

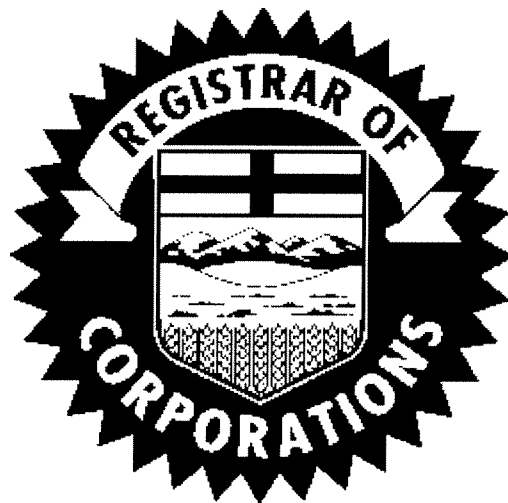
CORPORATE ACCESS NUMBER: 206181760

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**MINDORO RESOURCES LTD.
AMENDED ITS ARTICLES ON 2010/08/03.**



Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2010/08/03

Service Request Number: 14999683
Corporate Access Number: 206181760
Legal Entity Name: MINDORO RESOURCES LTD.
French Equivalent Name:
Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation
New Legal Entity Name: MINDORO RESOURCES LTD.
New French Equivalent Name:
Nuans Number: PRE-CONV
Nuans Date: 1994/07/12
French Nuans Number:
French Nuans Date:

Share Structure: SEE ATTACHED SCHEDULE
Share Transfers Restrictions: NONE
Number of Directors:
Min Number Of Directors: 3
Max Number Of Directors: 11
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED SCHEDULE
BCA Section/Subsection: 173(1)(N) AND 180

Professional Endorsement Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2009	2009/07/10
2008	2008/09/11
2007	2008/09/10

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Letter - Spelling Error	10000705101246070	2008/09/03
Other Rules or Provisions	ELECTRONIC	2010/08/03
Share Structure	ELECTRONIC	2010/08/03

Registration Authorized By: DOUG BALLOU
SOLICITOR

SCHEDULE
SHARE STRUCTURE
MINDORO RESOURCES LTD.

The Shares which the Corporation is authorized to issue are:

(a) an unlimited number of common shares, the holders of which are entitled:

(i) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

(ii) to receive any dividend declared by the Corporation on the common shares; provided that the Corporation shall be entitled to declare dividends on any class of shares without being obliged to declare dividends on the common shares of the Corporation;

(iii) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other common shares of the Corporation; and

(iv) to the rights, privileges and restrictions normally attached to common shares;

(b) an unlimited number of preferred shares, which as a class, have attached thereto the following attributes:

(i) the preferred shares may from time to time be issued in one or more series, and the Directors may fix, from time to time, before issuing a series of preferred shares, the number of preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;

(ii) the preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, be entitled to preference over the common shares and over any other shares of the Corporation ranking by their terms junior to the preferred shares of that series. The preferred shares of any series may also be given such other preferences, not inconsistent with these Articles, over the common shares and any other shares of the Corporation ranking by their terms junior to such preferred shares as may be fixed in accordance with clause (b) (i); and

(iii) if any cumulative dividends or amounts payable on the return of capital in respect of a series of preferred shares are not paid in full, all series of preferred shares shall participate ratably in respect of accumulated dividends and return of capital.

SCHEDULE
OTHER PROVISIONS
MINDORO RESOURCES LTD.

1. The directors of the Corporation may, between annual general meetings, appoint one or more additional directors of the corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation.
2. Meetings of the shareholders of the Corporation may be held anywhere in Canada or anywhere outside of Canada.

CORPORATE ACCESS NUMBER

20618176



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

BOND RESOURCES INC.

CHANGED ITS NAME TO MINDORO RESOURCES LTD. ON

MARCH 25, 1996.



A handwritten signature in cursive script, appearing to read "A. Heider".

Registrar of Corporations

Alberta

MUNICIPAL AFFAIRS
Registries

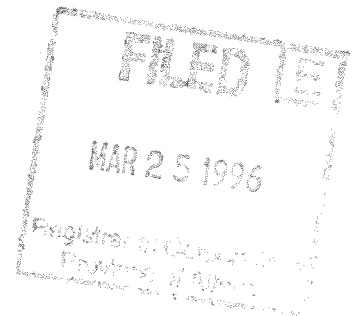
Articles of Amendment

1. NAME OF CORPORATION: BOND RESOURCES INC.	2. CORPORATE ACCESS NUMBER: 20618176
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3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

Paragraph 1 of the Corporation's Articles is amended pursuant to section 167(1)(a) to change the name of the Corporation to MINDORO RESOURCES LTD.

Paragraph 4 of the Corporation's Articles is amended pursuant to section 167(1)(k) to increase the minimum number of directors of the Corporation from one (1) to three(3).



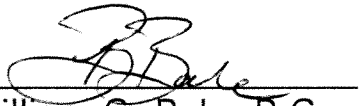
DATE MARCH 21, 1996	SIGNATURE <i>Deborah M. Thiel</i> <hr/> Deborah Thiel	TITLE DIRECTOR
FOR DEPARTMENTAL USE ONLY		FILED

W.C. BALE GEOLOGICAL CONSULTING LTD.
10613 - 140 Street
Edmonton, AB T5M 2M2

To Whom it May Concern:

W.C. Bale Geological Consulting Ltd. (formerly Mindoro Resources Inc.) hereby consents to Bond Resources Inc. changing its name to Mindoro Resources Ltd.

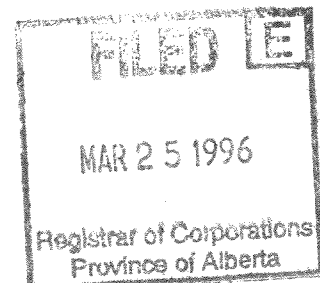
W.C. BALE GEOLOGICAL CONSULTING LTD.



Per: William C. Bale, P.Geol.
President



Date



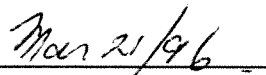
William C. Bale
10613 - 140 Street
Edmonton, AB T5M 2M2

To Whom it May Concern:

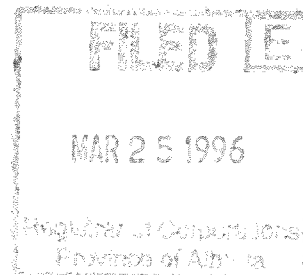
I, William C. Bale, sole shareholder of W.C. Bale Geological Consulting Ltd. (formerly Mindoro Resources Inc.), hereby consent to Bond Resources Inc. changing its name to Mindoro Resources Ltd.



William C. Bale, P.Geol.



Date



CORPORATE ACCESS NUMBER

20618176



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

BOND RESOURCES INC.

AMENDED ITS ARTICLES ON MARCH 25, 1996.



A handwritten signature in cursive script, appearing to read "A. Heeler".

Registrar of Corporations

Alberta

MUNICIPAL AFFAIRS
Registries

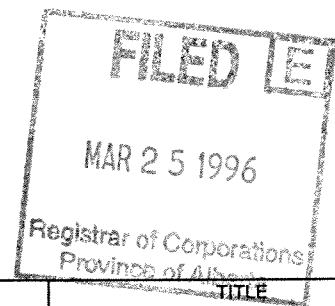
Articles of Amendment

1. NAME OF CORPORATION: BOND RESOURCES INC.	2. CORPORATE ACCESS NUMBER: 20618176
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3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

Paragraph 6 of the Corporation's Articles is amended pursuant to section 167(1)(m) of the *Business Corporations Act* by adding the following provision to Schedule "B":

Meetings of shareholders of the Corporation may be held anywhere in Canada.



DATE	SIGNATURE	TITLE
March <u>21</u> , 1996	 John Van Riper	Director
FOR DEPARTMENTAL USE ONLY		FILED

CORPORATE ACCESS NUMBER

20618176

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

BOND RESOURCES INC.

AMENDED ITS ARTICLES ON DECEMBER 13, 1994.



A Heeler

Registrar of Corporations

IMPORTANT: PLEASE READ INSTRUCTIONS ON THE BACK OF THIS FORM

BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)

FORM 4

Alberta

CONSUMER AND
CORPORATE AFFAIRS

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:

Bond Resources Inc.

2. CORPORATE ACCESS NUMBER:

20618176

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

- (a) Pursuant to the provisions of section 167(1)(l) of the Business Corporations Act (Alberta), Item 3 of the Corporation's Articles of Incorporation is amended by deleting the words "No shares of the Corporation shall be transferred unless consented to by the directors of the Corporation expressed by a resolution passed by the directors" and substituting therefor the word "None".



DATE

December 13, 1994

SIGNATURE

Rick Skauge

TITLE

President

FOR DEPARTMENTAL USE ONLY

FILED

CORPORATE ACCESS NUMBER

20618176

Alberta

BUSINESS CORPORATIONS ACT

CERTIFICATE OF INCORPORATION

BOND RESOURCES INC.

WAS INCORPORATED IN ALBERTA ON JULY 12, 1994



A handwritten signature in cursive script, appearing to read "A. Heiler", is written over a horizontal line.

Registrar of Corporations



20618176

REGISTRIES

ARTICLES OF INCORPORATION

1. NAME OF CORPORATION

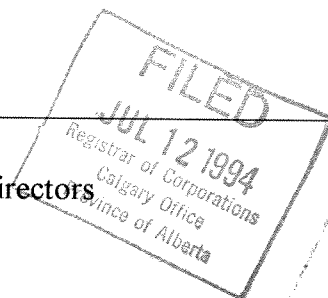
Bond Resources Inc.

2. THE CLASSES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

The attached Schedule "A" is incorporated in and forms part of this form.

3. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):

No shares of the Corporation shall be transferred unless consented to by the directors of the Corporation expressed by a resolution passed by the directors.



4. NUMBER, OR MINIMUM AND MAXIMUM NUMBER, OF DIRECTORS THAT THE CORPORATION MAY HAVE:

A minimum of one (1) and a maximum of eleven (11).

5. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, OR RESTRICTED TO CARRYING ON A CERTAIN BUSINESS, SPECIFY THE RESTRICTION(S):

None

6. OTHER RULES OR PROVISIONS (IF ANY):

The attached Schedule "B" is incorporated in and forms part of this form.

7. DATE:

94 07 12
YEAR MONTH DAY

INCORPORATORS NAMES:

ADDRESS (INCLUDING POSTAL CODE)

SIGNATURE

Rick Skauge

3rd Floor, 1035 - 7th Avenue S.W.
Calgary, Alberta
T2P 3E9

SCHEDULE "A"

The shares which the Corporation is authorized to issue are:

- (a) an unlimited number of common shares, the holders of which are entitled:
 - (i) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (ii) to receive any dividend declared by the Corporation on the common shares; provided that the Corporation shall be entitled to declare dividends on any class of shares without being obliged to declare dividends on the common shares of the Corporation;
 - (iii) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other common shares of the Corporation; and
 - (iv) to the rights, privileges and restrictions normally attached to common shares;
- (b) an unlimited number of preferred shares, which as a class, have attached thereto the following attributes:
 - (i) the preferred shares may from time to time be issued in one or more series, and the Directors may fix, from time to time, before issuing a series of preferred shares, the number of preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;

(ii) the preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, be entitled to preference over the common shares and over any other shares of the Corporation ranking by their terms junior to the preferred shares of that series. The preferred shares of any series may also be given such other preferences, not inconsistent with these Articles, over the common shares and any other shares of the Corporation ranking by their terms junior to such preferred shares as may be fixed in accordance with clause (b)(i); and

(iii) if any cumulative dividends or amounts payable on the return of capital in respect of a series of preferred shares are not paid in full, all series of preferred shares shall participate ratably in respect of accumulated dividends and return of capital.

SCHEDULE "B"

The directors of the Corporation may, between annual general meetings, appoint one or more additional directors of the corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the corporation.