

THE COMPANIES' ACT, 1897.

---

MEMORANDUM OF ASSOCIATION

OF THE

**BOUNDARY CREEK COPPER MINES,  
LIMITED.**

---

NON-PERSONAL LIABILITY.

---

INTERPRETATION.

1. In these presents, unless there shall be something in the subject or context inconsistent therewith—  
"Special Resolution" and "Extraordinary Resolution" have the meanings assigned thereto respectively by the "Companies' Act, 1897," (Section 100).

"The office" means the registered office for the time being of the Company.

"The register" means the register of members to be kept pursuant to Section 36 of the "Companies' Act, 1897."

"Month" means calendar month.

Words importing the singular number only, include the plural, and vice versa.

Words importing the masculine gender only, include the feminine gender.

Words importing persons include corporations.

2. The regulations contained in Table A of the "Companies Act, 1897," shall not apply to the Company.

BUSINESS.

3. The Company may commence business notwithstanding that any part of the capital may remain unallotted or unsubscribed.

4. The Company shall forthwith proceed to acquire by bill of sale or other lawful conveyance the "Dominion" and "No. 2" mineral claims, situate in West Copper Camp, Kettle River Mining Division of Yale District, British Columbia, and the Board shall carry the purchase of same into effect.

SHARES AND MEMBERSHIP.

5. The shares shall be under the control of the directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and at such times, as the directors may think fit. With the sanction of a general meeting, shares in the initial capital may be issued with any preferential rights attached thereto.

6. If by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by instalment, every such instalment shall, when due, be paid to the Company by the holder of the share.

7. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividend payable in respect of such shares, but except in that respect and as to the power of voting hereinafter contained, the only person recognized by the directors as the holder of that share shall be the person whose name for the time being stands first on the register.

8. If several persons are registered as joint holders of any share, they shall be severally, as well as jointly, liable for the payment of all instalments due in respect of such share.