

**Certificate
of Amendment**

**Certificat
de modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

MARATHON GOLD CORPORATION

728981-2

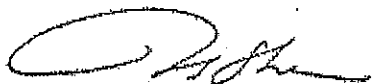
Name of corporation-Dénomination de la société

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



Richard G. Shaw
Director - Directeur

March 12, 2010 / le 12 mars 2010

Date of Amendment - Date de modification



Industry Canada / Industrie Canada
Corporations Canada / Corporations Canada

Articles of Amendment

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

Form 4

Instructions

1 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.

2 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 C/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 265 of the CBCA is permitted under the Privacy Act.

If you require more information, please consult our website at www.corporationscanada.gc.ca or contact us at 613-941-8042 (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 5).

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

File documents online:
Corporations Canada Online Filing Centre:
www.corporationscanada.gc.ca

Or send documents by mail:
**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
366 Laurier Ave. West
Ottawa ON K1A 0G8**

By Facsimile:
613-941-0999

1	Corporation name
7289812 CANADA INC.	

2	Corporation number
7 2 8 9 8 1 - 2	

3	The articles are amended as follows: (Please note that more than one section can be filled out)
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A:	The corporation changes its name to: MARATHON GOLD CORPORATION
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B:	The corporation changes the province or territory in Canada where the registered office is situated to: (Do not indicate the full address)
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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.
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4	Declaration
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I hereby certify that I am a director or an officer of the corporation.

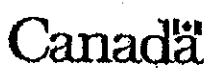
P. C. W

SIGNATURE
Phillip C. Walford

(416) 987-0711

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 230(1) of the CBCA).



RECEIVED TIME MAR. 12. 11:02AM



Industry Canada

Industrie Canada

**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

7289812 CANADA INC.

728981-2

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

Richard G. Shaw
Director - Directeur

December 3, 2009 / le 3 décembre 2009

Date of Incorporation - Date de constitution

Canada



Industry Canada Industrie Canada
 Canada Business Loi canadienne sur les
 Corporations Act sociétés par actions

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION
 REPORT ÉLECTRONIQUE
ARTICLES OF
INCORPORATION STATUTS CONSTITUTIFS
 (SECTION 6) (ARTICLE 6)

Processing Type - Mode de Traitement: Intermediary/Intermédiaire

1. Name of Corporation - Dénomination de la société
 7289812 CANADA INC.

2. The province or territory in Canada where the registered office is to be situated -
 La province ou le territoire au 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 le nombre maximal d'actions que la société est autorisée à émettre
 The annexed schedule is incorporated in this form.
 L'annexe 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 is incorporated in this form.
 L'annexe 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 is incorporated in this form.
 L'annexe ci-jointe fait partie intégrante de la présente formule.

7. Other provisions, if any - Autres dispositions, s'il y a lieu
 The annexed schedule is incorporated in this form.
 L'annexe ci-jointe fait partie intégrante de la présente formule.

8. Incorporators - Fondateurs

Name(s) - Nom(s)
 JAMES KIRKE

Address (including postal code) - Adresse (inclure le code postal)
 94 INDIAN ROAD CRESCENT,
 TORONTO, ONTARIO, CANADA, M6P 2G3

Signature
 JAMES KIRKE

Canada

Item 3 - Shares / Rubrique 3 - Actions

An unlimited number of Common Shares and an unlimited number of Preference Shares, issuable in series.

3.00 The following rights, privileges, restrictions and conditions shall be attached to the Preference Shares, issuable in series:

3.01 The Preference Shares may at any time or from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by the board of directors of the Corporation. The directors shall by resolution fix, from time to time, before the issue of any series of Preference Shares, the designation, preferences, rights, restrictions, conditions, limitations, priorities as to payment of dividends and/or distribution on liquidation, dissolution or winding up, or prohibitions attaching thereto including without limiting the generality of the foregoing, the provision of a purchase fund, the right of the Corporation to purchase such shares for cancellation, the rate of preferential dividends, the dates of payment thereof, the date or dates from which any such preferential dividends shall accrue, redemption rights including purchase or redemption price, terms and conditions of redemption, conversion rights and any sinking fund or other provisions, and authorize the issuance thereof.

3.02 The directors before the issue of any Preference Shares of a series shall file with the Director appointed under the Canada Business Corporations Act or any successor statute of the laws of Canada which is from time to time in force, articles of amendment designating such series and specifying the conditions, limitations, priorities as to the payment of dividends and/or distribution on liquidation, dissolution or winding up, and prohibitions attached thereto, and shall obtain a certificate from the Director with respect thereto.

3.03 The Preference Shares of each series shall be entitled to preference over the Common Shares and any other shares ranking junior to the Preference Shares with respect to priority in payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, and may also be given such other preferences over the Common Shares and any other shares ranking junior to the Preference Shares as may be determined with respect to the respective series authorized to be issued.

3.04 Unless the directors otherwise determine in the articles of amendment, the holder of each share of a series of Preference Shares shall not be entitled as such, except as required by law, to receive notice or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting, but shall be entitled to receive notice of meetings of shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

3.05 The following rights, privileges, restrictions and conditions shall be attached to the Common Shares:

3.06 Subject to the restrictions appearing in the conditions attaching to the Preference Shares, the holders of the Common Shares shall be entitled to receive dividends, if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine, and subject as aforesaid the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.

3.07 In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets or property of the Corporation amongst its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets or property of the Corporation upon such a distribution in priority to the Common Shares, be entitled to receive all property and assets of the Corporation properly distributable to the shareholders of the Corporation.

3.08 The holders of the Common Shares shall be entitled to vote at all meetings of the shareholders of the Corporation, other than at meetings of the holders of the Preference Shares meeting separately as a class, and at all such meetings each such holder shall have one vote for each Common Shares held.

3.09 Any Common Shares to be purchased by the Corporation shall be purchased:

(i) with the written consent of the holders of all of the Common Shares; or

(ii) pursuant to tenders received by the Corporation upon a request for tenders addressed to all of the holders of the Common Shares, and the Corporation shall accept only the lowest tenders. If in response to an invitation for tenders, two or more Common Shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each such tender in a manner such that the Corporation will have thereby accepted the same percentage (calculated to the nearest whole share) of the total number of Common Shares respectively offered in

accepted the same percentage (calculated to the nearest whole share) of the total number of Common Shares respectively offered in each such tender.

Item 4 - Restrictions on Share Transfers / Rubrique 4 - Restrictions sur le transfert des actions.

None

Item 6 - Restrictions - Business / Rubrique 6 - Restrictions - activité commerciale

None

Item 7 - Other Provisions / Rubrique 7 - Autres dispositions

The directors may from time to time, in such amounts and on such terms as they deem expedient:

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

The directors may from time to time delegate to a director, a committee of directors or an officer of the Corporation as may be designated by the directors all or any of the powers conferred on the directors above to such extent and in such manner as the directors shall determine with respect to each such delegation.

The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting or any duly called shareholders 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 general meeting of the Corporation.

7289812 CANADA INC.

CORPORATION SUMMARY

CORPORATION

Date of Incorp/Amalg: December 3, 2009
Corp Number: 728981-2
Type & Status: Private, Profit; Maintained
Formed By: Incorporation
Jurisdiction: Canada
Registered Office: 330 Bay Street, Suite 1505
Toronto, Ontario
Canada M5H 2S8
**Municipality of
Registered Office:** City of Toronto
Fiscal Year End: December 31

SHARE CLASSES

<i>Class</i>	<i>Status</i>	<i>Attribute Dividends</i>	<i>Other</i>
Common Total Authorized: Unlimited Total Issued & Outstanding: 1,000	Voting 1 Vote Per Share	Variable Rate: No	
Preference, issuable in series Total Authorized: Unlimited Total Issued & Outstanding: 0	Voting	Variable Rate: No	

SHAREHOLDERS

<i>Name</i>	<i>Class</i>	<i>Shares Held</i>
MARATHON PGM CORPORATION	Common	1,000

Registered Office Address
330 Bay Street, Suite 1505

Toronto, Ontario
Canada M5H 2S8

Address For Service
330 Bay Street, Suite 1505
Toronto, Ontario
Canada M5H 2S8

DIRECTORS

<i>Minimum</i>	3	<i>Maximum</i>	10	<i>Set #</i>	4
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Director Powers Restricted: No

Name

Status

Phillip C. Walford
2186 Utley Road
Mississauga, Ontario
Canada L5J 1X1

Date Elected: December 3, 2009
Resident - Yes

Address for Service
2186 Utley Road
Mississauga, Ontario
Canada L5J 1X1

David Good
32 Terrace Drive
Dundas, Ontario
Canada L9H 3X2

Date Elected: December 3, 2009
Resident - Yes

Address for Service
3101 Bathurst Street West, Suite 600
Toronto, Ontario
Canada M6A 2A6

James Kirke
94 Indian Road Crescent
Toronto, Ontario
Canada M6P 2G3

Date Elected: December 3, 2009
Resident - Yes

Address for Service
94 Indian Road Crescent
Toronto, Ontario
Canada M6P 2G3

James D. Frank
15874 North Shenandoah Drive
Hayden Lake, Idaho
USA 83835

Date Elected: December 3, 2009
Resident - No

Address for Service
15874 North Shenandoah Drive
Hayden Lake, Idaho
USA 83835

OFFICERS

<i>Name</i>	<i>Office Held</i>	<i>Appointed</i>
Phillip C. Walford 2186 Utley Road Mississauga, Ontario Canada L5J 1X1 Address for Service 2186 Utley Road Mississauga, Ontario Canada L5J 1X1	President	December 3, 2009
James Kirke 94 Indian Road Crescent Toronto, Ontario Canada M6P 2G3 Address for Service 94 Indian Road Crescent Toronto, Ontario Canada M6P 2G3	Secretary	December 3, 2009
James Kirke 94 Indian Road Crescent Toronto, Ontario Canada M6P 2G3 Address for Service 94 Indian Road Crescent Toronto, Ontario Canada M6P 2G3	Treasurer	December 3, 2009
James Kirke 94 Indian Road Crescent Toronto, Ontario Canada M6P 2G3 Address for Service 94 Indian Road Crescent Toronto, Ontario Canada M6P 2G3	Vice President of Finance	December 3, 2009
David Good 32 Terrace Drive Dundas, Ontario Canada L9H 3X2 Address for Service 3101 Bathurst Street West, Suite 600 Toronto, Ontario Canada M6A 2A6	Vice President of Exploration	December 3, 2009

MEETING INFORMATION

7289812 CANADA INC.
December 22, 2009

<i>Shareholder Notice:</i>	Minimum : 21 / Maximum : 60
<i>Shareholder Quorum:</i>	Simple majority
<i>Shareholder Casting Vote:</i>	No
<i>Director Quorum:</i>	Simple majority
<i>Director Notice:</i>	not less than 48 hours
<i>Director Casting Vote:</i>	No

BYLAWS

<i>Name</i>	<i>Description</i>	<i>Enacted</i>	<i>Repealed</i>
By-law No. 1		December 3, 2009	

BANKING

<i>Bank Name</i>	<i>Signing Authority</i>
TD Canada Trust December 1, 2009	Any two of James Kirke, Phillip Walford and David Good.

FEDERAL TAX

<i>Tax Name</i>	<i>Tax Number</i>	<i>Jurisdiction</i>

FILINGS

<i>Jurisdiction</i>	<i>Registration No.</i>	<i>Anniversary Date</i>	<i>Due By</i>	<i>Return Resp. Agent</i>
Ontario	1812925			

ARTICLES

<i>Date</i>	<i>Article</i>	<i>Description</i>
December 3, 2009		Articles of Incorporation

<i>NOTE: This memo summarizes certain corporate information. Reference should be made to the corporate records to ensure completeness and accuracy of information.</i>
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