

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

ARTICLES OF MERGER

RECEIVED NSO BLM

OF

2001 APR 16 PM 1:38

DEC 20 1999  
No. C 2333 - 83

EURO-NEVADA MINING CORPORATION, INC.

*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

INTO

FRANCO-NEVADA MINING CORPORATION, INC.

FIRST: Euro-vada Mining Corporation, Inc. ("Euro, Inc."), and Franco-Nevada Mining Corporation, Inc. ("Franco, Inc."), both entities of the jurisdiction of Nevada, jointly file the Articles of Merger to combine by way of statutory merger pursuant to the provisions of the Nevada Revised Statutes.

SECOND: A plan of merger has been duly adopted by Euro, Inc. and Franco, Inc. whereby Euro, Inc. is being merged into Franco, Inc.

THIRD: Unanimous approval of the sole owner of Euro, Inc. and Franco, Inc. has been duly obtained.

FOURTH: The effective date of the Merger is midnight on December 31, 1999.

FIFTH: The complete executed plan of merger is on file at the place of business of Franco, Inc. located Suite 2100, 6151 Lakeside Drive, Reno Nevada, 89511, and a copy of the plan will be furnished by Franco, Inc., on request and without cost, to the sole owner of each entity which is a party to this merger.

EURO-NEVADA MINING CORPORATION, INC.

By *[Signature]*  
President

By *David L. Maurer*  
Secretary

FRANCO-NEVADA MINING CORPORATION, INC.

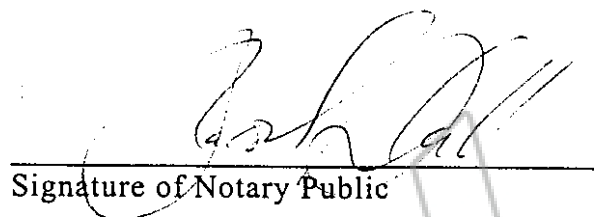
By *[Signature]*  
President

By *David L. Maurer*  
Secretary

City of Toronto )  
 ) ss.  
Province of Ontario )

On December 13, 1996, personally appeared before me, a Notary Public, Pierre Lassonde, who acknowledged that he executed the above instrument.


NOTARY SEAL

  
Signature of Notary Public

State of Nevada )  
 ) ss.  
County of Washoe )

On December 16, 1996, personally appeared before me, a Notary Public, David Mousel, who acknowledged that he executed the above instrument.

NOTARY SEAL

  
Signature of Notary Public



26001987\_1.DOC

BOOK 341 PAGE 169  
OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
*Franco-Nevada Mining Corp.*  
01 MAY 10 PM 1:07

EUREKA COUNTY NEVADA  
M.H. REBALEATI, RECORDER  
FILE NO. FEES 9<sup>00</sup>  
**176457**



INDEXED

FILE # 468117  
REQUEST OF  
*Franco-Nevada Mining Corp.*  
MAR 20 PM 12:58

BE 1 PG 7543  
BY D. REYNOLDS  
CO. RECORDER  
BOOK 34 | PAGE 17

STATE OF NEVADA Secretary of State
I hereby certify that this is a true and complete copy of the document as filed in this office.
DEC 21 '39
<i>Dean Heller</i> DEAN HELLER Secretary of State
By <i>D. Farmer</i>

State of Nevada  
Declaration of Vue

1. Assessor Parcel Number:

a) 410-0003  
b) \_\_\_\_\_  
c) \_\_\_\_\_  
d) \_\_\_\_\_

FOR RECORDERS OPTIONAL USE ONLY

Document/Instrument # 176457  
Book 341 Page 169  
Date of Recording: 5/10/01  
Notes: \_\_\_\_\_

2. Type of Property:

a) ☐ Vacant Ls      b) ☐ Single Fam. Res.  
c) ☐ Condo/Twn      d) ☐ 2-4 Plex  
e) ☐ Apt. Bldg      f) ☐ Comm'l/Ind'l  
g) ☐ Agriculture      h) ☐ Mobile Home  
i) ☐ Other Rented Mining Claim

3. Total Value/Sales Price of Property:

\$ \_\_\_\_\_

Deduct Assumed Liens and Encumbrances:

( \_\_\_\_\_ )

(Provide recording information: Doc/Instrument #: \_\_\_\_\_ Book: \_\_\_\_\_ Page: \_\_\_\_\_)

Transfer Tax Value per NRS 375.010, Section 2:

\$ \_\_\_\_\_

Real Property Transfer Tax:

\$ \_\_\_\_\_

4. If Exemption Claimed:

a. Transfer Tax Exemption, per NRS 375.090, Section: 12(d)

b. Explain Reason Exemption: A merger of two affiliated corporations.

5. Partial Interest: Percent being transferred: \_\_\_\_\_ %

The undersigned Seller(s) and/or Buyer(s) (Grantee), declares and acknowledges, under penalty of perjury, pursuant to NRS 375.060 and NRS 375.030, that the information provided is correct to the best of their information and belief, and can be supported by documentation called upon to substantiate the information provided herein. Furthermore, the parties agree that disallowance of any claim exemption, or other determination of additional tax due, may result in a penalty of 10% of the tax due plus interest at 2% per month. Pursuant to NRS 375.030, the Buyer and Seller shall be jointly and severally liable for any additional amount owed.

SELLER (GRANTOR) INFORMATION

Seller Signature: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_  
State: \_\_\_\_\_  
Telephone: ( ) \_\_\_\_\_  
Capacity: \_\_\_\_\_

BUYER (GRANTEE) INFORMATION

Buyer Signature: Edward N. Jackson  
Print Name: EDWARD N. JACKSON  
Address: 6151 LAKESIDE DR., SUITE 2100  
City: RENO  
State: NV  
Telephone: ( ) 775-825-8890  
Capacity: Agent

COMPANY REQUESTING RECORDING

Co. Name: \_\_\_\_\_ Esc. #: \_\_\_\_\_

(AS A PUBLIC RECORD THIS FORM MAY BE RECORDED/MICROFILMED)