

BY-LAWS OF AULICIO MINING INC.

PART I

NAME OF CORPORATION

The name of the Corporation is the Aulicio Mining Inc. incorporated in Guyana under the provisions of the Companies Act of Guyana 29 of 1991.

PART II

PRINCIPAL PLACE OF BUSINESS

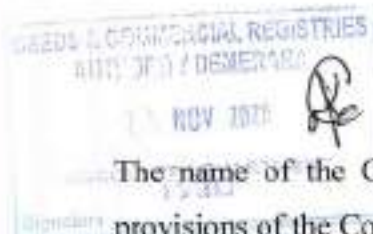
The principal place of business is situated at 1322 EE Young, Professional Scheme Eccles, East Bank Demerara, Guyana. The address at which the register of members or debentures holder of the company is kept is situated at lot 286/287 Barrow Street, Republic Park, East Bank Demerara.

PART IV

INTERPRETATION

1. In these By-Laws-

- (a) "act" means the Companies Act of Guyana, No. 29 of 1991, as amended or superseded from time to time from any other Act concerning Companies;
- (b) "articles" means the articles of incorporation of the Company, as amended from time to time;
- (c) "company or corporation" means Aulicio Mining Inc.;
- (d) "office" means the registered office of the Company;
- (e) "by-laws" means these by-laws as amended and added from time to time as rules governing the internal management of the Corporation.
- (f) "annual meeting" means the general meeting of the Company;
- (g) "special meeting" means meeting called by the Directors or the shareholders.
- (h) "director" means a member of the Board of Directors;
- (i) "board of directors" means the group of Directors duly appointed by the articles;
- (j) "shareholder" means the holder of any share or shares of the Company;
- (k) "chairman of the board" means a Director duly elected to moderate all meetings of the Board of Directors and any other duties and obligations as described in these Bylaws.



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- (l) "corporate officer" means any individual acting for or on behalf of the Corporation. An Officer of the Corporation will usually be appointed to a specific task such as secretary, president, treasurer or other similar position. The Officers will manage the day-to-day operations of the Corporation.
 - (m) "shareholders' list" means the complete record of the owners of shares of stock in the Corporation.
 - (n) "the Principal Executive Office" means where the President of the Corporation has an office.
 - (o) "the Principal Office" means the address designated in the annual report where the executive offices of the Corporation are located.
 - (p) "the Principal Place of Business" means the address at which the Corporation conducts its primary business.
 - (q) "corporate seal" means the common seal of the Company.
2. All terms included in the By-Laws and which are not defined herein but are defined in the Act, shall have the meaning given to those terms in the Act
 3. The singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine; and the word person shall include corporations.

PART V

SHAREHOLDERS

Annual Meeting

4. A meeting of the Shareholders will be held annually for the purpose of electing Directors of the Corporation and for the purpose of doing other business as may come before the meeting. If the day fixed for the annual meeting is a Public Holiday in Guyana, the annual meeting will be held on the next succeeding business day or on a date determined by the board of directors of the Corporation, no later than two weeks after the date specified in the notice.
5. The Corporation must hold its annual meeting:
 - (a) 12 months after the end of the Corporation's financial year; or

(b) 15 months after its last annual meeting.

6. Notwithstanding the any contained in section 5 above, if the annual meeting is not held within that time period as previously section 5, then any shareholder entitled to participate in the meeting may apply to its registered office, to fix the time and place of the meeting.

Special Meetings

7. Unless otherwise prescribed, special meetings of the Shareholders, for any purpose may only be called in the following ways:
- (a) by a majority of the Board or;
 - (b) by the president of the Corporation; or
 - (c) by the holders of shares entitled to case in total not less than 10 percent of the votes on any issue proposed for the meeting where written requests describing the purpose or purposes for the special meeting are signed, dated and delivered to a member of the Board or other Officer of the Corporation.
8. The Board will determine the time, place and date of any special meeting provided that, in the case of a special meeting called by the requisite percentage of Shareholders in accordance with these Bylaws. The Board will issue notice of the special meeting within 21 days of receipt of the written demand(s) by the relevant Officer of the Corporation.

Place of Meeting

9. The annual meetings or special meetings of the Shareholders may be held at any place to be determined at the discretion of the Board. If no designation of the location is made for any annual or special meeting of the Shareholders, the place of the meeting will be the Principal Office of the Corporation. If an annual meeting is not held within that time period, a Shareholder may direct a request in writing to the Chairman of the Board of the Corporation to hold the annual meeting.

Notice of Meetings

10. The written notice of any meeting will be given not less than 10 days, but not more than 60 days before the date of the meeting to each Shareholder entitled to vote at that meeting. The written notice of the meeting will state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.
11. If mailed, notice is given when the notice is deposited in the Guyana Postal system and directed to the Shareholder at the address of the Shareholder as it appears on the records of the Corporation. An affidavit of the secretary (the "Secretary") of the Corporation that the notice has been given will, in the absence of fraud, be prima facie evidence of the facts stated in the notice.

12. A written waiver, signed by the person entitled to a notice of meeting, or a waiver by electronic transmission by the person entitled to that notice, whether before or after the time stated in the notice will be deemed equivalent to the person receiving the notice. Further, attendance of a person at a meeting will constitute a waiver of notice of that meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Consent of Shareholders in-Lieu-of Meeting

13. Any action to be taken at any annual or special meeting of Shareholders may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing setting forth the action to be taken is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the matter were present and voted is delivered to the Corporation. Every written consent will bear the date of signature of each Shareholder who signs the consent. However, no written consent will be effective unless the consent is delivered either by hand or by certified or registered mail within 90 days of the earliest date consent to the Corporation for inclusion in the minutes or filing with the corporate records.

Remote Communication Meetings

14. Shareholders may not participate in a meeting of the Shareholders by any means of remote communication. All Shareholders must be present in person or by proxy to participate in a meeting of the Shareholders.

List of Shareholders Entitled to Vote

15. The Officer who has charge of the Shareholders' list of the Corporation will prepare and make, the day before notice of a meeting of the Shareholders is sent, a complete list of the Shareholders entitled to vote at the meeting arranged in alphabetical order and showing the address of each Shareholder and the number of shares of stock registered in the name of each Shareholder. The list must be available for inspection by any Shareholder beginning two days after the meeting is announced and continuing through the meeting. The list must be provided for any purpose related to the meeting:

- (a) on a reasonably accessible electronic network, so long as the information required to access the list is provided with the notice of the meetings; or
- (b) during ordinary business hours, at the Principal Office of the Corporation or, if the Principal Office of the Corporation is located outside this state, at its Registered Office.

16. If the Corporation decides to make the list available on an electronic network, the Corporation will ensure that this information is available only to Shareholders of the Corporation. If the meeting is to be held at a physical location, then the list will be produced and kept at the time and place of the meeting during the whole time of the meeting and may be inspected by any Shareholder who is present.
17. If any Director willfully neglects or refuses to produce the list of Shareholders at any meeting for the election of Directors those Directors will be ineligible for election to any office at that meeting.
18. The Shareholders' List will be the only evidence as to who are the Shareholders entitled by this section to examine the list required by this section or to vote in person or by proxy at any meeting of Shareholders.

Quorum and Required Vote

19. A minimum of twenty five percent (25%) of the shares entitled to vote, present in person or represented by proxy, will constitute a quorum entitled to act at a meeting of Shareholders.
20. In all matters other than the election of Directors, any act of the Shareholders must be passed by an affirmative vote of the majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter.
21. Directors will be elected by a majority of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of Directors
22. Where a separate vote by a class or series of classes or series of shares is required, forty percent (40%) of the outstanding Eligible Shares present in person or represented by proxy, will constitute a quorum entitled to act with respect to that vote on that matter. Any act to be taken must be passed by an affirmative vote of the majority of the outstanding Eligible Shares present in person or represented by proxy.

Shareholders Voting Rights and Proxies

23. Subject to the Articles of Incorporation, each Shareholder will be entitled to one vote for each share of stock held by that Shareholder.
24. Each Shareholder entitled to vote at a meeting of Shareholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for that Shareholder by proxy, but no proxy will be valid after eleven (11) months from the date of its execution unless the proxy provides for a longer period.

25. Execution of proxy may be accomplished by the Shareholder or by the authorized Officer, Director, employee or agent of the Shareholder, signing the writing or causing that person's signature to be affixed to the writing by any reasonable means including, but not limited to, by facsimile signature.
26. A duly executed proxy will be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the shares or an interest in the Corporation generally.

Voting Rights of Fiduciaries, Pledgers and Joint Owners of Shares

27. Persons holding shares in a fiduciary capacity will be entitled to vote the shares so held. Persons whose shares are pledged will be entitled to vote, unless, in the transfer by the pledger on the books of the Corporation, that person has expressly empowered the pledgee to vote the shares, in which case only the pledgee, or that pledgee's proxy, may represent and vote the shares.

Right of First Refusal

28. In the event that a shareholder proposes to sell, pledge or otherwise transfer to a third party any Shares acquired through ownership or any interest in such Shares, the Company shall have the Right of First Refusal with respect to all (and not less than all) of such Shares.

PART VI

BOARD OF DIRECTORS

General Powers

29. The business and affairs of the Corporation will be managed by or under the direction of the Board of Directors.

Regular Meetings

30. By resolution, the Board may provide the time and place for the holding of regular meetings without any notice other than that resolution.

Special Meetings

31. Special meetings of the Board may be called by or at the request of the President or by a majority of the Directors. The person or persons calling that special meeting of the Board may fix any date, time or place for holding of that special meeting.

Notice

32. Written notice of the date, time and place of a special meeting of the Board will be given at least seven (7) days prior to the date set for that meeting. The written notice can be given personally, by mail, by private carrier, by telephone facsimile, email or by any other manner as permitted by Guyana's law. The notice will be given by the Secretary or one of the persons authorized to call Directors' meetings.
33. If written notice is mailed, correctly addressed to a Director's address as provided in the Corporation's current records, the notice will be deemed to have been given to that Director at the time of mailing. If written notice is sent by private carrier or if the written notice is sent by mail, the notice will be deemed to have been given to a Director on the date shown on the return receipt. Otherwise notice is effective when received by a Director.
34. Notice of any Director's meeting may be waived by a Director before or after the date and time of the meeting. The waiver must be in writing, must be signed by a Director and must be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The attendance of a Director at a meeting of the Board will constitute a waiver of notice of that meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

Action by Directors Without a Meeting

35. Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all members of the Board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

Vacancies and Newly Created Directorships

36. When vacancies or newly created directorships resulting from any increase in the authorized number of Directors occur, a majority of the Directors will have the power to appoint new Directors to fill this vacancy or vacancies. Each new Director so chosen will hold office until the next annual meeting of the Shareholders.
37. If at any time, by reason of death or resignation or other cause, the Corporations should have no Directors in office, any Officer or any Shareholder or an executor, administrator,

trustee or guardian of a Shareholder, or other fiduciary entrusted with like responsibility for the person or estate of a Shareholder, may call a special meeting of Shareholders for an election to fill the vacancy.

38. When one or more Directors resign from the Board and the resignation is to become effective at a future date, a majority of the Directors then in office, including those who have so resigned, will have the power to appoint new Directors to fill this vacancy or vacancies. The appointments of these new Directors will take effect when the resignation or resignations are to become effective, and each new Director so chosen will hold office until the next annual meeting of the Shareholders.

Removal

39. Any Director or the entire Board may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of Directors at a special meeting of the Shareholders called for that purpose. A director may be removed only if the number of votes cast to remove the director exceeds the number of votes cast not to remove him or her.

Organization

40. Meetings of the Board will be presided over by the President, or in the President's absence by a Director chosen at the meeting. The Secretary will act as secretary of the meeting, but in the absence of the Secretary, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

Chairman of the Board

41. The Chairman of the Board, if present, will preside at all meetings of the Board and exercise and perform any other duties as may be from time to time delegated by the Board.

Compensation

42. The Board will, by resolution, fix the fees and other compensation for the Directors for their services as Directors, including their services as members of committees of the Board. All changes to Director compensation are subject to ratification by the Shareholders.

Presumption of Assent

43. A Director of the Corporation who is present at a meeting of the Board will be presumed to have assented to an action taken on any corporate matter at the meeting unless:
- (a) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting;

(b) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) the Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before the adjournment of the meeting or to the Corporation within a reasonable time after adjournment of the meeting.

44. Any right to dissent or abstain from the action will not apply to a Director who voted in favor of that action.

Appointment

45. The Board may designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

46. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not that member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member.

47. The committee or committees, to the extent provided in the resolution of the Board will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. No such committee will have the power or authority in reference to the following matters:

(a) approving or adopting, or recommending to the Shareholders, any action or matter (other than the election or removal of Directors) expressly required by Guyana's laws to be submitted to Shareholders for approval; or

(b) adopting, amending or repealing any Bylaw of the Corporation.

Tenure

48. Each member of a committee will serve at the pleasure of the Board.

Meetings and Notice

49. The method by which Directors' meetings may be called and the notice requirements for these meetings as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Quorum

50. The requirements for a quorum for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Action Without a Meeting

51. The requirements and procedures for actions without a meeting for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Resignation and Removal

52. Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board. Any member of a committee may resign from the committee at any time by giving written notice to the Chairman of the Board of the Corporation, and unless otherwise specified in the notice, the acceptance of this resignation will not be necessary to make it effective.

Vacancies

53. Any vacancy in a committee may be filled by a resolution adopted by a majority of the entire Board.

Committee Rules of Procedure

54. A committee will elect a presiding officer from its members and may fix its own rules of procedure provided they are not inconsistent with these Bylaws. A committee will keep regular minutes of its proceedings and report those minutes to the Board at the first subsequent meeting of the Board.

Appointment of Officers

55. The Officers of the Corporation (individually the "Officer" and collectively the "Officers") will consist of the President, a treasurer and the Secretary.
56. The Officers will be appointed by the Board at the first meeting of the Directors or as soon after the first meeting of the Directors as possible, if Officers have not already been appointed. Any appointee may hold one or more offices.

Term of Office

57. Each Officer will hold office until a successor is duly appointed and qualified or until the Officer's death or until the Officer resigns or is removed as provided by these Bylaws.

Removal

58. Any Officer or agent appointed by the Board or by the Incorporators may be removed by the Board at any time with or without cause, provided, however, any contractual rights of that person, if any, will not be prejudiced by the removal.

Vacancies

59. The Board may fill a vacancy in any office because of death, resignation, removal, disqualification or otherwise.

President

60. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the President will be:
- (a) to have the general management and supervision, direction and control of the business and affairs of the Corporation;
 - (b) to preside at all meetings of the Shareholders when the Chairman of the Board is absent;
 - (c) to call meetings of the Shareholders to be held at such times and at such places as the President will deem proper within the limitations prescribed by law or by these Bylaws;
 - (d) to ensure that all orders and resolutions of the Board are effectively carried out;
 - (e) to maintain records of and certify, whenever necessary, all proceedings of the Board and the Shareholders;
 - (f) to put the signature of the Corporation to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board or which, in the opinion of the President, should be executed on behalf of the Corporation, to sign certificates for the Corporation's shares; and, subject to the instructions of the Board, to have general charge of the property of the Corporation and to supervise and manage all Officers, agents and employees of the Corporation; and
 - (g) to perform all other duties and carry out other responsibilities as determined by the Board.

Treasurer

61. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the Treasurer will be:
- (a) to keep accurate financial records for the Corporation;
 - (b) to deposit all money, drafts and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board;
 - (c) to endorse for deposit all notes, checks, drafts received by the Corporation as instructed by the Board, making proper vouchers for them;
 - (d) to disburse corporate funds and issue checks and drafts in the name of the Corporation, as instructed by the Board;
 - (e) to submit to the President and the Board, as requested, an account of all transactions by the Treasurer and the financial condition of the Corporation;

- (f) to prepare and submit to the Board annual reports detailing the financial status of the Corporation; and
- (g) to perform all other duties and carry out other responsibilities as prescribed by the Board or the President

Secretary

62. The Secretary will perform the following duties:

- (a) prepare the minutes of the meetings of the Shareholders and meetings of the Board and keep those minutes in one or more books provided for that purpose;
- (b) authenticate the records of the Corporation as will from time to time be required;
- (c) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (d) act as custodian of the corporate records and of the corporate seal, if any, and ensure that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
- (e) keep a register of the address of each Shareholder;
- (f) sign, along with the President, certificates for shares of the Corporation, the issuance of which will have been authorized by resolution of the Board;
- (g) have general charge of the Shareholders' List of the Corporation; and
- (h) perform all duties incidental to the office of the Secretary and any other duties as from time to time may be delegated to the Secretary by the President or the Board.

Delegation of Authority

63. The Board reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.

Loans

64. Without authorization by a resolution of the Board, the Corporation is prohibited from making or accepting loans in its name or issuing evidence of indebtedness in its name. The authorization of the Board for the Corporation to perform these acts can be general or specific.

Checks, Drafts, Notes

65. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation must be signed by the Corporate Secretary or any Director of the Corporation will from time to time be determined by resolution of the Board.

Deposits

66. All funds of the Corporation to include referral fees and discounts, and not otherwise used will be deposited to the credit of the Corporation in banks, trust companies, or other depositories designated by the Board.

Voting Securities Held by the Corporation

67. The President, or other Officer or agent designated by the Board will, with full power and authority attend, act, and vote, on behalf of the Corporation, at any meeting of security holders or interest holders of other corporations or entities in which the Corporation may hold securities or interests. At that meeting, the President or other delegated agent will have and execute any and all rights and powers incidental to the ownership of the securities or interests that the Corporation holds.

Contracts

68. The Board may give authority to any Officer or agent to make any contract or execute and deliver any instrument in the name of the Corporation and on its behalf and that authority may be general or specific.

Conflict of Interest by Directors

69. No Director of the company is authorized to enter into direct or indirect contracts with a competitor organization without approval of the Board.

Loans to Employees and Officers

70. The President, an Officer so delegated or agent designated by the Board will determine the qualification criteria and terms of loans to employees and Officers.

Employee Benefits

71. The Board in its scheduled or special meetings may determine Officer and employee benefits.

2020-11-23nd

(DATE)



Olga G. Aulicio

Olga Aulicio
Secretary of Aulicio Mining Inc.

OBSERVATIONS

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The postscript contributes 52 rows in

REPUBLIC OF GUYANA

PASSPORT



Eliza G. Ambrose

Abstract

COLLAPSE: COSSER, JR.

REPORTING MEASURES

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MILICIO

OLGA GERALDINE

NATIONALITY / NATIONALITY STATE

GUYANES

DATE OF DATA: 1 FEBRUARY 1994

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13 JAN 2015

CITY OF EASTWYLLINGHAM

CONCLUSIONS

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GEORGETOWN

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1. The first step in the process of identifying a problem is to recognize that a problem exists. This is often done by comparing current performance with a desired state or goal. If there is a significant difference, a problem is identified.



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