

ORIGINAL



November 18, 2009

Mr. Keith McConnell, Deputy Director
Decommissioning and Uranium Recovery Licensing Directorate
Division of Waste Management and Environmental Protection
Office of Federal and State Materials and Environmental Management Programs
U.S. Nuclear Regulatory Commission
11545 Rockville Pike
Rockville, Maryland 20852-2738

RE: Cogema Mining, Inc. Change of Control Application
Materials License SUA-1341, Docket No. 40-8502
Uranium One Response to NRC October 28, 2009 RAI

Dear Mr. McConnell:

By letter dated October 28, 2009, the U.S. Nuclear Regulatory Commission (NRC) provided Cogema Mining, Inc. (Cogema) a Request for Additional Information (RAI) concerning their Change of Control Application for Materials License SUA-1341. The Change of Control is from Cogema Resources Inc. to Uranium One Exploration U.S.A., Inc. (Uranium One). Because the majority of the information requested by NRC must be supplied by Uranium One, we are responding directly to the RAI instead of the licensee, Cogema.

Accordingly, please find enclosed Uranium One's responses to the NRC RAI. As noted in the enclosure, Uranium One's response to Question 5 will be provided to NRC under a separate cover letter due to the fact that the information is commercial and financial confidential.

If you have any questions regarding the enclosed responses, please contact me at (307) 234-8235 ext. 333.

Sincerely,

A handwritten signature in black ink, appearing to read "Donna L. Wichers".

Donna L. Wichers
Senior Vice President, ISR Operations

Enclosure: Responses to NRC RAI with Attachments

Uranium One Americas, Inc.
A Member of the Uranium One Inc. Group of Companies
tel +1 307-234-8235 • fax +1 307-237-8235
907 N. Poplar Street, Suite 260
Casper, Wyoming 82601
www.uranium1.com

cc: Thomas Hardgrove (Cogema Mining, Inc.)
Bernard Bonifas (Cogema Mining, Inc.)
Ron Linton (NRC)
Mark Rogaczewski (WDEQ District III)
Don McKenzie (WDEQ Cheyenne)

COGEMA MINING, INC.
Irigaray and Christensen Ranch Change of Control and Ownership Application
Request for Additional Information

1. Complete and submit a Form 313 to the NRC for the change of control application.

Response: Completed by Cogema Mining, Inc. and received by NRC.

2. Provide a certification that Ms. Donna Wichers is an authorized agent for the Transferee's Parent Company. The application includes information sufficient to describe changes in key personnel but is deficient in a certification that Ms. Wichers is authorized to sign on behalf of Uranium One, Inc. which is the "Buyer's Parent Guarantor". This information is required as discussed in NUREG-1556, Volume 15, Chapter 10.13.

Response: The requested certification for Ms. Donna Wichers is attached (Attachment 1).

3. Provide a copy of the articles of incorporation for both Uranium One U.S.A. and Uranium One, Inc. This information is required to confirm the location of the incorporation of both entities to complete NRC's review of the Change of Control Application. This information is required as discussed in Regulatory Issue Summary (RIS) 2008-19.

Response: Since the time of filing the September 18, 2009 Notice of Change of Control and Ownership Information for Material License-1341, Uranium One Inc. has commenced with a reorganization of its Canadian and U.S. subsidiaries that will result in a change in the corporate entities in the chain of ownership between Uranium One Inc. and Uranium One Exploration U.S.A. Inc. The reorganization will create better tax and operating efficiencies through mergers of some of the various corporations shown in Exhibit 3, Annual Information Form, Section 2.2 of the Change of Control Application. This internal reorganization will not result in any change to the existence, name or jurisdiction of incorporation of Uranium One Exploration U.S.A. Inc. or its ultimate parent company, Uranium One Inc., nor will it result in any change in the ultimate ownership of Uranium One Inc.

The specific change at these interim levels is that Uranium One U.S.A. Inc., a Delaware corporation and the immediate parent company of Uranium One Exploration U.S.A. Inc., was merged with and into Uranium One Americas, Inc., a Nevada corporation, effective Thursday, October 29, 2009. The result of this merger is that the immediate parent company of Uranium One Exploration U.S.A. Inc. is now Uranium One Americas, Inc., a Nevada corporation (Uranium One Americas, Inc. is the former Energy Metals Corporation USA, Inc.). The immediate parent company of Uranium One Americas, Inc. is Uranium One Investments Inc., a British Columbia corporation, and the immediate parent company of Uranium One Investments Inc. is Uranium One Inc., our ultimate parent company.

A replacement for Exhibit 2, Revised Transaction Diagram, is provided as Attachment 2 of this submittal. The new Revised Transaction Diagram will replace the previous Revised Transaction Diagram in the Notice of Change of Control application. Also included in Attachment 2 is a Reorganization Structure chart depicting the reorganization as explained

above. This chart is for NRC's information, and is not intended to be a part of the Exhibit 2 of the Notice of Change of Control application, but could be placed in Exhibit 2 if NRC desires.

The articles of incorporation and/or merger information for the following Uranium One companies are provided in Attachment 3 of this submittal:

Uranium One Inc. (Canada), the ultimate parent corporation
Uranium One Investments Inc. (Canada)
Uranium One Americas, Inc. (Nevada)
Uranium One Exploration U.S.A., Inc. (Delaware)
Uranium One U.S.A. Inc. (Delaware)

4. Provide NRC with a Certification of Financial Assurance. All licensees under 10 CFR Parts 30, 40 and 70 are required to submit a Certification of Financial Assurance. 10 CFR Part 40.36, Section (d), states that a decommissioning funding plan must also contain a certification by the licensee that financial assurance for decommissioning has been provided in the amount of the cost estimate. Guidance for the Certification of Financial Assurance may be found in NUREG 1757, Volume 3, Appendix A.S. Additionally, a template for the Certification of Financial Assurance may be found in NUREG 1757, Volume 3, Appendix A.2.4.

Response: A proposed Certification of Financial Assurance for "New" Cogema Mining, Inc. is provided as Attachment 4. This document would be signed and notarized at the time of closing, then faxed to NRC. The original will be separately mailed to NRC after closing.

5. Please provide two (2) years of audited historical financial statement data (this data would be before the merger), in addition to five (5) years of *pro forma* financial statements that would reflect the merger with COGEMA. NRC RIS 2008-19 states, "For either a direct or an indirect license transfer, licensees must provide a five (5) year *pro forma* balance sheet and a five (5) year *pro forma* cash flow statement that includes a baseline of the last 2 years of operations. Therefore, these statements are to show a seven (7) year period including the last two (2) years of operations, and projections for each of the next five (5) years". This information is required to ensure that an NRC licensee will be able to complete decommissioning as required by NRC regulations. NRC notes that the purchaser, Uranium One, has a history of operating losses.

Response: Two years of audited historical financial statement data for Uranium One Inc. were provided in Exhibit 3 of the Notice of Change of Control. The Annual Consolidated Financial Statement and Auditor's Report for years ending December 31, 2007 and December 31, 2008, can be found directly following the Uranium One Inc. Annual Information Form dated March 11, 2009. The cover page for Exhibit 3 may be misleading, in that it states that the 2008 Audited Annual Financial Statements are included, when in fact the auditor's report covers both 2007 and 2008. A revised cover page for Exhibit 3, to replace the existing cover page, is provided as Attachment 5 of this response.

Because of commercial and financial confidentiality issues, Uranium One is providing the requested *pro forma* balance sheet and cash flow statement in a separate submittal.

6. Provide a statement that the transferee understands that the facility is currently in "operating status" but prior to startup of any operations, the licensee must meet conditions stated in the correspondence dated September 30, 2008 (ML072840544). The conditions include a pre-operational inspection by Region IV and an update to the surety that reflects decommissioning costs based on the operational status of the facility. In a letter dated September 11, 2008 (ML083650167), COGEMA confirmed its commitment to update its surety before a resumption of operations by stating, "Prior to any future startup of operations, COGEMA will request an increase in the surety to reflect restoration costs attendant to a resumption of operations." This information is required as discussed in NUREG-1556, Volume 15, Chapter 5.5.

Response: Uranium One and the New Cogema Mining, Inc. understand that NRC Materials License SUA-1341 is an operating license, but prior to the startup of any operations, the new Cogema Mining, Inc. will need to submit an updated decommissioning estimate and surety based on the operational status of the facilities. We also understand that a pre-operational inspection must be completed by NRC prior to the resumption of operations.

7. Indicate that the due diligence investigations identified all existing conditions which may require future decommissioning activities and/or approval by NRC. The application indicates a due diligence investigation of the radiological conditions was conducted by the transferee, but does not specifically address other areas of concern, existing conditions or issues that may ultimately need regulatory approval. COGEMA currently has a license renewal application under NRC review and changes in the license may be identified as part of the NRC's review. Additionally, a wellfield restoration report has been submitted to the NRC for review and approval. NRC has requested additional information for the restoration report, but has not obtained a response from COGEMA, and no regulatory decisions have been made at this time. Additional groundwater restoration may be required after the review is complete. Future remediation efforts on historic spills or leaks during decommissioning may be required. This information is required as discussed in NUREG-1556, Volume 15, Chapter 5.5.

Response: Uranium One and New Cogema Mining, Inc. understand the regulatory actions and issues associated with current Cogema Mining, Inc.'s license that are currently pending before the NRC. This includes the wellfield restoration report for Christensen Mine Units 2 through 6 that is still under NRC review, and that NRC is still reviewing Cogema's license renewal application. We also realize that remediation during future decommissioning may be required for historic spills or leaks. These aspects were taken under consideration in the offer to purchase.

8. Section 9.5, paragraph 6, of the Materials License (License Number SUA-1341) names Credit Industriel et Commercial as the financial institution that issued the irrevocable letter of credit. If there is a change in the financial institution issuing the letter, a license amendment would be required. Therefore, NRC is considering amending the language in Section 9.5, paragraph 6, to be broader in scope to read, "The licensee's currently approved surety, issued in the favor of the State of Wyoming, Department of Environmental Quality, shall be continuously maintained in an amount no less than \$9,714,299 for the purpose of complying with 10 CFR 40, Appendix A, Criterion 9, until a replacement is authorized by both the State of Wyoming and the NRC". This broader scope language is consistent with language in

other *in situ* recovery licenses. Provide written agreement that this license condition change, if made, would be acceptable to the applicants.

Response: Uranium One and New Cogema Mining, Inc. agree with and request the broader scope language as part of the change of control to Uranium One.

Attachment 1

Certificate of Authority, D. Wichers

URANIUM ONE INC.

CERTIFICATE OF AUTHORITY

Pursuant to the United State Nuclear Regulatory Commission's Request for Additional Information, dated October 28, 2009 and the requirements of NUREG-1556, Volume 15, Chapter 10.13, the undersigned certifies on behalf of Uranium One Inc. (the "**Company**"), and not individually, as follows:

1. Donna Wichers is an authorized agent for the Company and has full authority to sign and submit a Notice of Change of Control and Ownership Information for Materials License SUA-1341.
2. Any and all actions taken on behalf of the Company by Donna Wichers in connection with the Notice of Change of Control and Ownership Information for Materials License SUA-1341 are hereby ratified, confirmed and approved in all respects for all purposes.

DATED as of the 30th day of OCTOBER, 2009.

URANIUM ONE INC.

By: _____

John M. Sibley

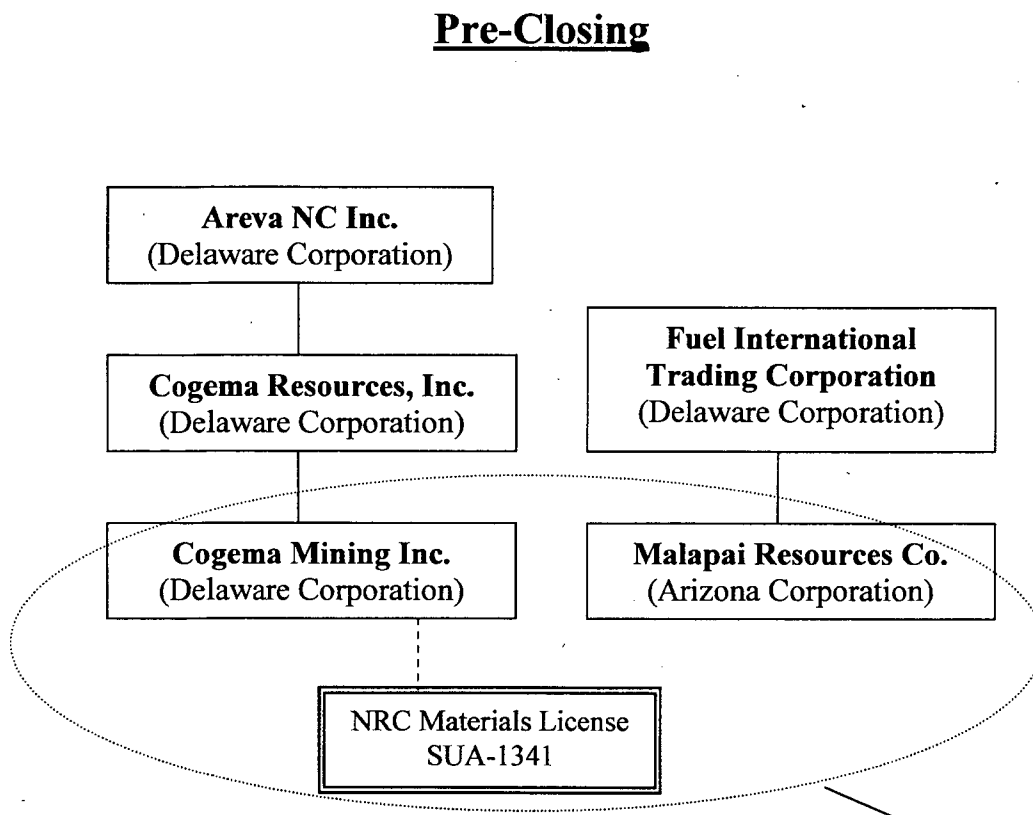
Executive Vice President, General Counsel, and Secretary

Attachment 2
Revised Transaction Diagram

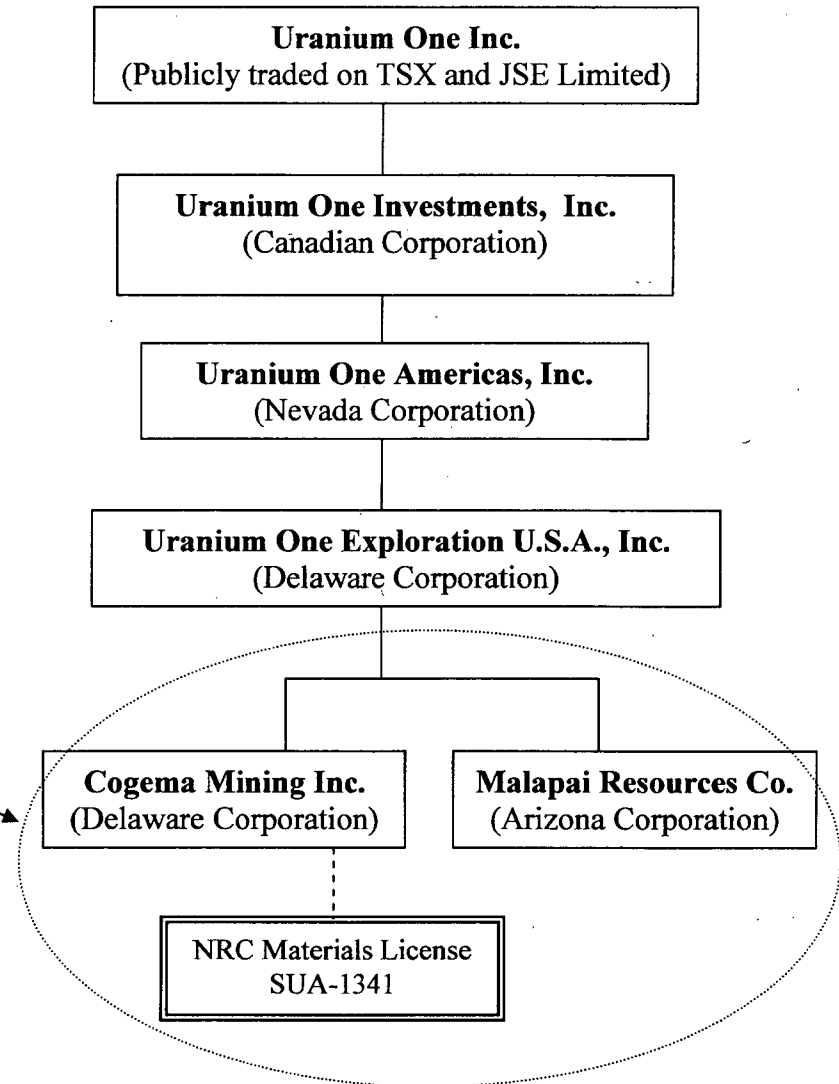
Transaction Diagram

(Purchase of Cogema Mining Inc. & Malapai Resources Co. by Uranium One Exploration U.S.A. Inc.)

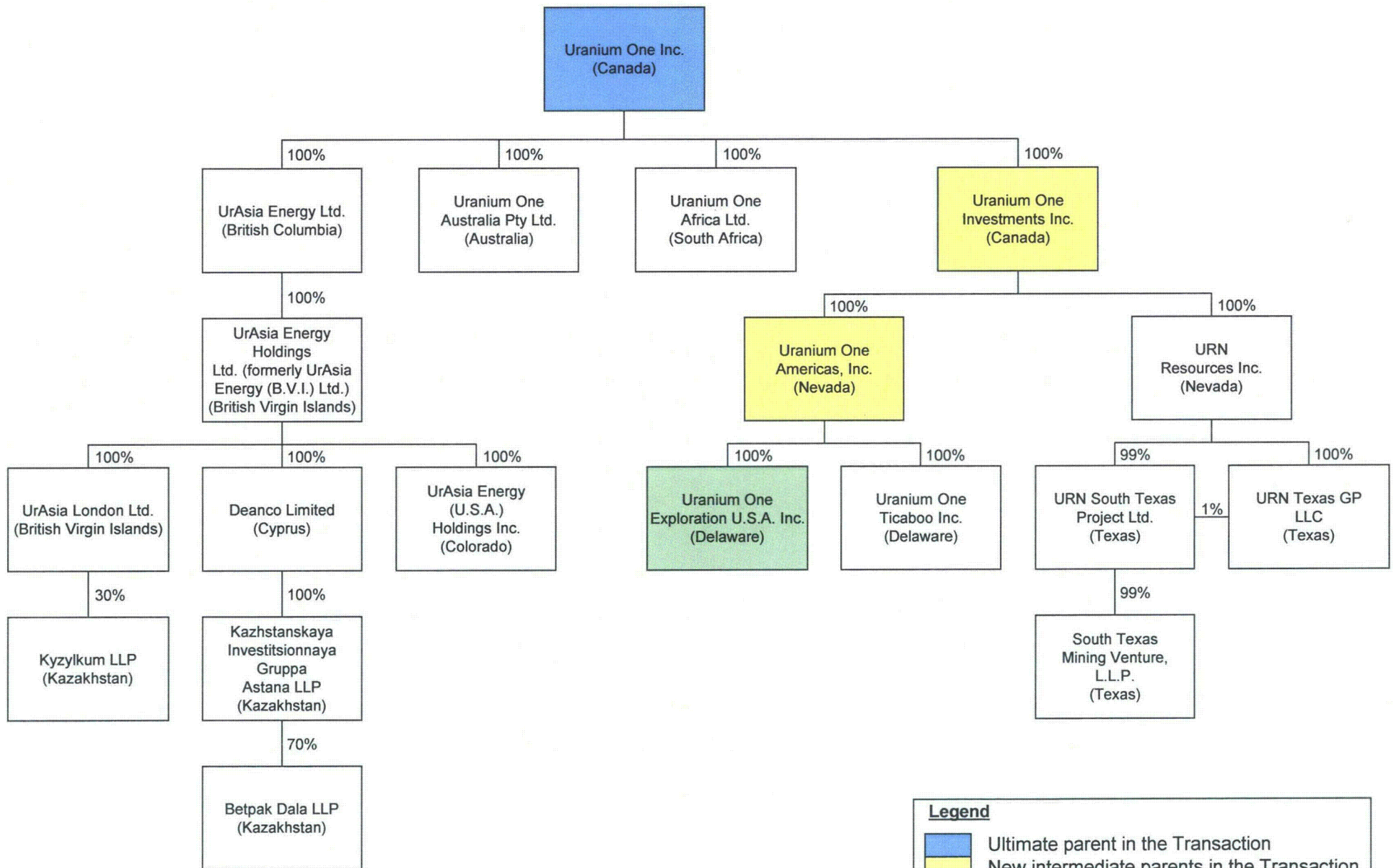
Pre-Closing



Post-Closing



Reorganization Structure Uranium One Inc. and Subsidiaries



Legend

- Ultimate parent in the Transaction
- New intermediate parents in the Transaction
- Parent company in the Transaction

Attachment 3
Articles of Incorporation and Mergers

Uranium One Inc.
Articles of Incorporation



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Certificat
de modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

Uranium One Inc.

636424-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the Canada
Business Corporations Act in
accordance with the attached notice;
- b) under section 27 of the Canada
Business Corporations Act as set out in
the attached articles of amendment
designating a series of shares;
- c) under section 179 of the Canada
Business Corporations Act as set out in
the attached articles of amendment;
- d) under section 191 of the Canada
Business Corporations Act as set out in
the attached articles of reorganization;

- a) en vertu de l'article 13 de la Loi
canadienne sur les sociétés par
actions, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la Loi
canadienne sur les sociétés par
actions, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes
désignant une série d'actions;
- c) en vertu de l'article 179 de la Loi
canadienne sur les sociétés par
actions, tel qu'il est indiqué dans les
clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la Loi
canadienne sur les sociétés par
actions, tel qu'il est indiqué dans les
clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

May 13, 2009 / le 13 mai 2009

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION
REPORT ÉLECTRONIQUE

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ARTICLES OF AMENDMENT CLAUSEs MODIFICATRICES
(SECTIONS 27 OR 177) (ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société Uranium One Inc.	2. Corporation No. - N° de la société 636424-1
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The corporation changes the province or territory in Canada where the registered office is situated to British Columbia.

Date	Name - Nom	Signature	Capacity of - en qualité
2009-05-13	JOHN M. SIBLEY		DIRECTOR



Articles of Amendment

(Section 27 or 177 of the *Canada Business Corporations Act (CBCA)*)

Form 4

Instructions

3 Any changes in the articles of the corporation must be made in accordance with section 27 or 177 of the CBCA.

A: If an amendment involves a change of corporate name (including the addition of the English or French version of the corporate name), the new name must comply with sections 10 and 12 of the CBCA as well as part 2 of the regulations, and the Articles of Amendment must be accompanied by a Canada-based NUANS® search report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A numbered name may be assigned under subsection 11(2) of the CBCA without a NUANS® search.

D: Any other amendments must correspond to the paragraphs and subparagraphs referenced in the articles being amended. If the space available is insufficient, please attach a schedule to the form.

4 Declaration

This form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

Prescribed Fees

- Corporations Canada Online Filing Centre: \$200
- By mail or fax: \$200 paid by cheque payable to the Receiver General for Canada or by credit card (American Express®, MasterCard® or Visa®).

Important Reminders

Changes of registered office address and/or mailing address:

Complete and file Change of Registered Office Address (Form 3).

Changes of directors or changes of a director's address:

Complete and file Changes Regarding Directors (Form 6).

These forms can be filed electronically, by mail or by fax free of charge.

File documents online:

Corporations Canada Online Filing Centre:
www.corporationscanada.ic.gc.ca

Or send documents by mail:

**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

By Facsimile:
613-941-0999

1 Corporation name

URANIUM ONE INC.

2 Corporation number

6 3 6 4 2 4 - 1

3 The articles are amended as follows:

(Please note that more than one section can be filled out)

A: The corporation changes its name to:

B: The corporation changes the province or territory in Canada where the registered office is situated to:
(Do not indicate the full address)

British Columbia

C: The corporation changes the minimum and/or maximum number of directors to:
(For a fixed number of directors, please indicate the same number in both the minimum and maximum options)

minimum:

maximum:

D: Other changes: (e.g., to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) **Please specify.**

4 Declaration

I hereby certify that I am a director or an officer of the corporation.

SIGNATURE

John M. Sibfey

(604) 501-5620

PRINT NAME

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).



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Certificate
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Canada Business
Corporations Act

Loi canadienne sur
les sociétés par actions

Uranium One Inc.

636424-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- | | |
|---|---|
| <p>a) under section 13 of the Canada Business Corporations Act in accordance with the attached notice;</p> <p>b) under section 27 of the Canada Business Corporations Act as set out in the attached articles of amendment designating a series of shares;</p> <p>c) under section 179 of the Canada Business Corporations Act as set out in the attached articles of amendment;</p> <p>d) under section 191 of the Canada Business Corporations Act as set out in the attached articles of reorganization;</p> | <p><input type="checkbox"/> a) en vertu de l'article 13 de la Loi canadienne sur les sociétés par actions, conformément à l'avis ci-joint;</p> <p><input type="checkbox"/> b) en vertu de l'article 27 de la Loi canadienne sur les sociétés par actions, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;</p> <p><input checked="" type="checkbox"/> c) en vertu de l'article 179 de la Loi canadienne sur les sociétés par actions, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;</p> <p><input type="checkbox"/> d) en vertu de l'article 191 de la Loi canadienne sur les sociétés par actions, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;</p> |
|---|---|

Richard G. Shaw
Director - Directeur

June 8, 2007 / le 8 juin 2007

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION REPORT

RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

ARTICLES OF AMENDMENT (SECTIONS 27 OR 177)

CLAUSES MODIFICATRICES (ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société SXR Uranium One Inc.	2. Corporation No. - N° de la société 636424-1
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

- (a) The name of the Corporation is changed to "Uranium One Inc.";
- (b) The Corporation shall have a minimum of three (3) and a maximum of twelve (12) directors; and
- (c) Section 2 of Schedule E of the Corporation's Articles of Continuance dated March 17, 2005 is deleted in its entirety and replaced with the following:

"(2) The Corporation shall have a minimum of three (3) and a maximum of twelve (12) directors, the precise number to be determined from time to time by resolution of the Board of Directors of the Corporation and, until the precise number is so determined, such number shall be deemed to be nine (9); and".

Date 2007-06-08	Name - Nom JOHN SIBLEY	Signature	Capacity of - en qualité AUTHORIZED OFFICER
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Industry Canada Industrie Canada
 Canada Business Corporations Act Loi canadienne sur les sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

FORMULAIRE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 -- Name of the Corporation - Dénomination sociale de la société srx Uranium One Inc.	2 -- Corporation No. - N° de la société 636424-1
---	---

3 -- The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

- (a) The name of the Corporation is changed to "Uranium One Inc.";
- (b) The Corporation shall have a minimum of three (3) and a maximum of twelve (12) directors; and
- (c) Section 2 of Schedule E of the Corporation's Articles of Continuance dated March 17, 2005 is deleted in its entirety and replaced with the following:

"(2) The Corporation shall have a minimum of three (3) and a maximum of twelve (12) directors, the precise number to be determined from time to time by resolution of the Board of Directors of the Corporation and, until the precise number is so determined, such number shall be deemed to be nine (9); and".

Signature 	Printed Name - Nom en lettres moulées John Sibley	4 -- Capacity of - En qualité de Executive Vice-President	5 -- Tel. No. - N° de tél. (604) 643-1737
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FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT



**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

SXR Uranium One Inc.

636424-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the Canada Business Corporations Act in accordance with the attached notice;
- b) under section 27 of the Canada Business Corporations Act as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the Canada Business Corporations Act as set out in the attached articles of amendment;
- d) under section 191 of the Canada Business Corporations Act as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la Loi canadienne sur les sociétés par actions, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la Loi canadienne sur les sociétés par actions, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la Loi canadienne sur les sociétés par actions, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la Loi canadienne sur les sociétés par actions, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

December 6, 2005 / le 6 décembre 2005

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION REPORT

RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

ARTICLES OF AMENDMENT (SECTIONS 27 OR 177) CLAUSES MODIFICATRICES (ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société Southern Cross Resources Inc.	2. Corporation No. - N° de la société 636424-1
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

Consolidation of Common Shares

The issued and outstanding common shares of the Corporation are hereby consolidated on the basis of one (1) post-consolidation common share for each five (5) existing common shares of the Corporation. Provided that if the number of common shares held by a shareholder is not evenly divisible by five (5), the number of post-consolidation common shares to be issued to such shareholder shall be rounded up or down to the nearest whole number.

Change of Name

The name of the Corporation is hereby changed to "SXR URANIUM ONE INC."

Date	Name - Nom	Signature	Capacity of - en qualité
2005-12-06	MARK WHEATLEY		AUTHORIZED OFFICER





Industry Canada

Industrie Canada

Certificate
of Continuance

Canada Business
Corporations Act

Certificat
de prorogation

Loi canadienne sur
les sociétés par actions

Southern Cross Resources Inc.

636424-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the Canada Business Corporations Act, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la Loi canadienne sur les sociétés par actions, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Richard G. Shaw
Director - Directeur

March 17, 2005 / le 17 mars 2005

Date of Continuance - Date de la
prorogation

Canada

Processing Type - Mode de traitement: E-Commerce/Commerce-É

Request Number: 1811286 Business No.: Taxation year-end (MM-DD): 12-31
Numéro de Demande: N° d'entreprise: Fin de l'année d'imposition (MM-JJ):

1. Name of the Corporation
Dénomination sociale de la société
Southern Cross Resources Inc.
2. The province or territory in Canada where the registered office is to be situated
La province ou le territoire Canada où se situera le siège social
ON
3. The classes and any maximum number of shares that the corporation is authorized to issue
Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
The annexed Schedule A is incorporated in this form.
L'annexe A ci-jointe fait partie intégrante de la présente formule.
4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu
The annexed Schedule B is incorporated in this form.
L'annexe B ci-jointe fait partie intégrante de la présente formule.
5. Number (or minimum and maximum number) of directors
Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum: 3 Maximum: 10
6. Restrictions, if any, on business the corporation may carry on
Limites imposées à l'activité commerciale de la société, s'il y a lieu
The annexed Schedule C is incorporated in this form.
L'annexe C ci-jointe fait partie intégrante de la présente formule.
7. (1) If the corporation is changing its name on this continuance, what was the corporation's previous name?
Si la société change sa dénomination sociale avec cette prorogation, quelle était sa dénomination social antérieure?
Not applicable.
- (2) Details of incorporation - Détails de la constitution
The annexed Schedule D is incorporated in this form.
L'annexe D ci-jointe fait partie intégrante de la présente formule.
8. Other provisions, if any - Autres dispositions, s'il y a lieu
The annexed Schedule E is incorporated in this form.
L'annexe E ci-jointe fait partie intégrante de la présente formule.

Date	Name - Nom	Signature	Capacity of - en qualité de
2005-03-17	DONALD FALCONER		AUTHORIZED OFFICER

SCHEDULE / ANNEXE A

1. The Corporation is authorized to issue an unlimited number of shares, designated as common shares ("Common Shares").

2. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(a) *the holders of the Common Shares shall be entitled to vote at all meetings of shareholders;*

(b) *the holders of the Common Shares shall be entitled to receive dividends as and when declared by the board of directors of the Corporation; and*

(c) *the holders of the Common Shares shall, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, be entitled to receive the remaining property of the Corporation in the event of liquidation, dissolution or winding-up of the Corporation.*

SCHEDULE / ANNEXE B

None.

6

SCHEDULE / ANNEXE C

None.

SCHEDULE / ANNEXE D

Incorporated under the Business Corporations Act (Ontario) on January 2, 1997 under the name "Southern Cross Resources Inc."

SCHEDULE / ANNEXE E

(1) Subject to the provisions of the Canada Business Corporations Act, as amended or re-enacted from time to time, the directors may, without authorization of the shareholders;

(a) borrow money on the credit of the Corporation;

(b) issue, re-issue, sell or pledge debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;

(d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation; and

(e) by resolution, delegate any or all such powers to a director, a committee of directors or an officer of the Corporation.

(2) The Corporation shall have a minimum of three (3) and a maximum of ten (10) directors, the precise number to be determined from time to time by resolution of the Board of Directors of the Corporation and, until the precise number is so determined, such number shall be deemed to be seven (7); and

(3) The directors of the Corporation are authorized to appoint one or more directors from time to time, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders following their appointment, provided that the total number of directors so appointed between annual meetings may not exceed one-third of the number of directors elected at the previous annual meeting.



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE

This is to certify that these
articles are effective on

JANUARY 02

CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

JANVIER, 1997

Ontario Corporation Number
Numéro de la société en Ontario

1215763

Paul D. Hill
Director / Directeur
Business Corporations Act / Loi de sur les compagnies

Trans Code 18	Line No 20	Stat 28	Comp Type 29	Method Incorp 30
A	0	0	A	3
Share 31	Notice Req'd 32	Jurisdiction 33		
S	N	ONTARIO		

**ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS**

Form 1
Business
Corporations
Act

Formule 1
Loi sur les
sociétés par
actions

1. The name of the corporation is: **Dénomination sociale de la société :**

S	O	U	T	H	E	R	N	C	R	O	S	R	E	S	O	U	R	C	E	S	I	N	C	.

2. The address of the registered office is: **Adresse du siège social :**

36 Toronto Street, Suite 1000

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto, Ontario

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

M 5 C 2 C 5

(Postal Code)
(Code postal)

City of Toronto

(Name of Municipality, Geographic Township)
(Nom de la municipalité, du canton géographique)

in the
dans le/la

**Municipality of
Metropolitan Toronto**

(County, District, Regional Municipality)
(Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: **Nombre (ou nombres minimal et maximal) d'administrateurs :**

Minimum of Three (3), Maximum of Ten (10).

4. The first director(s) is/are: **Premier(s) administrateur(s) :**

First name, initials and surname Prénom, initiales et nom de famille	Residence address, giving Street & No. or R.R. No., Municipality and Postal Code Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal	Resident Canadian State Yes or No Résident canadien Oui / Non
DENNIS H. PETERSON	161 CRESCENT ROAD - REAR TORONTO, ONTARIO M4W 1V1	YES
WAYNE G. BEACH	94 CRESCENT ROAD PENTHOUSE #1 TORONTO, ONTARIO M4W 1T5	YES
OLIVER LENNOX-KING	28 CAVENDISH STREET TORONTO, ONTARIO M4E 1P1	YES

Form 1
Business
Corporations
Act

Formule 1
Loi sur les
sociétés par
actions

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société :

NONE

6. The classes and any maximum number of shares that the corporation is authorized to issue. Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation shall be authorized to issue an unlimited number of shares designated as "Common Shares".

*Seach, Hepburn,
Barristers & Solicitors,
Toronto, Ontario*

style us corporation
TORONTO • CANADA
SoftDocs® 3.11

CSA-66 8/1983

- 7 Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

- (a) the holders of the Common Shares shall be entitled to vote at all meetings of shareholders;
- (b) the holders of the Common Shares shall be entitled to receive dividends as and when declared by the Board of Directors of the Corporation; and
- (c) the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon dissolution.

Form 1
Business
Corporations
Act
Formule 1
Loi sur les
sociétés par
actions

8. The issue, transfer or ownership of shares ~~is~~ is not restricted and the restrictions (if any) are as follows: L'émission, le transfert ou la propriété d'actions est / n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes :

There shall be no restrictions upon the right to transfer any shares of the Corporation.

9. Other provisions, if any, are:

Autres dispositions, s'il y a lieu :

- (1) The Board of Directors may from time to time, in such amounts and on such terms as it deems expedient;
- (a) borrow money on the credit of the Corporation;
 - (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
 - (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

The Board of Directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board above to such extent and in such manner as the Board shall determine at the time of each such delegation.

Form 1
Business
Corporations
Act
Formule 1
Loi sur les
sociétés par
actions

10. The names and addresses of the incorporators are: Nom et adresse des fondateurs :

First name, initials and surname or corporate name Prénom, initiales et nom de famille ou dénomination sociale	Full residence address or address of registered office or of principal place of business giving Street & No. or R.R. No., Municipality and Postal Code Adresse personnelle au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité et le code postal
DENNIS H. PETERSON	161 CRESCENT ROAD - REAR TORONTO, ONTARIO M4W 1V1
WAYNE G. BEACH	94 CRESCENT ROAD PENTHOUSE #1 TORONTO, ONTARIO M4W 1T5
OLIVER LENNOX-KING	28 CAVENDISH STREET TORONTO, ONTARIO M4E 1P1

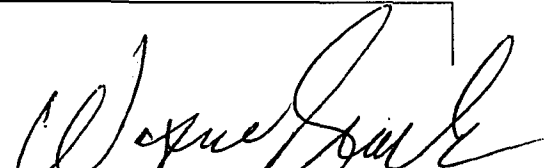
These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

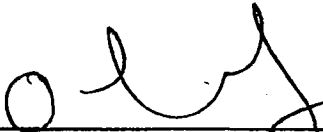
(Signatures of Incorporators)
(Signature des fondateurs)



DENNIS H. PETERSON



WAYNE G. BEACH



OLIVER LENNOX-KING

Beach, Hepburn,
Barristers & Solicitors,
Toronto, Ontario

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CSR-00 8/1993

BY-LAW NO. 1

**A BY-LAW RELATING GENERALLY TO THE CONDUCT
OF THE BUSINESS AND AFFAIRS OF SOUTHERN CROSS RESOURCES INC.
A CANADIAN FEDERAL CORPORATION**

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BY-LAW NO. 1

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE BUSINESS AND AFFAIRS OF [INSERT COMPANY NAME], A CANADIAN FEDERAL CORPORATION

RESOLVED as a by-law of SOUTHERN CROSS RESOURCES INC. (hereinafter referred to as the "Corporation") as follows:

SECTION 1 - DEFINITIONS

1.1 General

In the By-laws of the Corporation, unless the context otherwise requires:

- (1) "Act" means the *Canada Business Corporations Act*, and the regulations thereunder, as from time to time amended, and every statute or regulation (as the case may be) that may be substituted therefor and, in the case of such amendment or substitution, any reference in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefor;
- (2) "Articles" means the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization and articles of revival of the Corporation and includes any amendments thereto;
- (3) "Board" means the board of directors of the Corporation;
- (4) "By-laws" means these by-laws and all other by-laws of the Corporation from time to time in force and effect;
- (5) "Director" means a member of the Board;
- (6) "meeting of shareholders" means annual and special meetings of shareholders.

1.2 Interpretation

In this by-law:

- (1) Other than as specified above, words and expressions defined in the Act, have the same meanings when used herein. Words importing the singular number include the plural and *vice versa*; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his capacity as trustee, executor, administrator or other legal representative.
- (2) The invalidity or unenforceability of any provisions in this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law; and
- (3) The insertion of headings in this by-law are for convenience of reference only and shall not affect its construction or interpretation.

SECTION 2 – GENERAL BUSINESS

2.1 Financial Year

The Board may, by resolution, fix the financial year-end of the Corporation and may from time to time, by resolution, change the financial year-end of the Corporation.

2.2 Execution of Instruments

(1) Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) directors or officers of the Corporation.

(2) In addition, the Board may from time to time authorize any other person or persons to sign any particular instruments.

(3) The secretary, or any other officer or any Director, may sign certificates and similar instruments (other than share certificates) on the Corporation's behalf with respect to any factual matters relating to the Corporation's business and affairs, including, without limitation, certificates verifying copies of the Articles, By-laws, resolutions and minutes of meetings of the Corporation.

(4) The signature of any person authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

2.3 Voting Rights in Other Bodies Corporate

The signing officers of the Corporation under Section 2.2 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for the same. In addition, the Board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

SECTION 3– MEETINGS OF DIRECTORS

3.1 Quorum

A quorum of any meeting of Directors is:

- (a) where the Articles set out the number of directors, a majority of that number; or
- (b) where the Articles set out the minimum and maximum number of directors, a majority of the number of directors which then constitutes the Board.

3.2 Calling of Meetings

Meetings of the Board shall be held from time to time at such time and at such place as the Board, the chairperson of the Board, the president or any two Directors may determine. Such meetings shall be called by way of a notice sent by mail, by e-mail, by fax or by any other electronic means or delivered in person to the Directors. The notice of the meeting shall specify the place, the date and the time of such meeting. The notice need specify neither the purpose nor the agenda of the meeting. The Director shall be deemed to have received such notice within the normal time for delivery according to the means of communication used unless there are reasonable grounds for believing that the notice was not received on time or that it was not received at all.

3.3 First Meeting of New Board

As long as a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of shareholders at which such Board is elected.

3.4 Chair

The chairperson of the Board or, if none, or in the chairperson of the Board's absence from a meeting of the Board, the president or, if none, or in the president's absence, a Director chosen by the Directors present shall chair each meeting of the Board.

3.5 Votes to Govern

(1) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

(2) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chairperson of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

3.6 Casting Vote

In case of an equality of votes at a meeting of the Board, the chairperson of the meeting shall be entitled to a second or casting vote.

SECTION 4- CHAIRPERSON AND OFFICERS

4.1 Appointment of Chairperson

The Board may from time to time designate a chairperson of the Board from among the Directors who shall have such powers and duties as are specified from time to time by the Board.

4.2 Appointment of Officers

The Board may from time to time designate the offices of the Corporation and from time to time appoint a president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the Board may determine, including, without limitation, one or more assistants to any of the officers so appointed. One person may hold more

than one office. The Board may specify the duties of and, in accordance with these By-laws and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation.

4.3 President

The president shall be the chief executive officer and, subject to the authority of the Board, shall have general supervision of the business of the Corporation; and shall have such other powers and duties as the Board may specify.

4.4 Vice-President

A vice-president shall have such powers and duties as the Board or the chief executive officer may specify.

4.5 Secretary

The secretary shall attend and be the secretary of all meetings of the Board, shareholders and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; shall give or cause to be given, as and when instructed, all notices to shareholders, Directors, officers, auditors and members of committees of the Board; shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the Board or the chief executive officer may specify.

The secretary may delegate all or part of the secretary's duties to a nominee from time to time.

4.6 Treasurer

The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; shall render to the Board whenever required an account of all his transactions as treasurer and of the financial position of the Corporation; and shall have such other powers and duties as the Board or the chief executive officer may specify.

4.7 Powers and Duties of Officers

The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties which are to be specified only by the Board) the president may specify. The Board and (except as aforesaid) the president may, from time to time, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the chief executive officer otherwise directs.

SECTION 5 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

5.1 Limitation of Liability

Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

5.2 Indemnity

(1) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including, without limitation, an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

(2) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 5.2(1). The individual shall repay the monies if it is determined that he or she did not fulfil the conditions of Section 5.2(3).

(3) The Corporation shall not indemnify an individual under Section 5.2(1) unless he or she:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a Director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

(4) The Corporation shall also indemnify the individual referred to in Section 5.2(1) in such other circumstances as the Act or law permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

5.3 Insurance

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in Section 5.2(1) as the Board may from time to time determine.

SECTION 6 – SECURITIES

6.1 Enforcement of Lien

(1) In the event that any shareholder (the "Defaulting Shareholder") defaults in the payment of any interest and/or principal due in respect of any indebtedness owing by such shareholder to the Corporation (the "Debt") when the same becomes due and payable and continues in such default for a period of thirty (30) days after notice in writing thereof has been given by the Corporation to such shareholder:

- (a) the Corporation may sell all or any part of the shares then registered in the name of the Defaulting Shareholder (the "Subject Shares"). The terms and manner of the sale shall be at the sole discretion of the Corporation. The proceeds of such sale shall be used and applied firstly to the cost and expense of such sale incurred by the Corporation, including security transfer taxes and legal fees, secondly to reimburse the Corporation for out-of-pocket expenses incurred in connection with the sale, and thirdly for the payment in full of the Debt and other sums due to the Corporation from the Defaulting Shareholder. The balance of the proceeds, if any, shall be paid to the Defaulting Shareholder. If the proceeds of the sale are insufficient to pay the Debt, the Defaulting Shareholder shall remain liable to the Corporation for any such deficiency;
- (b) the Corporation may apply any dividends or other distributions paid or payable on or in respect of the Subject Shares in repayment of the Debt;
- (c) where the Subject Shares are redeemable pursuant to the Articles, the Corporation may redeem all or part of the Subject Shares and apply the redemption price to the Debt;
- (d) the Corporation may refuse to register a transfer of all or part of the Subject Shares until the Debt is paid; and
- (e) in exercising one or more of the rights granted in this by-law, the Corporation shall not prejudice or surrender any other rights of enforcement of its lien which may by law be available to it, or any other remedy available to the Corporation for collection of the Debt, and the Defaulting Shareholder shall remain liable for any deficiency remaining.

SECTION 7 – DIVIDENDS

7.1 Declaration and Payment

Subject to the Act and subject to it being established that the Corporation is or will be able to discharge its liabilities when due and that the realizable value of its assets will not be less than the aggregate of its liabilities and of its stated capital, the Directors may declare and pay dividends to the shareholders according to their respective rights and interests in the Corporation. The Directors shall not, be compelled to make any distribution of the profits of the Corporation; thus they may create a reserve fund for the payment of dividends or set aside such profits in whole or in part in order to keep them as a reserve fund of any kind. Such dividends may be paid in specie, in property or by the issue of fully paid-up securities of the Corporation.

7.2 Payment

Unless the holder otherwise indicates, a dividend payable in specie shall be paid by cheque to the order of the registered holder of the securities of the class in respect of which a dividend has been declared and shall be delivered or mailed by prepaid ordinary mail to such registered holder to or at the address appearing at that time in the registers of the Corporation. In the case of joint holders, unless such joint holders otherwise direct, the cheque shall be made payable to the order of all of such joint holders and be delivered or mailed to them to or at the address of one (1) of them appearing at that time in the registers of the Corporation. The mailing of such cheque as aforesaid, unless the same is not paid upon due presentation, shall satisfy all claims and discharge the Corporation of its liability for the dividend to the extent of the amount of the cheque. In the event of non-receipt of the dividend cheque by the person to whom it was delivered or mailed as aforesaid, the Corporation shall issue to such person a replacement cheque for the same amount on such terms as determined by the directors.

7.3 Set-Off

The Directors, in their discretion, may apply, in whole or in part, any amount of dividend declared payable to a shareholder to set off any debt owed by the shareholder to the Corporation.

SECTION 8 – MEETINGS OF SHAREHOLDERS

8.1 Chairperson, Secretary and Scrutineers

The chairperson of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: chairperson of the Board; president; or a vice-president who is a shareholder. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairperson. If the secretary of the Corporation is absent, the chairperson shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by resolution or by the chairperson with the consent of the meeting.

8.2 Persons Entitled to be Present

The only persons entitled to be present at a meeting of the shareholders shall be those entitled to attend or vote at the meeting, the Directors, auditor, legal counsel of the Corporation and others who, although not entitled to attend or vote, are entitled or required under any provision of the Act, the Articles, or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

8.3 Quorum

A quorum for the transaction of business at any meeting of shareholders shall be two persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxyholder for or representative of such a shareholder and together holding or representing in the aggregate not less than 5% of the outstanding shares of the Corporation entitled to be voted at the meeting. If a quorum is not present at the opening of a meeting of shareholders, the shareholders present may adjourn the meeting to a fixed time and place, and at the adjourned meeting a quorum will be those individuals present.

8.4 Right to Vote

Whenever a vote by a show of hands has been taken upon a question, every person present and entitled to vote has one vote. Unless a ballot is demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting is *prima facie* evidence of the fact, without proof of the number or proportion of the votes recorded in respect of the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

Upon a ballot, each shareholder who is present or represented by proxy is entitled, in respect of the shares which the shareholder is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles in respect of those shares.

8.5 Votes to Govern

At any meeting of shareholders, every question shall, unless otherwise required by the Articles and By-laws, be determined by a majority of the votes cast on the question.

8.6 Casting Vote

In case of an equality of votes at any meeting of shareholders either on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

8.7 Adjournment

Subject to the Act, the chairperson at a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

8.8 Meetings by Telephone, Electronic or Other Communication Facility

The directors of the Corporation who call a meeting of shareholders pursuant to the Act may determine that the meeting shall be held, to the extent and in the manner permitted by law, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 9 – NOTICES

9.1 Notice to Joint Shareholders

If two or more persons are registered as joint holders of any share, any notice may be addressed to all such joint holders, but notice addressed to one of those persons shall be sufficient notice to all of them.

9.2 Computation of Time

In computing the period of days when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the period shall be deemed to begin on the day following the event that began the period and shall be deemed to end at midnight of the last day of the period, except that, if the last day of the period falls on a non-business day, the period shall end at midnight on the day next following that is not a non-business day.

9.3 Omissions and Errors

The accidental omission to give any notice to any shareholder, Director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

SECTION 10 – EFFECTIVE DATE

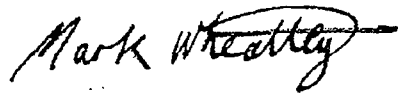
10.1 Effective Date

These By-laws shall come into force on the date of issue of a certificate of continuance continuing the Corporation under the Act.

10.2 Repeal

All previous By-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such By-laws before its repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the shareholders or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

MADE by the directors of the Corporation the 29th day of April, 2004.



Chief Executive Officer



Secretary

CONFIRMED by shareholders of the Corporation the 9th day of June, 2004.

Mark Wheatley

Chief Executive Officer

Don Falconer

Secretary

Uranium One Americas, Inc.
Articles of Incorporation
And
Name Change from Energy Metals Corporation

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

November 3, 2009

Job Number: C20091102-2266
Reference Number: 00002472053-43
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
C23736-2004-001	Articles of Incorporation	2 Pages/1 Copies - Energy Metals Corp.
20090735158-60	Amendment	1 Pages/1 Copies - EMC change to U1 America
20090768093-74	Merge In	6 Pages/1 Copies - Western
20090768095-96	Merge In	6 Pages/1 Copies - U/USA Inc. to U1 America
20090768096-07	Merge In	6 Pages/1 Copies - Southwest
20090768099-30	Merge In	6 Pages/1 Copies - Quinay
20090768101-84	Merge In	6 Pages/1 Copies - HPU



Respectfully,


ROSS MILLER
Secretary of State

Certified By: Chris Thomann
Certificate Number: C20091102-2266
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: www.nvsos.gov

Filed in the office of	Document Number
	20090735158-60
Ross Miller	Filing Date and Time
Secretary of State	10/09/2009 3:42 PM
State of Nevada	Entity Number
	C23736-2004

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Energy Metals Corporation (US)

2. The articles have been amended as follows: (provide article numbers, if available)

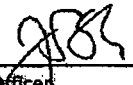
1. Name of Corporation: Uranium One Americas, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: October 9, 2009

4. Effective date of filing: (optional) October 9, 2009

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X 

 Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Novada Secretary of State Amend Profit-After
 Revised: 7-1-08



DEAN HELLER
 Secretary of State
 206 North Carson Street
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

FILED # 23736-2004

Articles of Incorporation
 (PURSUANT TO NRS 78)

SEP 02 2004

IN THE OFFICE OF
 DEAN HELLER, SECRETARY OF STATE

157053

Important. Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	Energy Metals Corporation (US)
2. Resident Agent Name and Street Address: <small>(must be a Nevada address where process may be served.)</small>	Thomas P. Erwin Name One E. Liberty Street, Suite 424 Street Address PO Box 40817 Optional Mailing Address Reno City NEVADA 89501 Reno City NV 89504 State Zip Code
3. Shares: <small>Number of shares authorized to issue</small>	Number of shares with par value: Par value: \$ Number of shares without par value: 10,000
4. Names & Addresses of Board of Directors/Trustees: <small>Attach additional page if there is more than 3 directors.</small>	1. James G. G. Watt, Director Name Suite 1500 885 W. Georgia St. Street Address Vancouver, BC Canada V6C 3E8 City State Zip Code 2. Paul Matysck Name Suite 1500 885 W. Georgia St. Street Address Vancouver, BC Canada V6C 3E8 City State Zip Code 3. Karen Liu Name Suite 1500 885 W. Georgia St. Street Address Vancouver, BC Canada V6C 3E8 City State Zip Code
5. Purpose: <small>Optional-see instructions.</small>	The purpose of this Corporation shall be:
6. Names, Address and Signature of Incorporator: <small>Attach additional page if there is more than 1 incorporator.</small>	Thomas P. Erwin Name Signature One E. Liberty St., Suite 424 Address Reno City NV 89501 City State Zip Code
7. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation. Thomas P. Erwin Authorized Signature of R. A. or On Behalf of R. A. Company Date 9/2/04

This form must be accompanied by appropriate fees. See attached fee schedule.

Articles of Incorporation, page 2

8. Board of Directors. The members of the governing board shall be styled "Directors" and their number shall be not less than one (1) nor more than five (5).

9. Liability of Directors and Officers. No director or officer shall have personal liability to the corporation or its shareholders for damages for breach of fiduciary duty as a director or officer, but no term in this Section shall eliminate or limit the liability of a director or officer for acts or omissions which involve intentional misconduct, fraud or violation of law, or payment of distributions in violation of law.

10. Indemnification. The corporation shall indemnify, to the full extent and in the manner permitted under the laws of Nevada and any other applicable laws, any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he is or was a director or officer of this corporation or served any other enterprise as a director or officer at the request of this corporation; such right of indemnification shall also be applicable to the executors, administrators and other similar legal representative of any such director or officer. The corporation must pay the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. The provisions of this Section shall be deemed to be a contract between the corporation and each director and officer who serves in such capacity at any time while this Section is in effect, and any repeal or modification of this Section shall not affect any rights or obligations then existing with respect to any state of facts then existing or any action, suit or proceeding brought based in whole or in part upon any such state of facts. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any director or officer or his legal representative may be entitled apart from the provisions of this Section.

11. By-Laws. The Board of Directors is expressly authorized and empowered to adopt, amend or repeal the By-Laws of this corporation.



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

ENERGY METALS CORPORATION

453751-3

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

October 19, 2009 / le 19 octobre 2009

Date of Amalgamation - Date de fusion

Canada



Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA)

Loi canadienne sur les sociétés par actions (LCSA)

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

1 -- Name of the Amalgamated Corporation Dénomination sociale de la société issue de la fusion

ENERGY METALS CORPORATION

2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address) La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

British Columbia - Colombie Britannique

3 -- The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.

4 -- Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu

See attached Schedule A.

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum: Maximum: Minimal: Maximal:

6 -- Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

7 -- Other provisions, if any Autres dispositions, s'il y a lieu

See attached Schedule A.

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183 184(1) 184(2)

9 -- Declaration: I hereby certify that I am a director or an officer of the corporation. Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature
Energy Metals Corporation	453753-0	
Standard Uranium Inc.	453750-5	
Southwest Uranium Inc.	453752-1	
Uranium One Canada Inc.	442715-7	

Note:
Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Note:
Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

4537513

RECU/RECEIVED
19-10-2006
EMAIL 18:38

Canada

SCHEDULE A
TO THE ARTICLES OF AMALGAMATION OF
ENERGY METALS CORPORATION

4. - Restrictions, if any, on share transfers

The right to transfer securities (including for greater certainty, shares) other than non-convertible debt securities of the Corporation, shall be restricted in that no such securities shall be transferred without either:

- (a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by all of the directors, which consent may be given prior or subsequent to the time of transfer of such securities, or
- (b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior to or subsequent to the time of transfer of such securities.

7. - Other Provisions

Additional Directors

The directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the expiration of the last annual meeting of the Corporation, provided that the total number of directors shall not exceed the maximum number of directors fixed pursuant to the Articles of the Corporation.



Industry Canada Industrie Canada
Corporations Canada Corporations Canada

Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

4 At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the Canada Business Corporations Act (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

B Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262.(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 266 of the CBCA is permitted under the Privacy Act.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
**Corporations Canada Online
Filing Centre:**
www.corporationscanada.ic.gc.ca

Or send documents by mail:
**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

By Facsimile:
613-941-0999

1	Corporation name
ENERGY METALS CORPORATION	

2	Address of registered office (must be a street address, a P.O. Box is not acceptable)
2900 - 550 Burrard Street	
<small>NUMBER AND STREET NAME</small>	
Vancouver	BC
	V6C 0A3
<small>CITY</small>	<small>PROVINCE/TERRITORY</small>
	<small>POSTAL CODE</small>

3	Mailing address (if different from the registered office)
SAME AS ABOVE <input checked="" type="checkbox"/>	
<small>ATTENTION OF</small>	
<small>NUMBER AND STREET NAME</small>	
<small>CITY</small>	<small>PROVINCE/TERRITORY</small>
	<small>POSTAL CODE</small>

4	Members of the board of directors		
<small>FIRST NAME</small>	<small>LAST NAME</small>	<small>RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)</small>	<small>CANADIAN RESIDENT (Yes/No)</small>
John	Sibley	1770 Queens Avenue West Vancouver, BC V7V 2X7	Y
Robin	Merrifield	2080 Flynn Place North Vancouver, BC V7P 3H8	Y
Lloyd	Hong	405 - 1228 Homer Street Vancouver, BC V6B 2Y5	Y

5	Declaration
I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.	
<small>SIGNATURE</small>	<small>TELEPHONE NUMBER</small>
Lloyd Hong	(604) 601-5640
<small>PRINT NAME</small>	<small>TELEPHONE NUMBER</small>
Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).	

Canada

IC 2904 (2008/12)

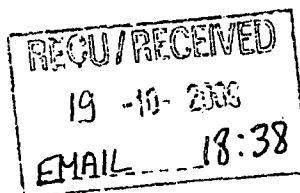
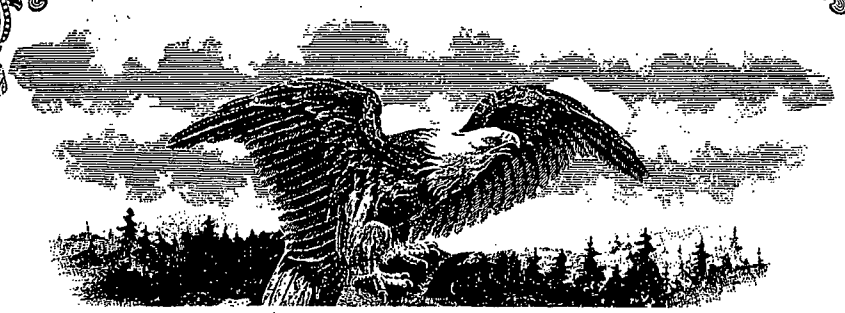


EXHIBIT A
AGREEMENT AND PLAN OF MERGER

(Please see attached)

NUMBER
3



SEE LEGEND ON REVERSE

SHARES
100

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Shares

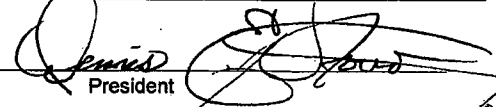
URANIUM ONE AMERICAS, INC.

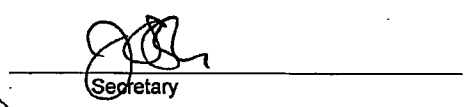
~~This Certificate that~~ URANIUM ONE INVESTMENTS INC. is the owner of
One Hundred

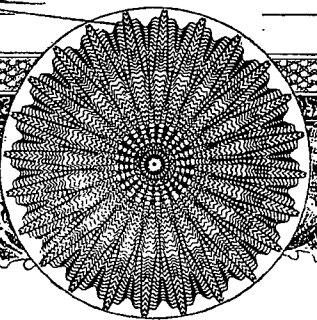
_____ fully paid and non-assessable
Shares of the above Corporation transferable only on the books of the Corporation
by the holder hereof in person or by a duly authorized Attorney upon surrender of
this Certificate properly endorsed.

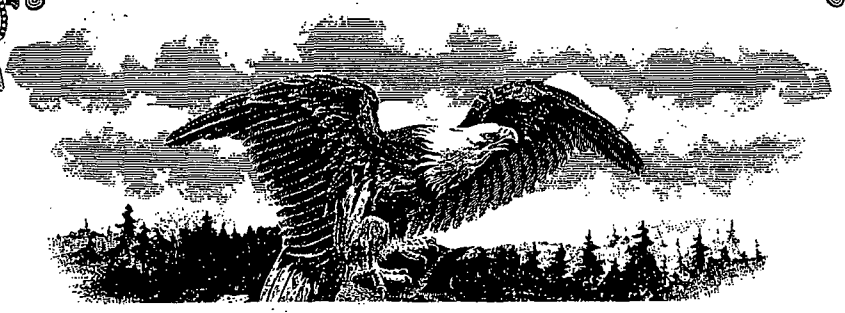
In Witness Whereof, the said Corporation has caused this Certificate to be signed
by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated October 29, 2009


President


Secretary





NUMBER
4

SEE LEGEND ON REVERSE

SHARES
543

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Shares

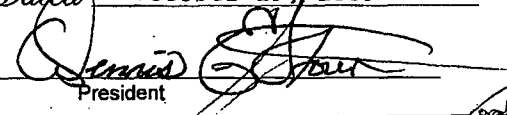
URANIUM ONE AMERICAS, INC.

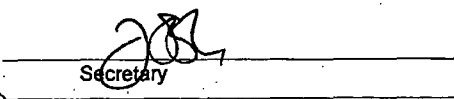
~~This Certifies that~~ URANIUM ONE INVESTMENTS INC. is the owner of
Five Hundred Forty-Three fully paid and non-assessable

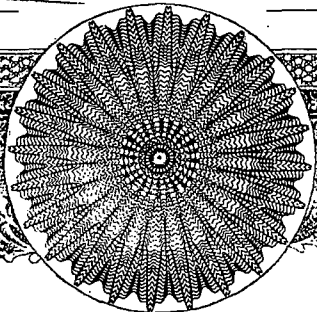
Shares of the above Corporation transferable only on the books of the Corporation
by the holder hereof in person or by a duly authorized Attorney upon surrender of
this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed
by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated October 29, 2009


President


Secretary



NUMBER
5



SEE LEGEND ON REVERSE

SHARES
71

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Shares

URANIUM ONE AMERICAS, INC.

This Certifies that **URANIUM ONE INVESTMENTS INC.** _____ *is the owner of*
****Seventy-One**** _____ *fully paid and non-assessable*


*Shares of the above Corporation transferable only on the books of the Corporation
by the holder hereof in person or by a duly authorized Attorney upon surrender of
this Certificate properly endorsed.*

*In Witness Whereof, the said Corporation has caused this Certificate to be signed
by its duly authorized officers and to be sealed with the Seal of the Corporation.*

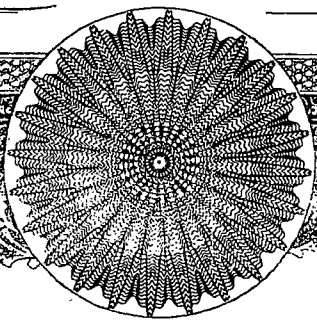
Dated October 29 2009



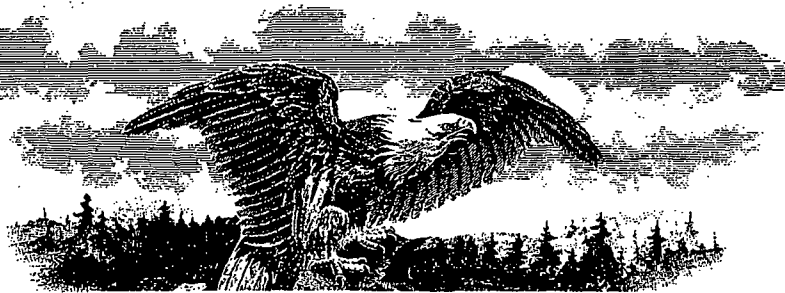
President



Secretary



NUMBER
6



SEE LEGEND ON REVERSE

SHARES
1

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Share

URANIUM ONE AMERICAS, INC.

~~This Certificate that~~ **URANIUM ONE INVESTMENTS INC.** is the owner of
****One**** _____ fully paid and non-assessable

Shares of the above Corporation transferable only on the books of the Corporation
by the holder hereof in person or by a duly authorized Attorney upon surrender of
this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed
by its duly authorized officers and to be sealed with the Seal of the Corporation.

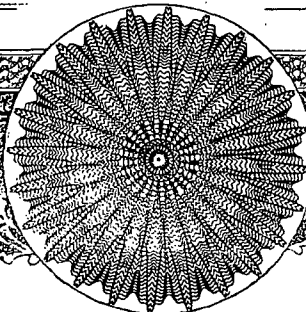
Dated October 29, 2009



President



Secretary



NUMBER
7



SEE LEGEND ON REVERSE

SHARES
5

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Shares


URANIUM ONE AMERICAS, INC.

This Certifies that **URANIUM ONE INVESTMENTS INC.** _____ *is the owner of*
****Five**** _____ *fully paid and non-assessable*

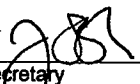
Shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by a duly authorized Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation.

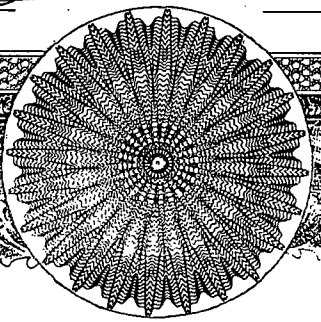
Dated October 29, 2009



President



Secretary



NUMBER
8



SEE LEGEND ON REVERSE

SHARES
24

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Shares

URANIUM ONE AMERICAS, INC.

~~This Certificate that~~ URANIUM ONE INVESTMENTS INC. is the owner of
Twenty-Four

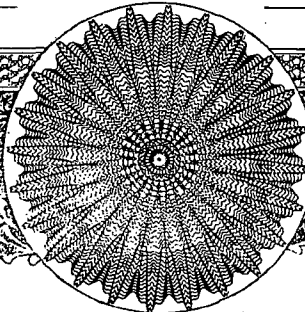
fully paid and non-assessable
Shares of the above Corporation transferable only on the books of the Corporation
by the holder hereof in person or by a duly authorized Attorney upon surrender of
this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed
by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated October 29, 2009


Dennis E. Fovel
President


Secretary



Uranium One Exploration U.S.A. Inc.
Articles of Incorporation

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "URANIUM ONE EXPLORATION U.S.A. INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF NOVEMBER, A.D. 2009.

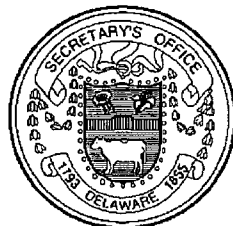
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "URANIUM ONE EXPLORATION U.S.A. INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF JANUARY, A.D. 2007.

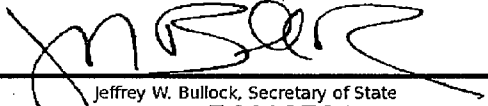
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

4285976 8300

091014611




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7641273

DATE: 11-13-09

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "URANIUM ONE EXPLORATION U.S.A. INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTEENTH DAY OF JANUARY, A.D. 2007, AT 12:20 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWELFTH DAY OF NOVEMBER, A.D. 2009, AT 8:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWELFTH DAY OF NOVEMBER, A.D. 2009, AT 5 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWELFTH DAY OF NOVEMBER, A.D. 2009, AT 9:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWELFTH DAY OF NOVEMBER, A.D. 2009, AT 5 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWELFTH DAY OF NOVEMBER, A.D. 2009, AT 9:16 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF



4285976 8100H

091014611

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7641274

DATE: 11-13-09

Delaware

PAGE 2

The First State

THE AFORESAID CERTIFICATE OF MERGER IS THE TWELFTH DAY OF
NOVEMBER, A.D. 2009, AT 5 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWELFTH DAY OF NOVEMBER,
A.D. 2009, AT 9:17 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE TWELFTH DAY OF
NOVEMBER, A.D. 2009, AT 5 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWELFTH DAY OF NOVEMBER,
A.D. 2009, AT 9:18 O'CLOCK A.M.

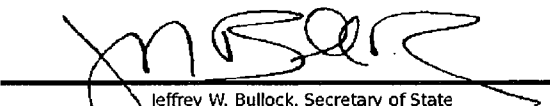
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE TWELFTH DAY OF
NOVEMBER, A.D. 2009, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "URANIUM ONE EXPLORATION U.S.A. INC.".

4285976 8100H

091014611




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7641274

DATE: 11-13-09

**CERTIFICATE OF INCORPORATION
OF
URANIUM ONE EXPLORATION U.S.A. INC.**

To form a corporation pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law"), the undersigned hereby certifies as follows:

1. Name. The name of the corporation is Uranium One Exploration U.S.A. Inc.
2. Registered Office and Registered Agent. The address of the registered office of the corporation in Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company.
3. Purposes. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.
4. Capital Stock. The total number of shares that the corporation is authorized to issue is 1,000 shares of common stock, par value \$0.01 per share, all of which shares are designated as common stock.
5. Bylaws. The board of directors of the corporation is expressly authorized to adopt, amend or repeal bylaws of the corporation.
6. Limitation of Directors' Liability; Indemnification. The personal liability of a director of the corporation to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent permitted by law. The corporation is authorized to indemnify (and advance expenses to) its directors and officers to the fullest extent permitted by law. Neither the amendment, modification or repeal of this Article nor the adoption of any provision in this certificate of incorporation inconsistent with this Article shall adversely affect any right or protection of a director or officer of the corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.
7. Elections of Directors. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.
8. Incorporator. The name and mailing address of the incorporator are: Christopher L. Doerksen, 1420 Fifth Avenue, Suite 3400, Seattle, WA 98101.

9. Initial Board of Directors. The members of the initial board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Christopher Sattler	Ste 1610 – 390 Bay Street, Toronto, Ontario M5H 2Y2 CANADA
John M. Sibley	Ste 1400 – 400 Burrard St., Vancouver, BC V6C 3G2 CANADA
Jennifer M. Smith	Ste 1610 – 390 Bay Street, Toronto, Ontario M5H 2Y2 CANADA

Dated: January 16, 2007



Christopher L. Doerksen, Incorporator

CERTIFICATE OF MERGER
OF
ATLAS DATABASE CORP.
(a Delaware corporation)
INTO
URANIUM ONE EXPLORATION U.S.A. INC.
(a Delaware corporation)

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:

1. The name and state of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Uranium One Exploration U.S.A. Inc.	Delaware
Atlas Database Corp.	Delaware

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

3. The name of the surviving corporation is Uranium One Exploration U.S.A. Inc.

4. The Certificate of Incorporation of Uranium One Exploration U.S.A. Inc. shall be the Certificate of Incorporation of the surviving corporation.

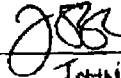
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation located at 8055 East Tufts Avenue, Suite 500, Denver, Colorado 80237.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The merger of the disappearing corporation into the surviving corporation shall be effective at 5:00 PM Eastern Time on the day of the filing of this Certificate of Merger.

Dated: November 6, 2009

URANIUM ONE EXPLORATION U.S.A. INC.,
a Delaware corporation

By: 
Name: JOHN SIBLEY
Title: SECRETARY.

CERTIFICATE OF MERGER
OF
CLEARWATER RESOURCES INC.
(an Arizona corporation)
INTO
URANIUM ONE EXPLORATION U.S.A. INC.
(a Delaware corporation)

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:

1. The name and state of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Uranium One Exploration U.S.A. Inc.	Delaware
Clearwater Resources Inc.	Arizona

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the disappearing corporation in accordance with Section 10-1103 of the Arizona Business Corporation Act and by the surviving corporation in accordance with Section 252 of the Delaware General Corporation Law.

3. The name of the surviving corporation is Uranium One Exploration U.S.A. Inc.

4. The Certificate of Incorporation of Uranium One Exploration U.S.A. Inc. shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation located at 8055 East Tufts Avenue, Suite 500, Denver, Colorado 80237.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of Clearwater Resources Inc., an Arizona corporation, is 1,000,000 shares of common stock. No par value.

8. The merger of the disappearing corporation into the surviving corporation shall be effective at 5:00 PM Eastern Time on the day of the filing of this Certificate of Merger.

Dated: November 6, 2009

URANIUM ONE EXPLORATION U.S.A. INC.,
a Delaware corporation

By: _____
Name: JOHN SIBLEY
Title: SECRETARY

CERTIFICATE OF MERGER
OF
HIGH PLAINS URANIUM, INC.
(an Idaho corporation)
INTO
URANIUM ONE EXPLORATION U.S.A. INC.
(a Delaware corporation)

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:

1. The name and state of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Uranium One Exploration U.S.A. Inc.	Delaware
High Plains Uranium, Inc.	Idaho

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the disappearing corporation in accordance with Section 30-1-1104 of the Idaho Business Corporation Act and by the surviving corporation in accordance with Section 252 of the Delaware General Corporation Law.

3. The name of the surviving corporation is Uranium One Exploration U.S.A. Inc.

4. The Certificate of Incorporation of Uranium One Exploration U.S.A. Inc. shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation located at 8055 East Tufts Avenue, Suite 500, Denver, Colorado 80237.


6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of High Plains Uranium, Inc., an Idaho corporation, is 100,000,000 shares of common stock and 100,000,000 shares of preferred stock. Par value of common stock is .01 and preferred stock is .001.

8. The merger of the disappearing corporation into the surviving corporation shall be effective at 5:00 PM Eastern Time on the day of the filing of this Certificate of Merger.

Dated: November 6, 2009

URANIUM ONE EXPLORATION U.S.A. INC.,
a Delaware corporation

By: 
Name: ROBIN MERRIFIELD
Title: TREASURER

CERTIFICATE OF MERGER
OF
URANIUM ONE UTAH INC.
(a Delaware corporation)
INTO
URANIUM ONE EXPLORATION U.S.A. INC.
(a Delaware corporation)

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:


1. The name and state of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Uranium One Exploration U.S.A. Inc.	Delaware
Uranium One Utah Inc.	Delaware

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.
3. The name of the surviving corporation is Uranium One Exploration U.S.A. Inc.
4. The Certificate of Incorporation of Uranium One Exploration U.S.A. Inc. shall be the Certificate of Incorporation of the surviving corporation.
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation located at 8055 East Tufts Avenue, Suite 500, Denver, Colorado 80237.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
7. The merger of the disappearing corporation into the surviving corporation shall be effective at 5:00 PM Eastern Time on the day of the filing of this Certificate of Merger.

Dated: November 6, 2009

URANIUM ONE EXPLORATION U.S.A. INC.,
a Delaware corporation

By: 
Name: ROBIN MERRIFIELD
Title: TREASURER

CERTIFICATE OF MERGER
OF
URANIUM ONE VENTURES U.S.A. INC.
(a Delaware corporation)
INTO
URANIUM ONE EXPLORATION U.S.A. INC.
(a Delaware corporation)

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:


1. The name and state of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Uranium One Exploration U.S.A. Inc.	Delaware
Uranium One Ventures U.S.A. Inc.	Delaware

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.
3. The name of the surviving corporation is Uranium One Exploration U.S.A. Inc.
4. The Certificate of Incorporation of Uranium One Exploration U.S.A. Inc. shall be the Certificate of Incorporation of the surviving corporation.
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation located at 8055 East Tufts Avenue, Suite 500, Denver, Colorado 80237.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
7. The merger of the disappearing corporation into the surviving corporation shall be effective at 5:00 PM Eastern Time on the day of the filing of this Certificate of Merger.

Dated: November 6, 2009

URANIUM ONE EXPLORATION U.S.A. INC.,
a Delaware corporation

By: 
Name: ROBIN MERRIFIELD
Title: TREASURER

Uranium One U.S.A. Inc.
Merger With and Into
Uranium One Americas, Inc.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"URANIUM ONE U.S.A. INC.", A DELAWARE CORPORATION, WITH AND INTO "URANIUM ONE AMERICAS, INC." UNDER THE NAME OF "URANIUM ONE AMERICAS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2009, AT 4:55 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2009, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4747638 8100M

090976425

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7614072

DATE: 10-30-09

CERTIFICATE OF MERGER
OF
URANIUM ONE U.S.A. INC.
(a Delaware corporation)
INTO
URANIUM ONE AMERICAS, INC.
(a Nevada corporation)

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:

1. The name and state of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Uranium One Americas, Inc.	Nevada
Uranium One U.S.A. Inc.	Delaware

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the disappearing corporation in accordance with Section 252 of the Delaware General Corporation Law and by the surviving corporation in accordance with Section 92A.120 of the Nevada Business Corporation Act.

3. The name of the surviving corporation is Uranium One Americas, Inc.

4. The Certificate of Incorporation of Uranium One Americas, Inc. shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation located at 8055 East Tufts Avenue, Suite 500, Denver, Colorado 80237.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of Uranium One Americas, Inc., a Nevada corporation, is 10,000 shares of common stock.

8. The merger of the disappearing corporation into the surviving corporation shall be effective at 5:00 PM Eastern Time on the day of the filing of this Certificate of Merger.

Dated: October 23, 2009

URANIUM ONE AMERICAS, INC.,
a Nevada corporation

By: 
Name: ROBIN MERRIFIELD
Title: V.P. & TREASURER

URANIUM ONE AMERICAS, INC.

**CONSENT IN LIEU OF SPECIAL MEETING
OF
BOARD OF DIRECTORS**

The undersigned, being all of the Directors of Uranium One Americas, Inc., a Nevada corporation (the "Company"), by this instrument in lieu of a special meeting of the Board of Directors of the Company, hereby consent to the adoption of the following resolutions, which resolutions will be deemed adopted when all of the Directors have signed this Consent:

Agreement and Plan of Mergers Involving the Company

RESOLVED, that the Agreement and Plan of Merger by and among the Company and High Plains Uranium, Inc., a Delaware corporation, in substantially the form attached to this Consent as Exhibit A is hereby approved, together with such changes thereto as may be approved by the officers of the Company.

RESOLVED FURTHER, that the Agreement and Plan of Merger by and among the Company and Quincy Energy Corp., a Nevada corporation, in substantially the form attached to this Consent as Exhibit B is hereby approved, together with such changes thereto as may be approved by the officers of the Company.

RESOLVED FURTHER, that the Agreement and Plan of Merger by and among the Company and Southwest Uranium US Inc., a Nevada corporation, in substantially the form attached to this Consent as Exhibit C is hereby approved, together with such changes thereto as may be approved by the officers of the Company.

RESOLVED FURTHER, that the Agreement and Plan of Merger by and among the Company and Uranium One U.S.A. Inc., a Delaware corporation, in substantially the form attached to this Consent as Exhibit D is hereby approved, together with such changes thereto as may be approved by the officers of the Company.

RESOLVED FURTHER, that the Agreement and Plan of Merger by and among the Company and Western Fuels Inc., a Nevada corporation, in substantially the form attached to this Consent as Exhibit E is hereby approved, together with such changes thereto as may be approved by the officers of the Company.

RESOLVED FURTHER, that the approval of each such Agreement and Plan of Merger by the sole stockholder of the Company is hereby recommended.

RESOLVED FURTHER, that, subject to the approval of the sole stockholder of each such Agreement and Plan of Merger, the officers of the Company are hereby authorized and directed to execute in the name and on behalf of the Company all agreements or other instruments, and to do and perform all acts necessary or desirable in order to carry out the intent of the foregoing resolutions, including without limitation the execution of each Agreement and Plan of Merger, the execution and delivery of the Articles of Merger to the Secretary of State of the State of Nevada and the execution and delivery of the Certificates of Merger to the Secretary of State of the State of Delaware.

General Authority

RESOLVED, that any and all actions taken by the officers of the Company as deemed by such officers to be necessary or advisable to effectuate the transactions contemplated by the foregoing resolutions, whether prior to or subsequent to this action by this Board of Directors, are hereby authorized, approved and ratified, and the taking of any and all such actions and the performance of any and all such things in connection with the foregoing shall conclusively establish such officers' authority therefor from the Company and the approval and ratification thereof by this Board of Directors.

Dated: October 23, 2009.



Robin Merrifield

Dated: October 23, 2009.



John Sibley

URANIUM ONE AMERICAS, INC.

**CONSENT IN LIEU OF
SPECIAL MEETING OF STOCKHOLDERS**

The undersigned, being the sole stockholder of Uranium One Americas, Inc., a Nevada corporation (the "Company"), by this instrument in lieu of a meeting of stockholders of the Company, hereby consents to the adoption of the following resolutions which will be effective when this Consent is signed and delivered to the Company:

AGREEMENT AND PLAN OF MERGERS

RESOLVED, that the Agreement and Plan of Merger providing for the merger of High Plains Uranium, Inc., a Delaware corporation, with and into the Company, in substantially the form attached to this Consent as Exhibit A is hereby approved.

RESOLVED FURTHER, that the Agreement and Plan of Merger providing for the merger of Quincy Energy Corp., a Nevada corporation, with and into the Company, in substantially the form attached to this Consent as Exhibit B is hereby approved.

RESOLVED FURTHER, that the Agreement and Plan of Merger providing for the merger of Southwest Uranium US Inc., a Nevada corporation, with and into the Company, in substantially the form attached to this Consent as Exhibit C is hereby approved.

RESOLVED FURTHER, that the Agreement and Plan of Merger providing for the merger of Uranium One U.S.A. Inc., a Delaware corporation, with and into the Company, in substantially the form attached to this Consent as Exhibit D is hereby approved.

RESOLVED FURTHER, that the Agreement and Plan of Merger providing for the merger of Western Fuels Inc., a Nevada corporation, with and into the Company, in substantially the form attached to this Consent as Exhibit E is hereby approved.

URANIUM ONE INVESTMENTS INC.

Date Signed: October 23, 2009

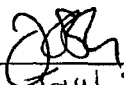
By: 
Name: JOHN SIBLEY
Title: PRESIDENT

EXHIBIT D

URANIUM ONE U.S.A. INC. AGREEMENT AND PLAN OF MERGER

(Please see attached)

URANIUM ONE U.S.A. INC.
CONSENT IN LIEU OF SPECIAL MEETING
OF
BOARD OF DIRECTORS

The undersigned, being all of the Directors of Uranium One U.S.A. Inc., a Delaware corporation (the "Company"), by this instrument in lieu of a special meeting of the Board of Directors of the Company, hereby consent to the adoption of the following resolutions, which resolutions will be deemed adopted when all of the Directors have signed this Consent:

Agreement and Plan of Merger

RESOLVED, that the Agreement and Plan of Merger by and among Uranium One Americas, Inc., a Nevada corporation and the Company in substantially the form attached to this Consent as Exhibit A is hereby approved, together with such changes thereto as may be approved by the officers of the Company.

RESOLVED, that the Board of Directors believes such Agreement and Plan of Merger is in the best interests of the Company and its sole stockholder.

RESOLVED, that, subject to the approval of the sole stockholder of such Agreement and Plan of Merger, the officers of the Company are hereby authorized and directed to execute in the name and on behalf of the Company all agreements or other instruments, and to do and perform all acts necessary or desirable in order to carry out the intent of the foregoing resolutions, including without limitation the execution of the Agreement and Plan of Merger and the execution and delivery of the Articles of Merger to the Secretary of State of the State of Nevada.

General Authority

RESOLVED, that any and all actions taken by the officers of the Company as deemed by such officers to be necessary or advisable to effectuate the transactions contemplated by the foregoing resolutions, whether prior to or subsequent to this action by this Board of Directors, are hereby authorized, approved and ratified, and the taking of any and all such actions and the performance of any and all such things in connection with the foregoing shall conclusively establish such officers' authority therefore from the Company and the approval and ratification thereof by this Board of Directors.

Dated: October 23, 2009.



Robin Merrifield

Dated: October 23, 2009.



John Sibley

URANIUM ONE U.S.A. INC.
CONSENT IN LIEU OF
SPECIAL MEETING OF STOCKHOLDERS

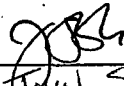
The undersigned, being the sole stockholder of Uranium One U.S.A. Inc., a Delaware corporation (the "Company"), by this instrument in lieu of a meeting of stockholders of the Company, hereby consents to the adoption of the following resolution which will be effective when this Consent is signed and delivered to the Company:

AGREEMENT AND PLAN OF MERGER

RESOLVED, that the Agreement and Plan of Merger providing for the merger of the Company, with and into Uranium One Americas, Inc., a Nevada corporation, in substantially the form attached to this Consent as Exhibit A is hereby approved.

URANIUM ONE INVESTMENTS INC.

Date Signed: October 23, 2009

By: 
Name: JOHN SIBLEY
Title: PRESIDENT

AGREEMENT AND PLAN OF MERGER

BETWEEN

URANIUM ONE AMERICAS, INC.
(a Nevada corporation),

AND

URANIUM ONE U.S.A. INC.
(a Delaware corporation)

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of October 23, 2009, between Uranium One Americas, Inc., a Nevada corporation ("Uranium One Americas"), and Uranium One U.S.A. Inc., a Delaware corporation ("Uranium One U.S.A.").

RECITALS

WHEREAS, Uranium One Americas is a corporation duly organized and existing under the laws of the State of Nevada;

WHEREAS, Uranium One U.S.A. is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, the Board of Directors of Uranium One Americas and the Board of Directors of Uranium One U.S.A. deem it advisable to merge Uranium One U.S.A. with and into Uranium One Americas so that Uranium One Americas is the surviving corporation on the terms provided herein (the "Merger").

WHEREAS, Uranium One Investments Inc. owns all of the outstanding common stock of each of Uranium One Americas and Uranium One U.S.A..

NOW, THEREFORE, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 *The Merger.* After satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, and subject to the applicable provisions of the General

Corporation Law of Delaware (the "DGCL") and the Nevada Business Corporation Act (the "NBCA"), Uranium One U.S.A. will merge with and into Uranium One Americas, and Uranium One Americas shall file a Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the provisions of the DGCL, shall file Articles of Merger with the Secretary of State of the State of Nevada and shall make all other filings or recordings required by Delaware or Nevada law in connection with the Merger. The Merger shall become effective at such time as shall be provided for in the Certificate of Merger and Articles of Merger (the "Effective Time"). Upon the Effective Time, the separate corporate existence of Uranium One U.S.A. shall cease and Uranium One Americas shall be the surviving corporation. Uranium One Americas is hereinafter sometimes referred to as the "Surviving Corporation."

1.2 **Conditions to the Merger.** The respective obligation of each party to effect the Merger is subject to the satisfaction or waiver (except as provided in this Agreement) of the following conditions:

(a) This Agreement shall have been adopted by the sole stockholder of the outstanding voting power of Uranium One U.S.A. in accordance with the requirements of the DGCL and the Certificate of Incorporation of Uranium One U.S.A..

(b) This Agreement shall have been adopted by the sole shareholder of the outstanding voting power of Uranium One Americas in accordance with the requirements of the NBCA and the Articles of Incorporation of Uranium One Americas.

1.3 **Transfer, Conveyance and Assumption.** At the Effective Time, Uranium One Americas shall continue in existence as the Surviving Corporation and, without further transfer, succeed to and possess all rights, privileges, powers and franchises of Uranium One Americas, and all of the assets and property of whatever kind and character of Uranium One U.S.A. shall vest in Uranium One Americas, as the Surviving Corporation, without further deed; thereafter, Uranium One Americas, as the Surviving Corporation, shall be liable for all of the liabilities and obligations of Uranium One U.S.A., and any claim or judgment against Uranium One U.S.A. may be enforced against Uranium One Americas, as the Surviving Corporation, in accordance with the DGCL and the NBCA.

1.4 **Certificate of Incorporation; Bylaws.**

(a) From and after the Effective Time, the Articles of Incorporation of Uranium One Americas shall be the Articles of Incorporation of the Surviving Corporation.

(b) From and after the Effective Time, the Bylaws of Uranium One Americas shall be the Bylaws of the Surviving Corporation.

1.5 **Directors and Officers of the Surviving Corporation.**

(a) The directors of Uranium One Americas immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time.

(b) The officers of Uranium One Americas immediately prior to the Effective Time shall be the officers of the Surviving Corporation from and after the Effective Time.

ARTICLE II

CONVERSION OF SHARES

2.1 *Conversion of Stock.*

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any outstanding shares of Uranium One Americas, each share of common stock of Uranium One Americas issued and outstanding immediately prior to the Effective Time shall remain unchanged and continue to remain outstanding as one share of common stock of the Surviving Corporation.

(b) At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any outstanding share of common stock of Uranium One U.S.A., the shares of common stock of Uranium One U.S.A. issued and outstanding immediately prior to the Effective Time shall be converted into a total of 5 shares of common stock of the Surviving Corporation.

ARTICLE III

REPRESENTATIONS AND WARRANTIES

3.1 *Representations and Warranties of Uranium One Americas.* Uranium One Americas hereby represents and warrants that it:

(a) is a corporation duly organized, validly existing and in good standing under the laws of the State of Nevada, and has all the requisite power and authority to own, lease and operate its properties and assets and to carry on its business as it is now being conducted;

(b) is duly qualified to do business as a foreign person, and is in good standing, in each jurisdiction where the character of its properties or the nature of its activities make such qualification necessary;

(c) is not in violation of any provisions of its articles of incorporation or bylaws; and

(d) has full corporate power and authority to execute and deliver this Agreement and, assuming the adoption of this Agreement by the holders of a majority of the outstanding voting power of Uranium One Americas in accordance with the NBCA and the Articles of Incorporation of Uranium One Americas, consummate the Merger and the other transactions contemplated by this Agreement.

3.2 **Representations and Warranties of Uranium One U.S.A.** Uranium One U.S.A. hereby represents and warrants that it:

(a) is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware, and has all the requisite power and authority to own, lease and operate its properties and assets and to carry on its business as it is now being conducted;

(b) is duly qualified to do business as a foreign person, and is in good standing, in each jurisdiction where the character of its properties or the nature of its activities make such qualification necessary;

(c) is not in violation of any provisions of its certificate of incorporation or bylaws; and

(d) has full corporate power and authority to execute and deliver this Agreement and, assuming the adoption of this Agreement by the holders of a majority of the outstanding voting power of Uranium One U.S.A. in accordance with the DGCL and the Certificate of Incorporation of Uranium One U.S.A., consummate the Merger and the other transactions contemplated by this Agreement.

ARTICLE IV

TERMINATION

4.1 **Termination.** At any time prior to the Effective Time, this Agreement may be terminated and the Merger abandoned for any reason whatsoever by the Board of Directors of Uranium One Americas or the Board of Directors of Uranium One U.S.A., notwithstanding the adoption of this Agreement by the shareholders of Uranium One Americas or the stockholders of Uranium One U.S.A..

ARTICLE V

FURTHER ASSURANCES

5.1 **Further Assurances as to Uranium One Americas.** If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignment, conveyance or assurance in law or any other acts are necessary or desirable to (i) vest, perfect or confirm in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Uranium One U.S.A. acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (ii) otherwise carry out the purposes of this Agreement, Uranium One U.S.A. and its proper officers shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise carry out the purposes of this Agreement; and the officers and directors of the Surviving Corporation are fully authorized in the name of Uranium One U.S.A. or otherwise to take any and all such action.

ARTICLE VI

MISCELLANEOUS

6.1 *Amendment.* At any time prior to the Effective Time, this Agreement may be amended, modified or supplemented by the Board of Directors of Uranium One Americas and the Board of Directors of Uranium One U.S.A., whether before or after the adoption of this Agreement by the stockholders of Uranium One Americas and the shareholders of Uranium One U.S.A.; provided, however, that after any such approval, there shall not be made any amendment that by law requires the further approval by such stockholders of Uranium One Americas or shareholders of Uranium One U.S.A. without such further approval. This Agreement may not be amended except by an instrument in writing signed on behalf of each of Uranium One Americas and Uranium One U.S.A..

6.2 *No Waivers.* No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

6.3 *Assignment; Third Party Beneficiaries.* Neither this Agreement, nor any right, interest or obligation hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. This Agreement is not intended to confer any rights or benefits upon any person other than the parties hereto.

6.4 *Governing Law.* This Agreement shall in all respects be interpreted by, and construed, interpreted and enforced in accordance with and pursuant to the laws of the State of Delaware, except to the extent that the NBCA applies to the Merger.


6.5 *Counterparts.* This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

6.6 *Entire Agreement.* This Agreement and the documents referred to herein are intended by the parties as a final expression of their agreement with respect to the subject matter hereof, and are intended as a complete and exclusive statement of the terms and conditions of that agreement, and there are not other agreements or understandings, written or oral, among the parties, relating to the subject matter hereof. This Agreement supersedes all prior agreements and understandings, written or oral, among the parties with respect to the subject matter hereof.

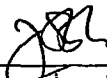
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, have duly executed this Agreement as of the date first stated above.

URANIUM ONE AMERICAS, INC.

By: 
Name: ROBIN MERRIFIELD
Title: CFO & TREASURER

URANIUM ONE U.S.A. INC.

By: 
Name: JOHN SIBLEY
Title: SECRETARY

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

November 3, 2009

Job Number: C20091102-2266
Reference Number: 00002472053-43
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
C23736-2004-001	Articles of Incorporation	2 Pages/1 Copies - Energy Metals Corp.
20090735158-60	Amendment	1 Pages/1 Copies - EMC change to U1 America
20090768093-74	Merge In	6 Pages/1 Copies - Western
20090768095-96	Merge In	6 Pages/1 Copies - U/USA Inc. to U1 America
20090768096-07	Merge In	6 Pages/1 Copies - Southwest
20090768099-30	Merge In	6 Pages/1 Copies - Quing
20090768101-84	Merge In	6 Pages/1 Copies - HPH



Respectfully,

ROSS MILLER
Secretary of State

Certified By: Chris Thomann
Certificate Number: C20091102-2266
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4288
 (775) 684 6708
 Website: www.nvsos.gov

Filed in the office of 	Document Number 20090768095-96
Ross Miller Secretary of State State of Nevada	Filing Date and Time 10/29/2009 3:40 PM
	Entity Number C23736-2004

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Merger
 (Pursuant to NRS Chapter 92A - excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

Uranium One U.S.A. Inc.	
Name of merging entity	
Delaware	Corporation
Jurisdiction	Entity type *
Name of merging entity	
Jurisdiction	Entity type *
Name of merging entity	
Jurisdiction	Entity type *
Name of merging entity	
Jurisdiction	Entity type *

and,

Uranium One Americas, Inc.	
Name of surviving entity	
Nevada	Corporation
Jurisdiction	Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4288
 (775) 684 5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.1 90):

Attn: _____

c/o: The Corporation Trust Company of Nevada
 6100 Neil Road, Suite 500
 Reno, Nevada 89511

3) (Choose one)

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200) (options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

and, or;

 Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4229
 (775) 684 6708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 3

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(b) The plan was approved by the required consent of the owners of *:

.....
 Uranium One U.S.A. Inc.
 Name of merging entity, if applicable

.....
 Name of merging entity, if applicable

.....
 Name of merging entity, if applicable

.....
 Name of merging entity, if applicable

and, or,

.....
 Uranium One Americas, Inc.
 Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4299
 (775) 684 6708
 Website: www.nvaos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.190):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

and, or:

 Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
 Revised: 7-1-08



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4299
 (775) 884 8708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

N/A

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)**: 5:00 pm Eastern Time on the day of filing

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 80% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
 Revised: 7-1-08



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4288
 (775) 684 6708
 Website: www.nvsec.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

(If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

Uranium One U.S.A. Inc.		
Name of merging entity		
X		SECRETARY
Signature	Title	Date
		10/23/09
Name of merging entity		
X		
Signature	Title	Date
Name of merging entity		
X		
Signature	Title	Date
Name of merging entity		
X		
Signature	Title	Date
Uranium One Americas, Inc.		
Name of surviving entity		
X		CFO & TREASURER
Signature	Title	Date
		10/23/09

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Uranium One Investments
Articles of Incorporation

BY-LAW NUMBER 1
A BY-LAW RELATING TO THE BUSINESS AND AFFAIRS OF
URANIUM ONE INVESTMENTS INC.

ARTICLE 1
INTERPRETATION

1.1 Definitions

In this by-law:

“Act” means the *Canada Business Corporations Act* RSC 1985, c. C-44 and the regulations enacted pursuant to it and any statute and regulations that may be substituted for them, in each case, as amended from time to time;

“articles” means the articles, as that term is defined in the Act, of the Corporation;

“auditor” means the auditor of the Corporation;

“board” means the board of directors of the Corporation;

“by-law” means a by-law of the Corporation;

“Corporation” means the corporation formed by the amalgamation of Energy Metals Corporation, Southwest Uranium Inc., Standard Uranium Inc. and Uranium One Canada Inc. on October 19, 2009 under the *Canada Business Corporations Act*;

“director” means a director of the Corporation;

“electronic document” means any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means;

“officer” has the meaning set forth in the Act but reference to any specific officer is to the individual holding that office of the Corporation;

“person” means an individual, body corporate, partnership, joint venture, trust, unincorporated organization, association, the Crown or any agency or instrumentality thereof, or any entity recognized by law;

“proxyholder” means a person holding a valid proxy for a shareholder;

“shareholder” means a shareholder of the Corporation; and

“voting person” means, in respect of a meeting of shareholders, a shareholder entitled to vote at that meeting, a duly authorized representative of a shareholder entitled to vote at the meeting or a proxyholder entitled to vote at that meeting.

Terms defined in the Act and used herein, unless otherwise defined herein or the context otherwise requires, shall have the same meaning herein as in the Act.

1.2 Number, Gender and Headings

In this by-law, unless the context otherwise requires, words in the singular include the plural and vice-versa and words in one gender include all genders. The insertion of headings in this by-law and its division into Articles, Sections and other subdivisions are for convenience of reference only, and shall not affect the interpretation of this by-law.

1.3 By-Law Subordinate to Other Documents

This by-law is subordinate to, and should be read in conjunction with, the Act, the articles and any unanimous shareholder agreement of the Corporation.

1.4 Computation of Time

The computation of time and any period of days shall be determined in accordance with the Act and the provisions of the *Interpretation Act (Canada)* and any statute that may be substituted for it, as amended from time to time.

**ARTICLE 2
DIRECTORS**

2.1 Notice of Meeting

Any director may call a meeting of the board by giving notice stating the time and place of the meeting to each of the directors. Except as otherwise required by the Act, such notice need not specify the purpose of or the business to be transacted at the meeting. Notices of board meetings shall be given in accordance with Section 7.1 no less than 48 hours before the time of the meeting, except that notices sent by mail shall be sent no less than 5 days before the day of the meeting.

The board may appoint, by resolution, dates, time and places for regular meetings of the board. A copy of any such resolution shall be given to each director forthwith after being passed, but no other notice is required for any such meeting except where the Act requires the purpose of or the business to be transacted at a meeting to be specified.

2.2 Meetings Without Notice

A meeting of the board may be held without notice immediately following the first or any annual meeting of shareholders.

2.3 Place of Meeting

A meeting of the board may be held at any place within or outside Canada.

2.4 Quorum for Board Meetings

If there are 1 or 2 directors, all of the directors constitute a quorum at a meeting of the board. If there are 3, 4 or 5 directors, a majority of the directors constitute a quorum at a meeting of the board. Otherwise, such a quorum consists of the next whole number not less than 2/5ths of the number of board members. In this section, the "number of board members" is either:

- (a) if a fixed number of directors is provided for in the articles, that number; or
- (b) if a minimum and maximum number of directors is provided for in the articles, the total number of directors most recently elected by shareholders, whether at the last annual meeting or otherwise, plus, if applicable, the number of additional directors appointed by the board following such election in accordance with any right provided in the articles which allows such an appointment or appointments and until such an election has been held, the number of board members is the number of directors named in the notice of directors filed with the articles.

The board shall not transact business at a meeting of directors unless the minimum number of resident Canadian directors required by the Act are present.

2.5 Participation by Communications Facility

A director may, in accordance with the Act and if all directors consent, participate in a meeting of the board or of a committee of the board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in such a meeting shall be deemed to be present at that meeting.

2.6 Chair of Board Meetings

The Chair of the board shall preside as chair of all meetings of directors. If there is no Chair of the board or if the Chair is not present or is unwilling to act as chair of a board meeting, then the President of the Corporation, if present, a director and willing to act, shall preside as chair of the meeting. In any other case, the directors present at the meeting shall choose a director to preside as chair of the meeting.

2.7 Votes at Board Meetings

Each director present at a meeting of the board shall have 1 vote on each motion arising. Motions arising at meetings of the board shall be decided by a majority vote. The chair of the meeting shall not have a second or casting vote.

2.8 Committees

Subject to the provisions of the Act and unless otherwise determined by the board, each committee of the board shall have power to fix its quorum at not less than the majority of its members, to elect its chair and to regulate its procedures.

2.9 Officers

Each officer shall hold office during the pleasure of the board. Any officer may, however, resign at any time by giving notice to the Corporation.

**ARTICLE 3
MEETINGS OF SHAREHOLDERS**

3.1 Notice of Shareholders' Meetings

The board may call a meeting of shareholders by causing notice of the time, place and, when required by the Act, purposes of the meeting to be given to each shareholder entitled to vote at the meeting, each director and the auditor. Such notice shall be given no less than 21 days and no more than 60 days before the meeting if the Corporation is a distributing corporation (as defined in the Act) or no less than 10 days and no more than 60 days before the meeting if the Corporation is not a distributing corporation.

3.2 Quorum at Meetings of Shareholders

A quorum at meetings of shareholders consists of one or more voting persons present and authorized to cast in the aggregate not less than 25% of the total number of votes attaching to all shares carrying the right to vote at that meeting.

3.3 Chair of Shareholder Meetings

The Chair of the board shall preside as chair of all meetings of shareholders. If there is no Chair of the board or the Chair of the board is not present or is unwilling to act as chair of a shareholder meeting, then the President of the Corporation shall preside as chair of the meeting if present and willing to act. In any other case, the voting persons present at the meeting shall choose an individual, who need not be a voting person, to preside as chair of the meeting.

The chair of any meeting of shareholders shall not have a second or casting vote.

3.4 Voting

Unless the chair of a meeting of shareholders directs a ballot or a voting person demands one, each motion shall be voted upon by a show of hands. Each voting person has 1 vote in a vote by show of hands. A ballot may be directed or demanded either before or after a vote by show of hands. If a ballot is taken, a prior vote by show of hands has no effect. A ballot so directed or demanded shall be taken in such manner as the chair of the meeting shall direct. If a ballot is taken, each voting person shall be entitled with respect to each share which he is entitled to vote at the meeting upon the motion, to one vote or such other number of votes as may be provided by the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said motion. Any vote at a meeting of shareholders may be taken in whole or in part by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

3.5 Scrutineers

The chair of a meeting of shareholders may appoint for that meeting 1 or more scrutineers, who need not be voting persons.

3.6 Who May Attend Shareholders' Meeting

The only persons entitled to attend a meeting of shareholders are voting persons, the directors, the auditor and the President, if any, as well as others permitted by the chair of the meeting.

3.7 Participation By Communication Facility

Any person entitled to attend a meeting of shareholders may participate in the meeting in accordance with the Act by means of a telephonic, electronic or other communication facility made available by the Corporation that permits all participants to communicate adequately with each other during the meeting and a person participating in a meeting by such means is deemed to be present at the meeting. A meeting of the shareholders called by either the directors or the shareholders may be held entirely by means of such a telephonic, electronic or other communications facility if the directors or shareholders calling the meeting so determine.

**ARTICLE 4
SECURITY CERTIFICATES, PAYMENTS**

4.1 Certificates

Security certificates shall be in such form as the board may approve or the Corporation adopt. The President or the board may order the cancellation of any security certificate that has become defaced and the issuance of a replacement certificate for it when the defaced certificate is delivered to the Corporation or to a transfer agent or branch transfer agent of the Corporation.

4.2 Cheques

Any amount payable in cash to shareholders (including dividends payable in cash) may be paid by cheque drawn on any of the Corporation's bankers to the order of each registered holder of shares of the class or series in respect of which such amount is to be paid. Cheques may be sent by ordinary mail, postage prepaid, to each such registered holder at that holder's address as shown in the records of the Corporation, unless that holder otherwise directs in writing. The mailing of a cheque as aforesaid shall satisfy and discharge all liability for the applicable dividend or other payment to the extent of the sum represented by such cheque plus the amount of any tax which the Corporation is required to and does withhold, unless such cheque is not paid on due presentation.

4.3 Cheques to Joint Shareholders

Cheques payable to joint shareholders shall be made payable to the order of all such joint shareholders unless such joint shareholders direct otherwise. Such cheques may be

sent to the joint shareholders at the address appearing on the records of the Corporation in respect of that joint holding, to the first address so appearing if there is more than one, or to such other address as those joint shareholders direct in writing.

4.4 Non-Receipt of Cheques

The Corporation shall issue a replacement cheque in the same amount to any person who does not receive a cheque sent as provided in this by-law, if that person has satisfied the conditions regarding indemnity, evidence of non-receipt and title set by the board from time to time, either generally or for that particular case.

4.5 Currency of Dividends

Dividends or other distributions payable in cash may be paid to some shareholders in Canadian currency and to other shareholders in equivalent amounts of a currency or currencies other than Canadian currency. The board may declare dividends or other distributions in any currency or in alternative currencies and make such provisions as it deems advisable for the payment of such dividends or other distributions.

4.6 Lien for Indebtedness

If the articles provide that the Corporation shall have a lien on shares registered in the name of a shareholder indebted to the Corporation, such lien may be enforced, subject to any other provisions of the articles, by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, the transfer of all or any part of such shares may be refused.

ARTICLE 5 SIGNATORIES, INFORMATION

5.1 Signatories

Except for documents executed in the usual and ordinary course of the Corporation's business, which may be signed by any officer or employee of the Corporation acting within the scope of his or her authority, the following are the only persons authorized to sign any document on behalf of the Corporation:

- (a) any individual appointed by resolution of the board to sign the specific document, that type of document or documents generally on behalf of the Corporation; or
- (b) any director or any officer appointed to office by the board.

Any document so signed may, but need not, have the corporate seal of the Corporation applied, if there is one.

5.2 Facsimile Signatures

The signature of any individual authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the board.

5.3 Restriction on Information Disclosed

Except as required by the Act or authorized by the board, no shareholder is entitled by virtue of being a shareholder to disclosure of any information, document or records respecting the Corporation or its business.

ARTICLE 6 PROTECTION AND INDEMNITY

6.1 Transactions with the Corporation

No director or officer shall be disqualified by reason of being a director or officer of the Corporation from, or be required to vacate his position as a director or officer by reason of, holding any other office, employment or other position with or having any pecuniary interest in or with respect to the Corporation or any other body corporate or contracting with or being otherwise in any way directly or indirectly interested in or concerned with any contract, transaction or arrangement made or proposed to be made with the Corporation or being a director or officer or acting in a similar capacity of, or having any interest in, another party to such contract, transaction or arrangement. No such contract, transaction or arrangement shall be void or voidable for any such reason and no director or officer shall be liable to account to the Corporation or others for any profit arising from any such office, employment or other position or pecuniary interest or realized in respect of any such contract, transaction or arrangement except, in all cases, as otherwise provided in the Act.

6.2 Limitation of Liability

Every director and officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no director or officer shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other person;
- (b) joining in any receipt or other act for conformity;
- (c) any loss, damage or expense to the Corporation arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation;
- (d) the insufficiency or deficiency of any security in or upon which any monies of the Corporation are invested;

- (e) any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person with whom any monies, securities or other property of the Corporation are lodged or deposited;
- (f) any loss, damage or expense occasioned by any error of judgment or oversight; or
- (g) any other loss, damage or expense related to the performance or non-performance of the duties of that individual's office.

6.3 Contracts on Behalf of the Corporation

Subject to the Act, any contract entered into, or action taken or omitted, by or on behalf of the Corporation shall, if duly approved by a resolution of the shareholders, be deemed for all purposes to have had the prior authorization of the shareholders.

6.4 Indemnity of Directors and Officers

Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation:

- (a) shall indemnify each director or officer or former director or officer and each other individual who acts or has acted at the Corporation's request as a director or officer, or in a similar capacity, of another person (and each such individual's respective heirs and personal representatives), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other person, provided:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other person for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful; and
- (b) may advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 6.4(a) in accordance with the Act.

Notwithstanding the foregoing, any such indemnity or advance of monies in respect of an action referred to in Section 6.4(a) by or on behalf of the Corporation or other person in respect of which an individual has acted as director or officer or in a similar capacity at the request of the Corporation to procure judgment in its favour shall be subject to approval of a court.

6.5 Indemnities Not Limiting

The provisions of this Article 6 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which a person is otherwise entitled.

**ARTICLE 7
NOTICES**

7.1 Procedure for Giving Notices

Any notice (which term includes any communication or document) to be given pursuant to the Act, the articles, the by-laws or otherwise to a shareholder or other securityholder of the Corporation, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the person's address as shown in the records of the Corporation or mailed to the person at such address by ordinary mail, postage prepaid, or, if the person consents, provided by electronic document in accordance with the Act. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which or to which it is mailed. Any notice so delivered shall be deemed to have been received when it is delivered personally or at the address as aforesaid. Any such notice mailed or provided by electronic document as aforesaid shall be deemed to have been received at the time specified in the Act.

7.2 Notices to Successors in Title

Notice to a shareholder or other securityholder as aforesaid is sufficient notice to each successor in title to that shareholder or other securityholder until the name and address of that successor have been entered on the records of the Corporation.

7.3 Notice to Joint Securityholders

Notice to one joint securityholder is sufficient notice to all of them. Such notice shall be addressed to all such joint securityholders and sent to the address for them shown in the records of the Corporation, or to the first such address if there is more than one.

7.4 Facsimile Signatures on Notices

The signature on any notice or other communication or document to be given by the Corporation may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced.

7.5 Omission of Notice Does Not Invalidate Actions

All actions taken at a meeting in respect of which a notice has been given shall be valid even if:

- (a) by accident, notice was not given to any person;
- (b) notice was not received by any person; or

- (c) there was an error in a notice that did not affect the substance of the notice.

7.6 Waiver of Notice

Any person entitled to notice under the Act, the articles or the by-laws may waive that notice. Waiver, either before or after the event referred to in the notice, shall cure any defect in giving that notice to such person.

**ARTICLE 8
BORROWING OF MONEY**

8.1 Borrowing Powers

In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may without authorization of the shareholders:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee or indemnity on behalf of the Corporation to secure performance of any present or future indebtedness, liability or 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 or guarantee any present or future indebtedness, liability or obligation of the Corporation.

The words "debt obligation" as used in this paragraph mean a bond, debenture, note or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

8.2 Delegation of Borrowing Powers

The directors may from time to time by resolution delegate the powers conferred on them by paragraph 8.1 of this by-law to a director, a committee of directors or an officer of the Corporation.

8.3 Powers are Supplemental

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this Article 8.

**ARTICLE 9
REPEAL OF FORMER BY-LAWS**

9.1 Former By-Laws May be Repealed

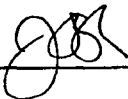
The board may repeal one or more by-laws by passing a by-law that contains provisions to that effect.

9.2 Effect of Repeal of By-Laws

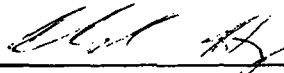
The repeal of any by-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All directors, officers and other persons acting under any by-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this by-law.

MADE by the board on the 19 day of October, 2009.

President



Secretary



Attachment 4

Proposed Certification of Financial Assurance

CERTIFICATION OF FINANCIAL ASSURANCE

Principal: Uranium One Inc. on behalf of Cogema Mining, Inc.
NRC Materials License SUA-1341

Licensee: Cogema Mining, Inc.
907 North Poplar Street
Suite 260
Casper, Wyoming 82601

Guarantor: Uranium One Inc.
1285 West Pender Street, Suite 900
Vancouver, V6E 4B1, Canada

Beneficiary: Wyoming Department of Environmental Quality
Land Quality Division
122 West 25th Street
Cheyenne, Wyoming 82002

I certify that Cogema Mining, Inc. is licensed to possess the following types of source and byproduct material licensed under 10 CFR 40 in the following amounts:

<u>Type of Material</u>	<u>Amount of Material</u>
Uranium and 11e.(2) byproduct, unspecified	Unlimited

I also certify that financial assurance in the amount of \$9,714,299.00, in the form of Bank of Nova Scotia Irrevocable Letter of Credit No. _____, has been obtained for the purpose of decommissioning as prescribed by 10 CFR Part 40.

DATED as of the ____ day of _____, 20__.

By: _____
Donna L. Wichers
Senior Vice President, ISR Operations

SUBSCRIBED AND SWORN to before me by the said _____
on this ____ day of _____, 20__.

My commission expires on the ____ day of _____, ____.

Notary Public in and for
_____ County, Wyoming

Attachment 5

Revised Cover Page for Exhibit 3

EXHIBIT 3

to

Notice of Change of Control and Ownership Information

Includes:

Uranium One Inc. 2008 Annual Information Form

and

Auditor's Report for Consolidated Balance Sheets

As of December 31, 2008 and 2007

(starting page 2 of the Annual Consolidated Financial Statements

For the year ending December 31, 2008)