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Ontario
CERTIFICATE
 This is to certify that these
 articles are effective on

Ministry of
 Consumer and
 Commercial
 Relations

Ministère de
 la Consommation
 et du Commerce
CERTIFICAT
 Ceci certifie que les présents
 statuts entrent en vigueur le

Ontario Corporation Number
 Numéro de la société en Ontario

1069084

1.

OCTOBER 22 OCTOBRE, 1996

Director / Directeur
 Business Corporations Act / Loi de sur les compagnies

**ARTICLES OF AMENDMENT
 STATUTS DE MODIFICATION**

Form 3
 Business
 Corporations
 Act

Formule 3
 Loi sur les
 sociétés par
 actions

1. The name of the corporation is:

Dénomination sociale de la société:

1	0	6	9	0	8	4	O	N	T	A	R	I	O	L	I	M	I	T	E	D				

2. The name of the corporation is changed to (if applicable):

Nouvelle dénomination sociale de la société (s'il y a lieu):

N	O	R	T	H	W	E	S	T	E	X	P	L	O	R	A	T	I	O	N	S	I	N	C	.

3. Date of incorporation/amalgamation:

Date de la constitution ou de la fusion:

1994 FEBRUARY 21

(Year, Month, Day)
 (année, mois, jour)

4. The articles of the corporation are amended as follows:

Les statuts de la société sont modifiés de la façon suivante.

SEE SCHEDULE "A"

TO THE ARTICLES OF AMENDMENT
OF

1069084 ONTARIO LIMITED
(the "Corporation")

The Articles of the Corporation are hereby amended as follows:

1. The name of the Corporation be and it is hereby changed to "NORTHWEST EXPLORATIONS INC."
2. The Articles of the Corporation are hereby amended by deleting the following paragraphs from page 8 of the Articles of Incorporation as follows:

Transferring Shares

The transfer of shares of the Corporation shall be restricted in that no share or shares in the capital stock of the Corporation may be transferred without either:

- (a) the sanction of the Board of Directors of the Corporation expressed by a resolution passed at a meeting of the Board of Directors or by an instrument or instruments in writing signed by a majority of the Board of Directors; or
- (b) the sanction of the holders of at least 51% of the shares of the Corporation for the time being outstanding and having at such time voting rights for all purposes, evidenced by a resolution passed at a meeting of the holders of the shares of the Corporation or by an instrument or instruments in writing signed by the holders of a majority of such voting shares;

provided, however, that, if any transfer shall be entered on the books of the Corporation prior to approval thereof as aforesaid, such transfer shall, upon such approval, be deemed to have been valid from the time the transfer was initially made.

Number of Shareholders

The number of shareholders of the Corporation (exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were while in that employment and have continued after the termination of that employment to be shareholders of the Corporation) is limited to not more than fifty (50), two or more persons who are the registered owners of one or more shares being counted as one shareholder.

No Public Offering

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

3. The Articles of the Corporation are hereby further amended by providing for a minimum of three (3) directors and a maximum of nine (9) directors.

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

1996 OCTOBER 22

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.

Les présents status sont signés en double exemplaire.

1069084 ONTARIO LIMITED

(Name of Corporation)
(Dénomination sociale de la société)



By/Par:

(Signature)
(Signature)

(Description of Office)
(Fonction)

Donald A.R. Sheldon - Director