



**Certificate
of Amendment**

**Certificat
de modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

BlackPearl Resources Inc.

409596-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended:

Je certifie que les statuts de la société susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

May 8, 2009 / le 8 mai 2009

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION REPORT

RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

ARTICLES OF AMENDMENT CLAUSES MODIFICATRICES (SECTIONS 27 OR 177) (ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société Pearl Exploration and Production Ltd.	2. Corporation No. - N° de la société 409596-1
--	---

3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The corporation changes its name to:
BlackPearl Resources Inc.

Date 2009-05-08	Name - Nom DIANE PHILLIPS	ELECTRONICALLY Signature MAY 09 2009 Capacity of - en qualité AUTHORIZED OFFICER
--------------------	------------------------------	--

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

Pearl Exploration and Production Ltd.

409596-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;



Richard G. Shaw
Director - Directeur

February 28, 2006 / le 28 février 2006
Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION
REPORT ÉLECTRONIQUE

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ARTICLES OF AMENDMENT CLAUSES MODIFICATRICES
(SECTIONS 27 OR 177) (ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société NEWMEX MINERALS INC.	2. Corporation No. - N° de la société 409596-1
---	---

3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

In accordance with sections 10, 12 and 177 of the Act, the Corporation's name shall be changed from Newmex Minerals Inc. to Pearl Exploration and Production Ltd.

Date 2006-02-24	Name - Nom SHIRLEY FARR	Signature	Capacity of - en qualité AUTHORIZED OFFICER
--------------------	----------------------------	-----------	--



Industry Canada

Industrie Canada

**Certificate
of Continuance**

**Canada Business
Corporations Act**

**Certificat
de prorogation**

**Loi canadienne sur
les sociétés par actions**

NEWMEX MINERALS INC.

409596-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the *Canada Business Corporations Act*, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Director - Directeur

July 19, 2002 / le 19 juillet 2002

Date of Continuance - Date de la prorogation

Canada

JUL 30 2002

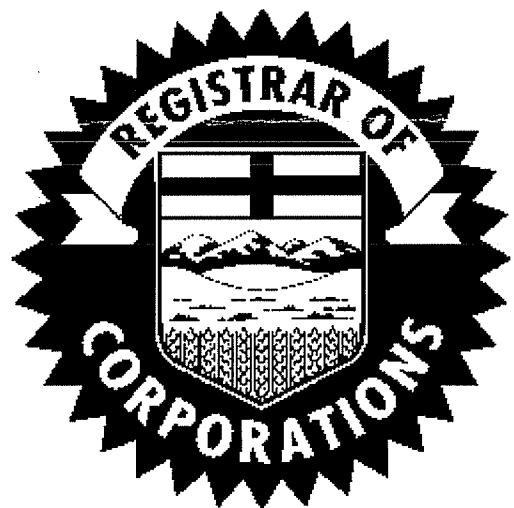
CORPORATE ACCESS NUMBER: 203188396

Alberta


BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
DISCONTINUANCE**

**NEWMEX MINERALS INC.
CONTINUED FROM ALBERTA TO CANADA ON 2002/07/19.**



1 – Name of the Corporation	Dénomination sociale de la société
NEWMEX MINERALS INC.	
2 – The province or territory in Canada where the registered office is to be situated	La province ou le territoire au Canada où se situera le siège social
Alberta	
3 – The classes and the maximum number of shares that the corporation is authorized to issue	Catégories et le nombre maximal d'actions que la société est autorisée à émettre
An unlimited number of common shares.	
4 – Restrictions, if any, on share transfers	Restrictions sur le transfert des actions, s'il y a lieu
None	
5 – Number (or minimum and maximum number (of directors)	Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum: 3 Maximum: 10	
6 – Restrictions, if any, on business the corporation may carry on	Limites imposées à l'activité commerciale de la société, s'il y a lieu
There shall be no restrictions on the business that the Corporation may carry on.	
7 – (1) If change of name effected, previous name	(1) S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure
N/A	
(2) Details of incorporation	(2) Détails de la constitution
October 15, 1984	
8 – Other provisions, if any	Autres dispositions, s'il y a lieu
The directors of the Corporation may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, provided that the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.	

Date	Signature	7 – Capacity of – En qualité de
July 18, 2002		Corporate Secretary
For Departmental Use Only À l'usage du ministère seulement	Printed Name – Nom en lettres moulées	
Corporation No. de la société	Cheryl Lebeuf	
909596-1		

JUL 22 2002

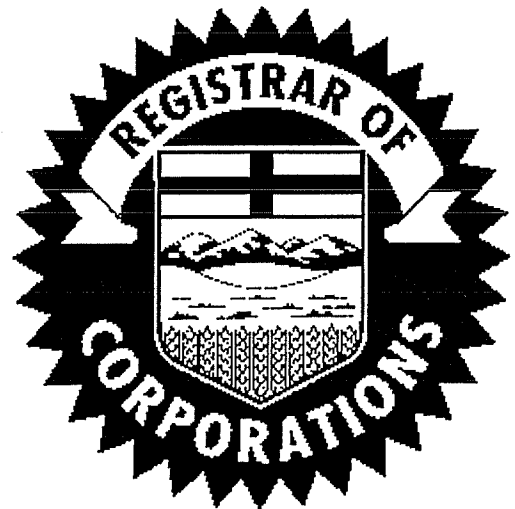
CORPORATE ACCESS NUMBER: 203188396

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**NEWMEX MINERALS INC.
AMENDED ITS ARTICLES ON 1998/04/22.**



BUSINESS CORPORATIONS ACT

RESTATED ARTICLES OF INCORPORATION

1. NAME OF CORPORATION:

2. CORPORATE ACCESS NO.

NEWMEX MINERALS INC.

20318839

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

An unlimited number of Common shares.

4. RESTRICTIONS IF ANY ON SHARE TRANSFERS:

There are no restrictions placed on share transfers of the Corporation.

5. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS:

The Corporation shall have a minimum of 3 and a maximum of 10 Directors.

6. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, SPECIFY THESE RESTRICTIONS:

There are no restrictions placed on the business of the Corporation.

7. OTHER PROVISIONS IF ANY:

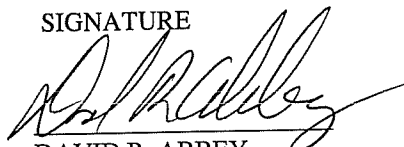
- (a) The Directors may, between Annual General Meetings, appoint one or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed 1/3 of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.
- (b) A Director or Directors of the Corporation may be elected or appointed for terms expiring not later than the close of the third Annual Meeting of Shareholders following the election.
- (c) The Corporation has a lien on a share registered in the name of a Shareholder or his legal representative for a debt of that Shareholder to the Corporation.
- (d) Meetings of Shareholders of the Corporation may be held at any place within Alberta that the Directors determine and may also be held outside Alberta at the Cities of Vancouver or Victoria, in the Province of British Columbia.
- (e) The number of issued Common Shares of the Corporation be changed by consolidating into one (1) Common Share each five (5) issued Common Shares.

The foregoing Restated Articles of Incorporation correctly set out, without substantive change, the corresponding provisions of the Articles of Incorporation as amended and supersede the original Articles of Incorporation

8. DATE:

April 22, 1998

SIGNATURE


DAVID R. ABBEY

TITLE

Solicitor

ELECTRONICALLY
FILED

APR 22 1998

BY: 

BUSINESS CORPORATIONS ACT
(Section 6)

ARTICLES OF AMENDMENT

1.	NAME OF CORPORATION:	2.	CORPORATE ACCESS NO.
	KILO GOLD MINES LTD.		20318839

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

Article 1

Pursuant to subsection 167(1)(a) of the *Business Corporations Act*, paragraph 1 of the Articles of Incorporation be amended by deleting paragraph 1 of the Articles of Incorporation and substituting the following:

"1. NAME OF CORPORATION

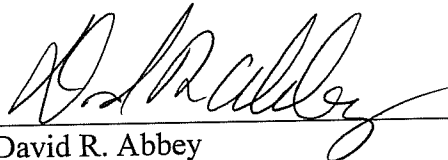
NEWMEX MINERALS INC."

Article 6

Pursuant to subsection 167(1)(f) of the *Business Corporations Act*, paragraph 6 of the Articles of Incorporation be amended by adding the following:

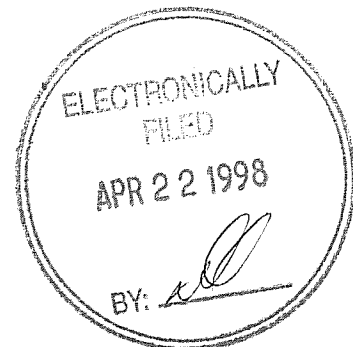
"(E) The number of issued Common Shares of the Corporation be changed by consolidating into one (1) Common Share each five (5) issued Common Shares."

4. DATED: APRIL 22, 1998

Signature: 
David R. Abbey

Title: Solicitor

Filed:



CORPORATE ACCESS NUMBER

20318839



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

KILO GOLD MINES LTD.

AMENDED ITS ARTICLES ON AUGUST 15, 1996.



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

Registrar of Corporations

BUSINESS CORPORATIONS ACT
(Section 6)

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:

KILO GOLD MINES LTD.

2. CORPORATE ACCESS NO.

20318839

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

Articles 6

The shareholders of the Corporation have resolved by special resolution pursuant to section 167(1)(m) of the *Business Corporations Act* to amend the Articles of Incorporation by the addition of Sub-Clause 6(F):

6. OTHER PROVISIONS, IF ANY:

~~(F)~~
D

Meetings of Shareholders of the Corporation may be held at any place within Alberta that the Directors determine and may also be held outside Alberta at the Cities of Vancouver or Victoria, in the Province of British Columbia.

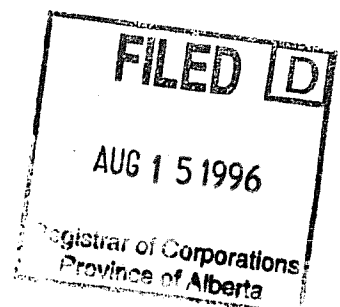
DATE: JUNE 30, 1995

SIGNATURE: _____

David R. Abbey

TITLE: Solicitor

FILED:



Item 6 - By authorization of Angela Day -



20318839

Corporate Access No.

BUSINESS CORPORATIONS ACT

Form 2

CERTIFICATE OF INCORPORATION

- KILO GOLD MINES LTD. -

Name of Corporation

I HEREBY CERTIFY THAT THE ABOVE-MENTIONED CORPORATION, THE ARTICLES OF
INCORPORATION OF WHICH ARE ATTACHED, WAS INCORPORATED UNDER THE
BUSINESS CORPORATIONS ACT OF THE PROVINCE OF ALBERTA.

Registrar of Corporations



October 15, 1984

Date of Incorporation

BUSINESS CORPORATIONS ACT
(Section 6)

FORM 1

ARTICLES OF INCORPORATION

1. NAME OF CORPORATION:

KILO GOLD MINES LTD.

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

An unlimited number of Common shares.

3. RESTRICTIONS IF ANY ON SHARE TRANSFERS:

There are no restrictions placed on share transfers of the Corporation.

4. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS:

The Corporation shall have a minimum of 3 and a maximum of 10 Directors.

5. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, SPECIFY THESE RESTRICTIONS:

There are no restrictions placed on the business of the Corporation.

6. OTHER PROVISIONS IF ANY:

(a) The Directors 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.

(b) A Director or Directors of the Corporation may be elected or appointed for terms expiring not later than the close of the third Annual Meeting of Shareholders following the election.

(c) The Corporation has a lien on a share registered in the name of a Shareholder or his legal representative for a debt of that Shareholder to the Corporation.

7. DATE: *October 15, 1984*

INCORPORATORS

NAMES

ADDRESS (INCLUDE POSTAL CODE)

SIGNATURE

BERNARD J. DAVIES

2000 Sun Life Place
10123 - 99 Street
Edmonton, Alberta
T5J 3H1

