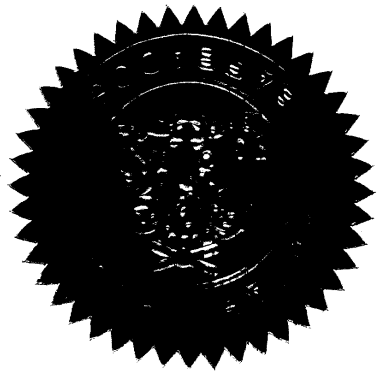




ASCENSION GOLD (BARBADOS) CORPORATION



### ASSISTANT SECRETARY'S CERTIFICATE


I, **Trevor A. Carmichael**, a duly authorised signatory of Chancery Corporate Services Limited the duly appointed Assistant Secretary of **ASCENSION GOLD (BARBADOS) CORPORATION**, a company incorporated and licensed as an international business company pursuant to the law of Barbados (the "Company"), hereby certify and without personal liability, as follows:

1. Annexed hereto is the original Certificate of Incumbency dated 7<sup>th</sup> June 2010 and that the said Certificate of Incumbency is valid and subsisting and is in full force and effect from the 7th day of June 2010.

I have executed and delivered this Certificate on June 10<sup>th</sup>, 2010 and all matters I have certified are true, correct and complete on this date.

**DATED** at Bridgetown, Barbados this 10<sup>th</sup> day of June, 2010.

**CHANCERY CORPORATE SERVICES LIMITED**

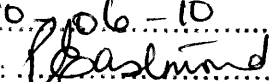
By:   
Name: Trevor A. Carmichael  
Title: Authorised Signatory

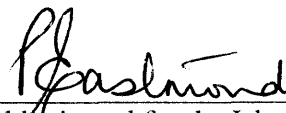
**BARBADOS.**

### NOTARIAL CERTIFICATE

I, **PAT EASTMOND**, Assistant Registrar + Notary Public in and for the Island of Barbados do hereby **CERTIFY** that on the day of the date hereof personally came and appeared before me a male person who identified himself to be Trevor A. Carmichael, as an Attorney-at-Law of Chancery Chambers, the Barbados Counsel of **ASCENSION GOLD (BARBADOS) CORPORATION** the person named and described in the foregoing Certificate and in my presence did sign, seal and deliver the same as and for his free and voluntary act and deed.

**GIVEN** under my hand and Notarial Seal of Office this 10<sup>th</sup> day of June, 2010.

STAMP DUTY: \$10.00  
AMOUNT PAID: \$10.00  
RECEIPT NO. 416019  
DATE: 2010-06-10  
SIGNATURE: 

  
Notary Public in and for the Island of Barbados  
ASST. REGISTRAR AND AS  
SUCH A NOTARY PUBLIC IN  
AND FOR BARBADOS



BARBADOS



(Registrar's Certificate issued pursuant to  
s.409 Companies Act, Cap. 308)

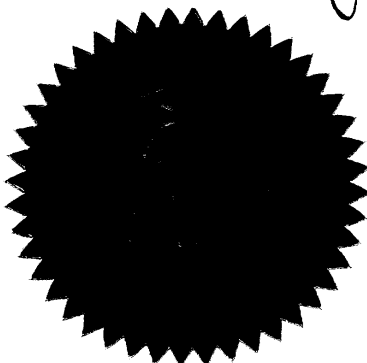
I, ANIKA NKECHI JACKSON, Deputy Registrar of the Corporate Affairs and Intellectual Property Office, Clarence Greenidge House, Keith Bourne Complex, Belmont Road in the parish of Saint Michael and in the Island of Barbados, and as such a Notary Public do hereby **CERTIFY** as follows:

As Deputy Registrar of Corporate Affairs and Intellectual Property, I have custody of all records relating to the registration of Companies on this Island.

The Company **ASCENDANT GOLD (BARBADOS) CORPORATION** was incorporated on the 7<sup>th</sup> day of September, Two Thousand and Five as an International Business Company under the Companies Act Chapter 308 of the Laws of Barbados.

The Company amended its articles and changed its name to **ASCENSION GOLD (BARBADOS) CORPORATION** on the 20<sup>th</sup> day of October, Two Thousand and Five and is registered in the Register of Companies.

STAMP DUTY: \$10.00  
AMOUNT PAID: \$10.00  
RECEIPT NO: 409457  
DATE: 2010-02-09  
SIGNATURE: [Signature]



Given under my hand as Deputy Registrar and Seal of Office as Notary Public of this Island this 9<sup>th</sup> day of February, Two Thousand and Ten.

[Signature]  
Deputy Registrar and as such a Notary Public in and for the Island of Barbados.

[Note: The Registrar's Certificate is limited to this company's current state of compliance with the Companies Act, Cap. 308 and should not be taken as a warranty or representation by the Registrar concerning the company's compliance with other laws of Barbados which the Registrar does not administer.]

**APOSTILLE**

(Convention de La Haye du 5 Octobre 1961)

1. Country: BARBADOS

This public document

2. has been signed by ANIKI NKECHI JACKSON

3. acting in the capacity of DEPUTY REGISTRAR, CORPORATE  
AFFAIRS AND INTELLECTUAL PROPERTY  
OFFICE AND AS SUCH A NOTARY PUBLIC IN  
AND FOR THE ISLAND OF BARBADOS

4. bears the seal/~~stamp~~ of THE NOTARY PUBLIC OF BARBADOS

**Certified**

5. at BRIDGETOWN, BARBADOS 6. the 16<sup>TH</sup> FEBRUARY, 2010

7. by HUGHLAND ST. CLAIR ALLMAN, CHIEF OF PROTOCOL

8. N°. 78/2010

9. Seal/stamp



10. Signature

CANADA

PROVINCE OF BRITISH COLUMBIA

TO WIT:

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TO ALL TO WHOM THESE

PRESENTS MAY COME BE

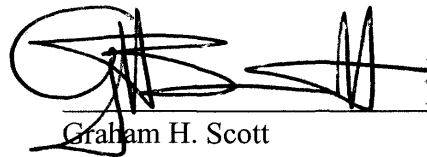
SEEN OR KNOWN



I, GRAHAM H. SCOTT, a Notary Public by Royal Authority duly appointed, residing in the City of Vancouver, in the Province of British Columbia, DO CERTIFY and attest that:

AndeanGold Ltd., a company duly incorporated under the laws of the Province of British Columbia, Canada whose 54,923,320 issued and outstanding common shares are listed and posted for trading on the TSX Venture Exchange in Canada, owns one hundred percent (100%) of the issued shares of Ascension Gold (Barbados) Corporation, a company incorporated and licensed as an international business company under the laws of Barbados AND THAT Ascension Gold (Barbados) Corporation owns ninety-nine point eight percent (99.8%) of Ecuador Gold S.A.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed by Notarial Seal of Office at the City of Vancouver this 24<sup>th</sup> day of February, 2010.

  
Graham H. Scott  
A Notary Public in and for the  
Province of British Columbia



ASCENSION GOLD (BARBADOS) CORPORATION

SECRETARY'S CERTIFICATE

I, **Jacqueline R. Chacko**, a duly authorised signatory of Chancery Corporate Services Limited the duly appointed Assistant Secretary of **ASCENSION GOLD (BARBADOS) CORPORATION**, a company incorporated and licensed as an international business company pursuant to the law of Barbados (the "Company"), hereby certify and without personal liability, as follows:

1. Annexed hereto is the Certificate of Incumbency of the Assistant Secretary of the Company.

I have executed and delivered this Certificate on February 9<sup>th</sup>, 2010 and all matters I have certified are true, correct and complete on this date.

**DATED** at Bridgetown, Barbados this 9<sup>th</sup> day of February, 2010.

**CHANCERY CORPORATE SERVICES LIMITED**

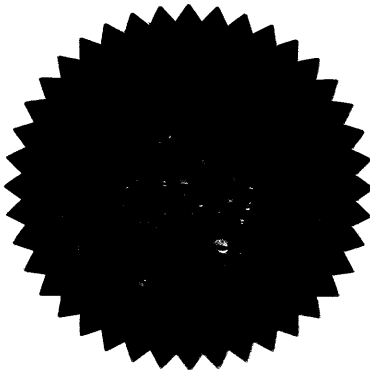
By: *Jacqueline R. Chacko*  
Name: Jacqueline R. Chacko  
Title: Authorised Signatory

**BARBADOS.**

**NOTARIAL CERTIFICATE**

I, *ELEANOR A. HOWARD* Notary Public in and for the Island of Barbados do hereby **CERTIFY** that on the day of the date hereof personally came and appeared before me a female person who identified herself to be Jacqueline R. Chacko, as a duly authorised signatory of Chancery Corporate Services Limited, the duly appointed Assistance Secretary of **ASCENSION GOLD (BARBADOS) CORPORATION** the person named and described in the foregoing Certificate and in my presence did sign, seal and deliver the same as and for her free and voluntary act and deed.

**GIVEN** under my hand and Notarial Seal of Office this 9<sup>th</sup> day of February, 2010.



STAMP DUTY: *\$10.00*  
AMOUNT PAID: *\$10.00*  
RECEIPT NO: *409457*  
DATE: *2010 02 09*  
SIGNATURE: *Eleanor A. Howard*

*Eleanor A. Howard*  
Notary Public in and for the Island of Barbados

**ASST. REGISTRAR AND AS  
SUCH A NOTARY PUBLIC IN  
AND FOR BARBADOS**

## APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

1. Country: BARBADOS

This public document

2. has been signed by ELEANOR ANGELA HOWARD

3. acting in the capacity of ASSISTANT REGISTRAR  
CORPORATE AFFAIRS AND INTELLECTUAL  
PROPERTY OFFICE AND AS SUCH A  
NOTARY PUBLIC IN AND FOR THE ISLAND  
OF BARBADOS

4. bears the seal/stamp of THE NOTARY PUBLIC OF BARBADOS

### Certified

5. at BRIDGETOWN, BARBADOS 6. the 16<sup>TH</sup> FEBRUARY, 2010

7. by HUGHLAND ST. CLAIR ALLMAN. CHIEF OF PROTOCOL

8. N°. 77/2010

9. Seal/stamp



10. Signature

**ASCENSION GOLD (BARBADOS) CORPORATION**

**CERTIFICATE OF INCUMBENCY**

I, **Jacqueline R. Chacko**, a duly authorised signatory of Chancery Corporate Services Limited the duly appointed Assistant Secretary of **ASCENSION GOLD (BARBADOS) CORPORATION**, (the "Company"), a company, duly incorporated under the laws of Barbados, and licensed as an international business company within the meaning of the *International Business Companies Act* of the laws of Barbados, **DO HEREBY CERTIFY** that the entity named below is the sole shareholder of the Company.

---

**NAME OF SHAREHOLDERS**

<b>SHAREHOLDERS</b>		<b>% of Share(s) / Voting Rights</b>
AndeanGold Ltd.	Suite 1400 - 355 Burrard Street, Vancouver, British Columbia, V6C 2G8, Canada	100%

**IN WITNESS WHEREOF**, I have hereunto set my hand this 9<sup>th</sup> day of February, 2010.

**CHANCERY CORPORATE SERVICES LIMITED**

By:

Name: Jacqueline R. Chacko

Title: Authorised Signatory