

**CERTIFIED SPECIAL RESOLUTIONS PASSED BY THE MEMBERS OF PIMA ZINC CORP.  
ON 8 FEBRUARY 2021**

**“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the memorandum of association of the Company be amended to consolidate each of the issued and outstanding ordinary shares of the Company such that, following the amendment, each block of twenty (20) ordinary shares of the Company shall be consolidated into one (1) ordinary share of the Company (the “**Consolidation**”);
2. the directors of the Company are hereby authorised, in their sole discretion, when and if to effect the Consolidation, in each case without requirement for further approval, ratification or confirmation by the members, as more particularly described in the accompanying management information circular of the Company dated January 8, 2021, provided that, in the event that the Consolidation would result in a member of the Company holding a fraction of an ordinary share, that member shall not receive a whole ordinary share of the Company for such fraction of an ordinary share;
3. notwithstanding that this resolution has been duly passed by the members of the Company, the directors of the Company be, and they are hereby authorized and empowered, to revoke this resolution at any time prior to this resolution to amend the memorandum of association being filed with the Registrar of Companies of the Cayman Islands and to determine not to proceed with the foregoing amendment without further approval or consent of the members of the Company; and,
4. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of the resolution to amend the memorandum of association of the Company pursuant to applicable law, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

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CERTIFIED that the above is a true and complete copy of special resolutions passed by the members of Pima Zinc Corp. at a meeting duly called on the 8<sup>th</sup> day of February 2021 and the same has not been revoked, is still in full force and effect, and unamended as of the date hereof.

DATED this 22<sup>nd</sup> day of March 2021

Per:

[Redacted Signature]

Name: Albert Contardi  
Title: Chief Executive Officer



**CERTIFIED SPECIAL RESOLUTIONS PASSED BY THE MEMBERS OF PIMA ZINC CORP.  
ON 8 FEBRUARY 2021**

“WHEREAS, subject to the Company amending its memorandum and articles of association permitting it to be deregistered in the Cayman Islands, it has been proposed that the Company should apply to the Registrar of Companies in the Cayman Islands to be deregistered as a Cayman Islands exempted company and continued into the provincial jurisdiction of British Columbia, Canada.

BE IT RESOLVED BY SPECIAL RESOLUTION THAT, subject to the aforesaid amendment to the memorandum and articles of association of the Company, the Company is hereby authorised and approved to make application to the Registrar of Companies in the Cayman Islands to be deregistered as an exempted company of the Cayman Islands in order that it may continue as a corporation in the provincial jurisdiction of British Columbia, Canada.”

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DATED this 22nd day of March 2021

Per:   
Name: Albert Contardi  
Title: Chief Executive Officer



**CERTIFIED SPECIAL RESOLUTIONS PASSED BY THE MEMBERS OF PIMA ZINC CORP.  
ON 8 FEBRUARY 2021**

“WHEREAS, pursuant to section 206 of the *Companies Law* (2020 Revision) (the “Companies Law”), an exempted company, which proposes to be registered by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands, may apply to the Registrar of Companies of the Cayman Islands to be deregistered;

AND WHEREAS, amongst other things, the Companies Law requires that if a company should propose to be deregistered in the Cayman Islands, its memorandum and articles of association must permit it to so deregister;

AND WHEREAS, the Company’s memorandum and articles of association do not currently contain a provision permitting the Company to so deregister.

BE IT RESOLVED BY SPECIAL RESOLUTION THAT the Company’s memorandum and articles of association be and are hereby amended to include the following provision:

“Subject to the provisions of the Law, the Company may by special resolution determine to be registered by way of continuation in a jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands. In furtherance of a special resolution adopted hereby, the Directors may cause an application to be made to the Registrar of Companies to deregister the Company in the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing and may cause all such further steps as they consider appropriate to be taken to effect the transfer by way of continuation of the Company.”

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DATED this 22nd day of March 2021

Per:

[Redacted Signature]

Name: Albert Contardi  
Title: Chief Executive Officer

