

**5046275**



Ministère des Services  
gouvernementaux et des  
Services aux consommateurs

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

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

**MARCH 09 MARS, 2021**

*Barbara Lachitt*

17

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) :

T	R	E	A	S	U	R	Y	M	E	T	A	L	S	I	N	C	.				

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

**130 KING STREET WEST, SUITE 3680**

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

**TORONTO**

**ONTARIO**

M 5 X 1 B 1

Name of Municipality or Post Office /  
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number  OR minimum and maximum  1  9  
Nombre d'administrateurs : Nombre fixe  OU minimum et maximum  1  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
FRAZER BOURCHIER	73 KENNEDY STREET WEST, AURORA, ONTARIO, CANADA, L4G 2L6	Yes
WILLIAM FISHER	57 ISLEWORTH AVENUE, TORONTO, ONTARIO, CANADA, M4E 1J6	Yes
MARC HENDERSON	8 RIDGEFIELD ROAD, TORONTO, ONTARIO, CANADA, M4H 3H8	Yes

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

CHRISTOPHE VEREECKE	2 RUE BRULLER, PARIS, FRANCE, 75014	No
DAVID WHITTLE	1767 COLDWELL ROAD, NORTH VANCOUVER, BRITISH COLUMBIA, CANADA, V7G 2P3	Yes
DANIEL W. WILTON	1188 WEST GEORGE STREET, SUITE 2070, VANCOUVER, BRITISH COLUMBIA, CANADA, V6E 4A2	Yes
FLORA WOOD	91 BERNARD AVENUE, TORONTO, ONTARIO, CANADA, M5R 1R8	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

**TREASURY METALS INC.**

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

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
TREASURY METALS INC.	1274047	2021,	03,	09
TAMAKA GOLD CORPORATION	5046249	2021,	03,	09

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.

None.

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 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 common shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

#### 1. Dividends

1.1 Subject to the prior rights of any shares ranking senior to the common shares with respect to priority in the payment of dividends, the holders of common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

#### 2. Dissolution

2.1 In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of any shares ranking senior to the common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the common shares shall be entitled to receive the remaining property and assets of the Corporation.

#### 3. Voting Rights

3.1 The holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each common share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

#### 4. Voting Restrictions

The holders of shares of any class and the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon, and shall not be entitled to dissent in respect of, any proposal to amend the articles to:

1. increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;
2. effect an exchange, reclassification or cancellation of the shares of such class or series;  
or
3. create a new class or series of shares equal or superior to the shares of such class or series.

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 :

The board of directors of the Corporation may, without authorization of the shareholders of the Corporation, from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired property and assets of the Corporation, including without limiting the generality of the foregoing, real and personal property, movable and immovable property, tangible and intangible assets, book debts, rights, powers, franchises and undertakings, to secure any obligation of the Corporation.

The board of directors may from time to time by resolution delegate to a committee of directors or to one or more of the directors or officers of the Corporation all or any of the powers hereby conferred upon the board to such extent and in such manner as the board shall determine at the time of each such delegation. Nothing in this section shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

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.**

TREASURY METALS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



JEREMY WYETH

CHIEF EXECUTIVE OFFICER

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

TAMAKA GOLD CORPORATION

Names of Corporations / Dénomination sociale des sociétés

By / Par



JEREMY WYETH

CHIEF EXECUTIVE OFFICER

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

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By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

**SCHEDULE "A"**

**STATEMENT OF DIRECTOR OR  
OFFICER PURSUANT TO SUBSECTION  
178(2) OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)**

I, Jeremy Wyeth, hereby state that:

1. I am an officer of Treasury Metals Inc. and Tamaka Gold Corporation and as such have knowledge of their affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this      March 9, 2021.



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Jeremy Wyeth



**SCHEDULE B1**  
**CERTIFIED COPY OF RESOLUTION OF THE DIRECTORS**  
**OF**  
**TREASURY METALS INC.**  
**(the "Corporation")**

"...

**AND WHEREAS** the Corporation is the holding corporation of Tamaka Gold Corporation (the "**Subsidiary**") and has agreed to amalgamate with the Subsidiary pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**") effective as of March 9, 2021 or such other date as may be determined appropriate by the board of directors of the Corporation (the "**Amalgamation Date**");

...

**7. Amalgamation**

- (a) The amalgamation of the Corporation and the Subsidiary under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
- (b) subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Subsidiary under its articles of incorporation and of any act done thereunder, all shares in the capital of the Subsidiary, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
- (c) except as provided by the Act, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of the Corporation;
- (d) the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation; and
- (e) no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation of the Corporation with the Subsidiary.

..."

- *Signature page follows* -

The undersigned, being the Chief Executive Officer of the Corporation, hereby certifies on behalf of the Corporation, and not in a personal capacity, that the above is a true and complete copy of a resolution of the board of directors, passed on March 9, 2021, and the same is still in full force and effect.

DATED: March 9, 2021.

A handwritten signature in cursive script, appearing to read "Wyeth", followed by a period.

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Jeremy Wyeth

**SCHEDULE B2**  
**CERTIFIED COPY OF RESOLUTION OF THE DIRECTORS**  
**OF**  
**TAMAKA GOLD CORPORATION**  
**(the “Corporation”)**

**“AMALGAMATION WITH HOLDING CORPORATION**

**RECITAL:**

The Corporation is a wholly-owned subsidiary of and has agreed to amalgamate with Treasury Metals Inc. (“**Holding**”) pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the “**Act**”).

**RESOLVED THAT:**

1. the amalgamation of the Corporation and Holding under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. except as provided by the Act, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of Holding;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Holding;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.”

- *Signature page follows* -

The undersigned, being the Chief Executive Officer of the Corporation, hereby certifies on behalf of the Corporation, and not in a personal capacity, that the above is a true and complete copy of a resolution of the board of directors, passed on March 9, 2021, and the same is still in full force and effect.

DATED: March 9, 2021.

A handwritten signature in black ink, appearing to read "Wyeth", followed by a period.

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Jeremy Wyeth