



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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20 Queen Street West
Toronto ON M5H 3S8

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20, rue queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF
ONTARIO REGULATION 398/21, AS AMENDED
(the Regulation)**

**MADE UNDER THE
BUSINESS CORPORATIONS ACT (ONTARIO) R.S.O. 1990, C. B.16, AS AMENDED
(the OBCA)**

AND

**IN THE MATTER OF
GOLD'N FUTURES MINERALS CORP.**

**CONSENT
(subsection 21(b) of the Regulation)**

UPON the application of Gold'n Futures Minerals Corp. (the **Applicant**) to the Ontario Securities Commission (the **Commission**) requesting the consent of the Commission pursuant to subsection 21(b) of the Regulation, for the Applicant to continue into the Province of British Columbia pursuant to section 181 of the OBCA (the **Continuance**);

AND UPON considering the application and the recommendation of the staff of the Commission;

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is an offering corporation under the OBCA.
2. The Applicant was incorporated under the name University Avenue Financial Corporation on May 30, 1997, under the OBCA. On October 5, 2001, the Applicant changed its name to Blue Heron Financial Corporation. On May 8, 2002, the Applicant changed its name to Avenue Financial Corporation. On May 3, 2007, the Applicant changed its name to Mantis Mineral Corp. On February 24, 2014, the Applicant merged, under the OBCA, with Gondwana Energy Corp. to form Gondwana Oil Corp. On September 18, 2014, the Applicant changed its name to European Metals Corp. On July 6, 2020, the Applicant changed its name to Gold'n Futures Minerals Corp.
3. The Applicant's registered and head office is located at 409 22 Leader Lane, Toronto, Ontario, M5E 0B2, Canada.

4. The authorized share capital of the Applicant consists of an unlimited number of common shares, of which 224,500,209 common shares were issued and outstanding as of October 24, 2024.
5. The Applicant's common shares are listed and posted for trading on the Canadian Securities Exchange (the **CSE**) under the symbol "FUTR" and are also traded on the Frankfurt Stock Exchange under the symbol "G6M" and on the OTC Markets under the symbol "GFTRF".
6. The Applicant intends to apply to the Director under the OBCA pursuant to section 181 of the OBCA (the **Application for Continuance**) for authorization to continue as a corporation under the *Business Corporations Act* (British Columbia), SBC 2002, c. 57 (the **BCBCA**).
7. The principal reason for the Continuance is that the Applicant's principal place of business is located in British Columbia and management therefore believes it to be in the best interest to conduct the Applicant's affairs in accordance with the BCBCA so as to permit the Applicant to affect the relocation of its registered and head office from Ontario to British Columbia.
8. The Application for Continuance was also made for corporate and administrative reasons as the board of directors of the Applicant is of the view that the BCBCA provides the Applicant with increased flexibility with respect to capital management, resulting from more flexible rules relating to dividends, share purchases, redemptions and consolidations of capital.
9. The material rights, duties and obligations of a corporation governed by the BCBCA are substantially similar to those of a corporation governed by the OBCA.
10. The Applicant is currently a reporting issuer under the *Securities Act* (Ontario) R.S.O. 1990, c. S.5, as amended (the **OSA**), the *Securities Act* (British Columbia), R.S.B.C. 1996, c. 418 (the **BCSA**) and the *Securities Act* (Alberta), R.S.A. 2000, c. S-4 (the **ASA**). The Applicant will remain a reporting issuer in the provinces of Ontario, British Columbia, and Alberta, following the Continuance.
11. The Applicant is not in default of any provision of the OBCA, the OSA, the BCSA or the ASA, including any regulations or rules made thereunder.
12. The Applicant is not subject to any proceeding under the OBCA, the OSA, the BCSA or the ASA.
13. The Applicant is not in default of any provision of the rules, regulations or policies of the CSE.
14. The Applicant's registered and head office is located in Ontario and the Commission is the principal regulator of the Applicant.
15. Following the Continuance, the Applicant's registered and head office will be relocated to 408 - 55 Water Street, Vancouver, BC, V6B 1A1, Canada. The Applicant intends for the British Columbia Securities Commission to become its principal regulator.
16. The Applicant's management information circular dated July 5, 2024 (the **Circular**) which was provided to all shareholders of the Applicant in connection with its special meeting of shareholders held on August 15, 2024 (the **Meeting**) described the proposed Continuance and

disclosed the reasons for it and its implications. The Applicant's shareholders had the right to dissent with respect to the proposed Continuance pursuant to section 185 of the OBCA, and the Circular disclosed particulars of this right in accordance with applicable law.

17. The Applicant's shareholders authorized the Continuance at the Meeting by a special resolution that was approved by 99.23% of the votes cast by the shareholders of the Applicant in person or represented by proxy. No shareholders exercised dissent rights pursuant to section 185 of the OBCA.
18. Subsection 21(b) of the Regulation requires the Application for Continuance to be accompanied by a consent from the Commission.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

THE COMMISSION CONSENTS to the Continuance of the Applicant under the BCBCA.

DATED at Toronto on this 18th day of November, 2024.

"Lina Creta"

Lina Creta
Manager, Corporate Finance
Ontario Securities Commission

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