MEMORANDUM

TO: Rosemont Copper Company
FROM: Fennemore Craig, P.C.
DATE: October 30, 2007
RE: Technical Memorandum -- Rosemont Copper Project Incorporation Documents
(Issue No. Admin-6; Item No. 23)

On October 19, 2007, Ms. Jeanine A. Derby, Forest Supervisor, on behalf of Coronado National Forest ("CNF"), sent Rosemont Copper Company a letter requesting additional information relating to the Rosemont Mine Plan of Operations ("MPO"). One particular aspect of the request concerns information relating to the corporate status of "Augusta Resource Corporation." Specifically, CNF requested that Rosemont Copper Company provide "information that is needed with the MPO and supporting documents," among others, "[t]he state in which Augusta Resource Corporation was incorporated and the articles of incorporation." The purpose of this Technical Memorandum is to respond to the request specifically identified above.

I. AUGUSTA RESOURCE CORPORATION

Augusta Resource Corporation is a publicly traded corporation organized under the laws of Canada. The common shares of Augusta Resource Corporation are publicly traded on the American Stock Exchange and the Toronto Stock Exchange under the symbol AZC, and on the Frankfurt Stock Exchange under the symbol A5R. Significant shareholders include: Harbinger Capital (~19.9%), Management (~18.0%), and Sumitomo Corporation (~8.7%).

Attached please find the articles of incorporation (i.e., letters patent) for Augusta Resource Corporation and supporting documentation.

I. ROSEMONT COPPER COMPANY

Rosemont Copper Company (formerly known as Augusta Resource (Arizona) Corporation) is a privately held corporation organized under the laws of the State of Arizona. Rosemont Copper Company is a wholly owned (100%) subsidiary of Augusta Resource Corporation. Rosemont Copper Company was organized primarily for the purpose of holding and managing assets in Arizona relating to the Rosemont Copper Project. As originally incorporated, Rosemont Copper Company was named “Augusta Resource (Arizona) Corporation.” The name of the corporation was changed to Rosemont Copper Company on July 9, 2007.
Attached please find the articles of incorporation for Rosemont Copper Company and supporting documentation.

Attachments: Articles of Incorporation, Augusta Resource Corporation (and supporting documentation).

Articles of Incorporation, Rosemont Copper Company (and supporting documentation).
ARTICLES OF INCORPORATION
AUGUSTA RESOURCE CORPORATION

(Seal)

(COAT OF ARMS)

PROVINCE OF ONTARIO

BY THE HONOURABLE

HARRY CORWIN NIXON,
Provincial Secretary,

To all to whom these Presents shall Come

GREETING

WHEREAS The Companies Act provides that with the exceptions therein mentioned the Lieutenant Governor may by Letters Patent create and constitute bodies corporate and politic for any of the purposes to which the authority of the Legislature of Ontario extends;

AND WHEREAS by the said Act it is further provided that the Provincial Secretary may under the Seal of his office have, use exercise, and enjoy any power, right, or authority conferred by the said Act on the Lieutenant-Governor;

AND WHEREAS by their petition in that behalf the persons herein mentioned have prayed for a Letters Patent constituting them a body corporate and politic for the due carrying out of the undertaking hereinafter set forth;

AND WHEREAS it has been made to appear that the said persons have complied with the conditions precedent to the grant of the desired Letters Patent and that the said undertaking is within the scope of the said Act;

NOW THEREFORE KNOW YE that under the authority of the hereinbefore in part recited Act I DO BY THESE LETTERS PATENT CONSTITUTE the Persons hereinafter named that is to say:

Percy Claire Finlay, Sidney Hamlin Robinson and Robert Leroy Pepall, Barristers-at-Law; and Sadie May Hutchinson and Olive Mary Partidge, Stenographers; all of the City of Toronto, in the County of York and Province of Ontario; and any others who have become subscribers to the memorandum of agreement of the Company, and persons who hereafter become shareholders therein, a corporation under the name of

HOL-DAF GOLD MINES, LIMITED

(No Personal liability)

for the following purposes and objects, that is to say:  

A-1
(a) To acquire, own, lease, prospect for, open, explore, develop, work, improve, maintain and manage mines and mineral lands and deposits, and to dig for, raise, crush, wash, smelt, assay, analyze, reduce, amalgamate, refine, pipe, convey and otherwise treat ores, metals and minerals, whether belonging to the Company or not, and to render the same merchantable and to sell or otherwise dispose of the same or any part thereof or interest therein; and

(b) To take, acquire and hold as consideration for ores, metals or minerals sold or otherwise disposed of or for goods supplied or for work done by contract or otherwise, shares, debentures or other securities of or in any other company having objects similar, in whole or in part, to those of the Company hereby incorporated and to sell and otherwise dispose of the same:

THE CAPITAL of the Company to be Forty Thousand dollars divided into Forty Thousand shares of One dollar each:

THE HEAD OFFICE of the Company to be situate at the City of Timmins, in the District of Cochrane and Province of Ontario; and

THE PROVINCIAL DIRECTORS of the Company to be Percy Claire Finlay, Sidney Hamlin Robinson, Robert Leroy Pembell, Sadie May Hutchinson and Olive Marjory Partridge, hereinafter mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that the said Company shall be subject to the provisions of Part XI of The Companies Act;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED:

(1) THAT the Company may hold meetings of its shareholders, directors and executive committees (if any) at any place other than the head office either within or without the Province of Ontario; and

(2) THAT, if the by-laws of the Company so provide, it shall not be necessary for a majority of the directors to constitute a quorum of the board; PROVIDED, however, that the number necessary to constitute a quorum shall be two-fifths thereof or such greater proportionate number as may be fixed by by-law;

AND THE COMPANY IS HEREBY AUTHORIZED to pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any shares in the Company or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, PROVIDED, however, that the said commission shall not exceed twenty-five per centum of the amount realized upon the sale of such shares.

GIVEN under my hand and seal of office at the City of Toronto in the said Province of Ontario this fourteenth day of January in the year of Our Lord one thousand nine hundred and thirty-seven.

(SEAL) "H.C. Nixon,"
Provincial Secretary
Dated January 14, A.D. 1937

PROVINCE OF ONTARIO

LETTERS PATENT

Incorporating

HOL-LAC GOLD MINES,

LIMITED

(No Personal Liability)

Recorded this 19th day of January A.D. 1937 as number 61 in Liber 338, ___

"F. V. Johns"

Assistant Provincial Secretary

Provincial Secretary's Office

TORONTO, ONTARIO.
ARTICLES OF AMENDMENT

1. The name of the corporation is:

<table>
<thead>
<tr>
<th>H O L - L A C G O L D M I N E S , L I M I T E D</th>
</tr>
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<tbody>
<tr>
<td></td>
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</tbody>
</table>

2. The name of the corporation is changed to (if applicable):

A U G U S T A R E S O U R C E C O R P O R A T I O N

3. Date of incorporation/amalgamation:

1937 JANUARY 14

4. The articles of the corporation are amended as follows:

The Articles of the Corporation are hereby amended by changing the name of the Corporation from "Hol-Lac Gold Mines, Limited" to "Augusta Resource Corporation".

CERTIFIED A TRUE COPY THIS
DAY OF

(Signature)

Ontario Corporation number
Nume de la société en Ontario
1. 42835

JULY 03 JUILLET, 1997
5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

June 17, 1997

These articles are signed in duplicate.

HOL-LAC GOLD MINES, LIMITED

By/Par:  

Signature:  

(Description of Office)  

(Description of Office)  

[Signature]

A-5
AUGUSTA RESOURCE CORPORATION

Certificate of Continuance
Canada Business Corporations Act

Name of corporation-Dénomination de la société

I hereby certify that the above-named corporation was continued under section 187 of the Canada Business Corporations Act, as set out in the attached articles of continuance.

Corporation number-Numéro de la société

June 28, 1999 / le 28 juin 1999

Date of Continuance - Date de la prorogation

Canada
<table>
<thead>
<tr>
<th><strong>1. Name of Corporation</strong></th>
<th><strong>Dénomination de la société</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>AURIA RESOURCE CORPORATION</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>2. The place in Canada where the registered office is to be situated</strong></th>
<th><strong>Lieu au Canada où doit être situé le siège social</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>City of Vancouver</td>
<td></td>
</tr>
<tr>
<td>Province of British Columbia</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>3. The classes and any maximum of shares that the corporation is authorized to issue</strong></th>
<th><strong>Catégories et tout nombre maximal d'actions que la société est autorisée à émettre</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Unlimited number of Common Shares without par value. There be attached the rights, privileges, restrictions and conditions set out in Schedule A hereto</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>4. Restrictions if any on share transfers</strong></th>
<th><strong>Restrictions sur le transfert des actions, s'il y a lieu</strong></th>
</tr>
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<tbody>
<tr>
<td>N/A</td>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>5. Number (or minimum and maximum number) of directors</strong></th>
<th><strong>Nombre (ou nombre minimum et maximum d'administrateurs)</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Minimum: 3; maximum: 10</td>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>6. Restrictions if any on business the corporation may carry on</strong></th>
<th><strong>Limites imposées quant aux activités que la société peut exploiter, s'il y a lieu</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>7. (1) If change of name effected, previous name</strong></th>
<th><strong>(2) Date of incorporation</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>(1) Si changement de dénomination, dénomination antérieure</td>
<td>(2) Date de la constitution</td>
</tr>
<tr>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>8. Other provisions if any</strong></th>
<th><strong>Autres dispositions s'il y a lieu</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>
SCHEDULE "A"

The Common Shares of the Corporation shall have the following rights, privileges, restrictions and conditions attached thereto:

a) to vote at meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

b) to share equally, share for share, in any dividends declared by the Corporation; and

c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to share equally, share for share, in the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation.
ARTICLES OF INCORPORATION
ROSEMONT COPPER COMPANY (f/k/a Augusta Resource (Arizona) Corporation)

I. NAME

The name of the corporation is Augusta Resource (Arizona) Corporation.

II. AUTHORIZED CAPITAL

The corporation shall have authority to issue 1,000 shares of common stock.

III. PURPOSE AND INITIAL BUSINESS

The corporation is organized for the purpose of transacting all lawful business for which corporations may be organized under the laws of Arizona, as amended from time to time. The corporation initially intends to conduct in Arizona the business of the operation of mining and other mineral resource activities.

IV. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members, who shall serve as directors until their successors are elected and qualified, and whose names and addresses are:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>City</th>
<th>Province</th>
<th>Postal Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard W. Whyte</td>
<td>837 West Hastings Street, Suite 400</td>
<td>Vancouver</td>
<td>British Columbia</td>
<td>V6C 3N6</td>
</tr>
<tr>
<td>Donald B. Clark</td>
<td>837 West Hastings Street, Suite 400</td>
<td>Vancouver</td>
<td>British Columbia</td>
<td>V6C 3N6</td>
</tr>
</tbody>
</table>

V. STATUTORY AGENT

CT Corporation System, 3225 North Central Avenue, Phoenix, Arizona 85012 is hereby appointed the initial statutory agent for the corporation for the State of Arizona.

VI. MAILING ADDRESS

The corporation’s mailing address is 837 West Hastings Street, Suite 400, Vancouver, British Columbia, Canada V6C 3N6.

VII. INCORPORATOR

The names and address of the incorporator are as follows: FC Service Corporation, an Arizona corporation, 3003 North Central Avenue, Suite 2600, Phoenix, Arizona 85012-2913.
VIII. ELIMINATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Arizona Revised Statutes, as the same exist or may be amended, no director of the corporation shall be liable to the corporation or its shareholders for necessary expenses for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the corporation occurring prior to such repeal, amendment or modification.

IX. INDEMNIFICATION

To the fullest extent permitted by the Arizona Revised Statutes, as the same exist or may be amended, the corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact that he or she is or was serving as an officer or director of the corporation or is or was serving as a director or officer of the corporation, serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of April, 2003.

[Signature]

By [Signature]

Serita A. Straw, Esq., Vice President
ARIZONA CORPORATION COMMISSION
CORPORATION DIVISION

PROFIT CERTIFICATE OF DISCLOSURE
A.R.S. §10-201D

Angora Resource (Arizona) Corporation

EXACT CORPORATE NAME

A. The tax return filing status of the corporation is:

B. If the corporation is not a corporation, or is not required to complete IRS Form 941, please indicate:

C. Has any person serving as an officer, director, trustee, owner or incorporator of the corporation served in any such capacity or held an ownership interest that exceeded 10% of the total voting power (whether or not the corporation was a member or participated in any association or corporation) or 10% of the total assets (whether or not the corporation was a member or participated in any association or corporation) or held a position that was equal to an officer, director, trustee, owner or incorporator of any other corporation which has been placed in bankruptcy, receivership or had its charter revoked or was administratively dissolved by any state or jurisdiction?

D. The fiscal year and ended by the corporation is:

E. Under penalties of perjury, I declare that the information above is correct and complete, and that I have read and understand this form, including any attached statements, and to the best of my knowledge, the corporation is in good standing in the state of Arizona. This form must be signed by any authorized officer or agent. Your signature is required on this form.

SIGNATURE OF AUTHORIZED OFFICER

PRINT NAME

DOMESTIC CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE FULLY AUTHORIZED OFFICER OF THE CORPORATION.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE FULLY AUTHORIZED OFFICER OF THE CORPORATION.

DATE: 4/8/2009

PAGE 56
ATTACHMENT TO CERTIFICATE OF DISCLOSURE OF AUGUSTA RESOURCE (ARIZONA) CORPORATION

The undersigned is affiliated with Fernmore Craig, a professional corporation, a law firm with offices at 3001 North Central Avenue, Suite #2600, Phoenix, Arizona 85012-3913. It is possible that the undersigned may have acted as an incorporator of one or more corporations at the request of and on behalf of clients of Fernmore Craig. With respect to such activity, the undersigned was acting solely in connection with the representation of clients and did not have any beneficial interest in any such corporation nor did the undersigned have any duties or responsibilities with respect to such corporation except in connection with the representation of clients of Fernmore Craig. It is possible that one or more of such corporations may have been placed in bankruptcy or receivership or had its charter revoked during the time the corporation was being represented by Fernmore Craig or subsequent thereto. In connection with such corporation, the undersigned would not have been a principal thereof, but would have in most acted on behalf of Fernmore Craig in connection with the legal representation thereof.

It is not possible to determine from the records of the offices of Fernmore Craig or from the records of the Arizona Corporation Commission a list of all clients at the office of Fernmore Craig which were involved in bankruptcy or receivership proceedings or charter revocations during the period of time such clients were represented by Fernmore Craig and, with respect to such corporations, to determine whether the undersigned had ever served as an incorporator. It is similarly not possible to determine, with respect to such corporations, if any, which were clients of Fernmore Craig and which thereafter ceased to be clients of Fernmore Craig, were ever involved in bankruptcy or receivership proceedings or had their charter revoked or to determine whether the undersigned was ever an incorporator of any such corporations.

The above information is applicable solely to the participation of the undersigned, if any, with respect to corporations as to which the undersigned's sole participation was in connection with the representation of a client of Fernmore Craig. The above statement does not apply to the participation by the undersigned, if any, in any corporation in which the undersigned owned a proprietary, beneficial, or membership interest greater than 20% or in which the undersigned served as an incorporator otherwise than in connection with the representation of clients of Fernmore Craig.


[Signature]

FC SERVICE CORPORATION,
an Arizona Corporation


[Signature]

Sarah A. Street, Sr., Vice President
April 8, 2005

VIA FAX (602-915-3906)

Arizona Corporation Commission
1200 West Washington
Phoenix, AZ 85007

Re: Augusta Resource (Arizona) Corporation

Ladies and Gentlemen:

EXPEDITED SERVICE REQUESTED

Attached, for expedited filing, are the Articles of Incorporation, Certificate of Disclosure and Consent of Statutory Agent for Augusta Resource (Arizona) Corporation. All fees are to be charged to our firm account number 1254.

Please send confirmation of the filing to me by fax (602-915-3906) as soon as possible.

Thank you for your assistance in this matter.

Very truly yours,

[Signature]

Charlene Sarich
Legal Assistant

Attachment

cc: Sarah A. Strunk, Esq. (w/caveat)
TO: ARIZONA CORPORATION COMMISSION
Corporations Division
1200 West Washington
Phoenix, Arizona 85007
FAX NUMBER: 542-4100

FROM: FERNHOMER CRAGS
(Account Holder)

Advance Account Number
1254
Fax Number 916-5905

Contact Person: Charlene Farich
Telephone Number: 916-5706

Corporation Name: Augusta Resource (Arizona) Corporation
Document Type: Incorporation

Number of pages (including Transmittal) 7

PLEASE EXPEDITE THIS FILING AND CHARGE THE APPLICABLE FEE OF $33.00 (PER FILING) TO MY ACCOUNT

The Corporation Commission hereby acknowledges receipt of the document type described herein.

(Date Stamp)

Filing fee(s) charged to your account in the amount of

There is a problem with your transmittal. Please call the undersigned at your earliest convenience. Thank you.

Examiner: __________________________
Telephone: _________________________

* All documents are subject to review before filing.
AFFIDAVIT OF PUBLICATION
for Corporation Commission

ARIZONA CAPITOL TIMES
P.O. Box 2260
Phoenix, AZ 85002
Phone: (602) 258-7026 / Fax: (602) 258-2504

STATE OF ARIZONA
County of Maricopa

I, GINGER L. LAMB, as Vice President and Publisher of the Arizona Capitol Times, am authorized
as agent to make this affidavit of publication. Under oath, I state that the following is true and
correct.

The ARIZONA CAPITOL TIMES is a newspaper which is published weekly, is of general
circulation and is in compliance with Arizona Revised Statutes §§ 10-140.24 & 35-201A & B. The
notice will have been published three (3) consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
1) May 27, 2005
2) June 3, 2005
3) June 10, 2005

THE NAME OF THE CORPORATION: AUGUSTA RESOURCE (ARIZONA) CORPORATION

CORPORATE FILE NUMBER: 1194116-8

TYPE OF DOCUMENT: Articles of Incorporation

AUTHORIZED SIGNATURE:

SUBSCRIBED AND SWORN TO BEFORE ME ON THE 10TH DAY OF JUNE, 2005

NOTARY SIGNATURE:

10.2.2005

RECEIVED

JUN 1 2 2005

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION
CORPORATION
STATEMENT OF CHANGE OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT ADDRESS

1. The exact name of the Corporation on file with the Arizona Corporation Commission (ACC) is:
   AUGUSTA RESOURCE (ARIZONA) CORPORATION

2. The ACC File Number is:
   11941168

3. The address of the known place of business currently on file with the ACC is:
   337 W. HASTINGS ST STE.400, VANCOUVER, BRITISH COLUMBIA, CANADA V6C 3N6, XXXXXX

4. The address of the current statutory agent on file with the ACC is:
   3225 N CENTRAL AVE, PHOENIX, AZ 85012

5. The name of the current statutory agent is:
   CT CORPORATION SYSTEM

6. The new address of the statutory agent in Arizona is:
   2394 E. Camelback Road, Phoenix, AZ 85016

7. The statutory agent has given the entity written notice of this change.

8. If the entity indicates its address of the known place of business in Arizona is our (the statutory agent) address, please update accordingly.

Dated: May 19, 2006

CT CORPORATION SYSTEM

[Signature]

Kenneth J Uva, Vice President

Received
May 26, 2006
Arizona Corporation Commission
Corporations Division
ROSEMONT COPPER COMPANY
SECRETARY'S CERTIFICATE

The undersigned, being the duly elected, qualified and acting Secretary of Rosemont Copper Company, an Arizona corporation, hereby certifies that:

1. Augusta Resource (Arizona) Corporation, an Arizona corporation, was incorporated on April 8, 2005, pursuant to Articles of Incorporation filed with the Arizona Corporation Commission, a true and correct copy of which is attached hereto as Exhibit A.

2. August Resource (Arizona) Corporation changed its name to Rosemont Copper Company, pursuant to Articles of Amendment filed with the Arizona Corporation Commission on July 9, 2007, a true and correct copy of which is attached hereto as Exhibit B.

IN WITNESS WHEREOF, the undersigned Secretary of Rosemont Copper Company has hereunder set her hand effective this 19th day of September, 2007.

Rosemont Copper Company,
an Arizona corporation

By:

Purni Parildr, Secretary

SWORN before me in the City of Vancouver, Province of British Columbia, this 6th day of September, 2007 by Purni Parildr, the Secretary of Rosemont Copper Company, Arizona corporation, on behalf of the corporation.

My Commission Expires:

S. SOBOLEWSKI
BARRISTER & SOLICITOR
501 TERMINAL CITY CLUB TOWER
837 WEST HASTINGS ST.
VANCOUVER, B.C. V6C 3N6
ARTICLES OF INCORPORATION

OF

FILE NO. 119, AUGUSTA RESOURCE (ARIZONA) CORPORATION

The undersigned incorporator hereby adopts the following Articles of Incorporation:

I. NAME

The name of the corporation is Augusta Resource (Arizona) Corporation.

II. AUTHORIZED CAPITAL

The corporation shall have authority to issue 1,000 shares of common stock.

III. PURPOSE AND INITIAL BUSINESS

The corporation is organized for the purpose of transacting all lawful business for which corporations may be organized under the laws of Arizona, as amended from time to time. The corporation initially intends to conduct in Arizona the business of the operation of mining and other mineral resource activities.

IV. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members, who shall serve as directors until their successors are elected and qualified, and whose names and addresses are:

Richard W. Wade
837 West Hastings Street, Suite 400
Vancouver, British Columbia
Canada V6C 3N6

Donald B. Clark
837 West Hastings Street, Suite 400
Vancouver, British Columbia
Canada V6C 3N6

V. STATUTORY AGENT

CT Corporation System, 3225 North Central Avenue, Phoenix, Arizona 85012 is hereby appointed the initial statutory agent for the corporation for the State of Arizona.

VI. MAILING ADDRESS

The corporation's mailing address is 837 West Hastings Street, Suite 400, Vancouver, British Columbia, Canada V6C 3N6.

VII. INCORPORATOR

The name and address of the incorporator are as follows: PC Service Corporation, an Arizona corporation, 3003 North Central Avenue, Suite 2500, Phoenix, Arizona 85012-2913.
VIII. ELIMINATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Arizona Revised Statutes, as the same exist or may be amended, no director of the corporation shall be liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the corporation occurring prior to such repeal, amendment or modification.

IX. INDEMNIFICATION

To the fullest extent permitted by the Arizona Revised Statutes, as the same exist or may be amended, the corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was serving as an officer or director of the corporation or is or was, while serving as a director or officer of the corporation, serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of April, 2005.

[Signature]
P.C. Service Corporation, an Arizona Corporation

By
Sarah A. Strunk, Esq., Vice President
ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF AUGUSTA RESOURCE (ARIZONA) CORPORATION

(Petrue a Name Change to Renanet Copper Company)

Pursuant to the provisions of A.R.S. § 10-1005, Augusta Resource (Arizona) Corporation, an Arizona corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation and certifies as follows:

FIRST: The name of the corporation is Augusta Resource (Arizona) Corporation.

SECOND: The Articles of Incorporation shall be amended to change the name of the corporation to Renaissance Copper Company.

THIRD: The amendment was adopted by the sole shareholder and board of directors of the corporation on July 9, 2007, in the manner prescribed by the Arizona Business Corporation Act.

FOURTH: As of the date of adopting the amendment, there were 100 shares of voting common stock outstanding and entitled to vote. There were 100 votes for and 0 votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval of the amendment.

FIFTH: The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

DATED: July 9, 2007.

Augusta Resource (Arizona) Corporation,
an Arizona corporation.

$PAID

[Signature]

[Title]
AFFIDAVIT OF PUBLICATION
for Corporation Commission

ARIZONA CAPITAL TIMES
P.O. Box 2268
Phoenix, AZ 85002
Phone: (602) 258-7026
Fax: (602) 258-2504

STATE OF ARIZONA
County of Maricopa

I, Ginger Lamb as Vice President and Publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, as of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 28-201A & B. The notice was first published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:

THE NAME OF THE CORPORATION: AUGUSTA RESOURCE (ARIZONA) CORPORATION changing its name to ROSEMONT COPPER COMPANY

CORPORATE FILE NUMBER: 1154118-B

TYPE OF DOCUMENT: ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

AUTHORIZED SIGNATURE:

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 27th day of July, 2007

NOTARY SIGNATURE:

RECEIVED
JUL 30 2007

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

B-14