



Industry Canada Industrie Canada

**Certificate
Of Amalgamation**

**Certificat
de fusion**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

**TECK CORPORATION/
CORPORATION TECK**

33105-9

Name of corporation-Dénomination de la
société

Corporation number-Numéro de la
société

I hereby certify that the above-named
corporation resulted from an amalgamation,
under section 185 of the *Canada Business
Corporations Act*, of the corporations set out
in
the attached articles of amalgamation.

Je certifie que la société susmentionnée
est issue d'une fusion, en vertu de
l'article 185 de la *Loi canadienne sur
les sociétés par actions*, des sociétés
dont les dénominations apparaissent
dans
les statuts de fusion ci-joints.

/s/ ILLEGIBLE

January 1, 1997/le 1 janvier 1997

Director - Directeur

Date of Amalgamation - Date de fusion



Consumer and
Corporate Affairs Canada

Consommation et
Affaires commerciales Canada

Canada Business

Loi régissant les sociétés

**FORM 9
ARTICLES OF
AMALGAMATION**

**FORMULE 9
STATUTS DE
FUSION**

| | |
|--|--|
| 1-Name of amalgamated corporation | Dénomination de la société issue de la fusion |
| TECK CORPORATION/CORPORATION TECK | |
| 2-The place in Canada where the registered office is to be situated | Lieu au Canada où doit être situé le siège social |
| City Vancouver, Province of British Columbia. | |
| 3-The classes and any maximum number of shares that the corporation is authorized to issue | Catégories et tout nombre maximal d'actions que la société est autorisée à émettre |
| The attached Schedule A is incorporated in this form. | |
| 4-Restrictions, if any, on share transfers | Restrictions sur le transfert des actions, s'il y a lieu |
| None | |
| 5-Number (or minimum and maximum number) of directors | Nombre (ou nombre minimal et maximal) d'administrateurs |
| Minimum - Eight (8) - Maximum - Fifteen (15) | |
| 6-Restrictions, if any, on business the corporation may carry on | Limites imposées à l'activité commerciale de la société, s'il y a lieu |
| None | |
| 7-Other provisions, if any | Autres dispositions, s'il y a lieu |
| The attached Schedule B is incorporated in this form. | |

8-The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

- 183
 184(1)
 184(2)

8-La fusion a été approuvée accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

| 9-Name of the amalgamating corporations Dénomination des sociétés fusionnantes | Corporations No. N° de la société | Signature | Date | Title Titre |
|---|--------------------------------------|--------------------------|--------------|----------------------------------|
| TECK CORPORATION/CORPORTAION TECK | 1210963 | /s/ K. Dunfee | Dec. 1996 | Karen Dunfee Corp. Secretary |
| NICKELFIELDS LTD. | | /s/ Larry A. Mackwood | Dec. 1996 | Larry A. Mackwood Director |
| ELKVIEW COAL CORPORATION | | /s/ K. Dunfee | Dec. 1996 | Karen Dunfee Secretary |

FOR DEPARTMENT USE ONLY - A L'USAGE DU MINISTERE
 SEULEMENT
 Corporation No.- N° de la société

333105-9

Filed - Déposée

Dec. 30, 1996

SCHEDULE A

The classes and the maximum number of shares that the Corporation is authorized to issue are:

Class A common shares and

Class B Subordinate Voting shares

A. An unlimited number of Class A common shares without nominal or par value and an unlimited number of Class B Subordinate Voting shares without nominal or par value.

The holders of Class A common shares and the holders of Class B Subordinate Voting shares shall, subject to the rights, privileges, restrictions and conditions attaching to preference shares, rank pari passu each with the other as to dividends and to receive the remaining property of the Corporation upon dissolution.

The Class A common shares and the Class B Subordinate Voting shares shall respectively carry and be subject to the following rights, restrictions and limitations.

- (a) The Class A common shares shall carry and the holders thereof shall be entitled to 100 votes per share at all meetings of the shareholders of the Corporation.
- (b) The Class B Subordinate Voting shares shall carry and the holders thereof shall be entitled to 1 vote per share at all meetings of the shareholders of the Corporation.
- (e) In all other respects the said Class A common shares and the said Class B Subordinate Voting shares shall rank pari passu each with the other.

Preference Shares - Series Shares

B. An unlimited number of preference shares without nominal or par value designated as preference shares, which preference shares, as a class, have attached thereto the following rights, privileges, restrictions and conditions:

- (i) The preference shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the issuance of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of preference shares including, without limiting the generality of the foregoing the rate, amount or form of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking or purchase fund or other provisions.
- (ii) The preference shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, rank on a parity with the preference shares of every other series and rank in priority to the Class A common shares and the Class B Subordinate Voting shares and over any other shares of the Corporation ranking junior to the preference shares. The preference shares of any series may also be given such other preferences, not inconsistent with these articles, over the Class A common shares and the Class B Subordinate Voting shares and any other shares of the Corporation ranking junior to such preference shares.

- (iii) If any cumulative dividends or amounts payable on the return of capital in respect of a series of preference shares are not paid in full, all series of preference shares shall participate rateably in respect of accumulated dividends and return of capital;
- (iv) The preference shares of any series may be made convertible into Class A common shares or Class B Subordinate Voting shares or any other preference shares of another series.
- (v) Except when entitled to by law and except as specifically set forth herein, the holders of the preference shares shall not be entitled as such to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting unless and until eight (8) quarterly dividends or four (4) half-yearly dividends, as the case may be, on the preference shares of any one series shall remain outstanding and be unpaid whether or not consecutive and whether or not such dividends have been declared and whether or not there are any moneys of the Corporation properly applicable to the payment of dividends. In such event but only for so long as any dividends on the preference shares of any series remain in arrears, the holders of the preference shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation at which members of the board of directors are to be elected and which take place more than sixty (60) days after such event and shall be entitled to elect at any such meeting, voting separately as a class, two (2) members out of whatever number of members of the board of directors are to be elected at such meeting. For such purpose, each holder of preference shares shall be entitled to one (1) vote for each preference share held. Notwithstanding the foregoing, nothing contained herein shall be deemed to limit the right of the Corporation from time to time to increase or decrease the size of its board of directors.

SCHEDULE B

- (a) The board of directors may from time to time, in such amounts and on such terms as it deems expedient:
 - (i) borrow money upon the credit of the Corporation;
 - (ii) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
 - (iii) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligation or any money borrowed, or other debt or liability of the Corporation.

The board of directors may from time to time delegate to such one or more of the directors or officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of such delegation.

The directors are authorized to appoint one or more additional directors, who shall hold office for a term expiring at the close of the next annual meeting of shareholders, but the total number of directors so appointed will not exceed one-third of the number of directors elected at the last annual meeting of shareholders.



Industry Canada

**Certificate of
Amendment**

Canada Business

Industrie Canada

**Certificat
de modification**

Loi canadienne sur

Corporations Act

les sociétés par actions

TECK CORPORATION/

CORPORATION TECK

333105-9

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended:

Je certifie que les statuts de la société susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 28 de la *Loe canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses réorganisation ci-jointes;

/s/ Illegible
Director- Directeur

May 28, 2001 / le 28 mai 2001
Date of Amendment - Date de modification



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Certificat
de modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended:

Je certifie que les statuts de la société susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporation Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

/s/ ILLEGIBLE

September 12, 2001 / le 12 septembre 2001

Director—Directeur

Date of Amendment—Date de modification



Industry Canada Industrie Canada
 Canada Business Corporations Act Los canadienne sus les sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1- Name of corporation—Dénomination de la société
Teck Corporation/Corporation Teck

2- Corporation No. - N de la société
333105-9

3- The articles of the above-named corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The annexed Schedules are incorporated in this form.

Date

Signature

Title - Titre

/s/ KAREN DUNFEE

September 10, 2001

Karen Dunfee

Corporate Secretary

FOR DEPARTMENTAL USE ONLY—À L'USAGE DU MINISTÈRE
SEULEMENT
Filed—Déposée

Sep 12, 2001



Schedule A

The articles of the Corporation are amended to change the name of the Corporation to "Teck Cominco Limited".

Schedule B

The articles of the Corporation are further amended to:

- (I) create an additional class of shares, unlimited in number, to be designated Class A common shares without nominal or par value (hereinafter referred to as "Class A shares");
- (II) convert each issued and outstanding Class A common share into one Class A share and 0.2 Class B Subordinate Voting share;
- (III) cancel the authorized but unissued Class A common shares and to remove and delete from the Articles of the Corporation the rights, privileges, restrictions and conditions attached thereto, such that the classes and the maximum number of shares that the Corporation is authorized to issue are an unlimited number of Class A shares, an unlimited number of Class B Subordinate Voting shares without nominal or par value and an unlimited number of preference shares without nominal or par value designated as preference shares;
- (IV) provide that the rights, privileges, restrictions and conditions attached to the Class A shares shall be as follows:
 - (1) The Class A shares shall carry and the holders thereof shall be entitled to 100 votes per share at all meetings of the shareholders of the Corporation.
 - (2) (a) Any holder of Class A shares shall be entitled at his option, at any time and from time to time to have all or any of the Class A shares held by him converted into Class B Subordinate Voting shares on the basis of one (1) Class B Subordinate Voting share for each one (1) Class A share in respect of which the conversion right is exercised.
 - (b) The conversion right provided for in paragraph (a) hereof may be exercised by notice in writing given to the Corporation accompanied by the certificate or certificates representing Class A shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the person registered on the records of the Corporation as the holder of the Class A shares in respect of which such right is being exercised or by his duly authorized

attorney and shall specify the number of Class A shares which the holder desires to have converted. The holder shall pay any governmental or other tax imposed on or in respect of such conversion. Upon receipt of such notice, the Corporation shall issue certificates representing Class B Subordinate Voting shares upon the basis above prescribed and in accordance with the provisions hereof, to the registered holder of the Class A shares represented by the certificate or certificates accompanying such notice. If less than all the Class A shares represented by any certificate are to be converted, the holder shall be entitled to receive, at the expense of the Corporation, a new certificate for the Class A shares representing the shares comprised in the original certificate which are not to be converted. The right of a holder of Class A shares to convert the same into Class B Subordinate Voting shares shall be deemed to have been exercised, and each registered holder of Class A shares to be converted shall be deemed to have become the holder of Class B Subordinate Voting shares of record of the Corporation for all purposes on the date of receipt by the Corporation of certificates representing the Class A shares to be converted accompanied by a notice in writing as provided in this paragraph (b), notwithstanding any delay in the delivery of certificates representing the Class B Subordinate Voting shares into which such Class A shares have been converted. Upon such conversion, the Corporation shall adjust the stated capital accounts maintained for the Class A shares and the Class B Subordinate Voting shares as then provided in the *Canada Business Corporations Act*.

- (3) The holders of Class A shares and the holders of Class B Subordinate Voting shares shall, subject to the rights, privileges, restrictions and conditions attaching to preference shares, rank *pari passu* each with the other as to dividends and to receive the remaining property of the Corporation upon dissolution.
- (4) Except as otherwise provided in these Articles, each Class A share and each Class B Subordinate Voting share shall have the same rights and attributes and be the same in all respects.

(V) amend the rights, privileges, restrictions and conditions attaching to the Class B Subordinate Voting shares as follows:

- (1) The Class B Subordinate Voting shares shall carry and the holders thereof shall be entitled to 1 vote per share at all meetings of the shareholders of the Corporation.
- (2) (a) For the purposes of this Section (2):
 - (i) “Affiliate” has the meaning assigned by the *Securities Act* (Ontario) as from time to time amended, re-enacted or replaced;
 - (ii) “Associate” has the meaning assigned by the *Securities Act* (Ontario) as from time to time amended, re-enacted or replaced;
 - (iii) “Conversion Period” means the period of time commencing on the eighth day after the Offer Date and terminating on the Expiry Date;
 - (iv) “Converted Shares” means Class A shares resulting from the conversion of Class B Subordinate Voting shares into Class A shares pursuant to paragraph (b) of this Section (2);
 - (v) “Exclusionary Offer” means an offer to purchase Class A shares that:
 - (A) is a General Offer; and
 - (B) is not made concurrently with an offer to purchase Class B Subordinate Voting shares that is identical to the offer to purchase Class A shares in terms of price per share and percentage of outstanding shares to be taken up exclusive of shares owned immediately prior to the offer by the Offeror, and in all other material respects (except with respect

to the conditions that may be attached to the offer for Class A shares), and that has no condition attached other than the right not to take up and pay for shares tendered if no shares are purchased pursuant to the offer for Class A shares;

and for the purposes of this definition, if no offer to purchase Class A shares is a General Offer but not an Exclusionary Offer, the varying of any term of such offer shall be deemed to constitute the making of a new offer unless a variation identical in all material respects is made concurrently to the corresponding offer to purchase Class B Subordinate Voting shares;

- (vi) “Expiry Date” means the last date upon which holders of Class A shares may accept an Exclusionary Offer;
 - (vii) “General Offer” means any offer to purchase Class A shares that must, by reason of applicable securities legislation or the requirements of any stock exchange on which the Class A shares are listed, be made to all or substantially all holders of Class A shares who are in a province of Canada to which any such legislation or requirement applies;
 - (viii) “Offer Date” means the date on which an Exclusionary Offer is mailed to holders of Class A shares;
 - (ix) “Offeror” means a Person that makes an offer to purchase Class A shares (the “bidder”), and includes any Associate or Affiliate of the bidder and any Person that is disclosed in the offering document to be acting jointly or in concert with the bidder;
 - (x) “Person” has the meaning assigned by the *Securities Act* (Ontario) as from time to time amended, re-enacted or replaced and includes a company or other body corporate wherever or however incorporated; and
 - (xi) “Transfer Agent” means, at any relevant time, the transfer agent of the Class A shares.
- (b) Subject to paragraph (e), if an Exclusionary Offer is made, each outstanding Class B Subordinate Voting share shall be convertible into one Class A share at the option of the holder during the Conversion Period. The conversion right may be exercised by notice in writing given to the Transfer Agent prior to the Expiry Date accompanied by the share certificate or certificates representing the Class B Subordinate Voting shares which the holder desires to convert, together with any letter of transmittal or other documentation required by the Transfer Agent or pursuant to the Exclusionary Offer, in each case, in duly executed or completed form, and such notice shall be executed by such holder, or by his attorney duly authorized in writing, and shall specify the number of Class B Subordinate Voting shares which the holder desires to have converted. The holder shall pay any governmental or other tax imposed on or in respect of such conversion. Upon receipt by the Transfer Agent of such notice and share certificate or certificates, the Corporation shall issue a share certificate representing fully-paid Class A shares as above prescribed and in accordance with paragraph (d). If less than all of the Class B Subordinate Voting shares represented by any share certificate are to be converted, the holder shall be entitled to receive a new share certificate representing in the aggregate the number of Class B Subordinate Voting shares represented by the original share certificate which are not to be converted. Upon any conversion of any shares of any class into shares of another class, the Corporation shall adjust the stated capital accounts maintained for the respective classes of shares as then provided in the *Canada Business Corporations Act*.
- (c) An election by a holder of Class B Subordinate Voting shares to exercise the conversion right provided for in paragraph (b) shall be deemed to also constitute irrevocable elections by such holder: (i) to deposit the Converted Shares pursuant to the Exclusionary Offer (subject to such holder's right to subsequently withdraw the shares from the offer); and (ii) to exercise the right to convert into Class B Subordinate Voting shares all Converted Shares in respect of which such holder exercises his right of withdrawal from the Exclusionary Offer or which are not otherwise ultimately taken up and paid for

under the Exclusionary Offer. Any conversion into Class B Subordinate Voting shares, pursuant to such deemed election, of Converted Shares in respect of which the holder exercises his right of withdrawal from the Exclusionary Offer shall become effective at the time such right of withdrawal is exercised without prejudice to the ability to reconvert or re-tender. If the right of withdrawal is not exercised; any conversion into Class B Subordinate Voting shares pursuant to such deemed election shall become effective;

- (A) in respect of an Exclusionary Offer which is duly completed, immediately following the time by which the Offeror is required by applicable securities legislation to take up and pay for all shares to be acquired by the Offeror under the Exclusionary Offer; and
 - (B) in respect of an Exclusionary Offer which is abandoned or withdrawn at the time at which the Exclusionary Offer is abandoned or withdrawn.
- (d) No share certificates representing Converted Shares shall be delivered to the holders of the shares before such shares are deposited pursuant to the Exclusionary Offer. The Transfer Agent, on behalf of the holders of the Converted Shares, shall deposit pursuant to the Exclusionary Offer a certificate or certificates representing the Converted Shares. Upon completion of the Exclusionary Offer, the Transfer Agent shall deliver to the holders entitled thereto all consideration paid by the Offeror for their Converted Shares pursuant to the Exclusionary Offer. If Converted Shares are converted into Class B Subordinate Voting shares pursuant to paragraph (c), the Transfer Agent shall promptly deliver to the holders entitled thereto share certificates representing the Class B Subordinate Voting shares resulting from the conversion. The Corporation shall make all arrangements with the Transfer Agent necessary or desirable to give effect to this paragraph (d).
- (e) Subject to paragraph (f), the conversion right provided for in paragraph (b) shall not come into effect if:
- (i) prior to the Offer Date there is or has been delivered to the Transfer Agent and to the Secretary of the Corporation a certification or certifications signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate, as at the Offer Date, more than 50 per cent of the then outstanding Class A shares, exclusive of shares owned immediately prior to the Offer Date by the Offeror, which certification or certifications shall confirm, in the case of each such shareholder, that such shareholder shall not:
 - (A) tender any shares in acceptance of any Exclusionary Offer without giving the Transfer Agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date;
 - (B) make any Exclusionary Offer;
 - (C) act jointly or in concert with any Person that makes any Exclusionary Offer; or
 - (D) transfer any Class A shares, directly or indirectly, during the time any Exclusionary Offer is outstanding without giving the Transfer Agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Class A shares transferred or to be transferred to each transferee; or
 - (ii) as of the end of the seventh day after the Offer Date there has been delivered to the Transfer Agent and to the Secretary of the Corporation a certification or certifications signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate more than 50 per cent of the then outstanding Class A shares, exclusive of shares owned immediately prior to the Offer Date by the Offeror, which certification or certifications shall confirm, in the case of each such shareholder:

- (A) the number of Class A shares owned by the shareholder;
 - (B) that such shareholder is not making the Exclusionary Offer and is not an Associate or Affiliate of, or acting jointly or in concert with, the Person making such offer;
 - (C) that such shareholder shall not tender any shares in acceptance of the Exclusionary Offer, including any varied form of the offer, without giving the Transfer Agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date; and
 - (D) that such shareholder shall not transfer any Class A shares, directly or indirectly, prior to the Expiry Date without giving the Transfer Agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Class A shares transferred or to be transferred to each transferee; or
- (iii) as of the end of the seventh day after the Offer Date a combination of certifications that comply with either clause (i) or (ii) from shareholders of the Corporation owning in the aggregate more than 50 per cent of the then outstanding Class A shares, exclusive of shares owned immediately prior to the Offer Date by the Offeror, has been delivered to the Transfer Agent and to the Secretary of the Corporation
- (f) If a notice (the “Notice”) referred to in sub-clause (e)(i)(A), (e)(i)(D), (e)(ii)(C) or (e)(ii)(D) is given to the Transfer Agent and to the Secretary of the Corporation and the conversion right provided for in paragraph (b) has not, at the time of the Notice, come into effect, the Transfer Agent shall either forthwith upon receipt of the Notice or forthwith after the seventh day following the Offer Date, whichever is later, determine the number of Class A shares in respect of which there are subsisting certifications that comply with either clause (e)(i) or (e)(ii). For the purpose of this determination, certifications in respect of which the Notice has been given shall not be regarded as subsisting insofar as the Class A shares to which the Notice relates are concerned; the transfer that is the subject of any Notice referred to in sub-clause (e)(i)(D) or (e)(ii)(D) shall be deemed to have already taken place at the time of the determination; and the transferee in the case of any Notice referred to in sub-clause (e)(i)(D) or (e)(ii)(D) shall be deemed to be a Person from whom the Transfer Agent does not have a subsisting certification unless the Transfer Agent is advised of the identity of the transferee, either by the Notice or by the transferee in writing, and such transferee is a Person from whom the Transfer Agent has a subsisting certification. If the number of Class A shares so determined does not exceed 50 per cent of the number of then outstanding Class A shares, exclusive of shares owned immediately prior to the Offer Date by the Offeror, paragraph (b) shall be in effect for the remainder of the Conversion Period.
- (g) As soon as reasonably possible after the seventh day after the Offer Date, the Corporation shall send to each holder of Class B Subordinate Voting shares a notice advising the holders as to whether they are entitled to convert their Class B Subordinate Voting shares in Class A shares and the reasons therefor. If such notice discloses that they are not so entitled but it is subsequently determined that they are so entitled by virtue of paragraph (f) or otherwise, the Corporation shall forthwith send another notice to each holder of Class B Subordinate Voting shares advising them of that fact and the reasons therefor.
- (h) If a notice referred to in paragraph (g) discloses that the conversion right has come into effect. the notice shall:
- (i) include a description of the procedure to be followed to effect the conversion and to have the Converted Shares tendered under the Exclusionary Offer;
 - (ii) include the information set out in paragraph (c) hereof; and

- (iii) be accompanied by a copy of the Exclusionary Offer and all other material sent to holders of Class A shares in respect of such offer, and as soon as reasonably possible after any additional material, including any notice of change or variation, is sent to the holders of Class A shares in respect of such offer, the Corporation shall send a copy of such additional material to each holder of Class B Subordinate Voting shares.
 - (i) Prior to or forthwith after sending any notice referred to in paragraph (g), the Corporation shall cause a press release to be issued to a Canadian national news-wire service, describing the contents of the notice.
 - (3) In the event the Class A shares or the Class B Subordinate Voting shares or both of them are at any time hereafter subdivided or consolidated or reclassified or otherwise changed, appropriate adjustment shall be made (and if not made, shall be deemed to have been made) in the rights, privileges, restrictions and conditions, respectively, attaching to the Class A shares and to the Class B Subordinate Voting shares so as to maintain and preserve the relative rights of the holders of each of the said classes of shares.
- (VI) delete from Schedule A of the Articles Part A in its entirety and insert "and preference shares, issuable in series";
- (VII) delete "B" immediately following the subheading "Preference Shares—Series Shares" under the subheading "Preference Shares—Series Shares" and thereafter throughout, by deleting "Class A common shares" and substituting therefor "Class A shares".

[End]



**Certificate
of Amendment**

**Certificat
de modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

Teck Resources Limited

Ressources Teck Limitée

446056-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended:

Je certifie que les statuts de la société susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

April 23, 2009 / le 23 avril 2009

Date of Amendment - Date de modification



Articles of Amendment

(Section 27 or 177 of the *Canada Business Corporations Act (CBCA)*)

Form 4

Instructions

3 Any changes in the articles of the corporation must be made in accordance with section 27 or 177 of the CBCA.

A: If an amendment involves a change of corporate name (including the addition of the English or French version of the corporate name), the new name must comply with sections 10 and 12 of the CBCA as well as part 2 of the regulations, and the Articles of Amendment must be accompanied by a Canada-biased NUANS® search report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A numbered name may be assigned under subsection 11(2) of the CBCA without a NUANS® search.

D: Any other amendments must correspond to the paragraphs and subparagraphs referenced in the articles being amended. If the space available is insufficient, please attach a schedule to the form.

4 Declaration

This form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

Prescribed Fees

- Corporations Canada Online Filing Centre: \$200
- By mail or fax: \$200 paid by cheque payable to the Receiver General for Canada or by credit card (American Express®, MasterCard® or Visa®).

Important Reminders

Changes of registered office address and/or mailing address:

Complete and file Change of Registered Office Address (Form 3).

Changes of directors or changes of a director's address:

Complete and file Changes Regarding Directors (Form 6).

These forms can be filed electronically, by mail or by fax free of charge.

File documents online:

Corporations Canada Online Filing Centre:
www.corporationscanada.ic.gc.ca

Or send documents by mail:

**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

By Facsimile:
613-941-0999

| | |
|----------------------|-------------------------|
| 1 | Corporation name |
| Teck Cominco Limited | |

| | |
|-----------------|---------------------------|
| 2 | Corporation number |
| 4 4 6 0 5 6 - 1 | |

| | |
|----------|---|
| 3 | The articles are amended as follows: (Please note that more than one section can be filled out) |
|----------|---|

A: The corporation changes its name to:

Teck Resources Limited
Ressources Teck Limitée

B: The corporation changes the province or territory in Canada where the registered office is situated to:
(Do not indicate the full address)

C: The corporation changes the minimum and/or maximum number of directors to:
(For a fixed number of directors, please indicate the same number in both the minimum and maximum options)

minimum:

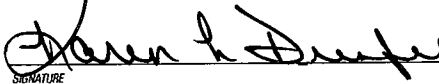
maximum:

D: Other changes: (e.g., to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) **Please specify.**

See Schedule I attached

| | |
|----------|--------------------|
| 4 | Declaration |
|----------|--------------------|

I hereby certify that I am a director or an officer of the corporation.



SIGNATURE

Karen L. Dunfee

(604) 699-4060

PRINT NAME

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Articles of Amendment
Teck Cominco Limited
Schedule I

D: Other changes:

1. to provide that the Corporation may use its name in either the English form, the French form or a combination of the English form and the French form; and
2. to delete in their entirety the authorized but unissued Preference Shares Series 1 and the authorized but unissued Preference Shares Series 2 in the capital of the Corporation, and the rights, privileges, restrictions and conditions attaching thereto, such that after giving effect to the foregoing, the classes and maximum number of shares that the Corporation is authorized to issue are:

An unlimited number of Class A common shares ("Class A shares") without nominal or par value, an unlimited number of Class B Subordinate Voting shares without nominal or par value and an unlimited number of preference shares, issuable in series without nominal or par value.