133042

NOTARIAL CERTIFICATE

CANADA)
)
PROVINCE OF ALBERTA)

I, VICTOR F. BURSTALL, of the City of Calgary, in the Province of Alberta, a Notary Public, by royal authority duly appointed, DO CERTIFY that the paper writings hereto annexed are true copies of documents produced and shown to me from the custody of

BURSTALL WARD
#1800, 800 - 5th Avenue S.W.
Calgary, Alberta T2P 3T6

and purporting to be the following documents in connection with the amalgamation of LAMBERT HOLDINGS LTD. and ELTEL HOLDINGS LTD. to form one corporation under the name LAMBERT HOLDINGS LTD. effective December 31, 1985:

1. Certificate of Amalgamation issued by the Registrar of Corporations of Alberta and dated December 31, 1985; and

2. Articles of Amalgamation dated December 31, 1985 as filed with the Registrar of Corporations of Alberta on December 31, 1985;

the said copies having been compared by me with the original documents an act whereof being requested, I have granted under my notarial form and seal of office to serve as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed by seal of office at the City of Calgary, in the Province of Alberta, this 1st day of August, 1990.

A Notary Public in and for the Province of Alberta

SEAL Affixed

VICTOR F. BURSTALL
A Commissioner for Oaths - Notary Public
in and for the Province of Alberta
My Appointment expires at the pleasure of
the Attorney General for the Province of Alberta

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20341225
Corporate Access No.

Alberta

BUSINESS CORPORATIONS ACT

Form 10

CERTIFICATE OF AMALGAMATION

LAMBERT HOLDINGS LTD.
Name of Corporation

I HEREBY CERTIFY THAT THE ABOVE-MENTIONED CORPORATION RESULTED FROM THE AMALGAMATION OF THE CORPORATIONS AS SET OUT IN THE ATTACHED ARTICLES OF AMALGAMATION.

Registrar of Corporations

DECEMBER 31, 1985
Date of Amalgamation

Alberta
CORPORATE REGISTRY
CONSUMER AND CORPORATE AFFAIRS

/pld

CCA-06-110

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Alberta CONSUMER AND CORPORATE AFFAIRS

RECEIVED DEC 24 1985 Corporate Registry Province of Alberta

BUSINESS CORPORATIONS ACT (SECTION 179)

FORM 9

ARTICLES OF AMALGAMATION

1. NAME OF AMALGAMATED CORPORATION.	2. CORPORATE ACCESS NO.
LAMBERT HOLDINGS LTD.	20341225

3. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE.

See Schedules "A", "B" and "C" attached hereto.

FILED DEC 31 1985 THE REGISTRAR OF CORPORATIONS PROVINCE OF ALBERTA

4. RESTRICTIONS IF ANY ON SHARE TRANSFERS.

See Schedule "D" attached hereto.

5. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS.

Minimum - 1; maximum - 15.

6. RESTRICTIONS IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON.

No restrictions.

7. OTHER PROVISIONS IF ANY.

See Schedule "E" attached hereto.

8. NAME OF AMALGAMATING CORPORATIONS.	CORPORATE ACCESS NO.
LAMBERT HOLDINGS LTD.	20048181
ELTEL HOLDINGS LTD.	20016777

9. DATE	SIGNATURE	TITLE
Dec 31, 1985	K H Lambert Kenneth H. Lambert	Director

FOR DEPARTMENTAL USE ONLY	FILED
BOOK 2 1 2 PAGE 2 6 8	85/12/31

CCA-06.109 (REV. 1/85)

SCHEDULE "A"

TO THE ARTICLES OF AMALGAMATION OF
LAMBERT HOLDINGS LTD.

The Corporation is authorized to issue:

- 1,000 Class A Shares and 19,000 Class B Shares, all without nominal or par value, the said Class A Shares and Class B Shares having attached thereto the rights, privileges, restrictions and conditions set out in Schedule "B" to the present Articles of Amalgamation

- an unlimited number of Redeemable Preferred Shares without nominal or par value, the said Redeemable Preferred Shares having attached thereto the rights, privileges, restrictions and conditions set out in Schedule "C" to the present Articles of Amalgamation

- 1,000 Redeemable Preferred Shares, Series A without nominal or par value, the said Redeemable Preferred Shares, Series A having attached thereto all of the rights, privileges, restrictions and conditions attaching to the Redeemable Preferred Shares as a class as set out in Schedule "C" to the present Articles of Amalgamation

- 1,000 Redeemable Preferred Shares, Series B without nominal or par value, the said Redeemable Preferred Shares, Series B having attached thereto all of the rights, privileges, restrictions and conditions attaching to the Redeemable Preferred Shares as a class as set out in Schedule "C" to the present Articles of Amalgamation

SCHEDULE "B"

TO THE ARTICLES OF AMALGAMATION OF
LAMBERT HOLDINGS LTD.

There shall be attached to the Class A Shares and Class B Shares the following rights, privileges, restrictions and conditions, namely:

1. The holders of Class A Shares shall be entitled to receive notice of, and to vote at every meeting of the shareholders of the Corporation and shall have one vote thereat for each Class A Share so held.

2. The Class B Shares shall be non-voting on all questions other than alteration of the authorized share capital of the Corporation and any resolution to take away the voting rights of the Class B shareholders conferred hereby. For questions relating to the alteration of the authorized share capital of the Corporation or relating to any resolution to take away the voting rights of Class B shareholders, the Class B shareholders shall have identical voting rights with the Class A shareholders. Upon any increase in capital the Corporation is at liberty to issue any new shares with any preferential, deferred or special rights, privileges or conditions attached thereto.

3. Subject to the rights of the holders of Redeemable Preferred Shares, the holders of Class A Shares and Class B Shares shall be entitled to receive such dividend as the Directors may from time to time, by resolution, declare.

4. Subject to the rights and restrictions attached to any Redeemable Preferred Shares of the Corporation, the holders of Class A Shares and Class B Shares shall be entitled to share equally in the assets of the Corporation remaining upon liquidation of the Corporation after the creditors of the Corporation have been satisfied.

SCHEDULE "C"

TO THE ARTICLES OF AMALGAMATION OF
LAMBERT HOLDINGS LTD.

There shall be attached to the Redeemable Preferred Shares the following rights, privileges, restrictions and conditions, namely:

1. The Redeemable Preferred Shares may from time to time be issued in one or more series. Each series shall consist of such number of Redeemable Preferred Shares as may, before the issue thereof, be determined by the Board of Directors of the Corporation.

2. The holders of Redeemable Preferred Shares of each series shall, in each calendar year, be entitled to receive, when, as and if declared by the Directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, a non-cumulative dividend payable on the redemption price (as hereinafter defined) at a rate to be determined by the Directors of the Corporation to be reasonable by reference to the general level of dividend rates prevailing from time to time, but not to exceed 15%.

3. On a winding-up, liquidation or dissolution of the Corporation the Redeemable Preferred Shares of each series shall have priority as to payment of the redemption price and all declared and unpaid dividends up to the commencement of the winding-up, liquidation or dissolution over all other shares in the capital for the time being of the Corporation; provided, however, that the Redeemable Preferred Shares shall not confer on the holders thereof any right to participate in the assets of the Corporation beyond the redemption price and all declared and unpaid dividends whether on a winding-up, liquidation or dissolution or on the reduction, redemption or purchase by the Corporation of the capital stock.

4. Except as otherwise provided in this paragraph 4 the holders of Redeemable Preferred Shares shall not as such be entitled to vote at, nor to receive notice of or attend shareholders' meetings; provided that any preference, right, condition or limitation attaching to the Redeemable Preferred Shares may be amended only after receiving approval in writing or by vote at duly constituted meetings passed by the shareholders of the Corporation ordinarily entitled to receive notice of and to attend and to vote at shareholders' meetings and by the holders of Redeemable Pre-

ferred Shares voting separately as a class and in each case by a majority of not less than two-thirds (2/3) of the votes attaching to all issued shares entitled to vote at such meeting. Notwithstanding the foregoing, in the event there are no issued shares in the Corporation to which are attached voting rights ordinarily exercisable at shareholders' meetings, the holders of Redeemable Preferred Shares shall, until the time that such shares are issued, be entitled to receive notice of and to attend and to vote at all meetings of shareholders of the Corporation, shall be entitled upon a poll to one (1) vote for each Redeemable Preferred Share held by them and shall have the right to elect directors of the Corporation.

5. Every holder of record of Redeemable Preferred Shares shall, subject as hereinafter provided and to the extent permitted by the applicable law, be entitled to require the Corporation to redeem or to purchase all or any part of the Redeemable Preferred Shares held by such holder for an amount per share equal to the redemption price of each share to be redeemed or purchased together with any dividends declared thereon but unpaid by surrendering on a business day the certificates representing such Redeemable Preferred Shares, properly endorsed in blank for transfer or accompanied by an appropriate form of transfer properly executed in blank and if requested by the Corporation in either case with signature guaranteed by a Canadian chartered bank or a firm having membership on a Canadian stock exchange, at the registered office of the Corporation or at the office of any transfer agent of the Corporation or at such other place or places as the Directors of the Corporation may from time to time designate, such certificate or certificates so surrendered to be accompanied by a notice in writing (hereinafter called a "redemption notice") signed by such holder or by his duly authorized agent.

6. A redemption notice shall be deemed to have been given when actually received at the registered office of the Corporation or at the office of any transfer agent of the Corporation or at such other place or places as the Directors of the Corporation may from time to time designate and when so given shall, subject as hereinafter provided, be irrevocable.

7. Payment of the redemption price for Redeemable Preferred Shares surrendered for redemption or for purchase together with any dividends declared thereon but unpaid shall be made by or on behalf of the Corporation to the holders of record thereof not later than the seventh day following the date upon which the redemption notice is given as aforesaid.

8. Payment for Redeemable Preferred Shares surrendered for redemption or for purchase shall be made by cheque payable at par in Canadian funds at any branch of the Corporation's bankers and delivered to the holders of record of Redeemable Preferred Shares

so surrendered, or, at the option of the Corporation, such cheque shall be forwarded by mail, postage prepaid, to the holders of record of the Redeemable Preferred Shares so surrendered at their addresses as the same appear in the records of the Corporation. In the case of each cheque so mailed, delivery thereof shall be deemed to have been made to the registered holder concerned as soon as the letter containing the same has been mailed.

9. In the event that the redemption or purchase of all those outstanding Redeemable Preferred Shares in respect of which the Corporation has received redemption notices would be prevented by law, the Corporation shall redeem or purchase, on a pro rata basis, disregarding fractions, only such number of Redeemable Preferred Shares that it is permitted by law to redeem or purchase and the Corporation shall redeem or purchase the balance of the outstanding Redeemable Preferred Shares in respect of which the Corporation has received redemption notices on a pro rata basis, disregarding fractions, at such time or times as such redemption or purchase is permitted by applicable law.

10. The Corporation may, by resolution of the Directors, and upon giving notice as hereinafter provided, from time to time

(a) redeem the whole or any part of the Redeemable Preferred Shares of any series on payment for each share to be redeemed of the redemption price thereof together with all dividends declared thereon but unpaid; or

(b) offer to purchase the whole or any part of the Redeemable Preferred Shares of any series provided that the amount paid in respect thereof shall not be less than the lesser of:

(i) the redemption price per share together with any dividends declared thereon but unpaid; and

(ii) the realizable value of the Corporation's assets, net of liabilities.

In case a part only of the then outstanding Redeemable Preferred Shares of any series is at any time to be redeemed or purchased, the redemption or purchase shall be pro rata, disregarding fractions. Not less than ten days notice in writing of such redemption or purchase shall be given by mailing to the registered holder of the shares to be redeemed or purchased, a notice specifying the date and place of redemption or purchase which may be a chartered bank. If notice of any such redemption or purchase be given by the Corporation in the manner aforesaid and an amount sufficient to redeem or purchase the shares to be redeemed or purchased is deposited with the chartered bank specified in the notice on or before the date fixed for redemption or purchase, dividends on the Redeemable Preferred Shares to be redeemed or purchased shall cease to accrue after the date so fixed for redemption or purchase and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except upon surrender of certificates for such shares to receive payment thereof out of the monies so deposited.

11. The "redemption price" of each Redeemable Preferred Share of a particular series, shall mean an amount determined in accordance with the following formula, being the product obtained when the fair market value, at the time of issue, of the asset(s) transferred to the Corporation for which the particular Redeemable Preferred Share was issued less the fair market value at the time of issue of non-share consideration received from the Corporation in respect of the asset(s) is divided by the total number of Redeemable Preferred Shares issued by the Corporation in exchange for the particular asset(s) transferred to the Corporation.

The fair market value of an asset or assets transferred to the Corporation for which Redeemable Preferred Shares are issued shall be determined by the Directors of the Corporation.

Provided, that if at a particular time the fair market value of an asset or assets transferred to the Corporation for which Redeemable Preferred Shares are issued should be determined, whether:

(a) by a tribunal or court of competent jurisdiction,

(b) by agreement with the Department of National Revenue, or

(c) otherwise,

to be different from the fair market value determined by the Directors of the Corporation, the fair market value of such asset or assets shall be adjusted by being increased or decreased so as to equal the fair market value so determined and will be effective as of the time the particular Redeemable Preferred Shares were issued and the redemption price per share shall be appropriately adjusted.

12, Notwithstanding anything to the contrary herein contained, no dividends or other payment or distribution shall be made to the holders, as such, of shares in the capital of the Corporation other than Redeemable Preferred Shares if the payment thereof would result in the realizable value of the Corporation's assets, net of liabilities, being less than the aggregate of the redemption price of all Redeemable Preferred Shares then outstanding and all dividends declared thereon but unpaid. However, subject to the foregoing and for greater certainty, dividends may be paid on shares other than Redeemable Preferred Shares without annual dividends having been declared on the Redeemable Preferred Shares.

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SCHEDULE "D"

TO THE ARTICLES OF AMALGAMATION OF
LAMBERT HOLDINGS LTD.

1. (a) Except as otherwise provided for herein, the Board of Directors at any time in its absolute and uncontrolled discretion, and without assigning any reason, may decline to register any transfer of shares.

(b) With the sanction of a resolution of the Board, a shareholder may transfer shares to a person who is already a shareholder.

2. (a) Except as provided in paragraph 1 above, no shares shall be transferred until the shareholder desiring to transfer such shares has offered the same to the other shareholders as hereinafter provided.

(b) For the purposes of this paragraph 2, the shareholder proposing to transfer the share or shares in the Corporation shall first give to the Secretary of the Corporation notice in writing of his intention to transfer the said shares.

(c) The notice shall state the price at which and the terms upon which the shareholder is willing to sell the said shares, and that he has received a bona fide offer of purchase at such price and on such terms, and the notice shall further state whether or not he is willing to sell less than the total number of shares being offered.

(d) The Secretary shall forthwith forward a copy of the notice to each shareholder and each shareholder shall be entitled to purchase a portion of the said shares in the proportion in which he already holds shares in the Corporation, at the price and upon the terms stipulated in the notice.

(e) If, upon the expiration of a period of 30 days, the remaining shareholders have not all agreed to purchase the said shares being offered, the Board may, by resolution, designate a nominee to purchase the remainder of the shares being offered.

(f) If, upon the expiration of a total period of 40 days, the said shares or any of them have not been purchased by the remaining shareholders or by the nominee of the Board, then the proposed transferors may sell the said shares which have been offered but remain unsold to any other person, but not at a lower price or upon more favourable terms than those stated in the notice, and the Board shall approve such transfer.

(g) If the proposed transferor does not desire to sell less than the total number of shares being offered and has so stated in the notice, and if the total number of shares being offered is not accepted by the remaining shareholders and/or the nominee of the Board on or before the expiration of the said 40 day period, then the proposed transferor may sell the said shares to any other person, but not at a lower price or on more favourable terms than those stated in the notice, and the Board shall approve such transfer.

(h) Notwithstanding the provisions of subparagraph (b) of this paragraph 2, the proposed transferor may serve the said notice on the remaining shareholders, rather than on the Secretary of the Corporation, and all the remaining provisions of this paragraph 2 shall apply mutatis mutandis.

3. No transfer notice shall be served upon the Secretary of the Corporation, nor upon the remaining shareholders, unless the proposed transferor has a bona fide offer to purchase the shares which it is proposed to transfer at the price and upon the terms set forth in the said transfer notice to the Secretary or to the remaining shareholders.

4. The proposed transferor, if he receives another or further bona fide offer or offers to purchase, may serve a new transfer notice upon the Secretary of the Corporation or upon the remaining shareholders as aforesaid, and so on from time to time.

SCHEDULE "E"

TO THE ARTICLES OF AMALGAMATION OF
LAMBERT HOLDINGS LTD.

A. 1. The number of shareholders of the Corporation, exclusive of

(a) persons who are in its employment and are shareholders of the Corporation, and

(b) persons who, having been formerly in the employment of the Corporation were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after termination of that employment,

is limited to not more than 50 persons; 2 or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

2. Any invitation to the public to subscribe for any securities of the Corporation is prohibited.

B. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

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Westmont Gold
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EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
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