



**Schedule “A”**

**PROSPECTORS & DEVELOPERS ASSOCIATION OF CANADA  
(the “Corporation”)**

**SPECIAL RESOLUTION OF THE VOTING MEMBERS**

**BY-LAW**

Be it resolved, as a special resolution, that:

1. By-law No. 1 a by-law repealing all previous by-laws of the Corporation which relates generally to the transaction of the business and affairs of the Corporation, as enacted by the directors of the Corporation and in the form presented to the members of the Corporation, is confirmed as the by-law of the Corporation; and
2. any director or officer is directed to place a copy of such by-law in the minute book of the Corporation.