

BY-LAW NO. 2

Being a by-law to amend Article 2.03 and Article 9.11(a) of By-law No. 1 of

OPTA MINERALS INC.
(the "Corporation")

BE AND IT IS HEREBY ENACTED as a by-law of the Corporation as follows:

1. Article 2.03 of By-law No. 1 is amended to change the provision for execution of instruments on behalf of the Corporation by deleting items (i) to (iv) as set out in Article 2.03 and by substituting the following therefor:

"any two persons, each of whom is a director or officer," .

2. Article 9.11(a) of By-law No. 1 is amended to change the quorum for meetings of shareholders by replacing "51%" in line 9 of Paragraph 9.11(a) and by substituting the following therefor:

"10%".

The foregoing amendments shall come into force upon enactment by the board of directors.

RESOLVED THAT By-law No. 2, being a by-law to amend certain provisions of By-law No. 1, is hereby approved and enacted.

DATED November 29, 2004.