

Certified Copy

CORPORATE ACCESS NUMBER: 207302605

Alberta

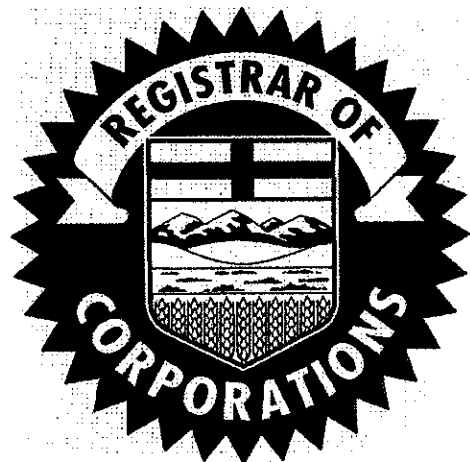
CERTIFICATE

The Registrar of Corporations for the Province of Alberta, Canada, certifies that the documents annexed to this certificate, and relating to

- ALTIUS MINERALS CORPORATION -

are true and accurate copies of documents which are on the file maintained in this office.

GIVEN UNDER HIS SEAL of office in the Province of Alberta, this third day of October, 2008



CORPORATE ACCESS NUMBER

20730260



BUSINESS CORPORATIONS ACT

CERTIFICATE
OF
INCORPORATION

730260 ALBERTA INC.

WAS INCORPORATED IN ALBERTA ON MARCH 5, 1997



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

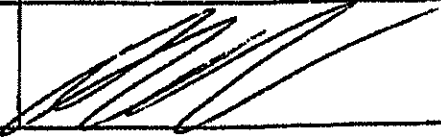
Registrar of Corporations

97114030497

Alberta

Consumer and
Corporate Affairs

ARTICLES OF INCORPORATION

1. NAME OF CORPORATION <div style="display: flex; justify-content: space-between; align-items: center;"> 730260 Alberta Inc. </div>		
2. THE CLASSES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE: <p>The Corporation is authorized to issue an unlimited number of First Preferred Shares, an unlimited number of Second Preferred Shares and an unlimited number of Common Shares, each having the rights, privileges, restrictions and conditions set forth in Schedule "A" which is attached hereto and forms part of these Articles of Incorporation.</p>		
3. RESTRICTIONS ON SHARE TRANSFERS (IF ANY): <p>No share in the capital of the Corporation shall be transferred without the express consent of the directors of the Corporation expressed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.</p>		
4. NUMBER, OR MINIMUM AND MAXIMUM NUMBER, OF DIRECTORS THAT THE CORPORATION MAY HAVE: <p>The annexed Schedule "B" is incorporated in this form.</p>		
5. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, OR RESTRICTED TO CARRYING ON A CERTAIN BUSINESS, SPECIFY THE RESTRICTION(S): <p>None</p>		
6. OTHER RULES OR PROVISION (IF ANY): <p>The annexed Schedule "C" is incorporated in this form.</p>		
7. DATE: 1997 MARCH 4 YEAR MONTH DAY		<div style="border: 2px solid black; padding: 5px; width: fit-content; margin: 0 auto;"> <p style="font-weight: bold; font-size: 1.2em; margin: 0;">FILED B</p> <p style="font-weight: bold; font-size: 1.2em; margin: 0;">MAR - 5 1997</p> <p style="font-size: 0.8em; margin: 0;">Registrar of Corporations Province of Alberta</p> </div>
INCORPORATOR NAME	ADDRESS (INCLUDING POSTAL CODE)	SIGNATURE
Christopher G. Thomas	800, 11012 Macleod Trail S. Calgary, Alberta T2J 6A5	
FOR DEPARTMENTAL USE ONLY CORPORATE ACCESS NO. _____ INCORPORATION DATE _____		

SCHEDULE "A"

To the Articles of Incorporation of

_____ ALBERTA INC.

1. The First Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

- 97104030499
- (a) **Issuance in Series:** The First Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of First Preferred Shares.
 - (b) **Ranking of First Preferred Shares:** The First Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the First Preferred Shares of every other series and be entitled to preference over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares. The First Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares or as may be fixed in accordance with subparagraph 1(n).
 - (c) **Approval by Holders of First Preferred Shares:** The approval by the holders of the First Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the First Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the First Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all First Preferred Shares then outstanding are present in person or represented by proxy; provided, however, that if at any such meeting, when originally held, the holders of at least a

majority of all First Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting and at such adjourned meeting the holders of First Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all First Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the First Preferred Shares hereinbefore mentioned. Notice of any such original meeting of the holders of the First Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any such adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of such original meeting, in which latter case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

2. The Second Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) Issuance in Series: The Second Preferred Shares may be issued from time to time in one or more series, and subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Second Preferred Shares.
- (b) Ranking of Second Preferred Shares: The Second Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Second Preferred Shares of every other series and be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares. The Second Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares as may be fixed in accordance with subparagraph 2(a).

9 / 1 0 4 0 3 0 5 0 0

Y / 1 0 4 0 3 0 5 0 1

(c) Approval by Holders of Second Preferred Shares: The approval of the holders of the Second Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the Second Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Second Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Second Preferred Shares then outstanding are present in person or represented by proxy; provided, however, that if at any such meeting, when originally held, the holders of at least a majority of all Second Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting and at such adjourned meeting the holders of Second Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Second Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the Second Preferred Shares hereinbefore mentioned. Notice of any such original meeting of the holders of the Second Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any such adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of such original meeting, in which latter case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders.

3. The Common Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) Voting: The holders of the Common Shares without nominal or par value shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share without nominal or par value held at all such meetings.
- (b) Dividends: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, the holders of the Common Shares without nominal or

par value shall be entitled to receive and participate rateably in any dividends declared by the board of directors in the Corporation.

- (c) Liquidation, Dissolution or Winding-Up: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Common Shares without nominal or par value shall participate rateably in the distribution of the assets of the Corporation.

97104030502

SCHEDULE "C"
To the Articles of Incorporation of
_____ ALBERTA INC.

1. The number of shareholders of the Corporation, exclusive of
 - (a) persons who are in the employment of the Corporation or of an affiliate of the Corporation, as that term is defined in the Securities Act (Alberta)
 - (b) persons who, having been formerly in the employment of the Corporation, or of an affiliate of the Corporation, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after termination of that employment, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

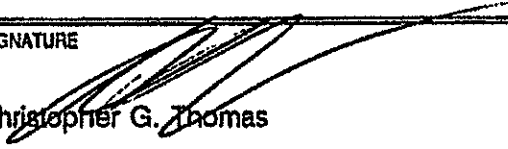
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

9 / 1 0 4 0 3 0 5 0 4

Alberta

Consumer and
Corporate Affairs

**NOTICE OF ADDRESS OR
NOTICE OF CHANGE OF ADDRESS**

1. NAME OF CORPORATION <u>730260</u> ALBERTA INC.		2. CORPORATE ACCESS # 20730260
3. ADDRESS OF REGISTERED OFFICE 800 - 11012 Macleod Trail S. Calgary, Alberta T2J 6A5		
4. RECORDS ADDRESS 800 - 11012 Macleod Trail S. Calgary, Alberta T2J 6A5		FILED B MAR - 5 1997 Registrar of Corporations Province of Alberta
5. ADDRESS FOR SERVICE BY MAIL, IF DIFFERENT FROM ITEM 3		
6. DATE MARCH 4, 1997	SIGNATURE  Christopher G. Thomas	TITLE Incorporator
FOR DEPARTMENT USE ONLY		FILED

Alberta Consumer and
Corporate Affairs

**NOTICE OF DIRECTORS OR
NOTICE OF CHANGE OF DIRECTORS**

1. NAME OF CORPORATION

730260 ALBERTA INC.

2. ALBERTA CORP. ACCESS #

20730260

3. ON THE _____ DAY OF _____ THE FOLLOWING PERSON(S) WERE APPOINTED DIRECTOR(S)

NAME	MAILING ADDRESS	RESIDENT CANADIAN?

4. ON THE _____ DAY OF _____ THE FOLLOWING PERSON(S) CEASED TO HOLD OFFICE AS DIRECTOR(S)

NAME	MAILING ADDRESS

FILED [B]

MAR - 5 1997

Registrar of Corporations
Province of Alberta

5. AS OF THIS DATE, THE DIRECTOR(S) OF THE CORPORATION ARE:

NAME	MAILING ADDRESS	RESIDENT CANADIAN?
CHRISTOPHER G. THOMAS	800 012 Macleod Tr. S., City of Alberta. T2J 6A5	YES

6. TO BE COMPLETED ONLY BY ALBERTA CORPORATIONS:
ARE AT LEAST HALF OF THE MEMBERS OF THE BOARD OF DIRECTORS RESIDENT CANADIANS? YES

7. DATE	SIGNATURE	TITLE
MARCH 4, 1997	Christopher G. Thomas	Incorporator

FOR DEPARTMENTAL USE ONLY

FILED

Alberta Consumer and
Corporate Affairs

**NOTICE OF DIRECTORS OR
NOTICE OF CHANGE OF DIRECTORS**

1. NAME OF CORPORATION 730260 ALBERTA INC.	2. ALBERTA CORP. ACCESS# 20730260
--	---

3. ON THE 11 DAY OF June, 1997, THE FOLLOWING PERSON(S) WERE APPOINTED DIRECTOR(S)

NAME	MAILING ADDRESS	RESIDENT CANADIAN?
Please see attached Schedule		

4. ON THE 11 DAY OF June, 1997, THE FOLLOWING PERSON(S) CEASED TO HOLD OFFICE AS DIRECTORS

NAME	MAILING ADDRESS
THOMAS, CHRISTOPHER G. <input type="checkbox"/>	800, 11012 Macleod Tr. S., Calgary, Alberta, T2J 6A5

5. AS OF THIS DATE, THE DIRECTOR(S) OF THE CORPORATION ARE:

NAME	MAILING ADDRESS	RESIDENT CANADIAN?
Please see attached Schedule		

6. TO BE COMPLETED ONLY BY ALBERTA CORPORATIONS:
ARE AT LEAST HALF OF THE MEMBERS OF THE BOARD OF DIRECTORS RESIDENT CANADIANS? YES

7. DATE June 11, 1997	SIGNATURE  BRIAN F. DALTON	TITLE President
-------------------------------------	--	-------------------------------

FOR DEPARTMENTAL USE ONLY	FILED
---------------------------	-------

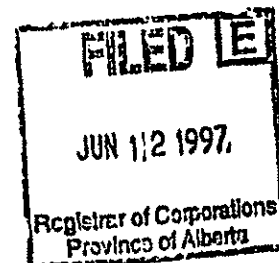
kjc\att\rc\resolut\not-cha.dir

FILED 
JUN 11 1997
Registrar of Corporations
Province of Alberta

Schedule to the Notice of Directors for
730260 ALBERTA INC..

Name	Address	Resident Canadian
BRIAN F. DALTON	105 Newton Road St. John's, Nfld. A1B 3A8	Yes
ROLAND W. BUTLER, Jr.	General Delivery Laurenceton, Nfld. A0G 2Z0	Yes
J. GEOFFREY THURLOW	72 Central Street Corner Brook, Nfld. A2H 2M8	Yes
JOHN A. BAKER	209 Waterford Bridge Road St. John's Nfld. A1E 1E4	Yes
MOHAN R. VULIMIRI	822 East 12th Street North Vancouver, B.C. V7L 1L1	Yes

9 / 2 3 0 0 3 0



CORPORATE ACCESS NUMBER

20730260



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

9 7 2 3 5 0 7 1 8 1 8

**ALTIVS MINERALS CORPORATION
AMENDED ITS ARTICLES ON JUNE 12, 1997.**






Registrar of Corporations

Alberta

Consumer and
Corporate Affairs

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION 730260 ALBERTA INC.		2. CORPORATE ACCESS # 20730260
3. THE ARTICLES OF THE ABOVE NAMED CORPORATION ARE AMENDED AS FOLLOWS: Article 1 of the Articles of Incorporation is amended pursuant to section 167(1)(a) of the <u>Business Corporations Act</u> (Alberta) (the "Act") such that the corporation change its name to: — ALTIUS MINERALS CORPORATION Pursuant to section 167(1)(l) of the Act, the provisions in Article 3 be repealed and the words "No restriction" be substituted in its place. Pursuant to section 167(1)(k) of the Act, the provisions in Article 4, set out in Item 1 of Schedule "B" to the Articles of Incorporation, be changed from "a minimum of one directors and a maximum of seven (7)" to "a minimum of three directors and a maximum of twelve". Pursuant to section 167(1)(m) of the Act, the provisions in Article 6, as set out in Schedule "C" to the Articles of Incorporation, be repealed and the word "NONE" be substituted in its place.		
6. DATE June 11, 1997	SIGNATURE  BRIAN F. DALTON	TITLE  President
FOR DEPARTMENT USE ONLY		FILED

kje\altius\resolut\article.amd

FILED
JUN 12 1997
Department of Consumer and Corporate Affairs

Certified Copy
CORPORATE ACCESS NUMBER: 207302605

Alberta

BUSINESS CORPORATIONS ACT

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

**ALTIUS MINERALS CORPORATION
AMENDED ITS ARTICLES ON 2001/01/22.**



Certified Copy

Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2001/01/22

Service Request Number: 2602947

Corporate Access Number: 207302605

Legal Entity Name: ALTIUS MINERALS CORPORATION

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: ALTIUS MINERALS CORPORATION

New French Equivalent Name:

Nuans Number: PRE-CONV

Nuans Date: 1997/03/05

French Nuans Number:

French Nuans Date:

Share Structure: SEE SCHEDULE "A" TO THE ARTICLES OF AMENDMENT FILED JANUARY 22, 2001

Share Transfers Restrictions: NO RESTRICTIONS

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 12

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: THE CORPORATION IS AUTHORIZED TO HOLD MEETINGS OF THE SHAREHOLDERS AT ANY PLACE IN CANADA THAT THE DIRECTORS DETERMINE.

BCA Section/Subsection: 167(1)(M)

Professional

Endorsement Provided:
Future Dating Required:

Annual Return

File Year	Date Filed
2000	2000/04/28
1999	1999/04/30
1998	1998/06/12

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2001/01/22
Director Schedule	ELECTRONIC	2001/01/22

Registration Authorized By: BRIAN F. DALTON
PRESIDENT

SCHEDULE "A"
To the Articles of Amendment of
ALTIUS MINERALS CORPORATION

1. The First Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) Issuance in Series: The First Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of First Preferred Shares.
 - (b) Ranking of First Preferred Shares: The First Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the First Preferred Shares of every other series and be entitled to preference over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares. The First Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Second Preferred Shares, the Common Shares and the shares of any other class ranking junior to the First Preferred Shares or as may be fixed in accordance with subparagraph 1(a).
 - (c) Approval by Holders of First Preferred Shares: The approval by the holders of the First Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the First Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the First Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all First Preferred Shares then outstanding are present in person or represented by proxy; provided, however, that if at any such meeting, when originally held, the holders of at least a majority of all First Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting and at such adjourned meeting the holders of First Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all First Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast

on a poll at such adjourned meeting shall constitute the approval of the holders of the First Preferred Shares hereinbefore mentioned. Notice of any such original meeting of the holders of the First Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any such adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of such original meeting, in which latter case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

2. The Second Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) Issuance in Series: The Second Preferred Shares may be issued from time to time in one or more series, and subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Second Preferred Shares.
 - (b) Ranking of Second Preferred Shares: The Second Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Second Preferred Shares of every other series and be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares. The Second Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Common Shares and the shares of any other class ranking junior to the Second Preferred Shares as may be fixed in accordance with subparagraph 2(a).
 - (c) Approval by Holders of Second Preferred Shares: The approval of the holders of the Second Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the Second Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Second Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Second Preferred Shares then outstanding are present in person or represented by proxy;

provided, however, that if at any such meeting, when originally held, the holders of at least a majority of all Second Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting and at such adjourned meeting the holders of Second Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Second Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the Second Preferred Shares hereinbefore mentioned. Notice of any such original meeting of the holders of the Second Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any such adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of such original meeting, in which latter case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed meeting the by-laws of the Corporation with respect to meetings of shareholders.

3. The Common Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:
- (a) Voting: The holders of the Common Shares without nominal or par value shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share without nominal or par value held at all such meetings.
 - (b) Dividends: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, the holders of the Common Shares without nominal or par value shall be entitled to receive arid participate rateably in any dividends declared by the board of directors in the Corporation.
 - (c) Liquidation, Dissolution or Winding-Up: Subject to the rights of the holders of the First Preferred Shares and Second Preferred Shares and any other class of shares ranking senior to the Common Shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Common Shares without nominal or par value shall participate rateably in the distribution of the assets of the Corporation.

SCHEDULE "B"
To the Articles of Amendment of
ALTIUS MINERALS CORPORATION

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 one-third of the number of directors who held office at the expiration of the last annual meeting.