

## Certificate of Continuance

## Certificat de maintien

Business Corporations Act

Loi sur les sociétés par actions

**AMAROQ MINERALS LTD.**

Corporation Name / Dénomination sociale

**1981734**

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en  
vigueur le

**June 19, 2024 / 19 juin 2024**

*V. Quintanilla W.*

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Continuance is not complete  
without the Articles of Continuance

Certified a true copy of the record of the  
Ministry of Public and Business Service Delivery.

*V. Quintanilla W.*

Director/Registrar



Le certificat de maintien n'est pas complet s'il ne  
contient pas les statuts de maintien

Copie certifiée conforme du dossier du  
ministère des Services au public et aux  
entreprises.

*V. Quintanilla W.*

Directeur ou registrateur



# Articles of Continuance

Business Corporations Act

## 1. Corporation Name

AMAROQ MINERALS LTD.

## 2. Date of Incorporation/Amalgamation

February 22, 2017

## 3. Name of jurisdiction the corporation is leaving

Canada - Federal

## 4. The continuance was authorized by home jurisdiction on

June 18, 2024

## 5. The corporation is continued in Ontario under the name

AMAROQ MINERALS LTD.

## 6. Registered Office Address

100 King Street West, Suite 3400, 1 First Cdn Pl, Toronto, Ontario, M5X1A4, Canada

## 7. Number of Directors

Minimum/Maximum

Min 3 / Max 10

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Director/Registrar, Ministry of Public and Business Service Delivery

**8. The director(s) is/are:**

Full Name

LINE FREDERIKSEN

100 King Street West, Suite 3400, 1 First Cdn Pl, Toronto, Ontario, M5X1A4, Canada

Address for Service

Full Name

SANDER GRIEVE

100 King Street West, Suite 3400, 1 First Cdn Pl, Toronto, Ontario, M5X1A4, Canada

Address for Service

Full Name

LIANE KELLY

100 King Street West, Suite 3400, 1 First Cdn Pl, Toronto, Ontario, M5X1A4, Canada

Address for Service

Full Name

WARWICK MORLEY-JEPSON

100 King Street West, Suite 3400, 1 First Cdn Pl, Toronto, Ontario, M5X1A4, Canada

Address for Service

Full Name

DAVID NEUHAUSER

100 King Street West, Suite 3400, 1 First Cdn Pl, Toronto, Ontario, M5X1A4, Canada

Address for Service

Full Name

ELDUR OLAFSSON

100 King Street West, Suite 3400, 1 First Cdn Pl, Toronto, Ontario, M5X1A4, Canada

Address for Service

Full Name

GRAHAM STEWART

100 King Street West, Suite 3400, 1 First Cdn Pl, Toronto, Ontario, M5X1A4, Canada

Address for Service

Full Name

SIGURBJORN THORKESSON

100 King Street West, Suite 3400, 1 First Cdn Pl, Toronto, Ontario, M5X1A4, Canada

Address for Service

**9. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":**

None.

**10. The classes and any maximum number of shares that the corporation is authorized to issue:**

The Corporation is authorized to issue an unlimited number of Common shares and an unlimited number of Preferred shares, is-

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suable in series.

**11. 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. If there is only one class of shares, enter "Not Applicable":**

The rights and restrictions attaching to the Common shares and the Preferred shares are as follows:

**Common shares**

(a) Voting Rights. The holders of Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class or series of shares are entitled to vote, and to vote thereat on the basis of one (1) vote per Common share held.

(b) Dividends. Subject to the Business Corporations Act (Ontario) (the "Act"), the holders of Common shares shall, in each financial year of the Corporation, in the discretion of the board of directors of the Corporation, be entitled to receive, subject to the rights of the holders of any other class of shares, any non-cumulative dividend declared by the Corporation.

(c) Distribution Rights. In the event of the liquidation, dissolution 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, the holders of the Common shares shall be entitled to receive, subject to the rights of the holders of any other class of shares, the remaining property of the Corporation.

**Preferred shares**

(a) Authority to Issue One or More Series. The board of directors of the Corporation may issue the Preferred shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to attach to the shares of such series including, without limiting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of preferential dividends, whether cumulative or noncumulative or partially cumulative, and whether such rate(s), amount or method(s) of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which such preferential dividends shall accrue, the redemption price and terms and conditions of redemption (if any), the rights of retraction (if any), and the prices and other terms and conditions of any rights of retraction and whether any additional rights of retraction may be vested in such holders in the future, voting rights and conversion or exchange rights (if any) and any sinking fund, purchase fund or other provisions attaching thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Director (as defined in the Act) articles of amendment in the prescribed form containing a description of such series, including the designation, rights, privileges, restrictions and conditions determined by the board of directors of the Corporation.

(b) Rank of Shares. The Preferred shares of each series shall rank on a parity with the Preferred shares of every other series with respect to priority in the payment of dividends and the return of capital and the distribution of assets of the Corporation in the event of the liquidation, dissolution 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. The Preferred shares of any series may also be given preferences, not inconsistent with the articles, over the Common shares and any other shares of the Corporation ranking junior to the Preferred shares as may be fixed in accordance with subsection (a) above.

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(c) Pro-Rated Participation. If any cumulative dividends, whether or not declared, or declared non-cumulative dividends or amounts payable on a return of capital in respect of a series of Preferred shares is not paid in full, the Preferred shares of all series shall participate rateably in respect of such dividends, including in accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims to dividends and return of capital, the claims of the holders of the Preferred shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

12. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

None.

### 13. Other provisions

Meetings of Shareholders Outside Canada. Meetings of shareholders of the Corporation may be held outside Canada.

14. The corporation is to be continued under the Business Corporations Act to the same extent as if it had been incorporated under this Act.

15. The corporation has complied with subsection 180(3) of the Business Corporations Act.

The articles have been properly executed by the required person(s).

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Supporting Document -Constating Document from Governing Jurisdiction

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**Supporting Information - Nuans Report Information**

**Nuans Report Reference #**

122223366

**Nuans Report Date**

May 09, 2024

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