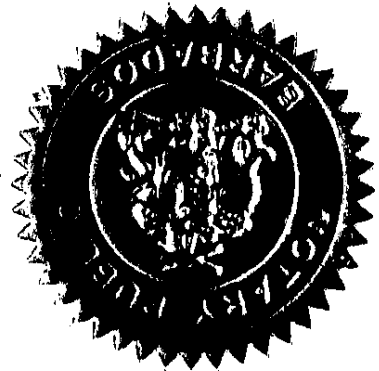


ESCANEAR

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 7th 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 10th, 2010 and all matters I have certified are true, correct and complete on this date.

DATED at Bridgetown, Barbados this 10th day of June, 2010.

CHANCERY CORPORATE SERVICES LIMITED

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

NOTARIA DECIMO SEPTIMA
De acuerdo con la facultad consignada en el Art. 11u.
del Decreto No 2396 publicado en el Registro Oficial
564 del 12 de Abril de 1978, que amplió el Art. 18 de la
Ley Notarial CERTIFICO que la copia que antecede es
igual al documento presentado ante el suscrito.
Quito a, **13 ABR. 2011**
EL NOTARIO

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 10th day of June, 2010.

NOTARIA DECIMO SEPTIMA
Shyris y Suecia Esq.
Dr. Remigio Poveda V.

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

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ASST. REGISTRAR AND AS
SUCH A NOTARY PUBLIC IN
AND FOR BARBADOS
2010-06-10

ASCENSION GOLD (BARBADOS) CORPORATION

CERTIFICATE OF INCUMBENCY

I, **Ruan C. Martinez**, an 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 law of Barbados, and licensed as an international business company within the meaning of the *International Business Companies Act* of the law of Barbados, **DO HEREBY CERTIFY** that the persons named below have been duly elected and appointed as directors or officers of the Company, and that each such person held the respective offices or titles set opposite the name from the 3rd day of October 2007.

NAME OF OFFICERS/ DIRECTORS

DIRECTORS

ADDRESS

Office/Title

Anthony F. Ciali

28 Lawrence Drive,
Lawrenceville, New Jersey
08648, U.S.A.

Director

John S. Watt

231 West 22nd Street North,
Vancouver, British Columbia V7M
2A2, Canada

Director

OFFICERS

Anthony F. Ciali

28 Lawrence Drive,
Lawrenceville, New Jersey
08648, U.S.A.

President & CEO

John S. Watt

231 West 22nd Street North,
Vancouver, British Columbia V7M
2A2, Canada

CFO & Secretary

Chancery Corporate Services Limited

Chancery House, High Street,
Bridgetown, Barbados

Assistant Secretary

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of June, 2010.

CHANCERY CORPORATE SERVICES LIMITED

By:

Name:

Title:

R. Martinez
Ruan C. Martinez
Authorised Signatory

NOTARIA DECIMO SEPTIMA
De acuerdo con la facultad consignada en el Art. 1ro.
del Decreto No 2386 publicado en el Registro Oficial
564 del 12 de Abril de 1978, que amplio el Art. 18 de la
Ley Notarial CERTIFICO que la copia que antecede es
igual al documento presentado ante el suscrito.
Quito a,

13 ABR 2010
EL NOTARIO

NOTARIA DECIMO SEPTIMA
Shyris y Suecia Esq.
Dr. Remigio Poveda V.



BARBADOS

ESCANEAR

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

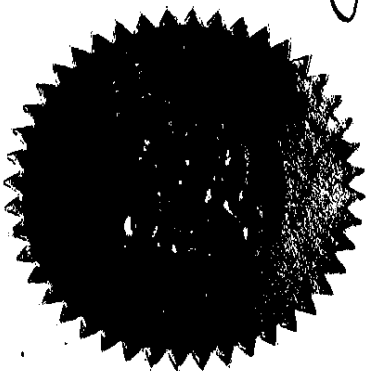
I, ANIKA NKECHI JACKSON, Deputy Registrar of the Corporate Affairs and Intellectual Property Office, Clarence Greenidge House, Keith Bourne Complex, Belmont Road in the parish of Saint Michael and in the Island of Barbados, and as such a Notary Public do hereby **CERTIFY** as follows:

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 7th 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 20th 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]



NOTARIA DECIMO SEPTIMA DEL CARIBE
De acuerdo con la facultad consignada en el Art. 1ro.
del Decreto No 2186 publicado en el Registro Oficial
564 del 12 de Abril de 1978, que amplio el Art. 18 de la
Ley Notarial CERTIFICO que la copia que antecede es
igual al documento presentado ante el suscrito.

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

[Signature]
NOTARIA DECIMO SEPTIMA
Shyris y Suecia Esq.
Dr. Remigio Poveda V.
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 ANIKA 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 16TH FEBRUARY, 2010

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

8. N°. 78/2010

9. Seal/stamp



A handwritten signature in dark ink, appearing to read "H. St. Clair Allman".

10. Signature