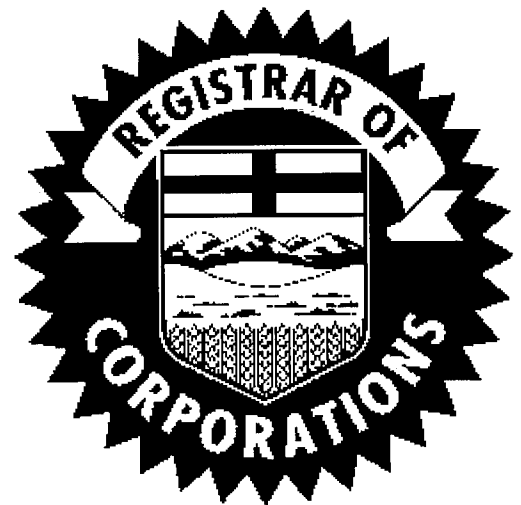


**Government  
of Alberta ■**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**MINEWORX TECHNOLOGIES LTD.**  
IS THE RESULT OF AN AMALGAMATION FILED ON 2017/06/30.



**Articles of Amalgamation  
For  
MINEWORX TECHNOLOGIES LTD.**

**Share Structure:** SEE SCHEDULE OF SHARE STRUCTURE ATTACHED  
**Share Transfers Restrictions:** NONE  
**Number of Directors:**  
**Min Number of Directors:** 3  
**Max Number of Directors:** 20  
**Business Restricted To:** NONE  
**Business Restricted From:** NONE  
**Other Provisions:** SEE SCHEDULE "B" ATTACHED

**Registration Authorized By: CATHERINE KAY  
SOLICITOR**

## SCHEDULE "A"

The Corporation is authorized to issue:

- an unlimited number of Common Shares;
- an unlimited number of Non-Voting Redeemable Preferred Shares;

all of which shares shall have the following rights, restrictions, privileges and conditions, and all such rights, restrictions, privileges and conditions attaching to the shares of any class shall be subject to the rights, restrictions, privileges and conditions attaching to any other class of shares now existing or hereafter created or amended.

THE COMMON SHARES SHALL HAVE THE FOLLOWING RIGHTS, RESTRICTIONS, PRIVILEGES AND CONDITIONS ATTACHED THERETO:

### VOTING

The holders of the Common Shares shall have the right to vote at any meeting of shareholders of the Corporation.

### DIVIDENDS

The holders of the Common Shares shall have the right to receive any dividend declared by the Corporation.

### WINDING-UP

The holders of the Common Shares shall have the right to receive the remaining property of the Corporation on its dissolution, liquidation, winding-up or other distribution of its assets or property among its shareholders for the purpose of winding up its affairs.

THE NON-VOTING REDEEMABLE PREFERRED SHARES SHALL HAVE THE FOLLOWING RIGHTS, RESTRICTIONS, PRIVILEGES, AND CONDITIONS ATTACHED THERETO:

### NON-VOTING

Except as provided in the Act as amended from time to time, the holders of the Non-Voting Redeemable Preferred Shares shall not, as such, be entitled to vote at, nor to receive notice of or attend shareholders meetings nor shall the holders be entitled to consent to or sign a resolution in writing to be signed by the shareholders of the Corporation.

### DIVIDENDS

The holders of the Non-Voting Redeemable Preferred Shares shall be entitled to receive as, when, and if declared by the Directors of the Corporation out of the profits and surplus of the Corporation properly applicable to the payment of dividends, a non-cumulative dividend at a rate per annum as the Directors of the Corporation may from time to time determine on the Redemption Price thereof.

The dividend shall not be adjusted retroactively to reflect an adjustment to the Redemption Price, if any, as hereinafter provided.

For greater certainty, the holders of the Non-Voting Redeemable Preferred Shares shall have no preference or priority as to the declaration or payment of dividends, and dividends may be declared and paid on any other class or classes of shares of the Corporation to the exclusion of a dividend being declared and paid on the Non-Voting Redeemable Preferred Shares. Dividends may be declared and paid on the Non-Voting Redeemable Preferred Shares to the

exclusion of a dividend being declared and paid on any other class of shares of the Corporation.

#### PRIORITY ON LIQUIDATION, DISSOLUTION OR WINDING UP

In the event of a liquidation, dissolution, or winding up of the Corporation, the holders of the Non-Voting Redeemable Preferred Shares shall rank *pari passu* with one another and shall have a priority over all other classes of shares of the Corporation as to the payment of the Redemption Price together with all declared but unpaid dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any other class of shares of the Corporation; and for greater certainty, the Non-Voting Redeemable Preferred Shares shall not have any other right to participate in the remaining property of the Corporation beyond the Redemption Price and all declared and unpaid dividends whether in a liquidation, dissolution, winding up or a reduction, redemption, or purchase by the Corporation of its shares.

#### REDEMPTION PRICE

The aggregate Redemption Price for the Non-Voting Redeemable Preferred Shares issued shall be the initial issuance price set by the Corporation.

#### REDEMPTION BY HOLDER

Any holder of record of Non-Voting Redeemable Preferred Shares shall be entitled to require the Corporation to redeem or purchase all or a part of the Non-Voting Redeemable Preferred Shares so held by such holder by surrendering on a business day the certificate or certificates representing such Non-Voting Redeemable Preferred Shares, properly endorsed in blank for transfer or accompanied by an appropriate form of transfer properly executed in blank, at the registered office of the Corporation or at such other place or places as the directors may from time to time designate. Such certificate or certificates so surrendered shall be accompanied by a notice in writing (hereinafter called a "Redemption Notice") signed by such holder or his duly authorized attorney requiring the Corporation to redeem or purchase all or a specified number of such Non-Voting Redeemable Preferred Shares represented thereby. If the Redemption Notice is signed by an attorney it shall be accompanied by evidence of the authority of such attorney satisfactory to the Corporation or transfer agent thereof.

A Redemption Notice shall be deemed to have been given when actually received at the registered office of the Corporation or at such other place or places as the directors from time to time designate and when so given, shall, subject to the provisions hereof, be irrevocable.

Payment of the Redemption Price for the Non-Voting Redeemable Preferred Shares surrendered for redemption or purchase shall be made by or on behalf of the Corporation to the holders of record thereof, together with all unpaid dividends thereon, no later than the seventh day following the date on which the Redemption Notice is given as aforesaid. Payment for the Non-Voting Redeemable Preferred Shares so surrendered for redemption or purchase shall be made by cheque payable in Canadian dollars and delivered to the holders of record of the Non-Voting Redeemable Preferred Shares so surrendered or, at the option of the Corporation, such cheque shall be forwarded by mail, postage prepaid, to the holders of record of the Non-Voting Redeemable Preferred Shares so surrendered at their addresses as the same appear in the records of the Corporation. In such case, each cheque so mailed shall be deemed to have been delivered to the registered holder as soon as the letter containing the same has been mailed as aforesaid.

If, at any given time, the redemption or purchase of all those Non-Voting Redeemable Preferred Shares in respect of which the Corporation has received Redemption Notices would cause the Corporation to be in contravention of the provisions of the Act, the Corporation shall at that time redeem or purchase on a pro rata basis, disregarding fractions, only such number of Non-Voting Redeemable Preferred Shares as can be redeemed or purchased without causing the Corporation to be in contravention of the provisions of the Act.

#### REDEMPTION BY CORPORATION

The Corporation may, by resolution of the Directors and upon giving notice as hereinafter provided, from time to time redeem or purchase the whole or any part of the Non-Voting Redeemable Preferred Shares of any one or more holders without redeeming or purchasing the whole or any part of the Non-Voting Redeemable Preferred Shares of any other holder or holders of such class, by paying for each share to be redeemed or purchased the Redemption Price thereof, together with all declared but unpaid dividends thereon. Not less than ten (10) clear days' notice in writing of such redemption or purchase shall be given by personal delivery or by mailing such notice to the registered holder at the last address as they appear in the records of the Corporation or its transfer agent. In the case of each notice so mailed, delivery thereof shall be deemed to have been made to the registered holder as soon as the letter containing the same has been mailed.

Such notice shall specify the date and place of redemption or purchase which may be a Canadian Chartered Bank or a trust company. If notice is given as aforesaid and an amount sufficient to redeem or purchase such shares is deposited at the place for redemption or purchase on or before the date fixed for redemption or purchase, dividends on the Non-Voting Redeemable Preferred Shares to be redeemed or purchased shall cease to accrue after the date so fixed for redemption or purchase and the holders thereof shall have no rights whatsoever against the Corporation except upon the surrender of the certificate or certificates for such shares to receive payment out of the money so deposited. Surrender of the certificate or certificates for such shares to be redeemed or purchased is sufficient only if such certificate or certificates are duly and properly endorsed in blank for transfer or accompanied by a form of transfer acceptable to the Corporation and duly executed in blank.

#### LIQUIDITY

Notwithstanding anything to the contrary herein contained, no dividends, redemptions, share purchases, capital reductions or other payments or distributions of assets or property of the Corporation shall be made or paid on or with respect to shares of the Corporation which rank subordinate to the Non-Voting Redeemable Preferred Shares on a liquidation, dissolution or winding up, if the payment in respect thereof would result in the fair market value of the Corporation's assets, net of liabilities owed by the Corporation, being less than the aggregate of the Redemption Price for all of the then outstanding Non-Voting Redeemable Preferred Shares, and the Redemption Price or amount payable on redemption or purchase for all other shares then outstanding which rank equal to or in priority to the Non-Voting Redeemable Preferred Shares on a liquidation, dissolution or winding up.

SCHEDULE "B"

OTHER RULES OR PROVISIONS (IF ANY):

(a) The Directors may, between Annual General Meetings, appoint 1 or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed  $\frac{1}{3}$  of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.

(b) Meetings of shareholders of the Corporation may be held in the City of Montreal, in the Province of Quebec, the City of Toronto, in the Province of Ontario, the Cities of Vancouver or Victoria in the Province of British Columbia, or anywhere in Alberta that the Directors determine.

# Amalgamate Alberta Corporation - Registration Statement

**Alberta Registration Date: 2017/06/30**

**Corporate Access Number: 2020466815**

**Service Request Number:** 27286270  
**Alberta Corporation Type:** Named Alberta Corporation  
**Legal Entity Name:** MINEWORX TECHNOLOGIES LTD.  
**French Equivalent Name:**  
**Nuans Number:**  
**Nuans Date:**  
**French Nuans Number:**  
**French Nuans Date:**

## REGISTERED ADDRESS

**Street:** 101 LAFLEUR DRIVE  
**Legal Description:**  
**City:** ST. ALBERT  
**Province:** ALBERTA  
**Postal Code:** T8N 7M8

## RECORDS ADDRESS

**Street:** 101 LAFLEUR DRIVE  
**Legal Description:**  
**City:** ST. ALBERT  
**Province:** ALBERTA  
**Postal Code:** T8N 7M8

## ADDRESS FOR SERVICE BY MAIL

**Post Office Box:**  
**City:**  
**Province:**  
**Postal Code:**  
**Internet Mail ID:**

**Share Structure:** SEE SCHEDULE OF SHARE STRUCTURE ATTACHED  
**Share Transfers Restrictions:** NONE  
**Number of Directors:**  
**Min Number Of Directors:** 3  
**Max Number Of Directors:** 20  
**Business Restricted To:** NONE  
**Business Restricted From:** NONE  
**Other Provisions:** SEE SCHEDULE "B" ATTACHED

**Professional Endorsement Provided:**  
**Future Dating Required:**  
**Registration Date:** 2017/06/30

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**Director**

**Last Name:** FLEISCHHACKER  
**First Name:** BRENT  
**Middle Name:**  
**Street/Box Number:** 53530 RR275  
**City:** SPRUCE GROVE  
**Province:** ALBERTA  
**Postal Code:** T7X 3V6  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** PENDURA  
**First Name:** GREG  
**Middle Name:**  
**Street/Box Number:** 4011 MACTAGGART DRIVE  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T6R 0J3  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:** Y

**Last Name:** THIELE  
**First Name:** DARCY  
**Middle Name:**  
**Street/Box Number:** PO BOX 277  
**City:** WHITE CITY  
**Province:** SASKATCHEWAN  
**Postal Code:** S4L 5B1  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** NELSON  
**First Name:** DUANE  
**Middle Name:**  
**Street/Box Number:** 3339 HUNTLEIGH COURT  
**City:** NORTH VANCOUVER  
**Province:** BRITISH COLUMBIA  
**Postal Code:** V7H 1C9  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** BORENSTEIN  
**First Name:** AKIVA  
**Middle Name:**  
**Street/Box Number:** 15 CARTWRIGHT RD  
**City:** WINNIPEG  
**Province:** MANITOBA  
**Postal Code:** R2P 0R7  
**Country:**  
**Resident Canadian:** Y



**Named On Stat Dec:**

**Last Name:** PURDY

**First Name:** RICK

**Middle Name:**

**Street/Box Number:** 15 BANTING PLACE

**City:** ST. ALBERT

**Province:** ALBERTA

**Postal Code:** T8N 2K1

**Country:**

**Resident Canadian:** Y

**Named On Stat Dec:**

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**Amalgamating Corporation**

| <b>Corporate Access Number</b> | <b>Legal Entity Name</b>   |
|--------------------------------|----------------------------|
| 207456237                      | MINEWORX TECHNOLOGIES LTD. |
| 2020535189                     | 2053518 ALBERTA LTD.       |

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**Attachment**

| <b>Attachment Type</b>    | <b>Microfilm Bar Code</b> | <b>Date Recorded</b> |
|---------------------------|---------------------------|----------------------|
| Share Structure           | ELECTRONIC                | 2017/06/30           |
| Statutory Declaration     | 10000007102675830         | 2017/06/30           |
| Other Rules or Provisions | ELECTRONIC                | 2017/06/30           |

**Registration Authorized By:** CATHERINE KAY  
SOLICITOR