

**Notice of Name Change:**  
**Northgate Minerals Corporation**  
**now**  
**AuRico Gold Inc.**  
**Electricity Wholesaler License**  
**EW-2010-0251**

**November 2011**

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### Appendix

### Description

A	EB-2010-0251 Decision and Order including EW-2010-0251
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# Appendix

“A”



**EB-2010-0251**

**IN THE MATTER OF** the *Ontario Energy Board Act*,  
1998, S.O.1998, c. 15, Schedule B;

**AND IN THE MATTER OF** an application by  
Northgate Minerals Corporation for an electricity  
wholesaler licence.

By delegation, before: Jennifer Lea

### **DECISION AND ORDER**

Northgate Minerals Corporation filed an application dated July 23, 2010 with the Ontario Energy Board under section 60 of the *Ontario Energy Board Act, 1998* for an electricity wholesaler licence.

The Board's Notice of Application and Written Hearing for an electricity wholesaler licence was posted on August 11, 2010. No parties responded to the Notice of Application and Written Hearing.

After considering the application, I find it to be in the public interest to issue the electricity wholesaler licence under Part V of the Act.

#### **IT IS THEREFORE ORDERED THAT:**

The application for an electricity wholesaler licence is granted, on such conditions as are contained in the attached licence.

**DATED** at Toronto, October 14, 2010.

ONTARIO ENERGY BOARD

*Original signed by*

Jennifer Lea  
Counsel, Special Projects



# Electricity Wholesaler Licence

## EW-2010-0251

# Northgate Minerals Corporation

Valid Until

October 13, 2015

*Original signed by*

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**Jennifer Lea**  
**Counsel, Special Projects**  
**Ontario Energy Board**  
**Date of Issuance: October 14, 2010**

Ontario Energy Board  
P.O. Box 2319  
2300 Yonge Street  
27th. Floor  
Toronto, ON M4P 1E4

Commission de l'énergie de l'Ontario  
C.P. 2319  
2300, rue Yonge  
27e étage  
Toronto ON M4P 1E4

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## 1 Definitions

In this Licence:

“**Act**” means the *Ontario Energy Board Act, 1998*, S.O. 1998, c. 15, Schedule B;

“**Electricity Act**” means the *Electricity Act, 1998*, S.O. 1998, c. 15, Schedule A;

“**Licensee**” means Northgate Minerals Corporation;

“**regulation**” means a regulation made under the Act or the Electricity Act; and

“**wholesaler**” means a person who purchases electricity or ancillary services in the IESO-administered markets or directly from a generator or who sells electricity or ancillary services through the IESO-administered markets or directly to another person, other than a consumer.

## 2 Interpretation

- 2.1 In this Licence words and phrases shall have the meaning ascribed to them in the Act or the Electricity Act. Words or phrases importing the singular shall include the plural and vice versa. Headings are for convenience only and shall not affect the interpretation of this Licence. Any reference to a document or a provision of a document includes an amendment or supplement to, or a replacement of, that document or that provision of that document. In the computation of time under this Licence where there is a reference to a number of days between two events, they shall be counted by excluding the day on which the first event happens and including the day on which the second event happens. Where the time for doing an act expires on a day that is a holiday, the act may be done on the next day that is not a holiday.

## 3 Authorization

- 3.1 The Licensee is authorized, under Part V of the Act and subject to the terms and conditions set out in this licence:
- a) to purchase electricity or ancillary services in the IESO-administered markets or directly from a generator subject to the conditions set out in this Licence; and
  - b) to sell electricity or ancillary services through the IESO-administered markets or directly to another person other than a consumer, subject to the conditions set out in this Licence.

## 4 Obligation to Comply with Legislation, Regulations and Market Rules

- 4.1 The Licensee shall comply with all applicable provisions of the Act and the Electricity Act, and regulations under these Acts, except where the Licensee has been exempted from such compliance by regulation.
- 4.2 The Licensee shall comply with all applicable Market Rules.



**5 Provision of Information to the Board**

- 5.1 The Licensee shall maintain records of and provide, in the manner and form determined by the Board, such information as the Board may require from time to time.
- 5.2 Without limiting the generality of paragraph 5.1 the Licensee shall notify the Board of any material change in circumstances that adversely affects or is likely to adversely affect the business, operations or assets of the Licensee as soon as practicable, but in any event no more than twenty (20) days past the date upon which such change occurs.

**6 Term of Licence**

- 6.1 This Licence shall take effect on October 14, 2010 and expire on October 13, 2015. The term of this Licence may be extended by the Board.

**7 Fees and Assessments**

- 7.1 The Licensee shall pay all fees charged and amounts assessed by the Board.

**8 Communication**

- 8.1 The Licensee shall designate a person that will act as a primary contact with the Board on matters related to this Licence. The Licensee shall notify the Board promptly should the contact details change.
- 8.2 All official communication relating to this Licence shall be in writing.
- 8.3 All written communication is to be regarded as having been given by the sender and received by the addressee:
- a) when delivered in person to the addressee by hand, by registered mail or by courier;
  - b) ten (10) business days after the date of posting if the communication is sent by regular mail; or
  - c) when received by facsimile transmission by the addressee, according to the sender's transmission report.

**9 Copies of the Licence**

- 9.1 The Licensee shall:
- a) make a copy of this Licence available for inspection by members of the public at its head office and regional offices during normal business hours; and
  - b) provide a copy of this Licence to any person who requests it. The Licensee may impose a fair and reasonable charge for the cost of providing copies.

# Appendix

## “B”

**Ontario**  
**CERTIFICATE**  
This is to certify that these articles  
are effective on

**CERTIFICAT**  
Ceci certifie que les présents statuts  
entrent en vigueur le

1861257

**OCTOBER 3 1 OCTOBRE, 2011**

*K. [Signature]*  
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

**ARTICLES OF AMALGAMATION**  
**STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT) :

A	U	R	I	C	O	G	O	L	D	I	N	C	.	/	O	R	A	U	R	I	C	O	I	N	C

2. The address of the registered office is:  
Adresse du siège social :

320 Bay Street, Suite 1520

Street & Number or R.R. Number & if Multi-Office Building give Room No. /  
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

City of Toronto

ONTARIO

M	5	H	4	A	6
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Name of Municipality or Post Office /  
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:  
Nombre d'administrateurs :

Fixed number  
Nombre fixe

--

OR minimum and maximum  
OU minimum et maximum

3	9
---	---

4. The director(s) is/are: / Administrateur(s) :

First name, middle names and surname  
Prénom, autres prénoms et nom de famille

Address for service, giving Street & No. or R.R. No., Municipality,  
Province, Country and Postal Code  
Domicile élu, y compris la rue et le numéro ou le numéro de la R.R.,  
le nom de la municipalité, la province, le pays et le code postal

Resident Canadian  
State "Yes" or "No"  
Résident canadien  
Oui/Non

See page 1A attached.

## 4. The director(s) is/are: / Administrateur(s) :

<p>First name, middle names and surname</p> <p>Prénom, autres prénoms et nom de famille</p>	<p>Address for service, giving Street &amp; No. or R.R. No., Municipality, Province, Country and Postal Code</p> <p>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</p>	<p>Resident Canadian</p> <p>State 'Yes' or 'No'</p> <p>Résident canadien</p> <p>Oui/Non</p>
Colin Benner	c/o 320 Bay Street Suite 1520 Toronto, Ontario M5H 4A6	Yes
Ronald Smith	c/o 320 Bay Street Suite 1520 Toronto, Ontario M5H 4A6	Yes
Rene Marion	c/o 320 Bay Street Suite 1520 Toronto, Ontario M5H 4A6	Yes
Luis Chavez	c/o 320 Bay Street Suite 1520 Toronto, Ontario M5H 4A6	No
Richard Colterjohn	c/o 320 Bay Street Suite 1520 Toronto, Ontario M5H 4A6	Yes
Alan R. Edwards	c/o 320 Bay Street Suite 1520 Toronto, Ontario M5H 4A6	No
Terrence A. Lyons	c/o 320 Bay Street Suite 1520 Toronto, Ontario M5H 4A6	Yes
Mark Daniel	c/o 320 Bay Street Suite 1520 Toronto, Ontario M5H 4A6	Yes
Patrick D. Downey	c/o 320 Bay Street Suite 1520 Toronto, Ontario M5H 4A6	Yes

5. Method of amalgamation, check A or B  
*Méthode choisie pour la fusion – Cocher A ou B :*

**A - Amalgamation Agreement / Convention de fusion :**

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.  
*Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

or  
ou

**B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.  
*Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
*Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de*

**AURICO GOLD INC./OR AURICO INC.**

and are more particularly set out in these articles.  
*et sont énoncés textuellement aux présents statuts.*

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
AURICO GOLD INC./OR AURICO INC.	1854794	2011	10	26
NORTHGATE MINERALS CORPORATION	1708003	2011	10	26

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

**There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.**

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :*

**The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.**

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :*

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

1. Voting - Holders of common shares shall be entitled to receive notice of, attend and vote at any meetings of the shareholders of the Corporation, except meetings at which only the holders of another particular class of shares of the Corporation may vote. Each common share shall entitle the holder thereof to one (1) vote.
2. Dividends - The holders of the common shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation, in their absolute discretion, out of the monies of the Corporation properly applicable to the payment of dividends, such non-cumulative dividends as the Board of Directors may from time to time declare.
3. Liquidation, Dissolution or Winding-Up - In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs, the holders of common shares shall be entitled to share equally, share for share, in the remaining property of the Corporation.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

None.

10. Other provisions, (if any):  
*Autres dispositions, s'il y a lieu :*

None.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.*

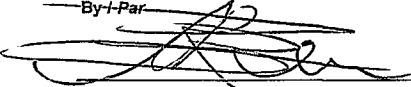
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.*



These articles are signed in duplicate.  
 Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / *Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.*

AURICO GOLD INC./OR AURICO INC.

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par  _____ Signature / <i>Signature</i>	Colin K. Benner _____ Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Chairman _____ Description of Office / <i>Fonction</i>

NORTHGATE MINERALS CORPORATION

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par _____ Signature / <i>Signature</i>	Matthew J. Howorth _____ Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Vice-President _____ Description of Office / <i>Fonction</i>

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par _____ Signature / <i>Signature</i>	_____ Print name of signatory / <i>Nom du signataire en lettres moulées</i>	_____ Description of Office / <i>Fonction</i>

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par _____ Signature / <i>Signature</i>	_____ Print name of signatory / <i>Nom du signataire en lettres moulées</i>	_____ Description of Office / <i>Fonction</i>

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par _____ Signature / <i>Signature</i>	_____ Print name of signatory / <i>Nom du signataire en lettres moulées</i>	_____ Description of Office / <i>Fonction</i>

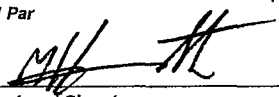
These articles are signed in duplicate.  
 Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / *Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.*

AURICO GOLD INC./OR AURICO INC.

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
	Colin K. Benner	Chairman
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

NORTHGATE MINERALS CORPORATION

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
	Matthew J. Howorth	Vice-President
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

**STATEMENT OF AN OFFICER  
OF  
AURICO GOLD INC.**

**PURSUANT  
TO SUBSECTION 178(2) OF THE  
*BUSINESS CORPORATIONS ACT (ONTARIO)***

I, Colin K. Benner of the City of Vancouver, in the Province of British Columbia,  
state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act");
2. I am the Chairman of the board of directors of AURICO GOLD INC. and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of AURICO GOLD INC. and NORTHGATE MINERALS CORPORATION (the "**Amalgamating Corporations**"), and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due;
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made this *26th* day of *October*, 2011.



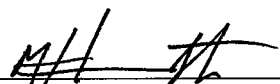
Name: Colin K. Benner  
Title: Chairman, Board of Directors of AuRico Gold Inc.

**STATEMENT OF AN OFFICER  
OF  
NORTHGATE MINERALS CORPORATION  
  
PURSUANT  
TO SUBSECTION 178(2) OF THE  
*BUSINESS CORPORATIONS ACT (ONTARIO)***

I, Matthew J. Howorth of the City of Toronto, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act");
2. I am the Vice President, General Counsel and Corporate Secretary of NORTHGATE MINERALS CORPORATION and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of AURICO GOLD INC. and NORTHGATE MINERALS CORPORATION (the "**Amalgamating Corporations**"), and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due;
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made this *26th* day of *October*, 2011.

  
\_\_\_\_\_  
Name: Matthew J. Howorth  
Title: Vice President, General Counsel and Corporate  
Secretary

**CERTIFIED COPY OF**  
**RESOLUTIONS OF THE BOARD OF DIRECTORS**  
**OF**  
**AURICO GOLD INC.**  
**(the "Corporation")**

The undersigned, being the Chairman of the board of directors of the Corporation, hereby certifies for and on behalf of the Corporation and without personal liability that the following is a true and complete copy of resolutions passed at a meeting of the board of directors of the Corporation on October 26th, 2011, and that such resolutions are in full force and effect as at the date hereof, unamended:

**AMALGAMATION WITH NORTHGATE MINERALS CORPORATION**

**WHEREAS** the Corporation is the holding corporation of and has decided to amalgamate with Northgate Minerals Corporation ("**Northgate**") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario).

**NOW THEREFORE BE IT RESOLVED** that:

1. the amalgamation of the Corporation with Northgate pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) is approved;
2. effective upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), all issued and outstanding shares of Northgate shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any director or officer of the Corporation, is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred to in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise. Such authorization is in addition to any authority granted by any other resolution

or by-law of the Corporation necessary or advisable in order to give effect to the amalgamation.

DATED the *26th* day of October, 2011.

A handwritten signature in black ink, appearing to read 'Colin K. Benner', is written over a horizontal line. The signature is stylized and somewhat cursive.

Name: Colin K. Benner

Title: Chairman, Board of Directors of AuRico Gold Inc.

**RESOLUTION OF THE BOARD OF DIRECTORS**  
**OF**  
**NORTHGATE MINERALS CORPORATION**  
(the "Corporation")

**AMALGAMATION WITH AURICO GOLD INC.**

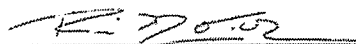
**WHEREAS** the Corporation is a wholly-owned subsidiary of AuRico Gold Inc. and has decided to amalgamate with AuRico Gold Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario).

**NOW THEREFORE BE IT RESOLVED** that:

1. the amalgamation of the Corporation with AuRico Gold Inc. under s. 177(1) of the *Business Corporations Act* (Ontario) is approved;
2. effective upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of AuRico Gold Inc.;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of AuRico Gold Inc.;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred to in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise. Such authorization is in addition to any authority granted by any other resolution or by-law of the Corporation.

The undersigned, being all the directors of the Corporation, sign the foregoing resolution in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED this *26th* day of *October*, 2011.

  
\_\_\_\_\_  
René Marion

\_\_\_\_\_  
Scott Perry

\_\_\_\_\_  
Chris Richter

**RESOLUTION OF THE BOARD OF DIRECTORS**

**OF**

**NORTHGATE MINERALS CORPORATION**

(the "Corporation")

**AMALGAMATION WITH AURICO GOLD INC.**

**WHEREAS** the Corporation is a wholly-owned subsidiary of AuRico Gold Inc. and has decided to amalgamate with AuRico Gold Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario).

**NOW THEREFORE BE IT RESOLVED** that:

1. the amalgamation of the Corporation with AuRico Gold Inc. under s. 177(1) of the *Business Corporations Act* (Ontario) is approved;
2. effective upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of AuRico Gold Inc.;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of AuRico Gold Inc.;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred to in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise. Such authorization is in addition to any authority granted by any other resolution or by-law of the Corporation.

The undersigned, being all the directors of the Corporation, sign the foregoing resolution in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED this *26* day of *October*, 2011.

\_\_\_\_\_  
René Marion

\_\_\_\_\_  
Scott Perry

  
\_\_\_\_\_  
Chris Richter



RESOLUTION OF THE BOARD OF DIRECTORS

OF

NORTHGATE MINERALS CORPORATION  
(the "Corporation")

AMALGAMATION WITH AURICO GOLD INC.

WHEREAS the Corporation is a wholly-owned subsidiary of AuRico Gold Inc. and has decided to amalgamate with AuRico Gold Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario).

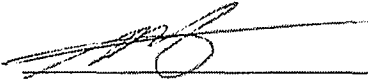
NOW THEREFORE BE IT RESOLVED that:

1. the amalgamation of the Corporation with AuRico Gold Inc. under s. 177(1) of the *Business Corporations Act* (Ontario) is approved;
2. effective upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of AuRico Gold Inc.;
4. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of AuRico Gold Inc.;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred to in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise. Such authorization is in addition to any authority granted by any other resolution or by-law of the Corporation.

The undersigned, being all the directors of the Corporation, sign the foregoing resolution in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED this 26th day of October, 2011.

\_\_\_\_\_  
René Marion

  
\_\_\_\_\_  
Scott Perry

\_\_\_\_\_  
Chris Richter

# Appendix

“C”

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

AuRico Gold Inc.  
320 Bay Street  
Suite 1520  
Toronto, Ontario  
M5H 4A6 CANADA

**Item 2 Date of Material Change**

October 26, 2011

**Item 3 News Release**

An AuRico Gold Inc. press release was disseminated over Canada NewsWire on October 26, 2011.

**Item 4 Summary of Material Change**

AuRico Gold Completes Acquisition of Northgate Minerals Corporation

**Item 5 Full Description of Material Change**

AuRico Gold Inc. is pleased to announce that it has completed its acquisition of Northgate Minerals Corporation.

With the completion of this strategic acquisition, AuRico is now positioned as a leading intermediate gold producer with five operating mines and Young-Davidson targeting production at the end of Q1 2012. Ocampo and Young-Davidson alone have the potential to produce over 500,000 gold equivalent ounces at lowest quartile cash costs. With a strong balance sheet and a robust and growing cash flow profile, the new company will be led by an experienced management team with a proven track record of creating value for shareholders.

The acquisition was carried out by way of a plan of arrangement pursuant to the provisions of the Business Corporations Act (British Columbia) and was approved by the Supreme Court of British Columbia. Shareholders of both AuRico and Northgate voted overwhelmingly in favour to approve AuRico's acquisition of Northgate at their respective special meetings of shareholders each held on October 24, 2011. Under the terms of the acquisition, AuRico, among other things, acquired all of the issued and outstanding common shares of Northgate on the basis of 0.365 of an AuRico common share for each common share of Northgate. In connection with the acquisition, AuRico will amalgamate with Northgate, and the shares of Northgate will be delisted from the TSX and NYSE Amex effective Wednesday, October 26, 2011.

AuRico's lead financial advisor for the transaction was UBS Securities Canada Inc. and AuRico's legal counsel was Fasken Martineau DuMoulin LLP. UBS Securities Canada Inc. provided a fairness opinion to the Board of Directors of AuRico.

Northgate's lead financial advisor for the transaction was GMP Securities L.P., while Macquarie Capital Markets Canada Ltd. also provided a fairness opinion to the Special Committee and Board of Directors of Northgate. Northgate's legal counsel is Torys LLP.

**Item 6 Reliance of subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

Rene Marion  
President & Chief Executive Officer  
AuRico Gold Inc.  
Tel: (647) 260-8880

**Item 9            Date of Report**

October 26, 2011

# Appendix

“D”

## **AuRico Gold Completes Acquisition of Northgate Minerals Corporation**

**Toronto, October 26, 2011: AuRico Gold Inc. (TSX:AUQ) (NYSE:AUQ) (“AuRico”)** is pleased to announce that it has completed its acquisition of Northgate Minerals Corporation (TSX:NGX) (NYSE-Amex:NXG) (“Northgate”).

With the completion of this strategic acquisition, AuRico is now positioned as a leading intermediate gold producer with five operating mines and Young-Davidson targeting production at the end of Q1 2012. Ocampo and Young-Davidson alone have the potential to produce over 500,000 gold equivalent ounces at lowest quartile cash costs. With a strong balance sheet and a robust and growing cash flow profile, the new company will be led by an experienced management team with a proven track record of creating value for shareholders.

“We are pleased to complete this transformational acquisition and begin to leverage the potential of our expanded asset base. The combination of our key assets significantly expands our production profile and establishes the company as a leading intermediate, low cost producer with a substantial growth platform and a compelling valuation opportunity,” stated Rene Marion, President and Chief Executive Officer of AuRico.

The acquisition was carried out by way of a plan of arrangement pursuant to the provisions of the Business Corporations Act (British Columbia) and was approved by the Supreme Court of British Columbia. Shareholders of both AuRico and Northgate voted overwhelmingly in favour to approve AuRico’s acquisition of Northgate at their respective special meetings of shareholders each held on October 24, 2011. Under the terms of the acquisition, AuRico, among other things, acquired all of the issued and outstanding common shares of Northgate on the basis of 0.365 of an AuRico common share for each common share of Northgate. In connection with the acquisition, AuRico will amalgamate with Northgate, and the shares of Northgate will be delisted from the TSX and NYSE Amex effective Wednesday, October 26, 2011.

AuRico’s lead financial advisor for the transaction was UBS Securities Canada Inc. and AuRico’s legal counsel was Fasken Martineau DuMoulin LLP. UBS Securities Canada Inc. provided a fairness opinion to the Board of Directors of AuRico.

Northgate’s lead financial advisor for the transaction was GMP Securities L.P., while Macquarie Capital Markets Canada Ltd. also provided a fairness opinion to the Special Committee and Board of Directors of Northgate. Northgate’s legal counsel is Torys LLP.

### **About AuRico Gold:**

AuRico Gold is a leading intermediate Canadian gold and silver producer with a diversified portfolio of high quality mines and projects in Canada, Mexico and Australia. The Company currently has five operating properties including the Ocampo mine in Chihuahua State, the El Chanate mine in Sonora State, the El Cubo mine in Guanajuato State, as well as the Fosterville and Stawell gold mines in Victoria, Australia. The first production from the exciting Young-Davidson gold mine in northern Ontario is expected by the end of Q1 2012 as the mine ramps up production to over 200,000 ounces of annual

production by 2014. AuRico's strong pipeline of development and exploration stage projects includes advanced development properties in Mexico and British Columbia and several highly prospective exploration properties in Mexico. AuRico's head office is located in Toronto, Ontario, Canada.

For further information please visit the AuRico Gold website at <http://www.auricogold.com> or contact:

Anne Day  
Director of Investor Relations  
**AuRico Gold Inc.**  
647-260-8880

Keren Yun  
Director of Investor Relations  
**Northgate Minerals Corporation**  
416-216-2781

### Cautionary Statement

**Cautionary Note to US Investors – The United States Securities and Exchange Commission (the “SEC”) permits US mining companies, in their filings with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. This press release uses certain terms, such as “measured”, “indicated” and “inferred” “resources”, that the SEC guidelines strictly prohibit US registered companies from including in their filings with the SEC. US investors are urged to consider closely the disclosure in AuRico’s Annual Report on Form 40-F, which may be secured from AuRico or from the SEC’s website at <http://www.sec.gov>.**

**No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.**

**Certain statements included herein, including information as to the future financial or operating performance of AuRico or Northgate, their respective subsidiaries and their respective projects, constitute forward-looking statements. The words “believe”, “expect”, “anticipate”, “target”, “continue”, “estimate”, “may”, and similar expressions identify forward-looking statements. Forward-looking statements include, among other things, statements regarding the anticipated closing of the AuRico-Northgate transaction and the timing thereof, the anticipated benefits of the AuRico-Northgate transaction including the ability to create value therefrom anticipated future financial and operational performance, the future price of gold and silver and the ratio of their prices, the de-risking of operations, future exploration results of its exploration and development programs and the success of AuRico or Northgate’s exploration approaches, AuRico or Northgate’s ability to delineate additional resources and reserves as a result of such programs, statements regarding their respective financial exposure to litigation, targets, estimates and assumptions in respect of gold and silver production and prices, operating costs, results and capital expenditures, mineral reserves and mineral resources and anticipated grades, recovery rates, future financial or operating performance, margins, operating and exploration expenditures, costs and timing of completion of the Ocampo expansion program and improvements to the heap leach pad, costs and timing of the development and commencement of production of new deposits, costs and timing of construction, costs and timing of future exploration and reclamation expenses, including anticipated 2011 results, operating performance projections for 2011, AuRico or Northgate’s ability to fully fund their respective business model internally, 2011 gold and silver production and the cash and operating costs associated therewith, the ability to achieve productivity and operational efficiencies, and the timing of each thereof. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. The operating and financial performance of the Company will be affected by changes in the actual gold equivalency ratio realized in 2011. Many factors could cause the Company’s actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, AuRico or Northgate. Such factors include, among others, known and unknown uncertainties and risks relating to additional funding requirements, reserve and resource estimates, commodity prices, hedging activities, exploration, development and operating risks, illegal miners, political and foreign risk, uninsurable risks, competition, limited mining operations, production risks, environmental regulation and liability, government regulation, currency fluctuations, recent losses and write-downs, restrictions in any of AuRico and Northgate’s loan facilities, dependence on key employees, possible variations of ore grade or recovery rates, failure of plant, equipment or process to operate as**

anticipated, accidents and labour disputes. Investors are cautioned that forward-looking statements are not guarantees of future performance and, accordingly, investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.

This news release shall not constitute an offer to sell or a solicitation of an offer to buy any securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. The securities to be offered by AuRico have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act. AuRico intends to offer and sell its securities in the United States pursuant to the exemption from registration set forth in Section 3(a)(10) of the U.S. Securities Act.

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