



PODER ESPECIAL

Este Poder Especial es otorgado el 31 de Agosto del 2009 por CTQ Management Inc.

CTQ Management Inc., una compañía organizada y existente bajo las leyes de Canadá, en adelante denominada como la "Compañía", y representada aquí por el Sr. Darryl F. Jones, debidamente autorizado por la Junta General de Directores; por medio de la presente otorga este **PODER ESPECIAL**, por plazo indefinido, el cual es amplio y suficiente para propósito del último párrafo del Art. 6 de la Ley de Compañías Ecuatoriana, a favor del Sr. Carlos Mauricio Núñez Bazante, ciudadano Ecuatoriano con número de cédula 171071719-8, en adelante denominado el "Apoderado", a fin de que pueda contestar las demandas y cumplir las obligaciones respectivas de la Compañía en Ecuador como accionista de **EXPLORCOBRES S.A.**

El Apoderado, por ningún motivo, será personalmente responsable de las obligaciones de la Compañía.

A fin de cumplir a cabalidad con este Poder Especial, el Apoderado queda investido con todos los poderes y prerrogativas establecidas en la Legislación Ecuatoriana.

Atentamente,

Mr. Darryl F. Jones
Secretario Corporativo
CTQ Management Inc.

SPECIAL POWER OF ATTORNEY

This Special Power of Attorney is made on August 31st, 2009 by CTQ Management Inc.

CTQ Management Inc., a company organized and existing under the law of Canada, hereinafter referred to as the "Company", and represented herein by Mr. Darryl F. Jones, duly authorized by the General Board of Directors, does hereby grants this **SPECIAL POWER OF ATTORNEY**, for unlimited time, which is broad and sufficient for the purposes of last paragraph of Art. 6 of the Ecuadorian Companies Law, in favour of Mr. Carlos Mauricio Núñez Bazante, Ecuadorian citizen with ID number 171071719-8, hereinafter call the "Proxy", so that he may answer to demands and fulfill with all obligations of the Company in Ecuador as shareholder of **EXPLORCOBRES S.A.**

The Proxy, in any circumstance or reason, will be personally responsible of the Company's obligations.

In order to fully accomplish this Special Power of Attorney, the Proxy is invested with all the powers and prerogatives set forth in Ecuadorian Law.

Sincerely,

Mr. Darryl F. Jones
Corporate Secretary
CTQ Management Inc.

Darryl F. Jones, who is known to me, signed this document before me on January 15, 2010.

NOTARIA TRIGESIMA SEGUNDA DE QUITO
in aplicación a la Ley Notarial DOY FE
que la foto copia que antecede es igual
al documento que me fue presentado
en: 2 Hoja(s) útil (s)

Quito a,

03 FEB. 2010



DR. RAMIRO DAVILA SILVA
NOTARIO TRIGESIMO SEGUNDO DE QUITO

MARION V. SHAW
BARRISTER & SOLICITOR
BULL, HOUSSEY & TUPPER LLP
#3000, 1055 WEST GEORGIA
VANCOUVER, B.C. V6E 3R3
(604) 641-4922

Notary Public for the Province of
British Columbia, Canada. My commission
does not expire.

The Law Society
of British Columbia



THIS IS TO CERTIFY THAT **Marion Verile SHAW** of the City of Vancouver, in the Province of British Columbia, was called to the Bar and admitted as a Solicitor of the Supreme Court of British Columbia on August 26, 1988, and remains on the Rolls of Barristers and Solicitors of the Society in good standing;

Every practising Barrister and Solicitor of the Supreme Court of British Columbia is a duly qualified Notary Public in and for the Province of British Columbia;

Marion Verile SHAW has all the powers, rights, duties, and privileges of a Notary Public.

AND THAT I have compared the signature of **Marion Verile SHAW** subscribed to the attached instrument with a specimen signature of **Marion Verile SHAW** filed in this office and verily believe the said signature to be genuine.

GIVEN UNDER my hand and the Seal of the Law Society of British Columbia, on January 19, 2010.

A handwritten signature in cursive script, appearing to read "A. Treleaven".

Alan Treleaven
Director, Education & Practice





República del Ecuador
Consulado General
Vancouver. B.C. Canadá

Presentada para autenticar la firma que
antecede, el suscrito Etienne E. V. Walter,
Cónsul General a.h. certifica que es auténtica
siendo la que utiliza en todos sus actos

Alan TRELEAVEN, Director

Education & Practice, The Law

Society of British Columbia, Canada

Número de actuación: 020-10

Partida arancelaria: III. 15. 7.

Valor de la actuación US\$: 50.00

Vancouver, a 21 ENE. 2010

E. Walter

Etienne E. V. Walter
Cónsul General a.h.



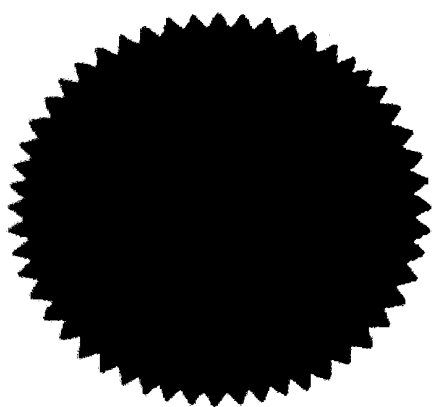


Number: **BC0656112**

CERTIFICATE OF GOOD STANDING

BUSINESS CORPORATIONS ACT

I Hereby Certify that, according to the corporate register maintained by me, **CTQ MANAGEMENT INC.** was incorporated as a company under the laws of the Province of British Columbia, is a valid and existing company and is, with respect to the filing of annual reports, in good standing.

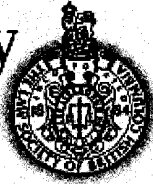


***Issued under my hand at Victoria, British Columbia
On March 2, 2010***

RON TOWNSHEND
Registrar of Companies
Province of British Columbia
Canada



The Law Society
of British Columbia



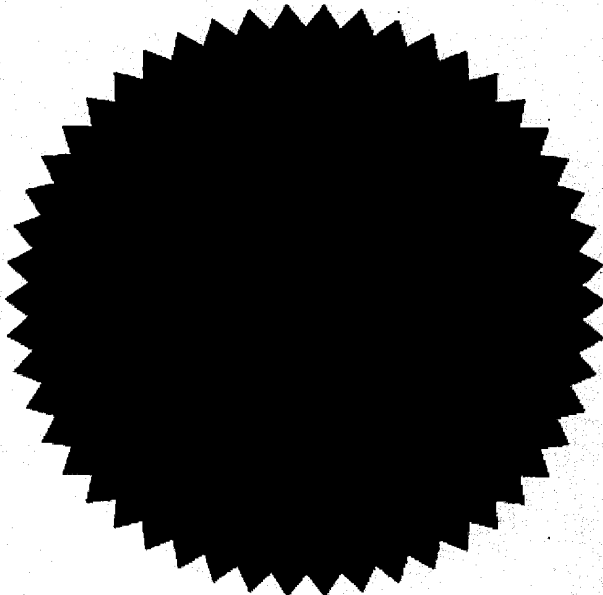
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Every practising Barrister and Solicitor of the Supreme Court of British Columbia is a duly qualified Notary Public in and for the Province of British Columbia;

Marion Verile SHAW has all the powers, rights, duties, and privileges of a Notary Public.

AND THAT I have compared the signature of **Marion Verile SHAW** subscribed to the attached instrument with a specimen signature of **Marion Verile SHAW** filed in this office and verily believe the said signature to be genuine.

GIVEN UNDER my hand and the Seal of the Law Society of British Columbia, on March 8, 2010.



A handwritten signature in black ink, appearing to read "S. Forbes", written over a horizontal line.

Susan I. Forbes, QC
Director, Lawyers Insurance Fund

The Law Society
of British Columbia



THIS IS TO CERTIFY THAT **Marion Verile SHAW** of the City of Vancouver, in the Province of British Columbia, was called to the Bar and admitted as a Solicitor of the Supreme Court of British Columbia on August 26, 1988, and remains on the Rolls of Barristers and Solicitors of the Society in good standing;

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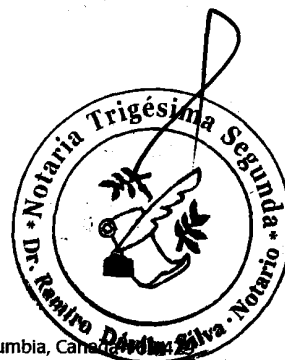
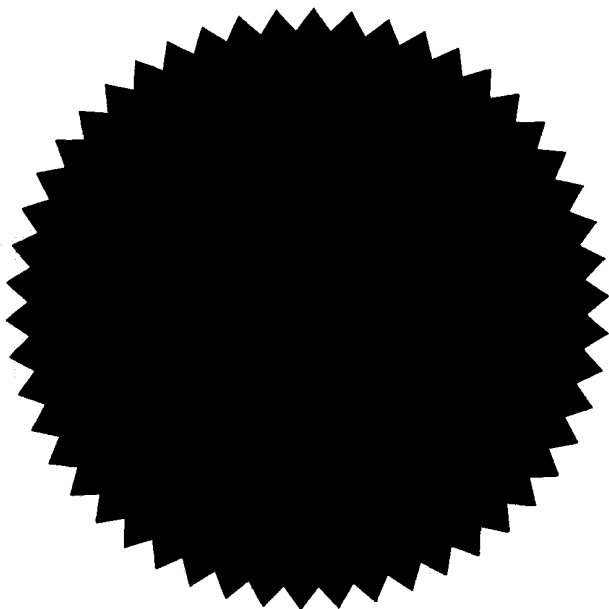
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GIVEN UNDER my hand and the Seal of the Law Society of British Columbia, on January 19, 2010.

A handwritten signature in cursive script, reading "Alan Treleaven".

Alan Treleaven
Director, Education & Practice





República del Ecuador
Consulado General
Vancouver, B.C. Canadá

Presentada para autenticar la firma que
antecede, el suscrito Etienne E. V. Walter,
Cónsul General a.h. certifica que es auténtica
siendo la que utiliza en todos sus actos

Alan TRELEAVEN, Director,
Education & Practice, The Law
Society of British Columbia, Canada

Número de actuación: 021-10

Partida arancelaria: TL. 15.7.

Valor de la actuación US\$: 50.00

Vancouver, a 21 ENE. 2010

E. Walter

Etienne E. V. Walter
Cónsul General a.h.





República del Ecuador
Consulado General
Vancouver, B.C. Canadá
Presentada para autenticar la firma que
antecede, el suscrito Etienne E. V. Walter,
Cónsul General a.h. certifica que es auténtica
siendo la que utiliza en todos sus actos
Susan I. FORBES, AC, Director
Lawyers Insurance Fund, The Law
Society of British Columbia, Canada
Número de actuación: 069-10
Partida arancelaria: TIL-K.7.
Valor de la actuación US\$: 50.00
Vancouver, a 10 MAR. 2010
Walter
Etienne E. V. Walter
Cónsul General a.h.



NOTARIA TRIGESIMA SEGUNDA DE QUITO
En aplicación a la Ley Notarial DOY FE
que la foto copia que antecede es igual
al documento que me fue presentado
en: 2 foja (s) útil (es)

Quito a, 16 MAR. 2010



DR. RAMIRO DAVILA SILVA
NOTARIO TRIGESIMA SEGUNDA DE QUITO

VBCE
Vancouver British
Columbia
Ecuador