

**PROJECT APPROVAL CERTIFICATE M96-07  
AMENDMENT #1**

**IN THE MATTER OF  
THE ENVIRONMENTAL ASSESSMENT ACT (the "Act")  
R.S.B.C. 1996, c. 119**

**AND**

**IN THE MATTER OF THE FORMER MINE DEVELOPMENT CERTIFICATE 92-13  
ISSUED TO IMPERIAL METALS CORPORATION ("I.M.C.")  
TO DEVELOP  
THE MOUNT POLLEY COPPER/GOLD PROJECT (the "Project")**

**AND**

**IN THE MATTER OF A MINOR AMENDMENT (the "Amendment")  
TO THE PROJECT APPROVAL CERTIFICATE M96-07 BY I.M.C.**

WHEREAS, pursuant to section 3(1)(b) of the former Mine Development Assessment Act, the Minister of Energy, Mines and Petroleum Resources (the "Minister") with the concurrence of the Minister of Environment, Lands and Parks, issued to I.M.C., Mine Development Certificate 92-13 on October 6, 1992;

and

WHEREAS, on June 30, 1995, the Act came into force and, inter alia, repealed the Mine Development Assessment Act;

and

WHEREAS, s. 93(8) of the Act deems that Mine Development Certificate 92-13 was issued under the Act, and continues in force as Project Approval Certificate M96-07;

and

WHEREAS, by letter dated May 23, 1996, I.M.C., as holder of Project Approval Certificate M96-07 has applied for a minor amendment to transfer the name of the holder of Project Approval Certificate M96-07 to Mount Polley Holding Company Limited (M.P.H.C.);

and

WHEREAS, the Amendment is conclusively deemed to be part of the Project Approval Certificate M96-07;

and

WHEREAS, the new holder of the Certificate M96-07, M.P.H.C., hereby agrees that M.P.H.C. will abide by all conditions of Project Approval Certificate M96-07;


and

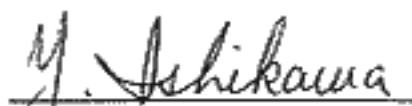
WHEREAS, the Minister of Environment, Lands and Parks is of the opinion that the change in the name of the holder of Certificate M96-07 is a minor amendment and M.P.H.C. agrees to this Amendment.

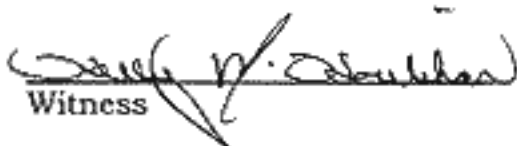
NOW THEREFORE, the Minister of Environment, Lands and Parks, hereby agrees to the change in the holder of the Certificate M96-07 from I.M.C. to M.P.H.C.

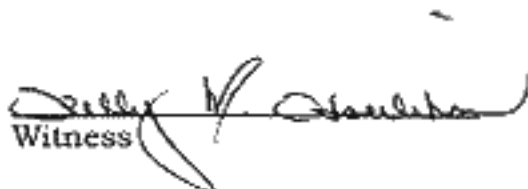
Dated this 2 day of Sept, 1997.

  
Minister of Environment, Lands  
and Parks

  
M.P.H.C Per  
Andre Deepwell,  
President

  
M.P.H.C. Per  
Yoshikazu Ishikawa,  
Secretary

  
Witness

  
Witness