



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name

LI-METAL CORP.

2. Registered Office Address

333 Bay Street, Suite 2400, Toronto, Ontario, Canada, M5H 2T6

3. Number of Directors

Minimum/Maximum

Min 1 / Max 10

4. The director(s) is/are:

Full Name

Maciej JASTRZEBSKI

Resident Canadian

Yes

Address for Service

2475 Queen Street East, Toronto, Ontario, Canada, M4E 1H8

Full Name

Timothy JOHNSTON

Resident Canadian

Yes

Address for Service

306-21 Lawren Harris Square, Toronto, Ontario, Canada, M5A 1H7

Full Name

Ernie ORTIZ

Resident Canadian

No

Address for Service

561 10th Avenue, New York, New York, United States, 10036

Full Name

Anthony TSE

Resident Canadian

No

Address for Service

8b Tower 7, Mayfair By The Sea, Fo Chun Road, Tao Po, New Territories, Hong Kong Special Administrative Region, China, N/A

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

A handwritten signature in black ink, appearing to read "Barbara Duckitt".

Director/Registrar, Ministry of Government and Consumer Services

Full Name

Mark WELLINGS

Resident Canadian

Yes

Address for Service

2 Highland Avenue, Toronto, Ontario, Canada, M4W 2A3

5. Method of Amalgamation

B. Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries.

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
LI-METAL CORP.	5008480	October 25, 2021
LI-METAL NORTH AMERICA INC.	1000007028	October 25, 2021

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

None

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

An unlimited number of one class of shares to be designated as Common Shares.

8. 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":

These Articles of Amalgamation do not attach any additional rights, privileges, restrictions or conditions to the Common Shares or to directors' authority with respect to any class of shares which may be issued in series.

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

None

10. Other provisions:

None

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

Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

Sabrina Duckitt

Director/Registrar, Ministry of Government and Consumer Services

Supporting Document - Schedule "B"

A copy of the amalgamation agreement adopted by shareholders under subsection 176(4) of the Business Corporations Act

Barbara Duckitt

STATEMENT OF A DIRECTOR OR OFFICER OF
LI-METAL CORP.
PURSUANT TO SUBSECTION 178(2)
OF THE *BUSINESS CORPORATIONS ACT*

I, Maciej Jastrzebski, of the City of Toronto, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the “**Act**”);
2. I am the Chief Executive Officer of Li-Metal Corp. and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of each of Li-Metal Corp. and Li-Metal North America Inc. (the “**Amalgamating Corporations**”), and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will, be able to pay its liabilities as they become due;
 - (b) the realizable value of such amalgamated corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made this 25th day of October, 2021.

“Maciej Jastrzebski”
Maciej Jastrzebski

STATEMENT OF A DIRECTOR OR OFFICER OF
LI-METAL NORTH AMERICA INC.
PURSUANT TO SUBSECTION 178(2)
OF THE *BUSINESS CORPORATIONS ACT*

I, Maciej Jastrzebski, of the City of Toronto, in the Province of Ontario, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the “**Act**”);
2. I am the President of Li-Metal North America Inc. and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of each of Li-Metal North America Inc. and Li-Metal Corp. (the “**Amalgamating Corporations**”), and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will, be able to pay its liabilities as they become due;
 - (b) the realizable value of such amalgamated corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made this 25th day of October, 2021.

“Maciej Jastrzebski”
Maciej Jastrzebski

RESOLUTION OF THE BOARD OF DIRECTORS

OF

LI-METAL CORP.
(the “Corporation”)

**AMALGAMATION WITH
LI-METAL NORTH AMERICA INC.**

WHEREAS the Corporation is the holding corporation of and has decided to amalgamate with Li-Metal North America Inc. (the “**Subsidiary**”) pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the “**Act**”);

THEREFORE IT IS RESOLVED that:

1. the amalgamation of the Corporation with the Subsidiary pursuant to subsection 177(1) of the Act is approved;
2. effective upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all issued and outstanding shares of the Subsidiary shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the corporation and the name of the amalgamated corporation will be Li-Metal Corp.;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any director or officer of the Corporation is authorized to do whatever is, in such person’s opinion, necessary or desirable to give effect to the amalgamation referred to in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise.

[Remainder of page intentionally left blank- signature page follow]

The undersigned, being all of the directors of the Corporation, sign the foregoing resolution in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED the 25th day of October, 2021.

“Timothy Johnston”

Timothy Johnston

“Maciej Jastrzebski”

Maciej Jastrzebski

“Anthony Tse”

Anthony Tse

“Ernie Ortiz”

Ernie Ortiz

“Mark Wellings”

Mark Wellings

RESOLUTION OF THE BOARD OF DIRECTORS

OF

LI-METAL NORTH AMERICA INC.
(the “**Corporation**”)

**AMALGAMATION WITH
LI-METAL CORP.**

WHEREAS the Corporation is a wholly-owned subsidiary of and has decided to amalgamate with Li-Metal Corp. (“**Parent**”) pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the “**Act**”);

THEREFORE IT IS RESOLVED that:

1. the amalgamation of the Corporation with Parent pursuant to subsection 177(1) of the Act is approved;
2. effective upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Parent and the name of the amalgamated corporation shall be Li-Metal Corp.;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Parent;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any director or officer of the Corporation is authorized to do whatever is, in such person’s opinion, necessary or desirable to give effect to the amalgamation referred to in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise.

[Remainder of page intentionally left blank- signature page follow]

The undersigned, being all of the directors of the Corporation, sign the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED the 25th day of October, 2021.

“Maciej Jastrzebski”
Maciej Jastrzebski

“Carlos Pinglo”
Carlos Pinglo

Certificate of Amalgamation

Certificat de fusion

Business Corporations Act

Loi sur les sociétés par actions

LI-METAL CORP.

Corporation Name / Dénomination sociale

1000007297

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

October 25, 2021 / 25 octobre 2021

Barbara Duckitt

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

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

Certified a true copy of the record of the
Ministry of Government and Consumer Services.

Barbara Duckitt

Director/Registrar



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

Copie certifiée conforme du dossier du
ministère des Services gouvernementaux et des
Services aux consommateurs.

Barbara Duckitt

Directeur ou registraire