

BUSINESS CORPORATIONS ACT (YUKON)

ARTICLES OF INCORPORATION

1. Name of Corporation: **BURCON CAPITAL CORP.**

2. The classes and any maximum number of shares that the Corporation is authorized to issue:

One class of an unlimited number of shares designated as Common Shares without par or nominal value;

3. Restrictions if any on share transfers:

The transfer of shares is restricted; no share of the Corporation may be transferred without approval of the Board of Directors. In the event the Corporation becomes a distributing corporation this foregoing restriction shall be deemed to be removed and of no further force and effect;

4. Number (or minimum and maximum number) of Directors:

Not less than three (3) and not more than ten (10);

5. Restrictions if any on business the Corporation may carry on:

No restriction;


6. Other provisions if any:

The attached Schedule "A" is incorporated into and forms part of this form;

7. Incorporator(s):

Date: November 3, 1998

<u>NAME</u>	<u>ADDRESS</u>
Gareth C. Howells	200 - 204 Lambert Street Whitehorse, Yukon Y1A 3T2

SIGNATURE


(Form 1-01)

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DEPUTY REGISTRAR
OF CORPORATIONS

SCHEDULE "A"
ATTACHED TO AND FORMING PART OF
FORM 1-01
ARTICLES OF INCORPORATION
OF
BURCON CAPITAL CORP.
(the "Corporation")

- (1) The Directors of the Corporation may, between annual general meetings of the Corporation, appoint one or more additional directors to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one third of the number of directors who held office at the expiration of the last annual general meeting, and in no event shall the total number of directors exceed the maximum number of directors fixed pursuant to paragraph 4 of the Articles of Incorporation.
- (2) Meetings of Shareholders may be held at Vancouver, British Columbia or such other place or places as the directors in their absolute discretion may determine from time to time.

BUSINESS CORPORATIONS ACT (YUKON)
(Section 30 or 179)

Form S-01

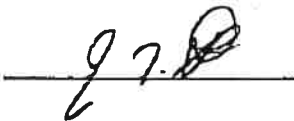
ARTICLES OF AMENDMENT


- 1. Name of Corporation: BURCON CAPITAL CORP.
- 2. Corporation Access Number: 26831
- 3. The articles of the above named corporation are amended pursuant to a court order:

Yes _____ No

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

"1. Name of Corporation – Burcon NutraScience Corporation."

5. Date	Signature	Title
<u>OCT. 18/99</u>	<u></u>	<u>Director</u>

FILED

 OCT 18 1999
 DEPUTY REGISTRAR
 OF CORPORATIONS