



Schedule "E"

PROSPECTORS & DEVELOPERS ASSOCIATION OF CANADA (the "Corporation")

SPECIAL RESOLUTION OF THE VOTING MEMBERS

ARTICLES OF AMENDMENT

RECITALS:

- A. It is in the best interests of the Corporation to reduce the maximum number of directors of the Corporation from fifty (50) to thirty (30).
- B. It is in the best interests of the Corporation to amend its articles of continuance dated November 20, 2013 (the "**Articles of Continuance**") to reflect the following:
 - i. The classes of membership contained in section 8 of the Corporation's Certificate and Articles of Continuance are deleted in their entirety and replaced with the following:

The corporation is authorized to establish three (3) classes of members consisting of Individual Members, Corporate Members and Honorary Members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the corporation and each member shall be entitled to one (1) vote at each such meeting.

- ii. The additional provisions contained in section 10 and as set out in Schedule "B" of the corporation's Certificate and Articles of Continuance are deleted in their entirety and replaced with the following additional provisions:

The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members.

(the "**Amendments**")

Be it resolved, as a special resolution, that:

1. the Amendments are hereby approved;
2. any director or officer of the Corporation is authorized and directed to make an application pursuant to Section 197(1) of the *Canada Not-for-profit Corporations Act* to the Director of Corporations Canada for a certificate of amendment, to give legal effect to the Amendments



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as set out in Form 4004 – Articles of Amendment, a copy of which is attached hereto as Appendix “I” (the “**Articles of Amendment**”); and

3. any director or officer of the Corporation (the “**Authorized Signatory**”) is authorized and directed, for and on behalf of the Corporation, to execute, deliver and file the Articles of Amendment, with such amendments as they may deem necessary or advisable to comply with the requirements of any governmental authority having jurisdiction in respect of the Articles of Amendment, without the need for further approval of the board of directors or members of the Corporation, and the executed Articles of Amendment shall be conclusive evidence of approval by the Authorized Signatory, and the documents so executed, delivered and filed are the Articles of Amendment authorized by this resolution.