



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

KWG Resources Inc.
Ressources KWG inc.

Corporate name / Dénomination sociale

979399-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Isabelle Foley

Deputy Director / Directeur adjoint

2021-11-06

Date of amendment (YYYY-MM-DD)
Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

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- 1 Corporate name
Dénomination sociale
KWG Resources Inc.
Ressources KWG inc.
-
- 2 Corporation number
Numéro de la société
979399-2
-
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

-
- 4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Frank Smeenck

Frank Smeenck
416-888-4790

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

D: Other changes: (*e.g. to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles*) **Please specify.**

Item 3 “The classes and the maximum number of shares that the corporation is authorized to issue” pursuant to the Articles of Continuance filed June 15, 2016, as amended on February 14, 2017, is hereby further amended as follows:

“The authorized capital of the corporation be and is hereby amended:

- a) to subdivide the issued and outstanding Multiple Voting Shares on the basis of each one (1) Multiple Voting Share currently outstanding being subdivided into three (3) post-subdivision Multiple Voting Shares and, in implementation thereof, the rights, privileges, restrictions and conditions of the Multiple Voting Shares and the Subordinate Voting Shares shall be amended and restated as described in Schedule “A” attached hereto;
- b) to increase the authorized capital by the creation of an unlimited number of shares to be designated as “Preference Shares” (hereinafter referred to as the “Preference Shares”) issuable in series having the rights, privileges, restrictions and conditions set forth in Schedule “B” attached hereto;
- c) to increase the authorized capital by the creation of an unlimited number of shares to be designated as “Special Shares” (hereinafter referred to as the “Special Shares”) issuable in series having the rights, privileges, restrictions and conditions set forth in Schedule “C” attached hereto.”

**SCHEDULE “A”
TO THE ARTICLES OF AMENDMENT
OF
KWG RESOURCES INC.
(the “Corporation”)**

**SHARE CONDITIONS ATTACHED TO
MULTIPLE VOTING SHARES AND SUBORDINATE VOTING SHARES**

The Multiple Voting Shares and Subordinate Voting Shares (sometimes collectively referred to as the “**Voting Shares**” or “**Participating Shares**”) shall have attached thereto the following preferences, rights, privileges, restrictions and conditions:

1. Payment of Dividends

1.1 Subject to any preference as to the payment of dividends provided to any shares ranking in priority to the Participating Shares, the holders of Participating Shares shall, except as otherwise hereinafter provided, be entitled to participate rateably with each other as to dividends on a pro-rata basis based on the number of votes attaching to each such share 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 amounts per share and at the same time on all such Participating Shares at the time outstanding as the Board of Directors may from time to time determine.

2. Liquidation, Dissolution or Winding-up

2.1 In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the Corporation which remain after payment to the holders of any shares ranking in priority to the Participating Shares in respect of payment upon liquidation, dissolution or winding-up of all amounts attributed and properly payable to such holders of such other shares in the event of such liquidation, dissolution, winding-up or distribution, shall, except as otherwise hereinafter provided, be paid or distributed to the holders of the Participating Shares on a pro-rata basis based on the number of votes attaching to each such share, without preference or distinction.

3. Anti-Dilution

3.1 Neither class of Participating Shares shall be subdivided, consolidated, reclassified or otherwise changed unless contemporaneously therewith the other class of Participating Shares is subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner or otherwise changed so as to preserve the rights conferred hereby on each class in relation to the other class.

4. Voting

4.1 The holders of the Multiple Voting Shares shall be entitled to receive notice of and attend (in person or by proxy) and be heard at all meetings of the shareholders of the Corporation

(other than separate meetings of the holders of shares of any other class of shares of the Corporation or any series of such other class of shares) and to vote at all such meetings with each holder of Multiple Voting Shares being entitled to one hundred (100) votes per Multiple Voting Share.

4.2 The holders of the Subordinate Voting Shares shall be entitled to receive notice of and attend (in person or by proxy) and be heard at all meetings of the shareholders of the Corporation (other than separate meetings of the holders of shares of any other class of shares of the Corporation or any series of shares of such other class of shares) and to vote at all such meetings with each holder of Subordinate Voting Shares being entitled to one (1) vote per Subordinate Voting Share.

5. Convertibility and Exchange of Multiple Voting Shares

5.1 A holder of Multiple Voting Shares shall have the right, at his, her or its option, at any time and from time to time, to convert such Multiple Voting Shares into Subordinate Voting Shares by exchanging such Multiple Voting Shares for Subordinate Voting Shares on the basis of one hundred (100) Subordinate Voting Shares for each one (1) Multiple Voting Share so exchanged.

5.2 To exercise such conversion right a shareholder or the shareholder's attorney duly authorized in writing shall:

(a) give written notice to the Corporation's transfer agent (the "**Transfer Agent**") of the exercise of such conversion right and of the number of Multiple Voting Shares in respect of which the conversion right is being exercised;

(b) deliver to the Transfer Agent, the share certificate or certificates representing the Multiple Voting Shares in respect of which the conversion right is being exercised; and

(c) pay any governmental or other tax imposed on or in respect of such exchange.

5.3 Upon due exercise of the conversion right, the Corporation shall issue a share certificate representing the number of fully paid and non-assessable Subordinate Voting Shares determined on the basis set out above in the name of the registered holder of the Multiple Voting Shares exchanged or in such name or names as such registered holder may direct in writing, provided that such registered holder shall pay any applicable security transfer taxes. If the conversion right is exercised in respect of less than all of the Multiple Voting Shares represented by any share certificate, the Corporation shall also issue a new share certificate representing the number of Multiple Voting Shares in respect of which the conversion right is not being exercised.

5.4 A holder of Multiple Voting Shares exchanged in whole or in part (or any other person or persons in whose name or names any certificate representing Subordinate Voting Shares are issued as provided above) shall be deemed to have become the holder of record of the Subordinate Voting Shares into which such Multiple Voting Shares are exchanged, for all

purposes, on the final date of receipt by the Transfer Agent of the items referenced in clauses 5.2(a), (b) and (c) above, notwithstanding any delay in the delivery of the certificate representing the Subordinate Voting Shares into which such Multiple Voting Shares have been exchanged and, effective as of such date, the holder of Multiple Voting Shares shall cease to be registered as the holder of record of the Multiple Voting Shares so exchanged.

6. Conversion Right and Exchange of Subordinate Voting Shares

6.1 A holder of Subordinate Voting Shares shall have the right, at his, her or its option, at any time and from time to time, to convert such Subordinate Voting Shares into Multiple Voting Shares by exchanging such Subordinate Voting Shares for Multiple Voting Shares on the basis of one (1) Multiple Voting Share for every one hundred (100) Subordinate Voting Shares so exchanged.

6.2 To exercise such conversion right, such holder or the shareholder's attorney duly authorized in writing shall:

(a) give written notice to the Transfer Agent of the exercise of such conversion right and of the number of Subordinate Voting Shares in respect of which the conversion right is being exercised, which number of Subordinate Voting Shares shall not be less than one hundred (100);

(b) deliver to the Transfer Agent, the share certificate or certificates representing the Subordinate Voting Shares in respect of which the conversion right is being exercised; and

(c) pay any governmental or other tax imposed on or in respect of such exchange.

6.3 Upon due exercise of the conversion right, the Corporation shall issue a share certificate representing the number of fully paid and non-assessable Multiple Voting Shares determined on the basis set out above in the name of the registered holder of the Subordinate Voting Shares exchanged or in such name or names as such registered holder may direct in writing, provided that such registered holder shall pay any applicable security transfer taxes. If the conversion right is exercised in respect of less than all of the Subordinate Voting Shares represented by any share certificate, the Corporation shall also issue a new share certificate representing the number of Subordinate Voting Shares in respect of which the conversion right is not being exercised.

6.4 A holder of Subordinate Voting Shares exchanged in whole or in part (or any other person or persons in whose name or names any certificate representing Multiple Voting Shares are issued as provided above) shall be deemed to have become the holder of record of the Multiple Voting Shares into which such Subordinate Voting Shares are exchanged, for all purposes, on the final date of receipt by the Transfer Agent of the items referenced in clauses 6.2(a), (b) and (c) above, notwithstanding any delay in the delivery of the certificate representing the Multiple Voting Shares into which such Subordinate Voting Shares have been exchanged and, effective as of such date, the holder of Subordinate Voting Shares shall cease to be registered as the holder of record of the Subordinate Voting Shares so exchanged.

7. General Conditions

7.1 Save as aforesaid, each Multiple Voting Share and Subordinate Voting Share shall have the same rights and attributes and be the same in all respects.

7.2 The provisions of these Articles 1 through 7 may be deleted, amended, modified or varied in whole or in part upon the approval of any such amendment being given by the holders of the Multiple Voting Shares and the holders of the Subordinate Voting Shares, each voting separately as a class, by special resolution and as required by applicable law.

**SCHEDULE “B”
TO THE ARTICLES OF AMENDMENT
OF
KWG RESOURCES INC.
(the “Corporation”)**

**SHARE CONDITIONS ATTACHED TO
PREFERENCE SHARES**

The Preference Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Directors’ Authority to Issue Preference Shares in One or More Series

1.1 The board of directors of the Corporation may issue the Preference Shares at any time and from time to time in one or more series. Before the first shares of a particular series of Preference Shares are issued, the board of directors of the Corporation shall fix the number of shares in such series or provide that the number of shares in such series shall be unlimited and shall determine, subject to the limitations set out in the articles, the designation, number, rights, privileges, conditions and restrictions to be attached to the shares of such series including, without limitation, the rate or rates, amount or method or methods of calculation of dividends thereon (if any), the time and place of payment of any dividends, whether cumulative or non-cumulative or partially cumulative and whether any such rate, amount or method of calculation (if any) shall be subject to change or adjustment in the future, the currency or currencies of payment of dividends (if any), the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any), the voting rights attached thereto (if any) and whether any such voting rights may be subject to change in the future or in certain circumstances, and the terms and conditions of any share purchase plan or sinking fund (if any) with respect thereto. Before the issue of the first shares of a series of Preference Shares, the board of directors of the Corporation shall file articles of amendment containing a description of such series including the designation, number, rights, privileges, conditions and restrictions determined by the board of directors of the Corporation.

2. Ranking No rights, privileges, conditions or restrictions attached to a series of Preference Shares shall confer upon such series a priority in respect of dividends or return of capital over any other series of Preference Shares which are then issued and outstanding. Each series of Preference Shares issued by the Corporation shall rank in priority to any issued and outstanding Subordinate Voting Shares and Multiple Voting Shares in respect of dividends. Each series of Preference Shares issued by the Corporation shall rank in priority to any issued and outstanding Subordinate Voting Shares and Multiple Voting Shares in respect of the return of capital, including, *inter alia*, the distribution of assets 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 Preference Shares shall be entitled to priority over any other class of shares of the Corporation ranking junior to the

Preference Shares in respect of dividends and the return of capital, including, *inter alia*, the distribution of assets 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. If any cumulative dividends or amounts payable on a return of capital in respect of a series of Preference Shares are not paid in full, the Preference Shares of all series shall participate ratably in respect of such dividends, including 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 Preference 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. The Preference Shares of any series may also be given such other preferences, not inconsistent with sections 1.1 to 4.1 hereof, over the Subordinate Voting Shares and the Multiple Voting Shares and over any other shares ranking junior to the Preference Shares as may be determined in the case of such series of Preference Shares.

3. Voting

- 3.1 Except as hereinafter referred to or as otherwise required by law or in accordance with any voting rights which may from time to time be attached to any series of Preference Shares, the holders of the Preference Shares shall not be entitled to receive notice of, attend (in person or by proxy) or be heard at any meeting of the shareholders of the Corporation or to vote at any such meeting.

4. Approval of Holders of Preference Shares

- 4.1 The rights, privileges, conditions and restrictions attaching to the Preference Shares as a class may be added to, changed or removed but only with the approval of the holders of the Preference Shares given as hereinafter specified.
- 4.2 The approval of the holders of Preference Shares to add to, change or remove any right or restriction attaching to the Preference Shares voting as a class or to any other matter requiring the approval of the holders of the Preference Shares voting as a class shall be deemed sufficiently given if, in addition to any other requirement contained in the applicable corporate law statute, it is contained in (i) a resolution passed by the affirmative vote of at least two-thirds of the votes cast at a meeting of the holders of Preference Shares duly called for that purpose or (ii) a written resolution signed by all holders of Preference Shares.
- 4.3 The formalities to be observed in respect of the giving of notice of any meeting or any adjourned meeting required to be called in accordance with this section 4 and the conduct thereof shall be those from time to time required by the applicable corporate law statute and prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Preference Shares voting as a

class, each holder entitled to vote thereat shall have one vote in respect of each Preference Share held by such holder.

**SCHEDULE “C”
TO THE ARTICLES OF AMENDMENT
OF
KWG RESOURCES INC.
(the “Corporation”)**

**SHARE CONDITIONS ATTACHED TO
SPECIAL SHARES**

The Special Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Directors’ Authority to Issue Special Shares in One or More Series

1.1 The board of directors of the Corporation may issue the Special Shares at any time and from time to time in one or more series. Before the first shares of a particular series of Special Shares are issued, the board of directors of the Corporation shall fix the number of shares in such series or provide that the number of shares in such series shall be unlimited and shall determine, subject to the limitations set out in the articles, the designation, number, rights, privileges, conditions and restrictions to be attached to the shares of such series including, without limitation, the rate or rates, amount or method or methods of calculation of dividends thereon (if any), the time and place of payment of any dividends, whether cumulative or non-cumulative or partially cumulative and whether any such rate, amount or method of calculation (if any) shall be subject to change or adjustment in the future, the currency or currencies of payment of dividends (if any), the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any), the voting rights attached thereto (if any) and whether any such voting rights may be subject to change in the future or in certain circumstances, and the terms and conditions of any share purchase plan or sinking fund (if any) with respect thereto. Before the issue of the first shares of a series of Special Shares, the board of directors of the Corporation shall file articles of amendment containing a description of such series including the designation, number, rights, privileges, conditions and restrictions determined by the board of directors of the Corporation.

2. Ranking

2.1 No rights, privileges, conditions or restrictions attached to a series of Special Shares shall confer upon such series a priority in respect of dividends or return of capital over any other series of Special Shares which are then issued and outstanding. The holders of shares of any particular series of Special Shares will be entitled, subject to the rights of the holders of the Preference Shares and any other class of shares ranking senior in priority to the Special Shares, to such dividends as may be provided in the terms attaching to such series of Special Shares. Each series of Special Shares issued by the Corporation shall be subject to the rights of the holders of the Preference Shares and any other class of shares ranking senior in priority to the Special Shares, in respect of the return of capital, including, *inter alia*, the distribution of assets 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. Unless otherwise expressly provided in the terms attached to any series of Special Shares, the holders of Special Shares will be entitled, subject to the rights of the holders of the Preference Shares and any other class of shares ranking senior in priority to the Special Shares, to share *pro rata* on a share-for-share basis with the holders of Subordinate Voting Shares and Multiple Voting Shares on a return of capital 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. If, on any 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, any cumulative dividends or amounts payable on a return of capital in respect of a series of Special Shares are not paid in full, the Special Shares of all series shall participate ratably in respect of such dividends, including 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 Special 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. The Special Shares of any series may also be given such other preferences, not inconsistent with sections 1.1 to 4.1 hereof, over the Subordinate Voting Shares and the Multiple Voting Shares and over any other shares ranking junior to the Special Shares as may be determined in the case of such series of Special Shares.

3. Voting

- 3.1 Except as hereinafter referred to or as otherwise required by law or in accordance with any voting rights which may from time to time be attached to any series of Special Shares, the holders of the Special Shares shall not be entitled to receive notice of, attend (in person or by proxy) or be heard at any meeting of the shareholders of the Corporation or to vote at any such meeting.

4. Approval of Holders of Special Shares

- 4.1 The rights, privileges, conditions and restrictions attaching to the Special Shares as a class may be added to, changed or removed but only with the approval of the holders of the Special Shares given as hereinafter specified.
- 4.2 The approval of the holders of Special Shares to add to, change or remove any right or restriction attaching to the Special Shares voting as a class or to any other matter requiring the approval of the holders of the Special Shares voting as a class shall be deemed sufficiently given if, in addition to any other requirement contained in the applicable corporate law statute, it is contained in (i) a resolution passed by the affirmative vote of at least two-thirds of the votes cast at a meeting of the holders of

Special Shares duly called for that purpose or (ii) a written resolution signed by all holders of Special Shares.

- 4.3 The formalities to be observed in respect of the giving of notice of any meeting or any adjourned meeting required to be called in accordance with this section 4 and the conduct thereof shall be those from time to time required by the applicable corporate law statute and prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Special Shares voting as a class, each holder entitled to vote thereat shall have one vote in respect of each Special Share held by such holder.