



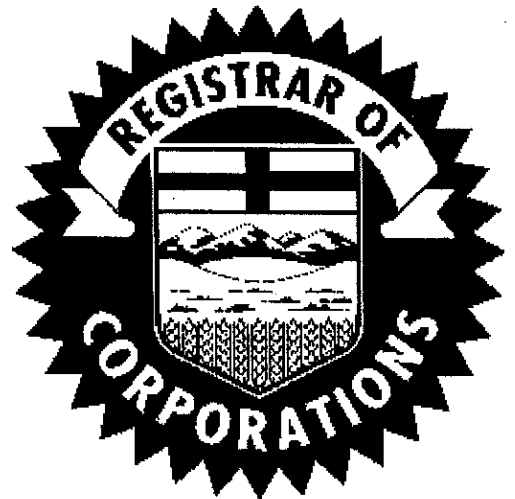
BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMENDMENT

**MKANGO RESOURCES LTD.
AMENDED ITS ARTICLES ON 2010/12/13.**



Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2010/12/13

Service Request Number: 15647277

Corporate Access Number: 2013624792

Legal Entity Name: ALLOY CAPITAL CORP.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: MKANGO RESOURCES LTD.

New French Equivalent Name:

Nuans Number: 101317909

Nuans Date: 2010/12/13

French Nuans Number:

French Nuans Date:

Share Structure: SEE ATTACHED SCHEDULE OF SHARE PROVISIONS.

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 12

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE ATTACHED SCHEDULE OF OTHER PROVISIONS.

BCA Section/Subsection: 173(1)(A) AND 173(1)(F)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2009	2010/01/05
2008	2009/03/04

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2007/11/13
Restrictions on Share Transfers	ELECTRONIC	2007/11/13
Share Structure	ELECTRONIC	2007/11/13
Consolidation, Split, Exchange	ELECTRONIC	2010/12/13

Registration Authorized By: EUGENE CHEN
DIRECTOR

Section 173(1)(f) Schedule to the Articles of
Amendment

Pursuant to Section 173(1)(f) of the Business
Corporations Act (Alberta), the Articles of the
Corporation are hereby amended by consolidating
the issued and outstanding Common shares on a
one (1) Common share for every two and a half
(2.5) Common shares held.

ALBERTA REGISTRIES

ARTICLES OF AMENDMENT

<p>1. NAME OF CORPORATION</p> <p>ALLOY CAPITAL CORP.</p>	<p>2. CORPORATE ACCESS NO.</p> <p>2013624792</p>
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3. THE ARTICLES OF THE ABOVE NAMED CORPORATION ARE AMENDED AS FOLLOWS:

1. Pursuant to Section 173(1)(a) of the *Business Corporations Act* (Alberta), the Articles of the Corporation are hereby amended by changing the name of the Corporation from ALLOY CAPITAL CORP. to:

MKANGO RESOURCES LTD.

2. Pursuant to Section 173(1)(f) of the *Business Corporations Act* (Alberta), the Articles of the Corporation are hereby amended by consolidating the issued and outstanding Common shares on a one (1) Common share for every two and a half (2.5) Common shares held.

DATE	SIGNATURE	TITLE
December <u>13</u> , 2010	<p>_____</p> <p>Print Name: <u>Eugene Chen</u></p>	Director

FOR DEPARTMENTAL USE

FILED

Transmitted to Alberta Corporate Registry
 on December 13, 2010 by
 Gowling, Lafleur, Henderson LLP, Service Provider

CORPORATE ACCESS NUMBER: 2013624792

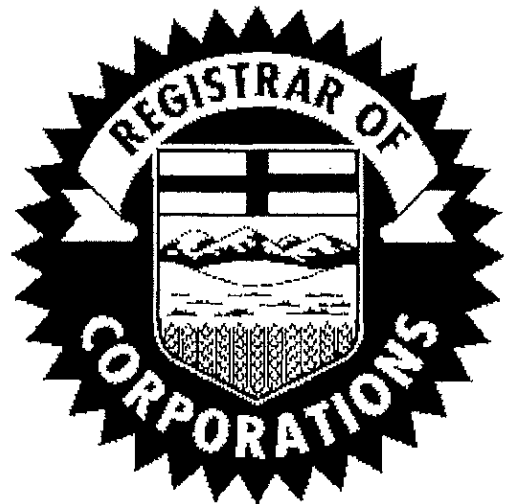
Alberta

BUSINESS CORPORATIONS ACT

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

**ALLOY CAPITAL CORP.
AMENDED ITS ARTICLES ON 2008/06/19.**

THE INFORMATION IN THIS
DOCUMENT IS AN ACCURATE
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Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2008/06/19

Service Request Number: 11739387

Corporate Access Number: 2013624792

Legal Entity Name: ALLOY CAPITAL CORP.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: ALLOY CAPITAL CORP.

New French Equivalent Name:

Nuans Number: 91316690

Nuans Date: 2007/10/30

French Nuans Number:

French Nuans Date:

Share Structure: SEE ATTACHED SCHEDULE OF SHARE PROVISIONS.

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 12

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE ATTACHED SCHEDULE OF OTHER PROVISIONS.

BCA Section/Subsection: 173(1)(M)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded

Other Rules or Provisions	ELECTRONIC	2007/11/13
Restrictions on Share Transfers	ELECTRONIC	2007/11/13
Share Structure	ELECTRONIC	2007/11/13

Registration Authorized By: EUGENE CHEN (FMC-CSN)
SOLICITOR

SCHEDULE OF SHARE PROVISIONS

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares.

1. The Common Shares, as a class, shall have the following rights, privileges, and conditions:
 - (a) Voting: The holders of the Common Shares shall be entitled to receive notice and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.
 - (b) Dividends: Subject to the rights of the holders of the Preferred Shares and other class of shares ranking senior to the Common Shares, the holders of the Common Shares shall be entitled to receive and participate ratably in any dividends declared by the board of directors of the Corporation.
 - (c) Liquidation, Dissolution or Winding-Up: Subject to the rights of the holders of the 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 shall participate ratably in the distribution of the assets of the Corporation.
2. The Preferred Shares, as a class, shall have the following rights, privilege and conditions:
 - (a) Issuance in Series: The 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 share of each series of Preferred Shares.
 - (b) Ranking of Preferred Shares: The 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 equally with the 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 Preferred Shares. The 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 Preferred Shares, or as may be fixed in accordance with subparagraph 2(a).
 - (c) Approval by Holders of Preferred Shares: The approval by the holders of 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 the Preferred Shares for the first 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 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 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. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all 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 Preferred Shares previously mentioned. Notice of any meeting of the holders of the 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 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 the original meeting, in which case notice of the adjournment 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.

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SCHEDULE OF OTHER PROVISIONS

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

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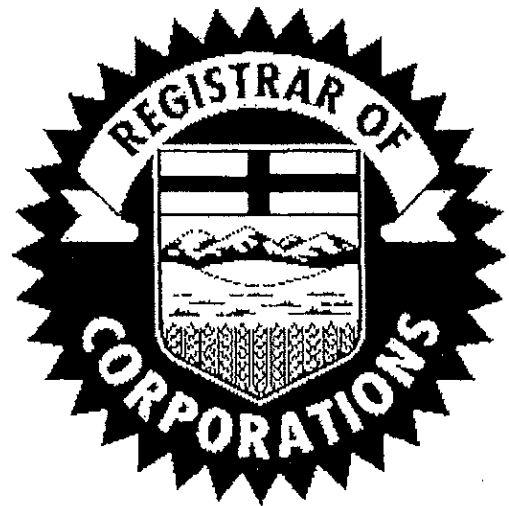
CORPORATE ACCESS NUMBER: 2013624792

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

**ALLOY CAPITAL CORP.
WAS INCORPORATED IN ALBERTA ON 2007/11/13.**



THE INFORMATION IN THIS
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RECORDS OF ALBERTA REGISTRIES.

Incorporate Alberta Corporation - Registration Statement

Alberta Registration Date: 2007/11/13

Corporate Access Number: 2013624792

Service Request Number: 10819087
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: ALLOY CAPITAL CORP.
French Equivalent Name:
Nuans Number: 91316690
Nuans Date: 2007/10/30
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 3000, 237 - 4 AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4X7

RECORDS ADDRESS

Street: 3000, 237 - 4 AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4X7

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE ATTACHED SCHEDULE OF SHARE PROVISIONS.
Share Transfers Restrictions: SEE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS.
Number of Directors:

Min Number Of Directors: 3
Max Number Of Directors: 12
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED SCHEDULE OF OTHER PROVISIONS.

**Professional Endorsement
Provided:**

Future Dating Required:

Registration Date: 2007/11/13

Director

Last Name: BERG
First Name: DAVID
Middle Name: ANDREW
Street/Box Number: 46 MEADOW POINT DRIVE, RR #1
City: DEWINTON
Province: ALBERTA
Postal Code: T0X 0X0
Country:
Resident Canadian: Y

Last Name: CHEN
First Name: EUGENE
Middle Name:
Street/Box Number: 3000, 237 - 4 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4X7
Country:
Resident Canadian: Y

Last Name: WONG
First Name: ARTHUR
Middle Name:
Street/Box Number: 4 ROSEDALE DRIVE NW
City: CALGARY
Province: ALBERTA
Postal Code: T2K 1N7
Country:

Resident Canadian: Y

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2007/11/13
Restrictions on Share Transfers	ELECTRONIC	2007/11/13
Share Structure	ELECTRONIC	2007/11/13

Registration Authorized By: EUGENE CHEN (FMC-CSN)
SOLICITOR

SCHEDULE OF SHARE PROVISIONS

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares.

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

- (a) **Voting:** The holders of the Common Shares 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 Shares held at all such meetings.
- (b) **Dividends:** Subject to the rights of the holders of the Preferred Shares and any other class of shares ranking senior to the Common Shares, the holders of the Common Shares shall be entitled to receive and participate rateably in any dividends declared by the board of directors of the Corporation.
- (c) **Liquidation, Dissolution or Winding-Up:** Subject to the rights of the holders of the 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 shall participate rateably in the distribution of the assets of the Corporation.

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

- (a) **Issuance in Series:** The 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 Preferred Shares.
- (b) **Ranking of Preferred Shares:** The 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 equally with the 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 Preferred Shares. The 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 Preferred Shares, or as may be fixed in accordance with subparagraph 2(a).

- (c) Approval by Holders of Preferred Shares: The approval by the holders of 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 the Preferred Shares for the first 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 Preferred Shares duly called and held the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all 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. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolutions 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 Preferred Shares previously mentioned. Notice of any meeting of the holders of the 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 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 the original meeting, in which case notice of the adjournment 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.

SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS

No shares or other securities (other than non-convertible debt securities) of the Corporation shall be transferred without the express consent or approval of either:

- a) (i) the board of directors of the Corporation, or
(ii) the shareholders of the Corporation, in each case as evidenced by a resolution duly passed by the board or by the shareholders, respectively, or

- b) (i) a majority of the directors of the Corporation then in office, or
(ii) the holders of a majority of the shares of the Corporation entitled to vote for the election of directors generally, in each case as evidenced by a written instrument signed by them.

SCHEDULE OF OTHER PROVISIONS

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.