

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 Corpotion, 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 provins of the Nevada Revised Statutes.

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

THIRD: Unanous 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 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 J. Maxwell*
Secretary

FRANCO-NEVADA MINING CORPORATION, INC.

By *[Signature]*
President

By *David J. Maxwell*
Secretary

City of Toronto)
) ss.
Province of Ontario)

On December 13, 1998, 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, 1998, 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 34 | PAGE | 70

1 7544

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 9⁰⁰
176457

COPY

SEAL
AFFIXED

INDEXED

900 FILE# 468117
REQUEST OF
Franco-Nevada Mining Corp.
MAR 20 PM 12:58
BY / PG 7543
WYD. REYNOLDS
AND 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
Dean Heller
DEAN HELLER
Secretary of State
By *D. Farmer*

1 7545

**State of Nevada
Declaration of Vue**

FOR RECORDERS OPTIONAL USE ONLY	
Document/Instrument #	<u>176457</u>
Book	<u>341</u> Page <u>169</u>
Date of Recording:	<u>5/10/01</u>
Notes:	_____

1. Assessor Parcel Number:
a) 410-0003
b) _____
c) _____
d) _____

2. Type of Property:
- | | |
|--|---|
| a) <input type="checkbox"/> Vacant Ls | b) <input type="checkbox"/> Single Fam.Res. |
| c) <input type="checkbox"/> Condo/Twn | d) <input type="checkbox"/> 2-4 Plex |
| e) <input type="checkbox"/> Apt Bldg | f) <input type="checkbox"/> Comm'l/Ind'l |
| g) <input type="checkbox"/> Agriculture | h) <input type="checkbox"/> Mobile Home |
| i) <input type="checkbox"/> Other <u>Rented Mining Claim</u> | |

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 (Grantor)/Buyer (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 if 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'S FORM MAY BE RECORDED/MICROFILMED)