

**CERTIFICATE OF INCORPORATION**

**OF**

**COEUR MINING, INC.  
(a Delaware corporation)**

**ARTICLE I  
NAME**

The name of the corporation is Coeur Mining, Inc. (the "Corporation").

**ARTICLE II  
AGENT**

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, DE 19808. The name of its registered agent at such address is Corporation Service Company.

**ARTICLE III  
PURPOSE**

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL"). The Corporation is being incorporated in connection with the conversion of Coeur d'Alene Mines Corporation, an Idaho corporation (the "Idaho Corporation"), to Coeur Mining, Inc., a Delaware corporation, (the "Conversion"), and this Certificate of Incorporation is being filed simultaneously with the Certificate of Conversion of the Idaho Corporation to the Corporation.

**ARTICLE IV  
STOCK**

Section 4.1 Authorized Stock. The aggregate number of shares which the Corporation shall have authority to issue is 160,000,000 shares, of which 150,000,000 shares shall be designated as Common Stock, par value \$0.01 per share (the "Common Stock"), and 10,000,000 shares shall be designated as Preferred Stock, par value \$1.00 per share (the "Preferred Stock"). Upon the effectiveness of the filing of the Certificate of Conversion of the Idaho Corporation to the Corporation and this Certificate of Incorporation (the "Effective Time"), each share of common stock in the Idaho Corporation issued and outstanding immediately prior to the Effective Time will be deemed to be one issued and outstanding, fully paid and nonassessable share of Common Stock, without any action required on the part of the Corporation or the former holders of such shares of the Idaho Corporation common stock.

Section 4.2 Common Stock.

(a) Voting. Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any certificate of designation relating to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation (including any certificate of designation relating to any series of Preferred Stock) or pursuant to the DGCL.

(b) Dividends. Subject to the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive dividends out of any funds of the Corporation legally available therefor when, as and if declared by the Board of Directors.

(c) Liquidation. Upon the dissolution, liquidation or winding up of the Corporation, subject to the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them.

Section 4.3 Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. Subject to limitations prescribed by law and the provisions of this Article IV, the Board of Directors is hereby authorized to provide by resolution and the filing of a certificate of designation pursuant to applicable law of the State of Delaware for the issuance of the shares of Preferred Stock in one or more series, and to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, privileges, preferences, and relative participating, optional or other rights, if any, of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(i) the number of shares constituting such series, which number the Board of Directors may thereafter (except where otherwise provided in the certificate of designation) increase or decrease (but not below the number of shares in any such series then outstanding), and the distinctive designation of such series, which may be by distinguishing number, letter or title;

(ii) the dividend rate on the shares of such series, if any, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of such series;

- (iii) whether the shares of such series shall have voting rights (including multiple or fractional votes per share) in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (iv) whether the shares of such series shall have conversion privileges, and, if so, the terms and conditions of such privileges, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (v) whether or not the shares of such series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates;
- (vi) whether a sinking fund shall be provided for the redemption or purchase of shares of such series, and, if so, the terms and the amount of such sinking fund;
- (vii) the restrictions, if any, on the issuance of the same series or of any other class or series;
- (viii) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series; and
- (ix) any other relative rights, preferences and limitations of such series.

Section 4.4 No Class Vote on Changes in Authorized Number of Shares of Stock. Subject to the rights, if any, of the holders of any outstanding series of Preferred Stock conferred in this Certificate of Incorporation (including any certificate of designation relating to any series of Preferred Stock), the number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote generally in the election of directors irrespective of the provisions of Section 242(b)(2) of the DGCL.

## ARTICLE V BOARD OF DIRECTORS

Section 5.1 Number. Except as otherwise provided for or fixed pursuant to a certificate of designation relating to the rights of holders of any series of Preferred Stock to elect additional directors in certain circumstances, the Board of Directors shall consist of such number of directors as determined from time to time solely by resolution adopted by affirmative vote of a majority of the directors then in office.

Section 5.2 Preferred Stock Directors.

During any period when the holders of any series of Preferred Stock have the right to elect additional directors pursuant to a certificate of designation and upon commencement and for the duration of the period during which such right continues: (a) the total authorized number of directors of the Corporation shall automatically be increased by such number of directors that the holders of any series of Preferred Stock have a right to elect, and the holders of such Preferred Stock shall be entitled to elect the additional directors so provided for or fixed pursuant to a certificate of designation (the "Preferred Stock Directors"); and (b) each Preferred Stock Director shall serve until such Preferred Stock Director's successor has been duly elected and qualified, or until such director's right to hold such office terminates pursuant to a certificate of designation, whichever occurs earlier, subject to his or her earlier death, disqualification, resignation or removal. In case any vacancy occurs among the Preferred Stock Directors, a successor may be elected by the holders of Preferred Stock pursuant to the provisions of a certificate of designation. Except as otherwise provided by a certificate of designation, whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to the provisions of such certificate of designation, the terms of office of all such Preferred Stock Directors elected by the holders of such Preferred Stock, or elected to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional directors, shall forthwith terminate, and the total authorized number of directors of the Corporation shall be reduced accordingly.

Section 5.3 Powers. Subject to the provisions of the DGCL and to any limitations in this Certificate of Incorporation relating to action required to be approved by the stockholders, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 5.4 Election.

(a) Ballot Not Required. The directors of the Corporation need not be elected by written ballot unless the Bylaws of the Corporation so provide.

(b) Notice. Advance notice of stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

Section 5.5 Vacancies. Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors and any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may, unless otherwise required by law, be filled by the affirmative vote of a majority of the remaining directors then in office, though less than a quorum, and any director so chosen shall hold office until the next election of directors and until his or her successor shall be elected and qualified.

**ARTICLE VI  
STOCKHOLDER ACTION**

Any action required or permitted to be taken at a meeting of the stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of all of the outstanding stock entitled to vote with respect to the subject matter thereof.

**ARTICLE VII  
SPECIAL MEETINGS OF STOCKHOLDERS**

Except as otherwise provided for or fixed pursuant to the provisions of Article IV of this Certificate of Incorporation relating to the rights of holders of any series of Preferred Stock, a special meeting of the stockholders of the Corporation: (a) may be called at any time only by the Board of Directors or by the Chairman of the Board of Directors; and (b) shall be called by the Chairman of the Board of Directors or the Secretary of the Corporation upon the written request or requests of one or more stockholders who are stockholders of record of the Corporation at the time a request is delivered and who hold shares representing at least 20% in voting power of the stock entitled to vote on the matter or matters to be brought before the proposed special meeting and that comply with any terms, conditions, procedures and/or limitations as may be set forth in the Bylaws of the Corporation as may be amended from time to time. Only such business shall be conducted at a special meeting of stockholders as has been brought before the meeting pursuant to the Corporation's notice of meeting.

**ARTICLE VIII  
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IX  
AMENDMENT**

Section 9.1 Amendment of Certificate of Incorporation. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

Section 9.2 Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation. In addition to any requirements of law and any other provision of this Certificate of Incorporation or the Bylaws of the Corporation, and notwithstanding any other provision of this Certificate of

Incorporation, the Bylaws of the Corporation or any provision of law which might otherwise permit a lesser vote or no vote, the affirmative vote of the holders of at least a majority in voting power of the issued and outstanding stock entitled to vote generally in the election of directors, voting together as a single class, shall be required for the stockholders to adopt, amend or repeal any provision of the Bylaws of the Corporation.

#### **ARTICLE X LIABILITY OF DIRECTORS**

Section 10.1 No Personal Liability. To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

Section 10.2 Amendment or Repeal. Any amendment, alteration or repeal of this Article X that adversely affects any right of a director shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment or repeal.

#### **ARTICLE XI INCORPORATOR**

The name and mailing address of the incorporator are as follows:

Casey M. Nault  
505 Front Avenue  
Post Office Box 1  
Coeur d'Alene, Idaho 83816

#### **ARTICLE XII ELECTION OF INITIAL DIRECTORS**

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The name and mailing address of the persons who are to serve as the initial directors of the Corporation until the next annual meeting of stockholders of the Corporation, or until their successors are duly elected and qualified, are:

Linda L. Adamany  
505 Front Avenue  
Post Office Box 1  
Coeur d'Alene, Idaho 83816

Kevin S. Crutchfield  
505 Front Avenue  
Post Office Box 1  
Coeur d'Alene, Idaho 83816

Sebastian Edwards  
505 Front Avenue  
Post Office Box 1  
Coeur d'Alene, Idaho 83816

Randolph E. Gress  
505 Front Avenue  
Post Office Box 1  
Coeur d'Alene, Idaho 83816

Robert E. Mellor  
505 Front Avenue  
Post Office Box 1  
Coeur d'Alene, Idaho 83816

Mitchell J. Krebs  
505 Front Avenue  
Post Office Box 1  
Coeur d'Alene, Idaho 83816

J. Kenneth Thompson  
505 Front Avenue  
Post Office Box 1  
Coeur d'Alene, Idaho 83816

John H. Robinson  
505 Front Avenue  
Post Office Box 1  
Coeur d'Alene, Idaho 83816

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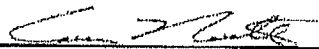
This Certificate of Incorporation shall become effective on May 16, 2013 at  
4:01 p.m. Eastern Time.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his or her act and deed and that the facts stated herein are true.

Dated: May 15, 2013

By: \_\_\_\_\_



Name: Casey M. Nault

Title: Incorporator



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:47 PM 05/12/2015  
FILED 02:47 PM 05/12/2015  
SRV 150658191 - 5334903 FILE

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF COEUR MINING, INC.**

Coeur Mining, Inc. (the "**Corporation**"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (the "**Certificate of Amendment**") amends the provisions of the Corporation's Certificate of Incorporation that was filed with the Secretary of State on May 15, 2013 and became effective on May 16, 2013 (the "**Certificate of Incorporation**").

2. Section 4.1 of Article IV of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

Section 4.1 Authorized Stock. The aggregate number of shares which the Corporation shall have authority to issue is 310,000,000 shares, of which 300,000,000 shares shall be designated as Common Stock, par value \$0.01 per share (the "Common Stock"), and 10,000,000 shares shall be designated as Preferred Stock, par value \$1.00 per share (the "Preferred Stock").

3. This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, Coeur Mining, Inc. has caused this Certificate of Amendment to be executed by its duly authorized officer on this 12th day of May, 2015.

**COEUR MINING, INC.**

By /s/ Casey M. Nault

Name: Casey M. Nault  
Title: Senior Vice President, General  
Counsel and Secretary