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APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

SECRETARY OF STATE
STATE OF IDAHO



FILED

1. The name of the limited liability company is: Sun Valley Gold LLC
2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is: _____
3. The jurisdiction under whose laws the limited liability company is organized is: Delaware, and the date of its formation was: December, 1998
4. The name and street address of the registered agent in Idaho is: C T CORPORATION SYSTEM, 300 North 6th Street, Boise, Idaho 83701
5. The address of the limited liability company's office in the jurisdiction under whose laws it is organized is: c/o The Corporation Trust Company, 1209 Orange St. Wilmington, Delaware 19801
6. The address of the limited liability company's principal office, if other than the address in #5 above, is: Sun Valley Gold LLC, 620 Sun Valley Road, Sun Valley, Idaho 83353
7. The address to which correspondence should be addressed is: same as above (6)

8. Signature of a manager, if any, or a member if there are no managers.

Peter E. Pront

Peter Pront, ORGANIZER

Typed or Printed Name

Manager ☐ Member ☐

9. Signature of the registered agent named in #4 above.

C T CORPORATION SYSTEM

Patricia A. Nolan

Patricia A. Nolan

Assistant Secretary

Secretary of State use only

TRIM SECRETARY OF STATE

01/19/1999 09:00
EX: 13200900 CT: 4567 IN: 179646

1 @ 100.00 = 100.00 RESFORLLC # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

W 7820

Office of the Secretary of State

99 JAN 19 AM 10:18

SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUN VALLEY GOLD LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2971875 8300

981495176

AUTHENTICATION:

9479834

DATE:

12-22-98

CONSENT TO USE OF NAME

99 JAN 19 AM 10:18

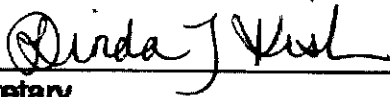
Sun Valley Gold Company, a corporation organized under the laws of the State of Idaho, hereby consents to the qualification of Sun Valley Gold LLC in the State of Idaho.

IN WITNESS WHEREOF, the said Sun Valley Gold Company has caused this consent to be executed by its president and attested under its corporate seal by its secretary, this 7th day of January 1999.

Sun Valley Gold Company

By: Peter F. Palmedo, President

Attest:


Secretary

00864.001 #58648

CONSENT TO USE OF NAME

Sun Valley Gold, L.P., a Limited Partnership organized under the laws of the State of Idaho, hereby consents to the qualification of Sun Valley Gold LLC in the State of Idaho.

IN WITNESS WHEREOF, the said Sun Valley Gold, L.P. has caused this consent to be executed by its organizer, this 7th day of January 1999.

Sun Valley Gold, L.P.

By: 

Peter F. Palmedo
President, Sun Valley Gold Company,
General Partner

Attest:



00964.001 #56644