

GENERAL BY-LAW NO. 1

being the General By-laws of MANITOBA PROSPECTORS AND DEVELOPERS ASSOCIATION INC.

(hereinafter called "the Corporation")

ARTICLE 1

HEAD OFFICE

1.01 The head office of the Corporation shall be at Winnipeg, in the Province of Manitoba, and at such place therein as the directors of the Corporation may from time to time decide.

The Corporation may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

ARTICLE II

SEAL

2.01 The seal shall be in such form as shall be prescribed by resolution of the directors of the Corporation and shall have the words "MANITOBA PROSPECTORS AND DEVELOPERS ASSOCIATION INC." endorsed thereon.

2.02 The seal shall be in the custody of the solicitor of the Corporation, VAUGHAN L. BAIRD, 600 - 330 Portage Avenue, Winnipeg, Manitoba, R3C 0C4.

ARTICLE III

ELECTION OF DIRECTORS

3.01 Number - The affairs of the Corporation shall be managed by a board of not less than 3 directors and not more than 7 directors. The persons elected as officers pursuant to Paragraph 1 of Article IX of these by-laws shall be deemed elected directors of the Corporation and considered in computing the number of directors.

3.02 The directors may exercise all such powers of the corporation as are noted by the Canada Corporations Act or by these by-laws required to be exercised by the members at general meetings.

3.03 The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the corporation.

3.04. Qualification - The qualification of a director shall be that he be a member in good standing of the Corporation, or appointed as a representative of any corporation that is a member in good standing of this Corporation.

3.05 Term of office and filling of vacancies - The directors' term of office shall be from the date of the meeting at which they are elected or appointed until the annual meeting of members next following or until their successors are appointed.

Any vacancy occurring in the board of directors may be filled up by the directors, and a person so chosen shall hold office for the balance of the unexpired term of the vacating director.

3.06 Vacation of office - The office of a director shall forthwith be vacated (a) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent; (b) if he becomes of unsound mind; (c) if he fails to comply with any requirement imposed by law or by any valid by-law respecting the qualification of directors; (d) if he resigns his office and gives notice to the corporation of such resignation; or (e) if he is removed from office in accordance with the Act or Charter.

3.07 Election and removal - Election of directors need not be by ballot unless demanded. The whole board shall retire at the annual meeting at which directors are to be elected but shall be eligible for re-election if otherwise qualified. A retiring director shall retain office until the dissolution or adjournment of the meeting at which his successor is elected unless such meeting was called for the purpose of removing him from office as a director in which case the director so removed shall vacate office forthwith upon the passing of a resolution for his removal.

ARTICLE IV

MEETING OF DIRECTORS

4.01 Place of Meeting: Notice - Directors' meetings may be held at any place within Canada as the directors may from time to time determine. A meeting of directors may be convened by the President or Vice-President or any director may at any time and the Secretary on the directions of the President or Vice-President or any two directors shall convene a meeting of directors. Notice of such meeting shall be delivered or mailed or telegraphed or telephoned to each director not less than two days (exclusive of the day on which the notice is delivered or mailed or telegraphed or telephoned but inclusive of the day for which notice is given) before the meeting is to take place. Provided always that meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. No errors or omissions arising through inadvertence in giving notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any directors may at any time waive notice of any meeting and may ratify and approve of any and all proceedings taken or had thereat.

After the election of directors at a general meeting for the first meeting of the board of directors to be held immediately following such meeting or in the case of a director elected to fill a vacancy on the board no notice of such meeting shall be necessary to the newly elected director or directors in order to legally constitute the meeting, provided that a quorum of directors be present.

The continuing directors may act notwithstanding any vacancy in their body, but, if their number is reduced below the number necessary for a quorum, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Corporation, but for no other purpose.

4.02 Quorum - Fifty-one percent of the directors shall form a quorum for the transaction of business.

4.03 Voting - Questions arising at any meeting of directors shall be decided by a majority of votes.

ARTICLE V

DIRECTORS INTERESTED IN OTHER ORGANIZATIONS

5.01 No director shall be disqualified from his office by reason of the fact that he is interested in or participating in the profits of any contract or arrangement made or proposed to be made by the Corporation, whether as vendor, purchaser or by reasons of being a member of any partnership, firm or corporation, or otherwise, nor shall any such contract or arrangement be voided nor shall any director interested in such contract or arrangement be liable to the Corporation for any profit realized under any such contract or arrangement by reason of his holding office as a director, provided only that such director shall make disclosure of the nature and extent of his interest and comply with the provisions of the Act.

5.02 In the event the directors of the Corporation are connected with other corporations, firms or associations with which from time to time this Corporation may have business dealings, no contract or other transactions between this Corporation or any corporation, firm or association whose stock is held in common interest or otherwise shall be affected merely by the fact that the directors are interested in or are directors or officers of such other corporation, firm or association.

ARTICLE VI

REMUNERATION OF DIRECTORS

6.01 The directors as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. Any director who is a bona fide employee of the Corporation (whether full time or part time) may be paid remuneration with respect to services performed by him as an employee.

ARTICLE VII

SUBMISSION OF CONTRACTS OR TRANSACTIONS FOR APPROVAL OF MEMBERS

7.01 The board of directors in its discretion may submit any contract, act or transaction for approval or ratification at any meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting shall be as valid and binding upon the Corporation and upon all the members as though it had been approved or ratified by every member of the Corporation.

ARTICLE VIII

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

8.01 Subject to the provisions of Section 91 of the Canada Corporations Act the directors and officers for the time being of the Corporation and every one of them and every one of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets and profits of the Corporation from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively.

ARTICLE IX

OFFICERS

9.01 The following officers in the Corporation shall be elected by the members, namely:

PRESIDENT:

VICE-PRESIDENT:

SECRETARY:

TREASURER:

and they shall be ipso facto directors of the Corporation.

Except for the foregoing officers, the directors may from among their own members elect or appoint additional officers. All officers shall perform such duties as are designated by the board, or failing such designation, shall be those duties usually pertaining to such offices.

The officers of the Corporation shall hold office until the next annual election of directors.

The remuneration of all officers, agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next annual or special general meeting of the members but it shall be confirmed by resolution of the members and in the absence of such confirmation by the members then the remuneration to such officers, agents, or employees shall cease to be payable from the date of such meeting of members.

Officers other than _____ may be removed by resolution of the Board of Directors.

shall cease to hold such office when they cease to be a director.

ARTICLE X

APPOINTMENT OF MANAGER

10.01 The board of directors may from time to time appoint a general manager or manager, who may but need not be one of the directors of the Corporation, and may delegate to him full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board of directors or by the members in general meeting) and to employ and discharge agents and employees of the Corporation or may delegate to him any less powers. If and so long as the general manager or manager is a director, he may but need not be known as the managing director. He shall conform to all lawful orders given to him by the board of directors of the Corporation. He shall at all reasonable time give to the directors or any of them all information they may require regarding the affairs of the Corporation.

ARTICLE XI

MEMBERS OF CORPORATION

11.01 The board of directors shall be solely entitled to determine who shall be entitled to become new members of the Corporation. In the case of members, other than individuals, such members shall be entitled to designate one person to represent them, but the board of directors in its discretion may refuse to recognize any such designate or substituted designate if it does not approve of the person named. Designates may from time to time be changed by any member who is not an individual. The directors may set up special committees for the purpose of exercising the power of admitting members and approving designates, and such committee may be but need not be composed of directors.

11.02 The board of directors may from time to time establish membership fees and application fees and any other fees in such amounts as it shall deem advisable, and may for such purpose establish different classes with different fees and subscriptions with respect to each class, and the discretion of what type of classes and the manner of determining the same shall be in the directors; provided however, that any change shall be brought before the next meeting of members and notice of such consideration shall be given. Any action of the directors as aforesaid unless rescinded at such meeting of members shall continue and be valid, but the members may at such meeting vary the actions of the directors as determined by a majority of members present.

11.03 Honourary memberships for such term as may be deemed appropriate shall be open to members who have distinguished themselves by their service to the Corporation and shall be conferred by the board of directors at any regular or special meeting of the directors. Honourary members shall be exempt from payment of dues or assessments during the period of their honourary membership. They shall have no vote and shall not be eligible for office. They may attend meetings of the board of directors and enjoy such other benefits and privileges of the Corporation but shall have no interest in the funds or property thereof.

11.04 Three-fourths of the directors present at any duly constituted board meeting may cancel the membership of any member whom the board feels is not a desirable member, and the decision of the board of directors shall be final; provided however, that no less than five days notice of such meeting and of the intention to consider this matter shall be given to the member involved and the member shall be entitled to be present at such meeting and to make representations. The vote whether to cancel such membership shall be by secret ballot.

11.05 In addition, the directors may pass rules and regulations pursuant to the provisions of Article XXIII of these by-laws setting up different classifications of members including provision that certain members may not vote at all, certain members may vote on all matters or members may vote for particular matters.

ARTICLE XII

MEETING OF MEMBERS

12.01 Annual Meeting - Subject to the Act and the Charter, the annual meeting of the members shall be held at such place in Canada on such day in each year as the board of directors may from time to time determine.

12.02 Special meetings - Special meetings of members may be convened at any time by order of the President or Vice-President or by the board and at any place. Special meetings may also be convened at the request in writing of not less than twenty-five percent of the members specifying the object of the meeting. At any special meeting convened by such request of members, no business shall be transacted other than that specified in the request.

12.03 Notices - General and special meetings of the members (including the annual general meeting) shall be convened by mailing to every member at his last known address, by prepaid ordinary mail notice of such meeting at least ten days (and in the case of a special meeting at least fourteen days) before the meeting and in such notice the nature of the business (other than ordinary business) to be transacted shall be set forth. The accidental failure to give notice to any member shall not invalidate any meeting. For the purposes hereof "ordinary business" shall mean the election of directors, including the election of officers, the giving of reports and the appointment of auditors.

12.04 Chairman of meeting - At every general or special meeting of members, the chair shall be taken by the President, if present, or in his absence by the Vice-President, or if more than one the senior Vice-President, or if absent, a Chairman shall be elected by the members present.

12.05 Quorum - A quorum at any meeting of members shall be three members personally present.

12.06 Voting - Except for non-voting members or members who may not vote on the matter being decided as laid down by any rule or regulation of the Board of Directors passed pursuant to Article 11.05, each member shall be entitled to one vote. The voting at general or special meetings shall be a show of hands and proxies shall not be allowed. In the case of equality of votes, the Chairman shall have a second or casting vote.

12.07 Secret Ballot - At meetings of members, any member may demand that any vote on any specific matter be by secret ballot and if seconded, this motion shall take precedence over all other questions and if carried the vote shall be determined by secret ballot.

ARTICLE XIII

COMMITTEES

13.01 The board may establish such committees as it shall see fit, composed of such persons as it shall see fit and whether members of the board of directors or not, and the duties of such committees shall be those from time to time designated by the Board.

ARTICLE XIV

WITHHOLDING INFORMATION FROM MEMBERS

14.01 No member shall be entitled to discovery of any information respecting any details or conduct of the Corporation's business which in the opinion of the directors it will be inexpedient in the interests of the members of the Corporation to communicate.

14.02 The directors may from time to time determine whether and to what extent and at which time and place and under what conditions or regulations the accounts and books of the Corporation or any of them shall be open to the inspection, but such determination shall be subject to any rights conferred by statute or as varied by a resolution of the members in general meeting.

ARTICLE XV

NOTICES

15.01 Signature to Notices - The signatures to any notice to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, typewritten or printed.

15.02 Computation of time - Where a given number of days' notice or notice extending over any period is required to be given the day of service or posting of the notice shall unless it is otherwise provided be counted in such number of days or other period.

ARTICLE XVI

EXECUTION OF INSTRUMENTS

16.01 Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the President or Vice-President and the Secretary or Assistant Secretary and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed by resolution of the board of directors.

The term "contracts, documents or any instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing the President or Vice-President and the Secretary or any two directors shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute under the corporate seal of the Corporation or otherwise all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

ARTICLE XVII

FISCAL YEAR

17.01 The fiscal year of the Corporation shall be determined by the directors.

ARTICLE XVIII

PAYMENT OF ORGANIZATIONAL EXPENSES

18.01 The board of directors may authorize the payment of all expenses incurred in formation of the Corporation and all other expenses incidental to its organization.

ARTICLE XIX

RIGHT OF PERSON CEASING TO BE MEMBER

19.01 A person ceasing to be a member in the Corporation shall have no further rights therein. The interest of a member of the Corporation shall not be transferable.

19.02 A person who has failed to pay his membership dues thirty days after demand has been made therefor shall cease to be a member upon notification to that effect, but may be re-admitted upon paying all arrears.

19.03 A person may resign membership in the Corporation by forwarding notice of resignation to the Secretary and such resignation shall be effective upon receipt by the Secretary or the date provided for whichever is the later.

ARTICLE XX AUDITORS

20.01 The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

ARTICLE XXI NOMINATING COMMITTEE

21.01 The board of directors in its discretion may establish a nominating committee consisting of such persons and such numbers as it shall deem advisable. Any person named by the nomination committee shall be deemed nominated at the annual general meeting of members without formal nomination being required. Except as aforesaid, the nominating committee shall have no status other than to advise as to persons who are willing to run for office and directors and officers shall be elected at each annual meeting, as if there were no nominating committee.

ARTICLE XXII AMENDMENT OF BY-LAWS

22.01 The by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting

of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer & Corporate Affairs has been obtained.

"Members" for the purposes of this Article shall mean such members who have full voting rights.

ARTICLE XXIII

RULES AND REGULATIONS

23.01 The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

ARTICLE XXIV CODE OF ETHICS

24.01 The Board of Directors may from time to time adopt, repeal, amend or vary codes of ethics and policies to be followed by members. Any such codes of ethics and policies or variations or repeal thereof shall be submitted to the members for approval and upon approval by a majority of members shall be binding on all members. A breach by a member or representative of a member of any such codes of ethics or policies shall be grounds for losing membership in the Corporation and this shall be in addition to the general provisions of these by-laws respecting the loss of membership.

ARTICLE XXV

INTERPRETATION

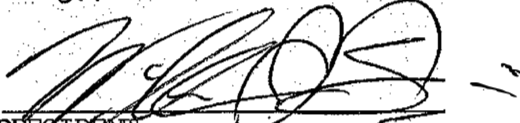
25.01 In these by-laws, unless the context otherwise clearly requires:

- (a) "The Act" means the statute under which this Corporation has been incorporated or any Act substituted therefor as amended from time to time, but reference shall be to The Act and amendments thereto in force at each relevant time;


- (b) "Person" shall include partnership, associations and corporations, the singular shall include the plural and vice versa, the male gender shall include the female and neuter genders;
- (c) When any provision of The Act is referred to, the reference is to that provision as modified by any statute for the time being in force;
- (d) "Charter" shall mean the incorporating documents, all amendments or variations thereto and restatement thereof;

25.02 Where these by-laws deal with any matter or thing which normally may be dealt with by the directors without such a provision, such provision has been inserted only for convenience of reference, and in no way is intended to be a restriction or limitation on the powers of the directors.

IN WITNESS WHEREOF we have hereunto set our hands at the
City of Winnipeg, in the Province of Manitoba, this
2nd day of December, A.D. 1994.



PRESIDENT



SECRETARY

BY-LAW NO. 2

of MANITOBA PROSPECTORS AND DEVELOPERS ASSOCIATION INC.

1. The directors may, without authorization of the shareholders:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge debt obligations of the Corporation; and
- (c) subject to section 42 of The Corporations Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any debt obligation of the Corporation;

2. The words "debt obligation" and "security interest" shall have the same meaning as set out in The Corporations Act.

3. The directors may from time to time by resolution delegate to a director, a committee of directors or an officer, all or any of the powers conferred on the directors by paragraph 1 of this by-law to the full extent thereof or such lesser extent as the directors may in any such resolution provide, except that securities may only be issued in the manner and on the terms authorized by the directors.

4. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money or to give security for the purposes of the Corporation possessed by its directors or officers independently of this by-law and in particular, are in addition to those given by Section 183 of The Corporations Act.

PASSED this 2nd day of December 19 94

WITNESS the seal of the Corporation.


PRESIDENT

