



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation

Confifex Timber Inc.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

British Columbia

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

See attached Schedule "A"

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None.

7 - Other provisions, if any

See attached Schedule "B"

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

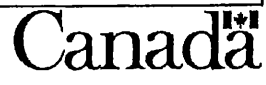
<input type="radio"/> 183 - Long form: approved by special resolution of shareholders	<input checked="" type="radio"/> 184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/> 184(2) - Horizontal short-form: approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
Confifex Timber Inc.	0442072 - 1	<i>[Signature]</i>
10474169 Canada Inc.	1047416 - 9	<i>[Signature]</i>
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Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).



Schedule "A"

While the Corporation is, or becomes, a corporation which is not a reporting issuer as defined in the *Securities Act* (British Columbia), the transfer of shares of the Corporation shall be restricted in that no shares of the Corporation shall be transferred without the approval of the directors evidenced by resolution of the directors of the Corporation. The directors shall not be required to give any reason for refusing to consent to any such proposed transfer. The approval of the directors required by this Article may be in respect of a specific proposed trade or trades or trading generally, whether or not over a specified period of time, or by specific persons or with such other restrictions or requirements as the directors may determine.

Schedule "B"

1. The number of directors of the Corporation shall be determined from time to time as follows:

- a) where directors are to be elected at a meeting of shareholders, the number shall be determined by resolutions of the board of directors and set out in the notice calling the meeting of shareholders; and
- b) where directors are to be elected by way of a written resolution of shareholders, the number shall be set out in the resolutions;

provided that the number of directors may not be less than the minimum number nor more than the maximum number of directors set out in the articles.

2. The directors may, between annual meetings of the shareholders of the Corporation, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders of the Corporation, but the number of additional directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the shareholders of the Corporation, provided that the total number of directors shall not exceed the maximum number of directors fixed pursuant to the Articles.
3. A meeting of the shareholders of the Corporation may, in the directors' unfettered discretion, be held at any location in North America as specified by the directors in the notice of such meeting.
4. While the Corporation is, or becomes, a corporation which is not a reporting issuer as defined in the *Securities Act* (British Columbia), the Corporation has a lien on a share registered in the name of a shareholder or his legal representative for any debt of that shareholder to the Corporation. Enforcement of such lien may include the refusal by the directors of the registration of a transfer of such share.