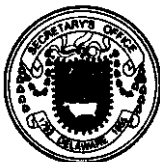


*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GRANGES (U.S.) INC.", CHANGING ITS NAME FROM "GRANGES (U.S.) INC." TO "VISTA GOLD U.S. INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 1997, AT 10 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

2018472 8100

AUTHENTICATION:

8301111

971025128

BOOK 305 PAGE 559

DATE:

01-27-97

**Certificate of Amendment of  
Certificate of Incorporation  
of Granges (U.S.) Inc.**

Granges (U.S.) Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, certifies:

1. Pursuant to a unanimous written Director's Consent signed by all of the members of the Board of Directors of Granges (U.S.) Inc. resolutions were duly adopted stating the proposed amendment of the Certificate of Incorporation of the corporation, declaring the amendment to be advisable and submitting the proposed amendment to the sole stockholder of the corporation for its consideration. The resolution stating the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article numbered "1" so that as amended the Article 1 shall be and read as follows:

1. The name of the corporation is Vista Gold U.S. Inc.

2. After adoption of the foregoing Resolution by the Board of Directors of the corporation, the resolution was submitted to the sole stockholder of the corporation and was adopted by the sole stockholder by written consent in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. The amendment was duly adopted in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

In witness whereof, Granges (U.S.) Inc. has caused this Certificate of Amendment to be signed by Michael B. Richings, its President, and Amjad J. Ali, its Secretary, on January 29, 1997.

By

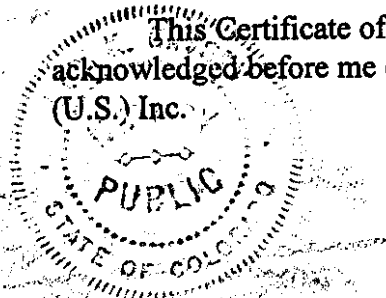
  
Michael B. Richings, President

Attest:

  
Amjad J. Ali, Secretary

STATE OF COLORADO, )  
                    *Denver* ss.  
COUNTY OF JEFFERSON. )

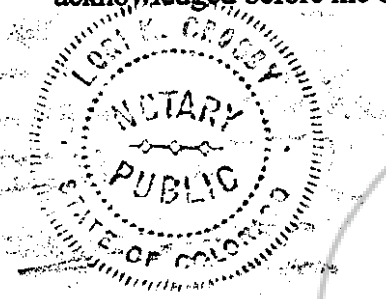
This Certificate of Amendment of Certificate of Incorporation of Granges (U.S.) Inc. was acknowledged before me on January 20, 1997, by Michael B. Richings as President of Granges (U.S.) Inc.



*Lori K Crosby*  
Notary Public  
My commission expires 3/3/98

STATE OF COLORADO, )  
                    *Denver* ss.  
COUNTY OF JEFFERSON. )

This Certificate of Amendment of Certificate of Incorporation of Granges (U.S.) Inc. was acknowledged before me on January 20, 1997, by Amjad J. Ali as Secretary of Granges (U.S.) Inc.



*Lori K Crosby*  
Notary Public  
My commission expires 3/3/98

BOOK 305 PAGE 559  
OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
*Vista Gold US Inc.*  
97 FEB 12 PM 1:31  
EUREKA COUNTY NEVADA  
M.N. REBALEATI, RECORDER  
FILE NO. FEES 9.00