

AGREEMENT

THIS AGREEMENT, entered into this 4th day of August, 1952, between POLARIS MINING COMPANY, a Delaware corporation which is qualified to do business in Idaho, hereinafter referred to as "Polaris", and SILVER SUMMIT MINING COMPANY, an Idaho corporation, hereinafter referred to as "Summit", WITNESSETH:

WHEREAS, Polaris is capitalized for Seven Hundred Fifty Thousand Dollars (\$750,000.00) divided into three million (3,000,000) shares of non-assessable common stock of the par value of twenty-five cents (25¢) per share and has issued and outstanding two million (2,000,000) shares of such stock, and Summit is capitalized for One Million Two Hundred Fifty Thousand Dollars (\$1,250,000.00) divided into two million five hundred thousand (2,500,000) shares of assessable common stock of the par value of fifty cents (50¢) per share, all of which stock has been issued and is outstanding; and

WHEREAS, the respective Boards of Directors of said corporations are of the opinion that it would be for the benefit and to the advantage of each of said corporations and the stockholders thereof to merge Summit into Polaris under and pursuant to the provisions of Sections 30-151 to 30-156, inclusive, Idaho Code, and under and pursuant to the corporation laws of the State of Delaware pertaining to the merger of corporations organized under the laws of Delaware with corporations organized under the laws of other states, and under and pursuant to the provisions of Sections 59 et. seq. of Article 1 of the Delaware Corporation Law Annotated,

NOW, THEREFORE in consideration of the premises and in consideration of the mutual covenants, and agreements hereinafter set out and by each of the parties hereto to be faithfully kept and performed, IT IS HEREBY MUTUALLY AGREED that Summit shall be, and it hereby is merged into Polaris under and pursuant to the provisions of Section 30-151 to 30-156, inclusive, Idaho Code, and under and pursuant to the corporation laws of the State of Delaware pertaining to the merger of corporations organized under the laws of the State of Delaware with corporations organized under the laws of another state or, more specifically, Article 1, Section 59 et seq. of the Delaware Corporation Law Annotated.

IT IS HEREBY FURTHER MUTUALLY AGREED that Summit shall be so merged into Polaris in the manner and upon the terms and conditions following, to-wit:

1. There shall be issued to each and every minority stockholder of Summit that is to say, to every stockholder of Summit other than Polaris, one share of Polaris for every three shares of Summit owned by each and every such minority stockholder of Summit, and all Summit stock now owned by Polaris shall be cancelled and no Polaris stock shall be issued therefor or in lieu thereof either to Polaris Mining Company or to any of its stockholders.

2. Upon the consummation of this agreement and the completion of the merger of Summit into Polaris, as hereinafter provided, Polaris shall cause to be issued and delivered to a responsible custodian, trustee or responsible custodians or trustees, one certificate for 296,992 shares of the capital stock of Polaris, that is to say, the number of shares which shall be required for issuance or transfer to Summit's minority stockholders at the rate of one share of Polaris for every three shares of Summit. Each and every such stockholder in Summit shall be directed to deliver to such custodians or trustees for cancellation such stockholder's certificate or certificates of Summit stock duly endorsed, with such endorsements satisfactorily guaranteed, and as such certificates are so delivered to said custodians or trustees, said custodians or trustees shall cause to be transferred and delivered to each such Summit stockholder, whose Summit certificates shall have been so delivered to said

such fractional shares. If any shareholder shall object to the sale of his fractional shares as hereinabove provided, he may return the Polaris check issued in payment therefor within a period of thirty days after receipt of such check and thereupon a fractional scrip certificate issued to "Bearer" will be delivered to him in lieu of a certificate for such fractional shares. Such fractional scrip certificate when combined with other fractional scrip certificates aggregating a full share or more shall entitle the bearer to a certificate for a full share of common stock. A new scrip certificate will be issued for any excess scrip certificates surrendered in excess of a full share of common stock. The holders of such scrip certificates shall not as such holders be stockholders of Polaris and shall not be entitled to dividends or to exercise any voting rights or to have or to exercise any other rights or privileges of stockholders. Any scrip certificates not surrendered in exchange for full shares within a period of two years from which the merger is filed and recorded with the Secretary of State shall be redeemable only in cash at the market value of Polaris as of the expiration of such two-year period.

3. Upon the consummation of this agreement and the completion and effectuation of the merger of Summit into Polaris said two corporations shall become and thereafter be one corporation, to-wit, Polaris Mining Company, and the separate corporate existence of Summit shall cease and Polaris Mining Company shall possess all the rights, privileges, franchises and powers theretofore possessed by Summit and Polaris, or either of them, and the title to and ownership of all property, real, personal and mixed, of each of said corporations, and all debts due or owing on whatsoever account to Summit, and/or to Polaris, including subscriptions for shares and other choses in action belonging to either of said corporations shall be taken and be deemed to be transferred to and vested in Polaris, without further act or deed, and Polaris shall be responsible for all of the liabilities and obligations of Summit, including the obligation to perform any and all contracts or agreements heretofore entered into by Summit with any other corporation or corporations, in the same manner and to the same extent as if Polaris itself had incurred such liabilities or obligations, and the liabilities of Summit and Polaris or of their respective shareholders, directors or officers shall not be affected, nor shall the rights of the creditors of Summit or those of Polaris or of any persons who shall theretofore have had dealings with Summit and/or Polaris be impaired by such merger and any claim then existing or action or proceeding then pending by or against Summit and/or Polaris may be prosecuted to judgment as if such merger had not taken place, or Polaris may be proceeded against or substituted in the place of Summit in such action or proceedings; and all property, rights, privileges, powers and franchises, and all and every other interest of Summit shall be thereafter as effectually the property of Polaris as they were the property of Summit and the title to any real estate vested by deed or otherwise in Summit shall not revert or be in any way impaired by the merger of Summit into Polaris; PROVIDED, however, that all rights of creditors and all liens, if any, upon any property theretofore owned by Summit shall be preserved and unimpaired, and all debts, liabilities and duties of Summit shall thenceforth attach to Polaris and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Polaris; and PROVIDED, further, that the Certificate of Incorporation of Polaris Mining Company shall not become altered, changed, or in any wise affected by the merger of Silver Summit Mining Company, nor by any of the provisions of this agreement, but that the said Certificate of Incorporation of Polaris Mining Company, as now on file and of record in the office of the Secretary of the State of Delaware shall continue in full force and effect in exactly the same wording and same form as the same now is.

4. IT IS FURTHER MUTUALLY UNDERSTOOD AND AGREED that pending final consummation of this agreement Summit shall not make any distribution of funds to its shareholders by way of dividends or otherwise, and shall not pledge or subject to lien or encumbrance any of its properties or assets or rights or

into Polaris, Polaris shall be governed by the laws of the state of Delaware.

7. This agreement shall be executed initially by Summit's and Polaris' respective Boards of Directors upon the same being approved by a vote of a majority of each of said Boards of Directors and thereupon this agreement shall be submitted for consideration by the stockholders of Summit at a meeting of such stockholders to be duly called in the manner provided by Section 30-133, Idaho Code, and for consideration by the stockholders of Polaris at a meeting of such stockholders to be duly called in the manner provided by Section 59 of Article 1 of the Delaware Corporation Law, Annotated; and at each of said meetings, which shall be called and held separately, this agreement shall be considered and a vote by ballot, in person or by proxy, shall be taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote; and if the votes of the stockholders of each of said corporations representing two-thirds (2/3) of the total number of shares of its capital stock shall be for the adoption of this agreement, then that fact shall be certified on this agreement by the Secretary of each of said corporations, under the seal thereof; and this agreement, so adopted and certified shall be signed in duplicate by the President and Secretary of each of said corporations under the respective corporate seals thereof and acknowledged by the President of each of said corporations, before a duly appointed and qualified Notary Public of and for the State of Idaho, to be the respective act, deed and agreement of each of said corporations and one duplicate original of this agreement, so adopted, certified and acknowledged, shall be filed in the office of the Secretary of State of the State of Delaware, and a copy of this agreement and act of merger certified by said Secretary of State shall be recorded in the office of the recorder of the county in the State of Delaware, if any, in which Polaris shall or may have its original Certificate of Incorporation recorded, and thenceforth this agreement shall be taken and deemed to be the agreement and act of merger of said corporations, and such record, or a certified copy thereof, shall be evidence of the agreement and act of merger of said corporations and of the observance and performance of all acts and conditions necessary to have been observed and performed precedent to such merger; and a duplicate original of this agreement, so adopted, certified and acknowledged, shall be filed and recorded in the office of the Secretary of State of the State of Idaho, and a copy thereof, certified by said Secretary of State, shall be filed for record in the offices of the county recorders of all counties in the State of Idaho in which either of said corporations has its registered office and/or in which either of said corporations has land, the title to which will be transferred as a result of said merger.

8. Notwithstanding any of the foregoing provisions of this agreement, IT IS EXPRESSLY UNDERSTOOD AND AGREED that this agreement shall not become effective for any purpose unless at the aforesaid meeting of the stockholders of Summit this agreement shall be approved and adopted by a vote of at least fifty percent (50%) of all of the issued and outstanding capital stock of Summit, which shall be represented by stockholders present in person or by proxy at said meeting, over and above and exclusive of all Summit stock owned by Polaris; or, in other words, if at said meeting of Summit stockholders this agreement shall be approved and adopted by a vote of stockholders owning two-thirds or more than two-thirds of the issued and outstanding capital stock of Summit, this agreement shall nevertheless not become effective unless the stock which shall have been voted at said meeting in favor of the approval and adoption of this agreement shall have included at least fifty percent (50%) of Summit stock owned by stockholders

issued and outstanding capital stock of Polaris which shall be represented by stockholders present in person or by proxy at said meeting, over and above and exclusive of all Polaris stock owned by Hecla Mining Company; or, in other words, if at said meeting of Polaris stockholders this agreement shall be approved and adopted by a vote of stockholders owning two-thirds or more than two-thirds of the issued and outstanding capital stock of Polaris, this agreement shall nevertheless not become effective unless the stock which shall have been voted at said meeting in favor of the approval and adoption of this agreement shall have included at least fifty percent (50%) of Polaris stock owned by stockholders other than Hecla Mining Company who shall be represented at said meeting either by proxy or by stockholders present in person.

10. And notwithstanding any of the foregoing provisions of this agreement it is EXPRESSLY UNDERSTOOD AND AGREED that this agreement shall not become effective for any purpose in event the aggregate market value of dissenting shares of both companies as of a date twenty days after the merger shall have been authorized exceeds \$500,000.00.

IN WITNESS WHEREOF, This agreement has been executed on behalf of Summit by each and all of the members of the Board of Directors of Summit, and pursuant to a resolution adopted by unanimous vote of the members of said Board of Directors at a duly called special meeting of said Board; and this agreement has been executed on behalf of Polaris by each and all of the members of the Board of Directors of Polaris, and pursuant to a resolution adopted by unanimous vote of the members of said Board of Directors at a duly called special meeting of said Board, the day and year herein first above written.

/s/ L. J. Randall

 * POLARIS MINING COMPANY *
 * Incorporated January 1937 *
 * Seal Delaware *

/s/ J. L. McCarthy

/s/ Robert E. Sorenson

ATTEST:

/s/ R. W. Neyman

/s/ Elof Enbom
 Secretary

(SEAL)

/s/ George W. Zeller
 Members of the Board of Directors of
 POLARIS MINING COMPANY

/s/ L. J. Randall

/s/ R. W. Neyman

/s/ George M. Grismer

ATTEST:

/s/ Robert E. Sorenson

IN WITNESS WHEREOF, the foregoing agreement, having been approved and accepted by the vote of more than two-thirds of the outstanding capital stock of Polaris Mining Company, including more than 50% of the stock in said corporation owned by stockholders other than Hecla Mining Company and more than twenty days having expired since the date of the special meeting of the stockholders of Polaris Mining Company at which said vote was taken and the aggregate market value of the stock of Polaris Mining Company and the stock of Silver Summit Mining Company owned by stockholders of both and each said corporations who voted against or who did not vote in favor of the approval and acceptance of the foregoing agreement and who are or will or may or might be entitled to demand payment for their stock according to the laws of the State of Delaware and/or the State of Idaho, amounting to less than the sum of Five Hundred Thousand (\$500,000.00) Dollars, Polaris Mining Company has caused the foregoing agreement to be executed in its name by its president and to be attested by its secretary and under its corporate seal this 30th day of September, 1952.

 * POLARIS MINING COMPANY *
 * Incorporated January 1937 *
 * Seal Delaware *

POLARIS MINING COMPANY

By l/s/ L. J. Randall
 Its President

ATTEST:

l/s/ Elof Enbom
 Its Secretary.

STATE OF IDAHO)
 : ss.
 COUNTY OF SHOSHONE)

On this 30th day of September, 1952, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared L. J. RANDALL and ELOF ENBOM known to me, and to me known to be the president and secretary, respectively, of the Polaris Mining Company, the corporation whose

IN WITNESS WHEREOF, the foregoing agreement, having been approved and accepted by the vote of more than two-thirds of the outstanding capital stock of Silver Summit Mining Company, including more than 50% of the stock in said corporation owned by stockholders other than Polaris Mining Company and more than twenty days having expired since the date of the special meeting of the stockholders of Silver Summit Mining Company at which said vote was taken and the aggregate market value of the stock of Polaris Mining Company and the stock of Silver Summit Mining Company owned by stockholders of both and each of said corporations who voted against or who did not vote in favor of the approval and acceptance of the foregoing agreement and who → are or will or may or might be entitled to demand payment for their stock according to the laws of the State of Idaho, amounting to less than the sum of Five Hundred Thousand (\$500,000.00) Dollars, Silver Summit Mining Company has caused the foregoing agreement to be executed in its name and by its president and to be attested by its secretary and under its corporate seal this 30th day of September, 1952.

*****SILVER SUMMIT MINING COMPANY
 * SILVER SUMMIT MINING COMPANY*
 * Incorporated March 1927 *
 * Seal Wallace, Idaho *By for L. J. Randall
 ***** Its President

ATTEST:

for L. S. Eddins
 Its Secretary

STATE OF IDAHO)
 : ss.
 COUNTY OF SHOSHONE)

On this 30th day of September, 1952, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared L. J. RANDALL and L. S. EDDINS known to me, and to me known to be the president and secretary, respectively, of Silver Summit Mining Company, the corporation

CERTIFICATE OF SECRETARY

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

I, the undersigned, ELOF ENBOM, hereby certify:

That at all of the times hereinafter mentioned I have been and am now the duly elected, qualified and acting secretary of Polaris Mining Company, a corporation organized and existing under the laws of the State of Delaware and duly qualified to do business in the State of Idaho;

That on the 4th day of August, 1952, a special meeting of the Board of Directors of said Polaris Mining Company was held at the office of the company in the City of Wallace, Idaho, all directors being present;

That at said special meeting of said Board of Directors a resolution was duly and regularly adopted by the unanimous vote of said directors approving the hereunto annexed agreement and authorizing and directing the execution of said agreement in the name of Polaris Mining Company by each and all of the directors of said corporation but subject to the approval of the stockholders of said corporation by the vote provided for in said agreement, and that in and by said resolution it was resolved and ordered that a special meeting of the stockholders of said Polaris Mining Company be called for and held on the 9th day of September, 1952, at the hour of 10:30 o'clock, A.M., Mountain Standard Time, for the purpose of considering said agreement and approving or rejecting the same and directing the secretary of the corporation to give notice of such special stockholders' meeting by mailing a notice thereof to each and every stockholder of Polaris Mining Company at his, her or its last known post office address according to the records of the corporation and by causing a copy of such notice to be published in five successive issues of The Wallace Miner, a weekly newspaper printed and published in the City of Wallace, Sho-

Company as aforesaid, deposited in the United States Post Office in the City of Wallace, Idaho, written notice of such special stockholders' meeting, enclosed in an envelope, with postage prepaid, addressed to each and every stockholder of said Polaris Mining Company at his, her or its last known post office address according to the records of the corporation, in which said notice the time and place of said meeting and the objects thereof were fully set forth; and that I caused a true copy of said notice to be published in the aforesaid newspaper in its weekly issues of August 7th, August 14th, August 21st, August 28th, and September 4, 1952, proof of such publication being hereunto annexed and hereby referred to and by reference made a part of this certificate;

That pursuant to the aforesaid resolution adopted by the Board of Directors of Polaris Mining Company as aforesaid and pursuant to the aforesaid mailed and published notice a special meeting of the stockholders of said Polaris Mining Company was held at the office of the company on the 9th day of September, 1952, at the hour of 10:30 o'clock A.M., Mountain Standard Time;

That as of the date of said meeting there were issued and outstanding 2,000,000 shares of the capital stock of said Polaris Mining Company and that there were represented at said meeting by stockholders present in person or represented by proxies, 1,794,220 shares;

That a resolution approving and accepting the hereunto annexed agreement and authorizing the execution of said agreement by the president and secretary of Polaris Mining Company was adopted by the vote of more than two-thirds of the outstanding capital stock of said Polaris Mining Company, to-wit, by a vote of 1,789,595 shares, and that of the total number of shares represented at said meeting as aforesaid 529,720 shares were owned and voted by minority stockholders of Polaris Mining Company, that is to say, by stockholders other than Hecla Mining Company and that of said 529,720 shares, 525,095 shares were voted in favor of the adoption of said resolution approving and

Mining Company which were owned by stockholders of said Polaris Mining Company who filed with the company written objections to the merger of said two corporations and/or to the approval and acceptance of said merger agreement before the taking of the vote thereon by the stockholders of said Polaris Mining Company at their aforesaid special stockholders' meeting amounted to not more than 700 shares and that the market value thereof as of any date between the said 9th day of September, 1952, and the date of this certificate did not exceed the sum of \$3,220.00.

I hereby further certify that annexed hereto, marked Exhibit "A" and hereby referred to and by reference made a part of this certificate, is a full, true and correct copy of a resolution which was adopted by the Board of Directors of said Polaris Mining Company at a special meeting of said board held at the office of the company in Wallace, Idaho, on the 30th day of September, 1952.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of Polaris Mining Company this 30th day of September, 1952.

(Seal)

* POLARIS MINING COMPANY *
* Incorporated January 1937*
* Seal Delaware *

(Sgd.) Elof Enbom

Secretary, Polaris Mining Company

Subscribed and sworn to before me this 30th day of September, 1952.

(Seal)

(Sgd.) Calvin J. Gould

Notary Public for the State of Idaho,
Residing at Wallace, Idaho

* Calvin J. Gould *
* Notary Public *
* State of Idaho *

EXHIBIT A

RESOLUTION

WHEREAS, more than twenty days have elapsed since the 9th day of September, 1952, on which date the hereunto annexed agreement was approved and accepted and the merger of Silver Summit Mining Company into Polaris Mining Company was authorized by the stockholders of said Polaris Mining Company at a special meeting of said stockholders; and

WHEREAS, the aggregate number of shares of said Polaris Mining Company owned or held by stockholders of said Polaris Mining Company who filed with the company written objections to the merger of said two corporations and to the approval and acceptance of said agreement before the taking of the vote thereon by the stockholders of said Polaris Mining Company at their aforesaid special meeting, and/or owned or held by stockholders who are or will, as a matter of law, be entitled to demand payment for their said stock amounted to not more than 700 shares and the market value thereof as of any date between the said 9th day of September, 1952, and the date of adoption of this resolution was not in excess of \$3,220.00; and

WHEREAS, no stockholder of Silver Summit filed an objection to the merger of said corporations within the period of twenty days from and after the approval of said merger by the stockholders of Silver Summit at their aforesaid special meeting, and no stockholder of Silver Summit has at any time made demand in writing for payment for his shares, and by reason thereof no stockholder of Silver Summit is or will be entitled to payment for his shares;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Polaris Mining Company, convened in special meeting this 30th day of September, 1952, that the President and Secretary of said Polaris Mining Company be, and they hereby are authorized and directed to execute said agreement in the name and under the corporate seal of Polaris Mining Company, and thereupon to cause said

Proof of Publication

STATE OF IDAHO, }
County of Shoshone, } ss.

HARRY A. McLEOD, being first duly sworn on his oath, deposes and says that he is the manager of THE WALLACE MINER, a weekly newspaper printed and published at Wallace, Shoshone County, State of Idaho; that said newspaper has a general circulation in said county, and has been continuously and uninterruptedly published in said county during a period of 78 consecutive weeks prior to the 7th day of August, A. D. 1952, that the Notice of Separate Special Meetings of the Shareholders of Polaris Mining Company and of the Shareholders of Silver Summit Mining Company of which a copy is hereto attached, was first published in said newspaper in its issue dated the 7th day of August, A. D. 1952, and was published in each successive

issue of said newspaper for the full period of five weeks, the last publication thereof being in the issue dated the 4th day of September, A. D. 1952

Harry A. McLeod

Subscribed and sworn to before me this 30th day of September, A. D. 1952

Margaret Schelins
Notary Public in and for the State of Idaho,
Residing at Wallace, Idaho.

I, Harry A. McLeod, of the aforesaid agreement, with a copy of this notice and a proxy and a proxy statement are being mailed to every shareholder of Polaris Mining Company at his last known address according to the records of said corporation, and to every shareholder of Silver Summit Mining Company at his last known address according to the records of said last mentioned corporation, and a copy of which said agreement, proxy and proxy statement may be seen and examined at the aforesaid office of said Polaris Mining Company by any shareholder of Polaris Mining Company, and may be seen and examined at the aforesaid office of Silver Summit Mining Company by any shareholder of Silver Summit Mining Company. Said proxy statement is being furnished in connection with the solicitation of proxies to be voted at said meetings and at any adjournment or adjournments thereof. All Silver Summit Mining Company shareholders of record on the 29th day of August, 1952, will be entitled to cast one vote at said meeting or meetings of said Silver Summit shareholders, in person or by proxy, for each share of stock recorded in their respective names on the books of said corporation on said last mentioned date; and all Polaris Mining Company shareholders of record on said 29th day of August, 1952, will be entitled to cast one vote at said meeting or meetings of said Polaris Mining Company shareholders, in person or by proxy, for each share of stock recorded in their respective names on the books of said last mentioned corporation, on said last mentioned date.

NOTICE OF THE SHAREHOLDERS OF POLARIS MINING COMPANY AND OF THE SHAREHOLDERS OF SILVER SUMMIT MINING COMPANY.

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders of Polaris Mining Company will be held at the offices of said company in the Gyde-Taylor Building in Wallace, Idaho, on the 8th day of September, 1952, at the hour of 10:30 o'clock, A. M., Mountain Standard Time; and

To the Shareholders of Silver Summit Mining Company:

NOTICE IS HEREBY GIVEN that a special meeting of the shareholders of Silver Summit Mining Company will be held at the offices of said company in the Gyde-Taylor Building in Wallace, Idaho, on the 8th day of September, 1952, at the hour of 2:00 o'clock P. M., Mountain Standard Time, the purpose of each of said meetings being as follows:

1. To consider and, if the same shall be approved, to adopt an agreement in writing which has heretofore been entered into and executed by and between the directors of Polaris Mining Company and the directors of Silver Summit Mining Company providing for the merger of Silver Summit Mining Company into Polaris Mining Company upon the terms and conditions set out in said agreement, being generally and in substance as follows:

(a) One (1) share of the common capital stock of Polaris Mining Company would be issued to every minority shareholder of Silver Summit Mining Company for every three (3) shares of the capital stock of Silver Summit Mining Company owned by such shareholder and surrendered for cancellation.

(b) Upon the effectuation of such merger the corporate existence of Silver Summit Mining Company would become automatically extinguished and all mining properties and other assets of said corporation would become the property of Polaris Mining Company.

Polaris Mining Company.

2. To authorize the issuance of 296,992 shares of unissued capital stock of Polaris Mining Company to the minority shareholders of Silver Summit Mining Company, being one (1) share of Polaris stock for every three (3) shares of Silver Summit stock to be issued to each and every shareholder of Silver Summit Mining Company, other than Polaris Mining Company, thus leaving approximately 2,296,990 shares of the capital stock of Polaris Mining Company outstanding after the consummation of said merger. (This paragraph "2" of this notice is applicable only to the meeting of the shareholders of Polaris Mining Company and not to the meeting of the shareholders of Silver Summit

I, _____, a shareholder of POLARIS MINING COMPANY who expects to be unable to be present at said meeting of the shareholders of said corporation is requested to sign, date and return to the secretary of said corporation the PROXY which is being mailed herewith, or a duplicate thereof which may be obtained at the office of said corporation; and any shareholder of SILVER SUMMIT MINING COMPANY who expects to be unable to be present at said meeting of the shareholders of said corporation is requested to sign, date and return to the secretary of said corporation the PROXY which is being mailed herewith, or a duplicate thereof which may be obtained at the office of said corporation. All such proxies will be voted unless revoked. The proxies delivered pursuant to this solicitation are revocable at the option of the persons executing the same. Such revocation shall not be effective until notice thereof has been given prior to the taking of the vote. In case of Silver Summit, such notice must be filed with the Secretary of the Company.

Dated at Wallace, Idaho, the 4th day of August, 1952, and mailed and published by order of the board of directors of said respective corporations.

ELOF ENBOM
Secretary, Polaris Mining Company,
Wallace, Idaho.
L. S. EDDINS
Secretary, Silver Summit Mining
Company, Wallace, Idaho.
Ag7-84-5t.

EXHIBIT A

RESOLUTION

WHEREAS, more than twenty days have elapsed since the 9th day of September, 1952, on which date the hereunto annexed agreement was approved and accepted and the merger of Silver Summit Mining Company into Polaris Mining Company was authorized by the stockholders of said Silver Summit Mining Company at a special meeting of said stockholders; and

WHEREAS, the aggregate number of shares of said Silver Summit Mining Company owned or held by stockholders of said Silver Summit Mining Company who have filed with the company written objections to the merger of said two corporations and to the approval and acceptance of said agreement and who have demanded payment for their stock, and/or owned or held by stockholders who are or will, as a matter of law, be entitled to demand payment for their said stock amounts to not more than 700 shares and the market value thereof as of any date between the said 9th day of September, 1952, and the date of adoption of this resolution was not in excess of \$3,220.00; and

WHEREAS, no stockholder of Silver Summit filed an objection to the merger of said corporations within the period of twenty days from and after the approval of said merger by the stockholders of Silver Summit at their aforesaid special meeting, and no stockholder of Silver Summit has at any time made demand in writing for payment for his shares, and by reason thereof no stockholder of Silver Summit is or will be entitled to payment for his shares;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Silver Summit Mining Company, convened in special meeting this 30th day of September, 1952, that the President and Secretary of said Silver Summit Mining Company be, and they hereby are authorized and directed to execute said agreement in the name and under the corporate seal of Silver Summit Mining Company, and thereupon to cause said agreement to be filed and recorded as required by the laws of the State of Delaware and by the laws of the State of Idaho, and to

CERTIFICATE OF SECRETARY

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

I, the undersigned, L. S. EDDINS, hereby certify:

That at all of the times hereinafter mentioned I have been and am now the duly elected, qualified and acting secretary of Silver Summit Mining Company, a corporation organized and existing under the laws of the State of Idaho;

That on the 4th day of August, 1952, a special meeting of the Board of Directors of said Silver Summit Mining Company was held at the office of the company in the City of Wallace, Idaho, all directors being present;

That at said special meeting of said Board of Directors a resolution was duly and regularly adopted by the unanimous vote of said directors approving the hereunto annexed agreement and authorizing and directing the execution of said agreement in the name of Silver Summit Mining Company by each and all of the directors of said corporation but subject to the approval of the stockholders of said corporation by the vote provided for in said agreement, and that in and by said resolution it was resolved and ordered that a special meeting of the stockholders of said Silver Summit Mining Company be called for and held on the 9th day of September, 1952, at the hour of 2:00 o'clock, P.M., Mountain Standard Time, for the purpose of considering said agreement and approving or rejecting the same and directing the secretary of the corporation to give notice of such special stockholders' meeting by mailing a notice thereof to each and every stockholder of Silver Summit Mining Company at his, her or its last known post office address according to the records of the corporation and by causing a copy of such notice to be published in five successive issues of The Wallace Miner, a weekly newspaper printed and published in the City of Wallace, Shoshone County, Idaho, that being the County in which Polaris Mining Company and Silver Summit Mining Company each has its principal office and

enclosed in an envelope, with postage prepaid, addressed to each and every stockholder of said Silver Summit Mining Company at his, her or its last known post office address according to the records of the corporation, in which said notice the time and place of said meeting and the objects thereof were fully set forth; and that I caused a true copy of said notice to be published in the aforesaid newspaper in its weekly issues of August 7th, August 14th, August 21st, August 28th, and September 4, 1952, proof of such publication being hereunto annexed and hereby referred to and by reference made a part of this certificate;

That pursuant to the aforesaid resolution adopted by the Board of Directors of Silver Summit Mining Company as aforesaid and pursuant to the aforesaid mailed and published notice a special meeting of the stockholders of said Silver Summit Mining Company was held at the office of the company on the 9th day of September, 1952, at the hour of 2:00 o'clock P.M., Mountain Standard Time;

That as of the date of said meeting there were issued and outstanding 2,500,000 shares of the capital stock of said Silver Summit Mining Company and that there were represented at said meeting by stockholders present in person or represented by proxies, 2,284,709 shares;

That a resolution approving and accepting the hereunto annexed agreement and authorizing the execution of said agreement by the president and secretary of Silver Summit Mining Company was adopted by the vote of more than two-thirds of the outstanding capital stock of said Silver Summit Mining Company, to-wit, by a vote of 2,246,249 shares, and that of the total number of shares represented at said meeting as aforesaid 676,887 shares were owned and voted by minority stockholders of Silver Summit Mining Company, that is to say, by stockholders other than Polaris Mining Company and that of said 676,887 shares, 638,427 shares were voted in favor of the adoption of said resolution approving and accepting the hereunto annexed agreement;

That more than twenty (20) days have elapsed since the said 9th day of September, 1952, on which date the aforesaid agreement providing for the

Summit Mining Company at their aforesaid special meeting, and no stockholder of Silver Summit Mining Company has at any time made demand in writing for payment for his shares, and be reason thereof no stockholder of Silver Summit Mining Company is or will be entitled to payment for his shares;

I hereby further certify that annexed hereto, marked Exhibit "A" and hereby referred to and by reference made a part of this certificate, is a full, true and correct copy of a resolution which was adopted by the Board of Directors of said Silver Summit Mining Company at a special meeting of said board held at the office of the company in Wallace, Idaho, on the 30th day of September, 1952.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of Silver Summit Mining Company this 30th day of September, 1952.

* SILVER SUMMIT MINING * (sg'd) L. S. Eddins
* COMPANY * Secretary, Silver Summit Mining Company
* Incorporated March 1937*
* Seal Wallace, Idaho *

Subscribed and sworn to before me this 30th day of September,

1952.

(sg'd) Calvin J. Gould
Notary Public for the State of Idaho,
Residing at Wallace, Idaho

* Calvin J. Gould *
* Notary Public *
* State of Idaho *

State of Delaware



Office of Secretary of State.

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Agreement of Merger between "POLARIS MINING COMPANY",
a corporation organized and existing under the laws of the State of
Delaware and "SILVER SUMMIT MINING COMPANY", a corporation organized
and existing under the laws of the State of Idaho under the name of
"POLARIS MINING COMPANY", as received and filed in this office the
eighth day of October, A.D. 1952 at 9 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation
shall be governed by the laws of the State of Delaware.

*In Testimony Whereof, I have hereunto set my hand
and official seal, at Dover, this* eight *day*
of October *in the year of our Lord*
one thousand nine hundred and fifty-two.