

# BERUSCHI & COMPANY

BARRISTERS & SOLICITORS

REPLY TO: ANTHONY J. BERUSCHI *B.Sc, LLB*  
GWEN WEGNER, Paralegal

PENDER PACIFIC BUILDING  
Suite 605-889 West Pender Street  
Vancouver, BC, CANADA V6C 3B2  
Tel: 604.669.3116 / Fax: 604.669.5886  
[gwegner@beruschi.com](mailto:gwegner@beruschi.com)

April 14, 2009



Securities & Exchange Commission  
Division of Corporate Finance  
Room 3026 - 450 Fifth Street N.W.  
Washington, DC 20549

Attention: Office of International Corporate Finance

Dear Sirs/ Mesdames:

Re: ~~GOLDBANK MINING CORPORATION~~  
(formerly BALLAD GOLD & SILVER LTD.) (the "Issuer")  
Filing of documents under Rule 12g3-2(b),  
Securities Act of 1934  
File No. 82-4000

RECEIVED  
2009 APR 21 P 12:14  
OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

SUPL

With respect to the Issuer's exemption pursuant to Rule 12g3-2(b) promulgated under the *Securities Act* of 1934, we submit for recording the following documents that were filed, published or distributed to security holders since December 19, 2008:

- A. Copy of Notice of Alteration dated January 14, 2009 filed with the Registrar of Companies and filed as material document with the Alberta and British Columbia Securities Commissions.
- B. Copy of Notice of Articles dated January 14, 2009 issued by the Registrar of Companies and filed as material document with the Alberta and British Columbia Securities Commissions.
- C. Copy of news release issued during the relevant period dated January 13, 2009.
- D. Copy of Material Change Report (Form 51-102F3) filed with the British Columbia and Alberta Securities Commissions with respect to news release dated January 13, 2009.
- E. Copy of TSX Venture Exchange letter of approval.

*De 4/22*

**BERUSCHI & COMPANY**

April 14, 2009

Page 2 of 2

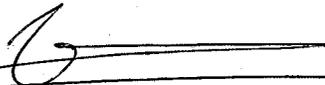
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Please acknowledge receipt of these documents on the enclosed copy of this letter and return it in the enclosed self-addressed envelope.

Sincerely,

**BERUSCHI & COMPANY**

**PER:**

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**GWEN WEGNER**

Paralegal

Enclosures

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Date and Time: January 16, 2009 10:24 AM Pacific Time



Ministry of Finance BC Registry Services

Mailing Address: PO BOX 9431 Stn Prov Govt. Victoria BC V8W 9V3 www.corporateonline.gov.bc.ca

Location: 2nd Floor - 940 Blanshard St. Victoria BC 250 356-8626

# Notice of Alteration

FORM 11  
BUSINESS CORPORATIONS ACT  
Section 257

**Filed Date and Time:** January 13, 2009 02:17 PM Pacific Time  
**Alteration Date and Time:** Notice of Articles Altered on January 14, 2009 12:01 AM Pacific Time

## NOTICE OF ALTERATION

**Incorporation Number:**  
BC0075655

**Name of Company:**  
BALLAD GOLD & SILVER LTD.

**Name Reservation Number:**  
NR4599572

**Name Reserved:**  
GOLDBANK MINING CORPORATION

### ALTERATION EFFECTIVE DATE:

Specified Date and Time of Alteration: January 14, 2009 12:01 AM Pacific Time

### CHANGE OF NAME OF COMPANY

**From:**  
BALLAD GOLD & SILVER LTD.

**To:**  
GOLDBANK MINING CORPORATION

RECEIVED  
2009 APR 21 P 12:11  
OFFICE OF REGISTRAR  
CORPORATE FINANCE

Date and Time: January 16, 2009 10:23 AM Pacific Time



**Ministry  
of Finance**  
BC Registry Services

Mailing Address:  
PO BOX 9431 Stn Prov Govt.  
Victoria BC V8W 9V3  
[www.corporateonline.gov.bc.ca](http://www.corporateonline.gov.bc.ca)

Location:  
2nd Floor - 940 Blanshard St.  
Victoria BC  
250 356-8626

# Notice of Articles

## BUSINESS CORPORATIONS ACT

*This Notice of Articles was issued by the Registrar on: January 14, 2009 12:01 AM Pacific Time*

*Incorporation Number: BC0075655*

*Recognition Date: Incorporated on August 22, 1967*

### NOTICE OF ARTICLES

**Name of Company:**

GOLDBANK MINING CORPORATION

### REGISTERED OFFICE INFORMATION

**Mailing Address:**

605 - 889 WEST PENDER STREET  
VANCOUVER BC V6C 3B2  
CANADA

**Delivery Address:**

605 - 889 WEST PENDER STREET  
VANCOUVER BC V6C 3B2  
CANADA

### RECORDS OFFICE INFORMATION

**Mailing Address:**

605 - 889 WEST PENDER STREET  
VANCOUVER BC V6C 3B2  
CANADA

**Delivery Address:**

605 - 889 WEST PENDER STREET  
VANCOUVER BC V6C 3B2  
CANADA

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**DIRECTOR INFORMATION**

**Last Name, First Name, Middle Name:**  
BROOKS, DOUGLAS B.

**Mailing Address:**  
4403 RANGER AVENUE  
NORTH VANCOUVER BC V7R 3L1  
CANADA

**Delivery Address:**  
4403 RANGER AVENUE  
NORTH VANCOUVER BC V7R 3L1  
CANADA

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**Last Name, First Name, Middle Name:**  
ROLAND, RAYMOND W.

**Mailing Address:**  
305 1132 HARO STREET  
VANCOUVER BC V6E 1C9  
CANADA

**Delivery Address:**  
305 1132 HARO STREET  
VANCOUVER BC V6E 1C9  
CANADA

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**Last Name, First Name, Middle Name:**  
BOTTO, LUIS

**Mailing Address:**  
560 TRALEE CRESCENT  
TSAWWASSEN BC V4M 3R8  
CANADA

**Delivery Address:**  
560 TRALEE CRESCENT  
TSAWWASSEN BC V4M 3R8  
CANADA

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**Last Name, First Name, Middle Name:**  
BERUSCHI, ANTHONY J.

**Mailing Address:**  
128-3880 TRUSWELL ROAD  
KELOWNA BC V1N 1N1  
CANADA

**Delivery Address:**  
128-3880 TRUSWELL ROAD  
KELOWNA BC V1N 1N1  
CANADA

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**Last Name, First Name, Middle Name:**  
ADDIE, KEVIN R.

**Mailing Address:**  
1306 ARBUTUS STREET  
VANCOUVER BC V6J 3W8  
CANADA

**Delivery Address:**  
1306 ARBUTUS STREET  
VANCOUVER BC V6J 3W8  
CANADA

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**AUTHORIZED SHARE STRUCTURE**

1. No Maximum	COMMON Shares	Without Par Value
		Without Special Rights or Restrictions attached

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gold & silver ltd.

12g3-2(b): 82-4000  
Standard & Poor's Listed  
TSX Venture Exchange: BGS  
OTC: BLDGF

605 - 889 West Pender Street  
Vancouver, BC V6C 3B2  
Tel: 604.682.7159 ~ Fax: 604.669.5886  
Toll Free: 888.880.2288  
email: [ajb@balladnet.com](mailto:ajb@balladnet.com)  
Internet: [www.balladnet.com](http://www.balladnet.com)

*January 13, 2009*

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## SHARE CONSOLIDATION AND NAME CHANGE

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Further to its previous news releases, Ballad Gold & Silver Ltd. ("Ballad") (TSX.V:BGS) announces that January 14, 2009 will be the effective date of the consolidation of Ballad's share capital on the ratio of four (4) old shares for one (1) new share and a change of its name to Goldbank Mining Corporation. The trading symbol for Goldbank Mining Corporation will be GLB.

### **BALLAD GOLD & SILVER LTD.**

Per: "Anthony J. Beruschi"

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**Anthony J. Beruschi**  
President & CEO

*For further information please contact the president, Anthony J. Beruschi B.Sc. LLB., at 604.682.7159, or 1.888.880.2288 or [ajb@balladnet.com](mailto:ajb@balladnet.com).*

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or the accuracy of this release. Cautionary Note to US Investors: This news release may contain information about adjacent properties on which we have no right to explore or mine. We advise U.S. investors that the SEC's mining guidelines strictly prohibit information of this type in documents filed with the SEC. U.S. investors are cautioned that mineral deposits on adjacent properties are not indicative of mineral deposits on our properties. This news release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.*

**FORM 51-102F3**

**MATERIAL CHANGE REPORT  
UNDER SECTION 7(1)(a) OF NATIONAL INSTRUMENT 51-102**

**Item 1. Reporting Issuer**

Goldbank Mining Corporation (the "Issuer")  
605 - 889 West Pender Street  
Vancouver, BC V6C 3B2

**Item 2. Date of Material Change**

January 13, 2009

**Item 3. News Release**

News Release dated January 13, 2009 and disseminated to the British Columbia Securities Commission, Alberta Securities Commission, Stockwatch and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

**Item 4. Summary of Material Change**

The Issuer announces the effective date of its share consolidation and name change as well as its new trading symbol.

**Item 5. Full Description of Material Change**

Further to its previous news releases, the Issuer announces that January 14, 2009 will be the effective date of the consolidation of the Issuer's share capital on the ratio of four (4) old shares for one (1) new share and a change of its name to Goldbank Mining Corporation. The trading symbol for Goldbank Mining Corporation will be GLB.

**Item 6. Reliance on Section 7(2) of National Instrument 51-102**

The Issuer is not relying on Section 7(2) of National Instrument 51-102.

**Item 7. Omitted Information**

There is no omitted information.

**Item 8. Senior Officers**

Anthony J. Beruschi, President - (604) 682-7159.

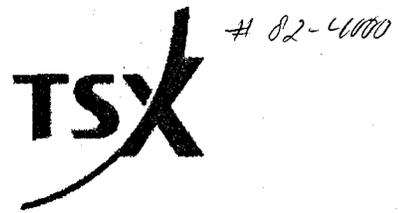
**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at the City of Vancouver, in the Province of British Columbia, this 16<sup>th</sup> day of January, 2009.

*"Gwen Wegner"*  
Gwen Wegner, Corporate Secretary

TSX VENTURE EXCHANGE



January 13, 2009

Via Fax: (604) 669-5886

Ballad Gold & Silver Ltd.  
889 West Pender Street, Suite 605  
Vancouver, BC  
V6C 3B2

Attention: Gwen Wegner

Dear Sirs/Mesdames:

**Re: GOLDBANK MINING CORPORATION ("GLB")**  
**[formerly Ballad Gold & Silver Ltd. ("BGS")]**  
**Name Change and Consolidation – Submission #140538**

This is to confirm that pursuant to a resolution passed by shareholders June 24, 2008, the Company has consolidated its capital on a 4 old for 1 new basis. The name of the Company has also been changed as follows.

Effective at the **opening, January 14, 2009**, the common shares of Goldbank Mining Corporation will commence trading on TSX Venture Exchange, and the common shares of Ballad Gold & Silver Ltd. will be delisted. The Company is classified as a 'Precious Metals Exploration and Development' company.

Post - Consolidation

Capitalization: Unlimited shares with no par value of which  
7,494,435 shares are issued and outstanding

Escrow: Nil

Transfer Agent: Computershare Investor Services Inc.

Trading Symbol: GLB (new)

CUSIP Number: 38076A 10 6 (new)

This fax will be the only copy you receive. Should you have any questions, please contact the undersigned at (604) 643-6535 / FAX: (604) 844-7502 / EMAIL: justine.wong@tsxventure.com.

Yours truly,

Justine Wong  
Senior Analyst  
Listed Issuer Services

JWdr

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