



No. ET 5249

*BUSINESS CORPORATIONS ACT*  
**CERTIFICATE OF AMENDMENT OF REGISTRATION  
OF AN EXTRA-TERRITORIAL CORPORATION**

*LOI SUR LES SOCIÉTÉS PAR ACTIONS*  
**CERTIFICAT DE MODIFICATION DE  
L'ENREGISTREMENT D'UNE SOCIÉTÉ  
EXTRATERRITORIALE**

I HEREBY CERTIFY THAT

the name of

SAN ANDREAS RESOURCES CORPORATION

registered under Part XXI of the  
*Business Corporations Act*  
of the Northwest Territories  
has been changed to

CANADIAN ZINC CORPORATION

JE CERTIFIE PAR LA PRÉSENTE QUE

la dénomination sociale de

enregistrée en vertu de la Partie XXI  
de la *Loi sur les sociétés par actions*  
des Territoires du Nord-Ouest,  
a été changée pour

effective as of

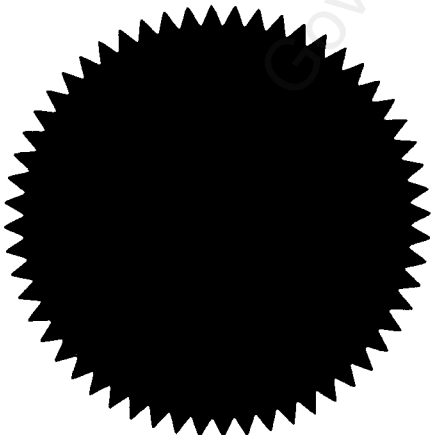
à compter du

1999/05/25


Dated

1999/06/17

Fait le

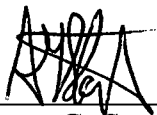


DEPUTY / REGISTRAR OF CORPORATIONS  
REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS PAR ACTIONS

FILED — DÉPÔT	
No.:	025249
Date:	June 7/99
	
DEPUTY REGISTRAR OF CORPORATIONS REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIÉTÉS	

I, **ANDREW G. STEPHENS**, a duly appointed Notary Public in and for the Province of British Columbia, residing in Vancouver, British Columbia, **DO HEREBY CERTIFY** that the papers annexed hereto, marked with my Notarial Seal, are true copies of the documents produced and shown to me, being the Certificate of Change of Name issued by the Registrar of Companies dated May 25, 1999 in respect of the change of name of San Andreas Resources Corporation to Canadian Zinc Corporation and a Special Resolution in respect of the Altered Memorandum of the Company filed with the Registrar of Companies on May 25, 1999.

**IN TESTIMONY OF WHICH** I have subscribed my name and affixed by Notarial Seal at the City of Vancouver in the Province of British Columbia this 8th day of June, 1999.



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Andrew G. Stephens  
A Notary Public in and for the Province  
of British Columbia

**CERTIFICATE  
OF  
CHANGE OF NAME**  
*COMPANY ACT*

*I Hereby Certify that*

SAN ANDREAS RESOURCES CORPORATION

has this day changed its name to

CANADIAN ZINC CORPORATION

*Issued under my hand at Victoria, British Columbia  
on May 25, 1999*



JOHN S. POWELL  
*Registrar of Companies*  
PROVINCE OF BRITISH COLUMBIA  
CANADA

I CERTIFY THIS IS A COPY OF A  
DOCUMENT FILED ON

MAY 25 1999

Province of British Columbia

FORM 19  
(Section 348)

12 *J. Powell*  
JOHN S. FOWELL  
REGISTRAR OF COMPANIES  
PROVINCE OF BRITISH COLUMBIA

Certificate of Incorporation No. 67370

COMPANY ACT

SPECIAL RESOLUTION

The following special resolution was passed by the undermentioned Company on the date stated:

Name of Company: San Andreas Resources Corporation

Date resolution passed: May 20, 1999

Resolution:

“RESOLVED, as a special resolution, that:

- (i) the name of the Company be changed from “San Andreas Resources Corporation” to “Canadian Zinc Corporation” and paragraph 1 of the Memorandum of the Company be altered to reflect this change; and
- (ii) any officer of the Company is hereby authorized to sign and deliver for and on behalf of the Company all such documents, including an altered memorandum, and to do all such other acts as such officer may consider necessary or desirable to give effect to the foregoing.”

THE MEMORANDUM AS ALTERED IS ATTACHED AS SCHEDULE “A”.

Certified a true copy the 25<sup>th</sup> day of May, 1999.

LAWSON LUNDELL LAWSON & McINTOSH

Per: \_\_\_\_\_

*[Handwritten Signature]*

(Signature)

Solicitors

(Relationship to company)

**Altered Memorandum**

(as altered by Special Resolution

passed: May 20, 1999)

1. The name of the Company is CANADIAN ZINC CORPORATION.
2. The authorized capital of the Company consists of 40,000,000 shares without par value.

Government of the Northwest Territories

AKA