



**Restated Certificate of
Incorporation**
Canada Business Corporations Act

**Certificat de constitution à
jour**
Loi canadienne sur les sociétés par actions

STORNOWAY DIAMOND CORPORATION

Corporate name / Dénomination sociale

793656-7

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of incorporation of the above-named corporation were restated under section 180 of the *Canada Business Corporations Act* as set out in the attached restated articles of incorporation.

JE CERTIFIE que les statuts constitutifs de la société susmentionnée ont été mis à jour en vertu de l'article 180 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les statuts mis à jour ci-joints.

Virginie Ethier

Director / Directeur

2014-06-27

Date of Restatement (YYYY-MM-DD)
Date de constitution à jour (AAAA-MM-JJ)

Canada Business Corporations Act (CBCA)
FORM 7
RESTATED ARTICLES OF INCORPORATION
(Section 180)

1 - Corporate name
STORNOWAY DIAMOND CORPORATION

2 - Corporation number
7, 9, 3, 6, 5, 6, 1, 7

3 - The province or territory in Canada where the registered office is situated (do not indicate the full address)
Quebec

4 - The classes and any maximum number of shares that the corporation is authorized to issue
The attached Schedule 1 forms an integral part hereof.

5 - Restrictions, if any, on share transfers
Nil

6 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)
Minimum number 3 Maximum number 15

7 - Restrictions, if any, on the business the corporation may carry on
Nil

8 - Other provisions, if any
The directors may appoint one or more additional directors, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

9 - Declaration
I hereby certify that I am a director or authorized officer of the corporation and that these restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.
Signature: Z. Boldt
Print name: ZARA BOLDT Telephone number: (604) 983-7756

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 to both (subsection 250(1) of the CBCA).

SCHEDULE 1

to the Restated Articles of Incorporation of

STORNOWAY DIAMOND CORPORATION

(the Corporation)

The authorized capital of the Corporation consists of an unlimited number of common shares (the **Common Shares**).

Common Shares

The Common Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:

- 1.1 The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, other than meetings at which only the holders of another particular class or series of shares shall have the right to vote. Each Common Share shall entitle the holder thereof to one vote.
- 1.2 The holders of the Common Shares shall be entitled to receive, subject to the rights, privileges, restrictions and conditions attached to any other classes of shares ranking in priority to the Common Shares with respect to dividends, any dividend declared by the Corporation in respect of the Common Shares.
- 1.3 The holders of the Common Shares shall be entitled to receive, subject to the rights, privileges, restrictions and conditions attached to any other classes of shares ranking in priority to the Common Shares upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets among the shareholders for the purpose of winding up the affairs of the Corporation, the remaining property and assets of the Corporation available for distribution, after payment of liabilities, upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets among the shareholders for the purpose of winding up the affairs of the Corporation.
