

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/14/2007
CONVEYING PARTY DATA	
Name	Execution Date
Dynatec Corporation	06/14/2007
RECEIVING PARTY DATA	
Name:	Sherritt International Corporation
Street Address:	8301 - 113 Street
City:	Fort Saskatchewan
State/Country:	CANADA
Postal Code:	T8L 4K7
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6656247
CORRESPONDENCE DATA	
Fax Number:	(303)499-8089
Phone:	303-499-8080
Email:	ssullivan@greenleesullivan.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Greenlee Sullivan P.C.
Address Line 1:	4875 Pearl East Circle, Suite 200
Address Line 4:	Boulder, COLORADO 80301
ATTORNEY DOCKET NUMBER:	104-02
NAME OF SUBMITTER:	Sally A. Sullivan - Reg. No. 32,064
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New
Nouveau Brunswick

CANADA
PROVINCE OF NEW BRUNSWICK
BUSINESS CORPORATIONS ACT

CERTIFICATE OF AMALGAMATION
(SECTION 124)

CANADA
PROVINCE DU NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS
COMMERCIALES

CERTIFICAT DE FUSION
(ARTICLE 124)

SHERRITT INTERNATIONAL CORPORATION

CERTIFIED COPY - TRUE AND CORRECT
Name of Corporation / Raison sociale de la corporation

632318

12 10 2007

Day/Jour - Month/Mois - Year/Année

Corporation Number / Numéro de la corporation

Director - Business Corporations Act
Directeur - Loi sur les corporations commerciales
New Brunswick / Nouveau Brunswick

I HEREBY CERTIFY that the above-mentioned corporation resulted from the amalgamation of the following corporations under the Business Corporations Act, as set out in the attached Articles of Amalgamation.

JE CERTIFIE que la corporation mentionnée ci-dessus provient de la fusion des corporations suivantes, en vertu de la Loi sur les corporations commerciales, de la façon indiquée dans les statuts de fusion ci-joints.

Director - Directeur

June 14, 2007 - Le 14 juin 2007

Date of Amalgamation - Date de fusion

PATENT

REEL: 027695 FRAME: 0466

New Brunswick

**BUSINESS CORPORATIONS ACT
FORM 6
ARTICLES OF AMALGAMATION
(SECTION 124)**

**LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 6
STATUTS DE FUSION
(ARTICLE 124)**

1 - Name of Corporation:
SHERRITT INTERNATIONAL CORPORATION

Raison sociale de la corporation:

2 - The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value:

Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair:

An unlimited number of shares of one class, without nominal or par value, designated as "common shares".

3 - Restrictions, if any, on share transfers:
None.

Restrictions, s'il y en a, au transfert d'actions:

4 - Number (or minimum and maximum number) of directors:
A minimum of 1 director and a maximum of 10 directors.

Nombre (ou nombre minimum et maximum) des administrateurs:

5 - Restrictions, if any, on business the corporation may carry on:
None.

Restrictions, s'il y en a, à l'activité que peut exercer la corporation:

6 - Other provisions, if any:
The annexed Schedule "A" is incorporated in this form.

Autres dispositions, s'il y en a:

7 (a) - The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the Business Corporations Act.
☐

a) - La fusion a été approuvée par les résolutions spéciales des actionnaires de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 122 de la Loi sur les corporations commerciales.

(b) - The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 123 of the Business Corporations Act. These Articles of Amalgamation are the same as the Articles of Incorporation of (name the designated amalgamating corporation):
☒

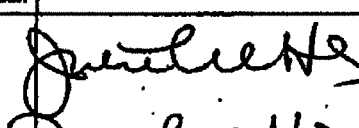
b) - La fusion a été approuvée par une résolution des administrateurs de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 123 de la Loi sur les corporations commerciales. Ces statuts de fusion sont les mêmes que les statuts constitutifs de (raison sociale de la corporation fusionnante désignée):
☐

SHERRITT INTERNATIONAL CORPORATION

8 - Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation:

Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion:

SHERRITT INTERNATIONAL CORPORATION

9 - Name of Amalgamating Corporations Raison sociale des corporations fusionnantes	Corporation No. N ^o . de corporation	Signature	Date	Description of Office Fonction
Sherritt International Corporation	500937		14 Jun '07	Corporate Secretary
Dynatec Corporation	632317		14 Jun '07	Corporate Secretary

FOR DEPARTMENT USE ONLY
Corporation No. - N^o. de corporation

632318

RÉSERVÉ À L'USAGE DU MINISTÈRE

Filed - Déposé

FILED/DÉPOSÉ 2007-06-14

SN0262/48-4107 (8/01)
SN0307

SCHEDULE "A"

This is Schedule "A" referred to in the foregoing articles of **SHERRITT INTERNATIONAL CORPORATION**.

1. Financial Assistance

1.1 Subject to subsection 43(2) of the *Business Corporations Act* and without any other restriction, the Corporation and any corporation with which it is affiliated may, in addition to any other powers it may have, give financial assistance, directly or indirectly, by any means including, without limiting the generality of the foregoing, by means of a loan or guarantee,

- (a) to any shareholder, director, officer or employee of the Corporation, or of any affiliated corporation, or,
- (b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation.

2. Meetings of Shareholders

2.1 Meetings of shareholders may be held within New Brunswick, or outside New Brunswick at any place where the Corporation has a place of business.

2.2 Notice of the time and place of a meeting of shareholders shall be sent such number of days, being not less than 5 days nor more than 50 days, before the meeting to each shareholder entitled to vote at the meeting, to each director, and to the auditor, if any,

3. Borrowing

3.1 The board of directors may, without authorization of the shareholders, from time to time, in such amounts and on such terms as they deem expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligation or any money borrowed or other debt or liability of the Corporation; or
- (d) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person.

3.2 The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board, all or any of the powers conferred on the board in clause 3.1 above, to such extent and in such manner as the

board shall determine at the time of each such delegation.

4, Pre-emptive Rights

4.1 Except as expressly provided by articles of amendment, by-law or a unanimous shareholder agreement, shareholders have no pre-emptive right pursuant to section 27 of the *Business Corporations Act* or otherwise.

FILED/DÉPOSÉ 2007-06-14

DECLARATION
(pursuant to subsection 124(2) of the
Business Corporations Act (New Brunswick))

IN THE MATTER OF the *Business Corporations Act* (New Brunswick) and the articles of amalgamation of **SHERITT INTERNATIONAL CORPORATION**

I, Julie Lee Harris, of the City of Toronto, in the Municipality of Metropolitan Toronto and Province of Ontario, **DECLARE** as follows:

1. I am the Senior Vice President, General Counsel and Corporate Secretary of Sherritt International Corporation, one of the amalgamating corporations (hereinafter called the "Corporation"), and, as such, have personal knowledge of the matters herein declared.
2. It is proposed that the Corporation and Dynatec Corporation amalgamate under the provisions of the *Business Corporations Act* (New Brunswick) to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") to continue under the name "Sherritt International Corporation";
3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this declaration; and
4. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Corporation is, and the Amalgamated Corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED the 14th day of June, 2007.


Julie Lee Harris

FILED/DÉPOSÉ 2007-06-14

DECLARATION
(pursuant to subsection 124(2) of the
Business Corporations Act (New Brunswick))

IN THE MATTER OF the *Business Corporations Act* (New Brunswick) and the articles of amalgamation of SHERRITT INTERNATIONAL CORPORATION

I, Julie Lee Harris, of the City of Toronto, in the Municipality of Metropolitan Toronto and Province of Ontario, **DECLARE** as follows:

1. I am the Senior Vice President, General Counsel and Corporate Secretary of Dynatec Corporation, one of the amalgamating corporations (hereinafter called the "Corporation"), and, as such, have personal knowledge of the matters herein declared.
2. It is proposed that the Sherritt International Corporation and the Corporation amalgamate under the provisions of the *Business Corporations Act* (New Brunswick) to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") to continue under the name "Sherritt International Corporation";
3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this declaration; and
4. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Corporation is, and the Amalgamated Corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED the 14th day of June, 2007.


Julie Lee Harris

FILED/DÉPOSÉ 2007-06-14

1741442



Ministry of
Government Services

Ministère des
Services gouvernementaux

Ontario

CERTIFICATE
This is to certify that these articles
are effective on

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

AUGUST 01 AOUT, 2007

[Signature]
Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

Form 6
Business
Corporations
Act

Formule 6
Loi
sur les
sociétés par
actions

**ARTICLES OF CONTINUANCE
STATUTS DE MAINTIEN**

1. The name of the corporation is: Dénomination sociale de la société:

S	H	E	R	R	I	T	T	I	N	T	E	R	N	A	T	I	O	N	A	L	C	O	R	P	O	R	A
T	I	O	N																								

2. The corporation is to be continued under the name (if different from 1): Nouvelle dénomination sociale de la société (si elle est différente de celle inscrite ci-dessus):

3. Name of jurisdiction the corporation is leaving: Ressort de constitution de la société:

New Brunswick

(Name of Jurisdiction)
(Ressort de constitution)

4. Date of Incorporation/amalgamation: Date de la constitution ou de la fusion:

2007 June 14

(Year, Month, Day)
(année, mois, jour)

5. The address of the registered office in Ontario is: Adresse du siège social en Ontario:

1133 Yonge Street, 5th Floor

(Street & Number, or R.R. Number & if Multi-Office Building give Room Number)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

M 4 T 2 Y 7

Postal Code
(Code Postal)

6. Number (or minimum and maximum number) of directors is:

Nombre (ou nombres minimal et maximal) d'administrateurs:

minimum of 3; maximum of 15

7. The director(s) of the corporation are:

Administrateur(s):

First name, initials and surname Prénom, initiales et nom de famille	Address for service, giving street & No. or R.R. No., Municipality and Postal Code Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal	Resident Canadian State Yes or No Résident Canadien Oui/Non
Ian W. Delaney	1133 Yonge Street, 5th Floor Toronto, Ontario M4T 2Y7	yes
Michael F. Garvey	1133 Yonge Street, 5th Floor Toronto, Ontario M4T 2Y7	yes
The Hon. Marc Lalonde	1155 Rene-Levesque Blvd. W., 33rd Floor Montreal, Quebec H3B 3V2	yes
Edythe A. Marcoux	57 Seventeenth Street Gibsons, BC V0N 1V3	yes
Daniel P. Owen	1133 Yonge Street, 5th Floor Toronto, Ontario M4T 2Y7	yes
Sir Patrick Sheehy	11 Eldon Road London, United Kingdom W85PU	no
	see attached page 2A	

8. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise:

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société:

None

7. The director(s) is/are

Name	Address	Resident Canadian
Jowdat Waheed	1133 Yonge Street, 5th Floor Toronto, Ontario M4T 2Y7	yes

9. The classes and any maximum number of shares
that the corporation is authorized to issue.

Catégories et nombre maximal, s'il y a lieu,
d'actions que la société est autorisée à émettre:

an unlimited number of common shares

10. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

N/A

11. The issue, transfer of ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:

None

12. Other provisions (if any):

Autres dispositions, s'il y a lieu.

None

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.

La société s'est conformée au paragraphe 180(3) de la Loi sur les sociétés par actions.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/ amalgamated or previously continued on

La maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le

2007 May 24

(Year, Month, Day)
(année, mois, jour)

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.

La maintien de la société en vertu de la Loi sur les sociétés par actions a le même effet que si la société avait été constituée en vertu de cette loi.

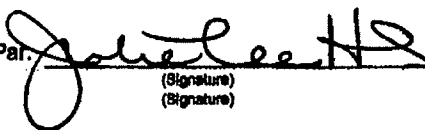
These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

SHERRITT INTERNATIONAL CORPORATION

(Name of Corporation)
(Dénomination sociale de la société)

By/Pat.



(Signature)
(Signature)

Julie A. Lee Harris
Senior Vice President, General Counsel
and Corporate Secretary

(Description of Office)
(Fonction)