



CHAPTER 57.

An Act respecting The Lillooet, Fraser River and
Cariboo Gold Fields, Limited.

[17th April, 1896.]

WHEREAS The Lillooet, Fraser River and Cariboo Gold Fields, Preamble.
Limited (hereinafter called "the Company"), was incorporated in England, under the Companies Acts, 1862 to 1890 (Imperial), as a Limited Company, on the 24th day of January, 1895, with the objects and powers set forth in the Memorandum of Association and Articles of Association, as shewn in Schedules A and B respectively to this Act, and with the intention of carrying on a general mining business in the Province of British Columbia:

And whereas at the time of such incorporation the capital stock of the Company was fifty thousand pounds sterling, but such capital was, by a Resolution of the Company dated the 18th day of September, 1895, increased by the addition thereto of the sum of two hundred and fifty thousand pounds sterling, making in all three hundred thousand pounds sterling, divided into three hundred thousand shares of one pound each, notice of which increase was duly given to the Registrar of Joint Stock Companies in England, pursuant to the Statute in that behalf, a copy of which said notice appears in Schedule "C" to this Act:

And whereas a Petition has been presented by the Company, praying that an Act may be passed confirming the powers of the Company as the same appear in the said Memorandum and Articles of Association, and conferring upon the Company the further powers to acquire, by location or otherwise, and to hold in its name any number of mineral claims, and to apply for and obtain mining leases of lands, or to purchase or otherwise acquire the same, and to consolidate any such leases or mineral claims, and to hold any water rights

which may be hereafter acquired, as appurtenant to the whole or any part of the applicants' property so to be acquired, and to do all such other things as are incidental or conducive to the attainment of the above objects or any of them :

And whereas it is expedient to grant the prayer of the said Petition :

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows :—

Incorporation.

1. The Company is hereby empowered to carry on in the Province of British Columbia, under the corporate name of "The Lillooet, Fraser River and Cariboo Gold Fields, Limited," a business having for its objects those mentioned in the Memorandum of Association, as set forth in Schedule "A" to this Act, and to exercise all such powers and to do all such things as are incidental or conducive to the attainment of the said objects or any of them, subject to the laws of the Province of British Columbia, and the said Memorandum of Association is hereby confirmed.

Capital.

2. The capital stock of the Company is hereby declared to be three hundred thousand pounds sterling, divided into three hundred thousand shares of one pound each : Provided, however, that nothing in this section contained shall affect the right of the Company to increase the capital stock thereof in the manner prescribed by the Articles of Association thereof.

Company may consolidate its mineral claims,

3. The Company may, upon acquiring any two or more adjoining claims upon the same vein, lode, or reef, according to the mining laws of the Province, consolidate the same into one holding, and in case of such consolidation, it shall be lawful for the Company, upon filing notice of its intention in that behalf with the Gold Commissioner or Mining Recorder, to perform upon any portion of such consolidated holding work to the value of one hundred dollars per annum for each claim contained in such consolidated holding, and the performance of such work shall be deemed to be a sufficient performance of all work required to be done upon any of such claims by the "Mineral Act, 1891," and amending Acts, in order to entitle the Company to hold such claims.

And mining leases.

4. The Company, upon acquiring adjoining mining leases other than mining dredging leases, may consolidate any number thereof, not exceeding eight, into one holding, and upon application by the Company to him in that behalf it shall be lawful for the Lieutenant-Governor in Council to grant a lease of any such consolidated holding for a term not exceeding twenty years at a rental of not less than the



1896.

LILLOOET, FRASER RIVER, AND CARIBOO CHAP. 57.
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aggregate rents of the leases consolidated, with a privilege of renewal for a further term of twenty-five years, upon such terms as to the Lieutenant-Governor in Council shall seem meet; and the Lieutenant-Governor in Council shall fix the annual sum to be spent by the Company upon such consolidated holding.

5. The Company may hold as appurtenant to such consolidated leasehold as aforesaid any water rights that they may have acquired in respect of any such lease or leases, and may use the same for any purpose connected with the Company's undertaking, whether upon the ground in respect of which such water right was originally located or upon any other portion of such consolidated leasehold premises: Provided that no existing water rights shall be prejudiced by this Act.

6. The Articles of Association of the Company, as the same are set forth in Schedule "B" to this Act, are hereby confirmed.

Confirms Articles of Association.

7. The Company may, at any time within six months after the passage of this Act, by resolution of the Directors, change the name of the Company: Provided that such change shall not go into effect unless and until the resolution changing the same shall have been advertised for one month in the British Columbia Gazette.

Company may change its name.

8. If the name of the Company be changed, it shall not be deemed to be a new corporation, but it shall continue to exercise all the rights, powers, and privileges granted by this Act and previously enjoyed under the provisions of its Memorandum and Articles of Association in as full and ample a manner as if the Company had continued under its original name, and the several provisions of this Act are to apply to the Company under its changed name, and all real and personal property, mining claims and leases, and all contracts and privileges of whatsoever nature or kind, and all stocks, obligations, debts, claims, rights, powers, and privileges of the Company shall, after the change of name, be held and vested in and devolve upon the Company under its changed name, and all the shareholders of the Company shall continue shareholders in all respects as before the change of name, but all legal and other proceedings prior to such change of name begun by or against the Company may be continued under the name or under the style of cause in which they have begun.

Effect of change of name.

9. This Act may be cited as the "Lillooet, Fraser River, and Cariboo Gold Fields, Limited, Act, 1896."

Short title.

SCHEDULE "A."

43108 C. N. £42120/2.

THE COMPANIES ACTS, 1862 TO 1893.

COMPANY LIMITED BY SHARES.

Companies'
Registration
Stamp,
Five Shillings.

MEMORANDUM OF ASSOCIATION
—OF—
THE LILLOOET, FRASER RIVER, AND
CARIBOO GOLD FIELDS, LTD.

Registered
2828
24th Jan.,
1895.

1. The name of the Company is "The Lillooet, Fraser River, and Cariboo Gold Fields, Limited."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (a.) To adopt and carry into effect, with such modifications (if any) as may be agreed upon, the agreements mentioned in article 4 of the Company's Articles of Association :
 - (b.) To work, explore, develop, and maintain the mines, minerals, and other properties of the Company, and to carry on the business of a mining, quarrying, smelting, and refining company ; to buy, sell, manufacture, and to make merchantable gold, silver, silver-lead ores or deposits, and other minerals and metallic substances and compounds of all kinds, stone, oil, coal, earth, or other matters or things whatsoever, and to prospect and search for all or any of the said substances, matters, or things :
 - (c.) To acquire the miners' claims known as Irving's, Jensen's, Macdonald and Hurley's, Robson's, and Weldon's, situate at and about the Village of Lillooet, Fraser River, Cariboo District, in the Province of British Columbia, in the Dominion of Canada, and specified in the contracts between John Irving and Archibald Macdonald and Daniel Hurley and Robert Horne Payne :
 - (d.) To apply for, purchase, or otherwise acquire, and to use, grant licences in respect of, or otherwise turn to account any patents, brevets d'invention, licences, concessions, and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any purpose of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company :

- (e.) To purchase, take on lease or in exchange, hire, or otherwise acquire, factories or works, and to build, construct, maintain, and alter any buildings, works, machinery, or apparatus necessary or convenient for the purposes of the Company :
- (f.) To purchase, take on lease or in exchange, hire, or otherwise acquire and hold lands, mines, estates, factories, buildings, furnaces for smelting or treating ores and refining metals, mining rights, rights of way, light, or water, or any other rights or privileges, machinery, businesses, good-wills, plant, stock-in-trade, or other real or personal property in the Province of British Columbia, and to construct, improve, or maintain roads, tramways, railways, wharves, viaducts, aqueducts, canals, reservoirs, water-courses, telegraphs, and other buildings and works, and to contribute to the cost of all or any of the said matters or things, or any other matters or things which may be useful to the Company if the same shall be done by any other company or person or by any public authority :
- (g.) To clear, manage, farm, cultivate, irrigate, plant, build on, and otherwise work, use, or improve any land which, or any interest in which, may belong to the Company ; to deal with any farm or other products of any lands of the Company ; to lay out sites of towns or villages or any lands of the Company, and to carry on the business of general traders for the purpose of supplying goods to any employees of the Company, or to the occupiers of any of its lands, or to any other persons :
- (h.) To sell, improve, manage, develop, mortgage, exchange, let on rent, royalty, tribute, share of profits, or otherwise, grant licences, easements, and other rights in respect of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company :
- (i.) To obtain, acquire, and dispose of any concessions or authorizations of any Government, municipal body or other authority, for any works or undertaking which the Company may desire to promote or carry on, and to obtain the promulgation of any laws or decrees which the Company may think necessary or expedient for or in respect of any such works or undertakings :
- (j.) To undertake and carry into effect all such financial, commercial, trading, or other operations, or businesses, in connection with the objects of the Company, as the Company may think fit :
- (k.) To acquire and carry on all or any part of the business or property, and to undertake any liabilities of any person, firm, association, or company possessed of property suitable for any of the purposes of this Company, or carrying on any business

which this Company is authorized to carry on, or which can be conveniently carried on in connection with the same, or may seem to the Company calculated, directly or indirectly, to benefit this Company, and as the consideration for the same to pay cash or to issue any shares, stocks, or obligations of this Company:

- (*l.*) To purchase, subscribe for, or otherwise acquire, and to hold the shares, stocks, or obligations of any company, society, or undertaking whatever, or the stock or securities of any Government or State, whether British, Colonial, or Foreign, and, upon a distribution of assets or division of profits, to distribute any such shares, stocks, or obligations amongst the members of this Company in specie:
- (*m.*) To borrow or raise money for any purpose of the Company, and for the purpose of securing the same and interest, or for any other purpose, to mortgage or charge the undertaking, or all or any part of the property of the Company, present or after acquired, or its uncalled capital, and to create, issue, make, draw, accept, and negotiate perpetual or redeemable debentures or debenture stock, bills of exchange, promissory notes, or other obligations or negotiable instruments:
- (*n.*) To lend or invest the moneys of the Company not immediately required, and to make advances for the purposes of the Company on stocks, shares, or other securities, and on property of all kinds:
- (*o.*) To sell, let, develop, dispose of, or otherwise deal with the undertaking, or all or any part of the property, to the Company, including the granting of powers to work the Company's patents upon any terms, with power to accept as the consideration any shares, stocks, or obligations of any other company:
- (*p.*) To promote any other company or companies, either in the United Kingdom or elsewhere, for the purpose of acquiring all or any of the property and liabilities of this Company, or of advancing, directly or indirectly, the objects or interests thereof, and to acquire and hold shares, stocks, or obligations in any such company:
- (*q.*) To enter into any arrangement for sharing profits, union of interests, or co-operation with any person or company carrying on, or about to carry on, any business which the Company is authorized to carry on:
- (*r.*) To pay out of the funds of the Company all expenses of or incident to the formation, registration, and advertising of the Company or any other company, and the issue of the capital of this or any other company, including brokerage and commissions for obtaining applications for or placing shares, and to

apply, at the cost of the Company, to Parliament for any extension of the Company's powers:

(s.) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the members is limited.

5. The nominal capital of the Company is fifty thousand pounds, divided into fifty thousand shares of one pound each, with power to increase, and with power from time to time to issue any shares of the original or new capital, with any preference or priority in the payment of dividends or the distribution of assets or otherwise over, or as shares ranking equally with any other shares, whether ordinary or preference, and whether issued or not, and with any special or without any right of voting, and to vary the regulations of the Company from time to time so far as necessary to give effect to any such preference or priority, and upon the subdivision of a share to apportion the right to participate in profits in any manner as between the shares resulting from such subdivision.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
HENRY R. SPERLING, 8, Austin Friars, E.C., Stock Broker	One share.
ROB. WILSON GARBUTT, 8, Austin Friars, E.C., Stock Broker	One share.
ROBERT HORNE PAYNE, 8, Austin Friars, E.C., Stock Broker	One share
REGINALD K. SPERLING, Wealdside House, Brentwood, Gentleman	One share.
E. WELTON, 39, Claremont Square, N., Gentleman ..	One share.
G. B. EARNSHAW, 2, The Studios, Holland Park Road, Kensington, Gentleman	One share.
WALTER STRANGE, 17, Lancaster Road, West Norwood, Gentleman	One share.

Dated this 22nd day of January, 1895.

Witness to the signatures of the above-named:

EDGAR A. BENNETT,
54, Old Broad Street, E.C.,
Gentleman.

SCHEDULE "B."

43108/12.

THE COMPANIES ACTS, 1862 TO 1893.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

—OF—

THE LILLOOET, FRASER RIVER, AND
CARIBOO GOLD FIELDS, LIMITED.

Companies'
Registration
Stamp,
One Pound.

Registered
34699
23rd Oct.,
1895.

The provisions of Table "A" of the "Companies Act, 1862," shall not apply to the Company, but in lieu thereof the following shall be the Articles of Association of the Company:—

Interpretation.

1. In the construction of these Articles, words importing the singular number shall include the plural number, words importing the masculine gender shall include the feminine gender, and words importing persons shall include corporations.

Business.

2. The Company, acting by the Directors, may exercise all the powers of the "Companies Seals Act, 1864."

3. The Company may commence business, notwithstanding that any part of the capital may remain unallotted or unsubscribed for.

4. The first business of the Company shall be to adopt and carry into effect agreements (hereinafter called the "Purchase Agreements") between John Irving, as vendor, and Robert Horne Payne, for and on behalf of the Company, and Archibald Macdonald and Daniel Hurley, as vendors, and Robert Horne Payne, for and on behalf of the Company, both dated Victoria, B.C., 15th day of September, 1894, for the purchase of the above-mentioned mining claims and water privileges for the consideration of seventeen thousand five hundred pounds in fully paid shares:

Provided that the Directors may make such modifications (if any) in the details of the purchase agreements as they think fit.

Shares and Membership.

5. The Directors shall incur no liability whatsoever beyond the amount of capital for the time being called up.

6. The Directors may make calls only when the same shall have been sanctioned by the majority of the shareholders present, either in person or by proxy, at a general meeting, duly convened, and may make such calls payable as and when they think fit.

7. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividend payable in respect of such share, but except in that respect and as to the power of voting hereinafter contained, the only person recognized by the Directors as the holder of that share shall be the person whose name for the time being stands first on the register.

8. If several persons are registered as joint holders of any share, their liability in respect thereof shall be several as well as joint.

9. The Company shall not be bound to recognize any partial, equitable, future, or contingent interest in any share, or any liability in respect of any share, other than the interest and liability to the Company of the registered holder thereof.

10. Every shareholder shall be entitled to a certificate under the common seal of the Company, specifying the share or shares held by him and the amount paid up thereon.

11. If such certificate be worn out or lost, it may be renewed on payment of one shilling, due indemnity or security being given.

12. A call shall be deemed to have been made at the time when a resolution of shareholders authorizing such call shall have passed, and each member shall be liable to pay the amount of such call to the persons, and at the time and places appointed by the Directors, provided that thirty days' notice at least shall be given.

If the call payable in respect of any share is not paid before or on the day appointed for payment thereof, the holder for the time being of such share shall be liable to pay interest for the amount due in respect of such call at such rate as the Directors may determine, not exceeding the rate of ten per cent. per annum, from the day appointed for the payment thereof to the time of the actual payment.

13. The Company, acting by the Directors, may do all or any of the things authorized by the 24th section of the "Companies Act, 1867."

13A. The Board may issue, under the common seal of the Company, share warrants to bearer in respect of any fully paid up shares, and all shares, while represented by warrants, shall be transferable by delivery of the warrants relating thereto. Before the issue of a share warrant, the certificate (if any) then outstanding in respect of the shares intended to be included in it shall be delivered up to the Board unless this condition is dispensed with. Each share warrant shall contain such number of shares and be in such language and form as the Board may think fit. The number originally attached to each shall be stated in the share warrant.

13B. Any person applying to have a share warrant issued to him shall, at the time of application, pay, if so required by the Board, the stamp duty (if any) payable in respect thereof, or if the Company shall have previously have compounded for such stamp duty, then such sum (if any) as the Board may determine in respect of the amount payable by the Company for such composition, and also such fee, not exceeding one shilling for each share warrant, as the Board shall from time to time fix.

13C. Subject to the provisions of these Articles and of the "Companies Act, 1867," the bearer of a share warrant shall be deemed to be a member of the Company to the full extent, but he shall not be entitled to attend or vote at any general meeting, or to sign a requisition for a meeting, or join in convening a meeting, unless two clear days previously he shall have deposited the warrant relating to the shares in respect of which he proposes to vote or act at the registered office of the Company. No shares represented by warrants shall be reckoned in the qualification of a Director.

13D. The Company shall deliver to a member depositing a share warrant in the manner above mentioned a certificate, stating his name and address, and the number of shares represented by such share warrant, and the certificate shall entitle him to attend and vote at a general meeting in respect of the shares specified therein, in the same way in all respects as if he were a registered member. Upon delivery up of the certificate, the Company shall return him the share warrant in respect of which such certificate shall have been given.

13E. No person as bearer of a share warrant shall be entitled to exercise any of the rights of a member (save as hereinbefore expressly provided in respect of general meetings) without producing such share warrant, and stating his name, address, and occupation. The names of more than one as joint holders of a share warrant shall not be received.

13F. The Company shall not be bound by or be compelled in any way to recognize, even when having notice thereof, any other right in respect of the share represented by a share warrant than an absolute right thereto in the bearer thereof for the time being.

13G. The Board may provide, by coupons or otherwise, for the payment of the future dividends on the share included in any share warrant, and the delivery up of a coupon shall be a good discharge to the Company of the dividend thereby represented.

13H. If any share warrant be worn out, destroyed, or lost, it may be renewed on payment of one shilling (or such less sum as the Company in general meeting may prescribe) upon the production of such evidence of its having been worn out, destroyed, or lost, and of the

title of the person claiming the share represented by it, as the Board may consider satisfactory, and upon such indemnity, with or without security, as the Board may require. All expenses incurred by the Company in procuring or investigating such evidence and obtaining such indemnity shall be paid by the person availing himself of the provisions of this Article.

13I. If the bearer of a share warrant shall surrender it to be cancelled, together with all outstanding dividend coupons issued in respect thereof, and shall therewith deposit with the Company an application in writing, signed by him in such form and authenticated in such manner as the Board require, requesting to be registered as a member in respect of the share specified in the said share warrant, and stating in such application his name, address, and occupation, he shall be entitled to have his name entered as a member in the Register of Members of the Company in respect of the share specified in the share warrant so surrendered.

Transfer and Transmission of Shares.

14. Every transfer of any share in the Company shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain a holder of such share until the name of the transferee is entered in the Register Book in respect thereof.

15. The transfer of shares in the Company shall be in writing, in the usual common form, and shall be signed by the transferor and transferee. There shall be paid to the Company in respect of the registration of any transfer such fee, not exceeding two shillings and sixpence, as the Board deem fit.

16. Before registration of any transfer, the instrument of transfer shall be left at the office of the Company, together with the certificate of the shares to be transferred, and with such other evidence (if any) as the Directors may require to prove the title of the transferor, and the transfer shall thenceforward be kept by the Company.

17. The Directors may decline to register the transfer of a share on any of the following grounds:—

That the transferor has not paid any call or other sum which has become payable in respect of the share to be transferred:

That the transfer has not been effected according to the provisions of these Articles, or is contrary to the purchase agreements restraining the sale of the vendor's shares within twelve months from the registration of the Company:

That the transferee is a person not to be relied upon to pay calls:

Provided that nothing in these Articles contained shall give a person registered as a member a right to be removed at his own instance.

18. The transfer books shall be closed during the fourteen days immediately preceding the ordinary general meeting in each year, and at such other times as the Directors may direct, not exceeding twenty-eight days in each year.

19. The executors or administrators of a deceased shareholder shall be the only persons recognized by the Company as having any title to his shares.

20. Any person who has become entitled to a share by any lawful means other than by transfer may, instead of being registered himself, nominate some person to be registered as the holder of such share, such nomination to be tested by the person so entitled executing a transfer to his nominee.

Forfeiture of Shares.

21. If any allottee of shares neglects to pay the five shillings per share payable on allotment within thirty days after the time appointed for the payment thereof, such allotment may be cancelled by the Directors, and the deposit money paid by such allottee may be forfeited by the Directors for the benefit of the Company; and if any shareholder fails to pay any call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as the call remains unpaid, serve a notice on him to pay such call, together with interest and any expenses that have accrued by reason of such non-payment, and all instalments payable after the payments on allotment shall be considered as calls within the meaning of these Articles.

22. The notice shall name a further day on or before which such call and all interest and expenses are to be paid, and shall also name the place where payment is to be made; and in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made shall be liable to be forfeited.

23. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter before payment of all calls, interest, and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect, and every share so forfeited shall be deemed to be the property of the Company, and may be disposed of in such manner as the Directors think fit.

24. The name of the shareholder whose shares shall be so forfeited shall be removed from the Register as the holder thereof, but he shall, notwithstanding such forfeiture, be liable to pay to the Company all calls owing upon the shares at the time of forfeiture, and the interest (if any) thereon.

25. No part of the assets of the Company shall be employed in the purchase of the Company's own shares,

Lien on Shares.

26. The Company shall have a first and paramount lien on the shares of any shareholder who shall be indebted to the Company, and on all dividends and benefits accruing to him by virtue of such shares for the payment of the debt due, and such lien shall exist for debts due from such member, either solely or jointly with any other person, and for any debts accruing due before an actual registration of a transferee, whether the Directors shall have refused such transfer on any of the grounds hereinbefore mentioned or not, and shall extend to the absolute interest in any share belonging to such indebted shareholder jointly with any other person.

Sale of Shares.

27. For the purpose of giving effect to the sale of any share acquired by the Company by forfeiture, or any share in respect of which such lien as aforesaid exists, the Directors may execute, under the Company's seal, the transfer of such share to the purchaser thereof, and such transfer shall be registered, and upon such registration shall operate to confer the same rights upon the transferee as if it had been executed by the member in whose name the share shall have been registered, and this Article may be pleaded in bar or estoppel to any action or proceeding taken by the previous holder of such share against the Company or the transferee.

Increase of Capital.

28. The Company in general meeting may increase the capital by the issue of additional shares, of such amount and on such terms as to preference or other special privileges or otherwise as the Company in general meeting may determine.

Reduction of Capital.

29. Subject to the provisions of the "Companies Act, 1867," and the "Companies Act, 1877," the Company may from time to time reduce the capital or subdivide the shares to such extent and in such manner as the Company may by special resolution, as prescribed by the said Acts, or either of them, determine.

Conversion of Shares into Stock.

30. The Directors may, with the sanction of the Company previously given in general meeting, convert any paid-up shares into stock.

31. When any shares have been converted into stock, the several owners of such stock may thenceforth transfer their respective interests therein, or any part of such interest, in the same manner and subject to the same regulations as and subject to which any shares in the capital of the Company may be transferred, or as near thereto as circumstances will admit, in quantities of not less than one pound.

32. The several holders of such stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages, for the purpose of voting at meetings of the Company and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company, but so that none of such privileges or advantages, except the participation in the dividends and the profits of the Company, shall be conferred by such aliquot part of consolidated stock as would not, if existing in shares, have conferred such privileges or advantages.

General Meetings.

33. The first general meeting shall be held at such time, not being more than four months after the registration of the Company, and at such place as the Directors may determine.

34. Subsequent general meetings shall be held once in every year, at such time and place as may be prescribed by the Directors.

35. The above-mentioned general meetings shall be called ordinary meetings, and all other general meetings shall be called extraordinary meetings.

36. The Directors may, whenever they think fit, and they shall, upon a requisition made in writing by not less than ten in number of the members of the Company, holding in the aggregate not less than one-fifth of the whole number of shares for the time being issued, convene an extraordinary general meeting.

37. Any requisition made by the members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Company.

38. Upon the receipt of such requisition, the Directors shall forthwith convene an extraordinary general meeting. If they do not convene the same within thirty days from the receipt of the requisition, the requisitionists or any other members amounting to the required number, and holding the required number of shares, may themselves convene an extraordinary general meeting.

Proceedings at General Meetings.

39. Seven days' notice at least of every general meeting, specifying the place, the day, and the hour of meeting, and, in case of special business, the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in general meeting, but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

40. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an ordinary meeting, with the exception of the re-election of retiring Directors, appointing Auditors, sanctioning of dividends, and the consideration of the accounts, balance sheets, and the ordinary report of the Directors.

41. No business shall be transacted at any general meeting unless five members, at least, are present in person at the time when the meeting proceeds to business, except only as hereinafter provided.

42. If, within half-an-hour from the time appointed for the meeting, the required number of shareholders be not present, the meeting, if convened by shareholders, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other subsequent day and hour as the members then present shall determine.

43. At any adjourned general meeting, originally convened by the Directors with or without requisition from members, the members present, whatever their number, shall have power to decide on all matters which might have been disposed of at the meeting from which the adjournment took place, if a quorum had been present thereat.

44. The Chairman (if any) of the Board of Directors, or one of the Directors, shall preside as Chairman at every meeting of the Company.

45. If there is no such Chairman, or if at any meeting no Director be present at the time of holding the meeting, the shareholders present shall choose one of their number to be Chairman.

46. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

47. Every question shall be decided by a show of hands, unless a poll is demanded by at least ten shareholders holding in the aggregate at least five thousand shares, and a declaration by the Chairman that a resolution has been carried, and an entry to that effect in a book of proceedings of the Company, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

48. If a poll be demanded it shall be taken in such manner as the Chairman directs, and the result of such poll shall be deemed to be a resolution of the Company in general meeting. In case of an equality of votes (either on a show of hands or on a poll) at any general meeting, the Chairman shall be entitled to a second or casting vote.

Votes of Members.

49. On every question to be decided by poll, every member shall have one vote for every share held by him in the Company, except as hereinafter mentioned.

50. No member shall be entitled to vote at any general meeting other than the first, unless all calls and interest due from him have been paid, and unless he has been registered as the holder of the shares in respect of which he proposes to vote for at least three calendar months.

51. If two or more persons are jointly entitled to any shares or stock, any one of such persons present at any meeting, or offering to vote by proxy, shall be entitled to vote in respect of the same, but should two or more of such joint owners be present, or offer to vote by proxy, the person whose name stands first on the register, and no other, shall be entitled to vote in respect of the same.

52. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing, under the hand of the appointer, or if such appointer be a corporation, under their common seal, but in the event of a proxy being given by any joint holder of a share or shares, such proxy shall have no effect if any other of such joint holders is present at the meeting for which such proxy may have been given.

53. No person shall act as proxy who is not a shareholder and qualified to vote, nor unless the instrument appointing him be deposited at the registered office of the Company at least twenty-four hours before the time fixed for holding the meeting at which he proposes to vote; no appointment of a proxy shall be valid after the expiration of six months from its date, except that it may be used on any adjournment of the meeting for which it was originally intended to be given, and except, in the case of any shareholder residing in foreign parts, who may deposit in the office of the Company an instrument of proxy valid for all meetings whatsoever during such residence in foreign parts and until revocation.

Directors.

54. The number of Directors shall not be less than three nor more than five, unless increased or reduced by the Company in general meeting, and no person, other than the managers or either of them, shall be a Director unless he holds one thousand shares at the least in the capital of the Company, and (except as to the first Directors, and as to any additional Directors to be appointed in pursuance of a resolution of the Company to increase the number of Directors) unless he shall have held such shares for six calendar months.

55. The first Directors shall be :—Frank S. Barnard, Esq., M. P., Albert Edward McPhillips, Esq., Reginald Northall-Laurie, Esq., Charles T. Dunbar, Esq., and E. C. Robson, Esq.

56A. The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in connection with the Company, and they shall also be entitled to receive and be paid the following remuneration for their services, viz., each Director shall be paid a minimum sum of two hundred pounds per annum, and in addition the Directors shall be entitled to receive for division equally amongst themselves ten per cent. of the profits of the Company after providing thereout for the payment of a cumulative dividend of twenty per cent. on the shares of the Company.

Disqualification of Directors.

57. The office of a Director shall be vacated :—

If he ceases to hold one thousand shares in the Company.

If he becomes bankrupt, or insolvent, or compound with his creditors.

If he be declared a lunatic, or become of unsound mind.

If he send in a written resignation to the Board, and the same be accepted or not withdrawn for seven days.

Powers of Directors.

58. The business of the Company shall be conducted by the Directors, who shall superintend and control the management, and shall, out of the first funds of the Company, pay all expenses (whether preliminary or otherwise) incurred in or about the getting up, formation and registration of the Company, and may exercise all such powers of the Company as are not hereby, or by the Companies' Acts, 1862 and 1867, required to be exercised by the Company in general meeting; but subject, nevertheless, to the provisions of the said Acts and of these Articles, and subject also to such regulations (if any) as may from time to time be prescribed by the Company in general meeting, so that no such regulations shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

59. In particular, and by way of explanation and not of restriction, it shall be lawful for the Directors from time to time to do all or any of the matters and things following, that is to say :—

(a.) To do all things necessary in their opinion for carrying out the purchasing agreements :

(b.) To issue and allot to any person or persons who may be entitled thereto under the said agreements, or either of them, or to their nominee or nominees, or under any other agreements, shares

in payment or part payment of the purchase money payable thereunder, and to enter such shares in the books of the Company as paid up shares:

- (c.) To make any payment, or do any other matter or thing the Directors or their nominees may be required to do in order to carry into effect the said agreements, or either of them, or in pursuance thereof:
- (d.) To erect on any of the lands over which the mining rights of the Company shall extend, or on such other lands as shall be considered desirable and can be obtained for the purpose, such machinery, depôts, warehouses and buildings, or any other works as they may think desirable and conducive to the interests of the Company, and to alter, enlarge, and adapt for the purposes of the Company any buildings which may be upon lands which may be acquired by the Company, or to pull down and remove the same or any part of the same:
- (e.) To purchase and acquire any lands or buildings, and any materials which they may deem it necessary or expedient to purchase, for the purpose of effectually carrying into execution the objects and business of the Company:
- (f.) To enter into contracts and arrangements with the Government of the Dominion of Canada, or of the Province of British Columbia, or with individuals or corporations, for acquiring other lands or mineral rights and property, either by purchase or on lease, in furtherance of the objects and business of the Company:
- (g.) To appoint one or more trustee or trustees to hold land, or for any other purposes, on behalf of the Company:
- (h.) To sell and dispose of in such manner as they shall think fit, or to let on lease or otherwise, any of the lands, mineral rights, property and premises so authorized to be acquired as aforesaid when and as the same, in the opinion of the Directors, shall no longer be required for the purposes of the Company:
- (i.) To dispose of, by way of sale, exchange, demise or otherwise, any mining or other rights or property of the Company to any person or persons, or company or companies, and to form, promote, establish and bring out, or to join and assist in forming, promoting, establishing and bringing out any other company or companies having objects similar, or partly similar, to those of this Company, and to make, sell and dispose of to such or any other company or companies, person or persons, all or any part of the mineral rights or other property for the time being

of this Company, and to accept payment or part payment in cash or shares, or debenture bonds or obligations of any such company or companies :

- (j.) To sell the goodwill of the business, and the lands, mining rights, and property and premises belonging to the Company, or any part thereof, to any company or person, or to amalgamate such business with that of any other company, whose liability is limited, upon such terms as may to the Directors seem desirable, but subject to the approval of the shareholders at a meeting to be specially called for the purpose :
- (k.) To borrow at interest upon mortgage of the mineral rights, or of any freehold or leasehold hereditaments belonging to the Company, and the machinery, works and effects of the Company, or any of them, or any part thereof respectively, or upon the bonds or debentures of the Company, such sums of money not exceeding in the whole a sum equal to one-half of the paid-up capital of the Company, from time to time, as the Directors think proper; but every such mortgage, bond or debenture shall be under the common seal of the Company, and be countersigned by two at least of the Directors and by the Secretary. Such mortgage may contain such power of sale, and such other powers and provisions as the Directors may deem expedient :
- (l.) To invest in the names of any two or more of their number, in the Government funds, or on other securities to be approved by the Board, at interest, any portion of the capital or funds of the Company which may not be required for the immediate purposes of the Company's business

60. The Directors may delegate any of their powers to committees of two or more of their own body, or to any single Director, but every such committee or single Director shall report every act or thing done in exercise of such powers to the earliest possible meeting of the Directors held next after the same shall have been done.

60A. In case of emergency, a direction, order or authority signed by any Director, which shall within one month from the date thereof be ratified and confirmed in writing by two of the Directors, shall be as valid and effectual as if it were a resolution passed at a duly convened meeting of the Directors, and shall be entered on the Director's minutes accordingly.

61. Any Director may, notwithstanding any rule of law or equity to the contrary, be appointed to any office under the Directors, with or without remuneration; but he shall not vote upon any question connected with the appointment or remuneration of such office. No Director shall be liable or accountable for any profits made from or in

connection with any contract lawfully made by him or by a firm, company or syndicate in which he may be a partner, shareholder, or otherwise interested, with the Company, or from or in connection with any office held by him under this Company.

Rotation of Directors.

62. At the second ordinary meeting, and at the ordinary meeting in every subsequent year, two of the Directors shall retire from office in rotation.

62A. The two Directors who have been longest in office shall retire at each ordinary meeting. As between three or more Directors who have been in office an equal length of time, the Directors to retire shall, in default of agreement between themselves, be determined by lot.

63. The Company, at the general meeting at which any Director retires in manner aforesaid, shall fill up the vacated office by the election of a member duly qualified.

64. A retiring Director shall be eligible to be re-elected, and shall be deemed to offer himself for re-election, unless he shall have given to the Company notice in writing of a contrary intention.

65. No person other than a retiring Director, or a person proposed by the Directors, shall be eligible to supply the place of a Director retiring by rotation, unless he shall have given to the Directors notice in writing of his intention to offer himself as a candidate at least fourteen days, and not more than thirty days, previously to the day of election.

66. If at any meeting at which an election of Directors ought to take place, the place of a Director retiring by rotation is not filled up, the meeting shall stand adjourned till the same day in the next week, at the same time and place; and if at such adjourned meeting the place of the retiring Director is not filled up, the retiring Director shall continue in office until the ordinary meeting in the next year, and shall be the Director then to retire, and so on from time to time until the place is filled up.

67. The Company may from time to time in general meeting increase or reduce the number of Directors.

68. Any casual vacancy occurring in the Board may be filled up by the Directors by the election of a member duly qualified, such appointment to be submitted to the next general meeting for confirmation or otherwise; but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred. The continuing Directors may act notwithstanding any vacancy in their body.

Proceedings of Directors.

69. The Directors may determine the mode and regulation of their own proceedings, and appoint their own Chairman, and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present at the time of holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting. Questions arising at any meeting shall be determined by a majority of votes, and in case of equality of votes, the Chairman shall, in addition to his original vote, have a casting vote. A Director may at any time summon a meeting of Directors. Until otherwise fixed, the quorum shall be two Directors.

69A. The Directors may appoint a Vice-Chairman, to hold office for such period as they may determine, who shall fulfil the office and duties of the Chairman in such Chairman's absence.

70. The Directors shall cause minutes to be made in books provided for the purpose—

- (a.) Of all appointments of officers made by the Directors:
- (b.) Of the names of the Directors present at each meeting of the Directors and Committees of Directors:
- (c.) Of all orders made by the Directors and Committees of Directors: and
- (d.) Of all resolutions and proceedings of meetings of the Directors and Committees of Directors:

and any such minutes as aforesaid, if signed by the Chairman of any meeting of Directors, or Committee of Directors, shall be receivable in evidence without further proof.

71. The Company in general meeting may, by a special resolution, remove any Director before the expiration of his period of office, and appoint another qualified person in his stead. The person so appointed shall hold office only during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

71A. The Directors may from time to time, with the sanction of a general meeting, appoint one or more of their body to be managing Director or Managing Directors of the Company, either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and may from time to time remove or dismiss him or them from office, and appoint another or others in his or their place or places.

71B. The Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be taken into account in determining the retirement of Directors, but he shall, subject to the provisions of any contract between him and the

Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director from any cause, he shall ipso facto and immediately cease to be a Managing Director.

71C. The remuneration of a Managing Director shall from time to time be fixed by the Company in general meeting, and may be, by way of salary or commission, or participation in profits only, or by any or all of those modes.

71D. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions, as they think expedient, and they may confer such powers, either collaterally with, or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter, or vary all or any of such powers.

Preliminary Expenses.

72. All costs and expenses, as well preliminary to the incorporation of the Company as otherwise, actually and bonâ fide paid, expended, and incurred in and about the formation of the Company, or in relation thereto, including the expenses of obtaining the report of Mr. William Bell Davies, shall be paid out of the funds and capital of the Company immediately after the allotment of shares.

Dividends.

73. The Directors may declare a dividend to be paid to the members in proportion to their shares, and may, in declaring and paying such dividend, give effect to any preference or priority or other agreement attached to any share on the issue thereof, and may from time to time declare interim dividends.

74. Any general meeting declaring a dividend may by subsequent resolution authorize the Directors to pay such dividend wholly or partly by the distribution of specific assets, and in particular of paid-up shares, debentures, or debenture stock of any other company, or partly in one way and partly in the other, and the Directors may, if they think fit, give effect to such resolution, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest such specific assets in trustees upon such trusts for the persons entitled to the dividends as may seem expedient to the Board.

75. No dividend shall be payable except out of the profits arising from the business or out of other income of the Company.

76. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for acquiring further property, or for repaying any moneys borrowed by the Company, or for repairing or maintenance of works connected with the business of the Company, and the Directors may invest the sum so set apart as a reserve fund upon such investments (other than shares of the Company) as they may elect without being liable for any loss or depreciation in consequence of such investment, whether the same be usual or authorized investments for trust funds or not, or they may employ the reserve fund in the ordinary business of the Company.

77. The Directors may deduct from the dividends payable to any member all such sums of money as may be due from him to the Company on any account whatsoever.

78. Notice of a dividend that may have been declared shall be given to each member in manner hereinafter mentioned.

79. No dividend shall bear interest against the Company.

Accounts.

80. The Directors shall cause true accounts to be kept of all the receipts, credits, payments, assets, and liabilities of the Company, and of all other matters necessary for showing the true state and condition of the Company, and the accounts shall be kept in such books and in such manner as the Directors think fit, and to the satisfaction of the Auditors.

81. Once at least in every year the Directors shall lay before the Company in general meeting a statement of the income and expenditure for the past year up to a date not more than six months before the meeting; the statement so made shall show, arranged under convenient heads, the amount of gross expenditure, distinguishing the expense of the establishment, salaries, and other matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting. And in case where any items of expenditure which may, in fairness, be distributed over several years have been incurred in any one year, the whole amount of such item shall be stated, with the reasons why only a portion of such expenditure is charged against the income of the year.

82. A general balance-sheet shall be made out in every year and laid before the Company in general meeting, and shall contain a summary of the assets and estimated liabilities of the Company made up to the same date and arranged under convenient heads.

Audit.

83. The accounts of the Company shall be annually examined, and the correctness of the balance sheet ascertained by one or more Auditor or Auditors, to be elected by the Company at the ordinary meeting in each year. The first Auditor shall be appointed by the Directors, and continue in office until the second ordinary meeting of the Company.

84. If one Auditor only is appointed, all the provisions herein contained relating to Auditors shall apply to him.

85. The Auditors may be members of the Company, but no Director or other officer of the Company shall be eligible as an Auditor during his continuance in office, and no other person who is interested otherwise than as a member in any transaction of the Company shall be eligible as an Auditor during the continuance of his interest.

86. The remuneration of the first Auditor shall be fixed by the Directors, that of the subsequent Auditor shall be fixed by the Company in general meeting.

87. Any retiring auditor shall be eligible for re-election.

88. Any casual vacancy occurring in the office of Auditor may be provisionally filled by the Directors, such an appointment being submitted to the next general meeting for confirmation or otherwise.

89. If no election of Auditors is made in manner aforesaid, the Board of Trade may, on the application of not less than five members of the Company, appoint an Auditor for the current year, and fix the remuneration to be paid to him by the Company for his services.

90. The Auditor shall certify the correctness of the balance sheet and accounts, and shall make a report thereon; and such report shall be read, together with the report of the Directors, at the ordinary meeting.

Notices.

91. All notices may be served by the Company upon any registered member, either personally or by leaving the same or sending them through the post in a prepaid letter, addressed to such member at his registered address or place of abode.

92. All notices directed to be given to the members shall, with respect to any share or shares to which persons are jointly entitled, be given to whichever of such persons is required by notice to the Secretary signed by the persons jointly entitled, and in default of such notice, then to the person who is named first in the register of members, and notice so given shall be sufficient notice to all the holders of such share or shares.

93. Any notice, if sent by post, shall be deemed to have been served at the time when the letter containing the same was posted, and in

proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

93A. Where a given number of days' notice, or a notice extending over any other period, is required to be given, the day of service shall, but the day upon which such notice will expire shall not, be included in such number of days or other period.

94. No member who shall be described in the Register as residing out of the United Kingdom shall be entitled to receive any notice from the Company, except for the purpose of enforcing calls and of forfeiture of his shares, unless an address for notice within the United Kingdom be given to the Company.

94A. The holder of a share-warrant shall not be entitled in respect thereof to notice of any general meeting of the Company.

Dissolution.

95. If the Company in extraordinary meeting shall resolve on dissolution and voluntary winding up for the purpose of amalgamation with another Company, or for any other purpose whatsoever, an event on which the Company is to be dissolved within the meaning of the 129th section of the "Companies Act, 1862," shall be deemed to have occurred.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

HENRY R. SPERLING, Stock Broker, 8, Austin Friars, E. C.

ROB: WILSON GARBUTT, Stock Broker, 8, Austin Friars, E. C.

ROBERT HORNE PAYNE, Stock Broker, 8, Austin Friars, E. C.

REGINALD K. SPERLING, Gentleman, Wealdside House, Brentwood.

E. WELTON, Gentleman, 39, Claremont Square, N.

G. B. EARNSHAW, Gentleman, 2, The Studios, Holland Park Road, Kensington.

WALTER STRANGE, Gentleman, 17, Lancaster Road, West Norwood.

Dated this 22nd day of January, 1895.

Witness to the above signatures:

EDGAR A. BENNETT,

54, Old Broad Street, E. C.

Gentleman.

SCHEDULE "C."

No. of Certificate, 43108/9.

FORM No. 10.

THE COMPANIES ACTS, 1862 TO 1890.

(25 & 26 Vict., c. 89; 30 & 31 Vict., c. 131; 40 & 41 Vict., c. 26; 42 & 43 Vict., c. 76;
43 Vict., c. 19; 46 & 47 Vict., cc. 28 & 30; 49 Vict., c. 23,
and 53 & 54 Vict., cc. 62 & 64.)

Four Pence.
Companies'
Registration
Stamp.

Notice of Increase in the Nominal Capital

—OF—

THE LILLOOET, FRASER RIVER, AND
CARIBOO GOLD FIELDS, LTD.

Registered
31252
20th Sept'r,
1895.

Pursuant to Section 34 of 25 & 26 Vict., c. 89.

Presented for Filing by

EDGAR A. BENNETT,
2 and 3, Old Broad Street, E.C.

NOTICE OF INCREASE IN THE NOMINAL CAPITAL OF THE LILLOOET,
FRASER RIVER, AND CARIBOO GOLD FIELDS, LIMITED.

To the Registrar of Joint Stock Companies:

The Lillooet, Fraser River, and Cariboo Gold Fields, Limited, hereby gives you notice, in accordance with "The Companies Act, 1862," that, by a resolution of the Company dated the eighteenth day of September, the nominal capital of the Company has been increased by the addition thereto of the sum of two hundred and fifty thousand pounds, divided into two hundred and fifty thousand shares of one pound each, beyond the registered capital of fifty thousand pounds.

Dated the 20th day of September, 1895.

One
Shilling.

EDGAR A. BENNETT,
Secretary.

VICTORIA, B. C.:

Printed by RICHARD WOLFENDEN, Printer to the Queen's Most Excellent Majesty,
1896.