

Extract from Minutes of the Annual Meeting of the Stockholders of the Republic Mining Company, held at the Company's office, at Cheyenne, Wyoming, on Monday, July 4th, 1904.

"The Meeting was informed that much work had been done by the trustees in the matter of the sale and liquidation of the Company property and business, and the negotiations were pending to that end.

Thereupon, it was on motion duly seconded,

RESOLVED: That this meeting desires to put itself on record as endorsing, continuing and re-enacting the resolution passed by the Stockholders on July 6th, 1903.

Extract from Minutes of the Annual Meeting of the Board of Trustees of the Republic Mining Company, held at the Company's office, at No. 10 Wall Street, New York City, on Thursday June 1st, 1905.

"Upon motion of Mr. Eaton, duly seconded, the following resolution was unanimously adopted. ~~to sell and dispose~~

"Resolved: That the executive Officers of this Company be and they are hereby authorized to sell and dispose of any or all of the property and assets of the Company, in whole or in part, upon any terms and conditions which they, in their judgment, may deem best, and to make, execute and deliver all papers, instruments and agreements, for the purpose of liquidation of the Company, and the power herein given to the Executive Officers shall be deemed to be continuing and shall remain in effect until duly rescinded by this Board or by the Stockholders of this Company".

Extract from Minutes of the Annual Meeting of the Stockholders of the Republic Mining Company, held at the Company's office, at Cheyenne, Wyoming, on Monday, July 3rd, 1905.

"The meeting, having before it, a report of the Board that it was negotiating with Robert I. McKay and associates for a sale of the property of this Company, the following resolution was unanimously adopted.

Resolved: That this meeting desires to endorse, continue and re-enact the resolution passed by the stockholders on July 6th, 1903, and again on July 4th, 1904, as aforesaid in full upon the minutes at folio 60, giving the board of trustees full power and authority to dispose of the Company property."

Resolved: That the President of this Company be hereby authorized to appoint, when in his judgment it is advisable, an Acting Secretary to perform the duties of the Secretary during the absence or disability of that officer."

Extract from Minutes of the Annual Meeting of the Board of Trustees of the Republic Mining Company, held at the office of the Company, in New York City, on Wednesday, December 27th, 1905.

"The President advised the Meeting that he had executed a contract for the sale of the property at Cook City, with Robert I. McKay, and associates, and further, that this had been done on the authority vested in him by vote of this Board passed on June 1st, 1905, (for which see Folio 65) of these Minutes, - and further that under authority given by resolution of Stockholders, - see folio 67 - he had appointed J. T. Adams an Acting Secretary.

The above contract was then submitted to the Board and, after examination, was approved and confirmed by a vote of the Board."

I hereby certify that the foregoing are true and correct extracts from the Minutes of the Stockholders and of the Board of Directors of Republic Mining Company as above set forth.