

PROVINCE OF ONTARIO

BY THE HONOURABLE

JOHN YAREMKO,

PROVINCIAL SECRETARY AND MINISTER OF CITIZENSHIP

TO ALL TO WHOM THESE PRESENTS SHALL COME

GREETING

WHEREAS The Corporations Act provides that with the exceptions therein contained the Lieutenant Governor may in his discretion, by Letters Patent, issue a Charter to any number of persons, not fewer than three, of twenty-one or more years of age, who apply therefor, constituting them and any others who become shareholders or members of the corporation thereby created a corporation for any of the objects to which the authority of the Legislature extends;

AND WHEREAS by the said Act it is further provided that the Provincial Secretary may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant Governor;

AND WHEREAS by their Application in that behalf the persons herein named have applied for the issue of a Charter constituting them a corporation for the due carrying out of the undertaking hereinafter set forth;

AND WHEREAS it has been made to appear that the said persons have complied with the conditions precedent to the issue of the desired Charter and that the said undertaking is within the scope of the said Act;

AND WHEREAS by The Department of the Provincial Secretary and Citizenship Act, 1960-61 it is provided that the Provincial Secretary and Minister of Citizenship may exercise the powers that were conferred on the Provincial Secretary at the time the said Act came into force;

N O W T H E R E F O R E K N O W Y E that under the authority of the hereinbefore in part recited Acts I DO BY THESE LETTERS PATENT issue a Charter to the Persons hereinafter named that is to say:

H a r o l d W e r n e r H a u f, Prospector,
and N i c k F i l i p o v i c, Manager, both of the City of
Port Arthur, in the District of Thunder Bay and Province of Ontario;
and W i l l i a m K a s h u r, Clerk, and M a x i n e
T r u d e a u and M o l l y C h e r n o s k y, Stenographers,
all of the City of Fort William, in the said District of
Thunder Bay; constituting them and any others who become shareholders
of the Company hereby created a company under the name of

SEMMAR MINES LIMITED

for the following objects, that is to say:

- (a) TO acquire, own, lease, prospect for, open, explore, develop, work, improve, maintain and manage mines and mineral lands and deposits, and to dig for, raise, crush, wash, smelt, assay, analyze, reduce, amalgamate, refine, pipe, convey and otherwise treat ores, metals and minerals, whether belonging to the Company or not, and to render the same merchantable and to sell or otherwise dispose of the same or any part thereof or interest therein; and
- (b) TO take, acquire and hold as consideration for ores, metals or minerals sold or otherwise disposed of or for goods supplied or for work done by contract or otherwise, shares, debentures or other securities of or in any other company having objects similar, in whole or in part, to those of the Company hereby incorporated and to sell and otherwise dispose of the same;

THE AUTHORIZED CAPITAL of the Company to be Five Million dollars (\$5,000,000) divided into Five Million (5,000,000) shares with a par value of One dollar (\$1) each;

THE HEAD OFFICE of the Company to be situate at the City of Toronto, in the County of York and Province of Ontario; and

THE FIRST DIRECTORS of the Company to be Harold Werner Hauf, Fack Filipovic, William Kashur, Maxine Truxisau and Molly Chernocky, hereinbefore mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that the said Company shall be subject to Part IV of The Corporations Act;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED:

(1) THAT, except where the shares are listed on a recognized stock exchange, the directors may refuse to permit the registration of a transfer of fully-paid shares registered in the name of a shareholder who is indebted to the Company;

(2) THAT it shall not be necessary for a majority of the board of directors of the Company to constitute a quorum, but the quorum shall be two-fifths (2/5) of the board of directors;

(3) THAT meetings of the board of directors and the executive committee (if any) of the Company may be held at any place in or outside Ontario and meetings of the shareholders of the Company may be held at any place in Ontario;

(4) THAT every shareholder of the Company entitled to vote at an election of directors has the right to cast thereat a number of votes equal to the number of votes attached to the shares held by him multiplied by the number of directors to be elected, and he may cast all such votes in favour of one (1) candidate or distribute them among the candidates in such manner as he sees fit, and that, where he has voted for more than one (1) candidate without specifying the distribution of his votes among such candidates, he shall be deemed to have divided his votes equally among the candidates for whom he voted;

(5) THAT the shareholders of the Company may, by a resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of

the votes cast at that meeting, elect any person in his stead for the remainder of his term, but that no director shall be removed where the votes cast against the resolution for his removal would, if cumulatively voted at an election of the full board of directors, be sufficient to elect one (1) or more directors; and

(6) THAT the Company may pay commissions to persons in consideration of their subscribing or agreeing to subscribe, whether absolutely or conditionally, for shares in the Company, or procuring or agreeing to procure subscriptions whether absolute or conditional for such shares, but no such commission shall exceed twenty-five per cent (25%) of the amount of the subscription.

GIVEN under my hand and Seal of office at the City of Toronto
in the said Province of Ontario this **second**
day of **July** in the year of Our Lord one
thousand nine hundred and **sixty-five.**

John Yarenko

John Yarenko

**Provincial Secretary and
Minister of Citizenship**

July 2, 1965

SEEMAR WINGS LIMITED

H. F. Norton
Recording Officer