u> M5X 1B1
Exec. Vice-President	Peter J. Maloney 1 First Canadian Place, #2620 P. O. Box 89 Toronto, Ont. <u>CANADA</u> M5X 1B1
Vice-Pres.-Exploration	David E. Roberts 141 Union Blvd., #475 Lakewood, CO 80228
Vice-Pres.-Operations	Brian P. Micke 141 Union Blvd., #475 Lakewood, CO 80228
Secretary	John F. Welborn 1700 Broadway, #1700 Denver, CO 80290-1701
Treasurer	Peter J. Maloney 1 First Canadian Place, #2620 P. O. Box 89 Toronto, Ont. <u>CANADA</u> M5X 1B1
Asst. Secretary	Willa F. Harasym 1 First Canadian Place, #2620 P. O. Box 89 Toronto, Ont. <u>CANADA</u> M5X 1B1

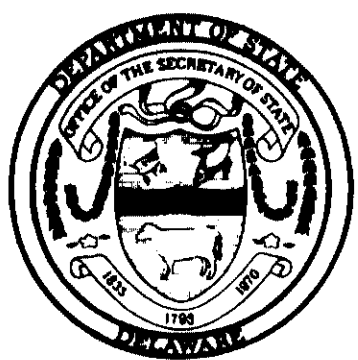


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### Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY WESTERN MINING CORPORATION (USA) IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 12813474

DATE: 10/05/1990

**WESTERN MINING CORPORATION (USA)**

**Consent by Board of Directors  
in Lieu of a Special Meeting**

**October 15, 1990**

The undersigned, being all the members of the Board of Directors of Western Mining Corporation (USA), hereby adopt the following actions, pursuant to Section 141 of the Delaware General Corporation Law, as amended, to have the same force and effect as action taken at a special meeting.

WHEREAS, the Board of Directors has deemed it to be in the best interests of the corporation to qualify the corporation to do business in the State of Idaho; and

WHEREAS, the corporation's name is currently unavailable for use in the State of Idaho; it is therefore

RESOLVED, that the Board of Directors hereby elects to use the name of WMC Mining of Idaho, Inc. as a d/b/a in the State of Idaho and hereby authorizes and directs the officers of the corporation to do any and all things deemed necessary and appropriate to effectuate said qualification in the State of Idaho.

The undersigned, being all of the Directors of Western Mining Corporation (USA), hereby unanimously consent to, approve, and adopt the foregoing resolutions effective October 15, 1990, notwithstanding the actual date of signing.

These minutes may be executed in any number of counterpart signature pages, each of which shall be deemed an original and which together shall constitute a single instrument.

**DIRECTORS**

  
\_\_\_\_\_  
Donald N. Morley

  
\_\_\_\_\_  
James H. Dalor

*P. J. Maloney*  
\_\_\_\_\_  
**Peter J. Maloney**

*John F. Welborn*  
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**John F. Welborn**

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**Ralph F. Cox**

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**Peter J. Maloney**

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**John F. Welborn**

*Ralph F. Cox*

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**Ralph F. Cox**

**0443Q/43**