



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

MOLECULE HOLDINGS INC.

Corporate name / Dénomination sociale

423929-6

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.

Raymond Edwards

Director / Directeur

2020-09-15

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)

1 Corporate name
Dénomination sociale
EVERTON RESOURCES INC.

2 Corporation number
Numéro de la société
423929-6

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation changes its name to:
La dénomination sociale est modifiée pour :
MOLECULE HOLDINGS INC.

The corporation makes other changes as follows:
La société apporte d'autres changements aux statuts comme suit :
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
Andre Audet
Andre Audet
416-865-5545

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.

Schedule / Annexe
Amendment Schedules / Annexes - Modification

The articles of the Corporation be amended as follows:

1. To change the name of the Corporation to Molecule Holdings Inc.
2. By changing the classes and any maximum number of shares that the Corporation is authorized to issue as follows by:
 - (a) removing the Preferred Shares, none of which are issued and outstanding at the date hereof; and
 - (b) creating 9,313,447 shares of a class designated as Class A Preferred Shares.
3. By providing that, after giving effect to the foregoing, the classes and any maximum number of shares that the Corporation is authorized to issue shall be an unlimited number of Common Shares and 9,313,447 Class A Preferred Shares.
4. By changing the issued and outstanding Common Shares in the capital of the Corporation by consolidating the Common Shares on the basis of one (1) Common Share for each ten (10) presently issued and outstanding Common Shares.
5. By providing that the rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares are as follows:

Rights of the Class A Preferred Shares

Each Class A Preferred Share provides its holder thereof with the right thereof to receive, on a pro rata basis, an economic benefit (the "Economic Benefit"), subject to an aggregate maximum of up to \$500,000, in the event that any of the mining royalties of the Corporation are triggered and generate revenue within a maximum period of five (5) years from the date of the issuance of the Class A Preferred Shares. If the Economic Benefit is triggered, the Class A Preferred Shares would be redeemable, on a pro rata basis, for cash. The Class A Preferred Shares otherwise have no rights or recourses.

The Class A Preferred Shares shall have no rights (other than to receive the Economic Benefit): to receive dividends declared by the board of directors of the Corporation, to the return of capital and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or the right to vote at any meetings of shareholders of the Corporation.

Parity Among Class A Preferred Shares

Each of the Class A Preferred Shares shall rank on parity with each other, with respect to the redemption and the payment of the Economic Benefit on a pro rata basis.

Conversion

The Class A Preferred Shares shall not be convertible into any other class of shares of the Corporation.

Redemption

The Class A Preferred Shares will be redeemable by the Corporation in connection with the distribution of the Economic Benefit for a cash payment on pro rata basis, and on such other terms as the Corporation's board of directors may reasonably determine at such time.

Voting

Holders of the Class A Preferred Shares will not be entitled (except as otherwise provided by law and except for meetings of the holders of the Class A Preferred Shares thereof) to receive notice of, attend at, or vote at any meeting of the shareholders of the Corporation, unless the Corporation's board of directors determines otherwise. Any terms in respect of such voting rights for the holders of the Class A Preferred Shares, will be determined by the Corporation's board of directors prior to the scheduled vote.

The holders of the Class A Preferred Shares may not have an express right to participate in a take-over bid made for the common shares of the Corporation.

Expiry

The right to receive the Economic Benefit shall expire after a period of five (5) years from the date of the issuance of the Class A Preferred Shares.