



## Certificate of Amendment

*Canada Business Corporations Act*

## Certificat de modification

*Loi canadienne sur les sociétés par actions*

Golden Birch Resources Inc.

Corporate name / Dénomination sociale

1043482-5

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

2020-01-28

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  
Golden Birch Resources Inc.

2 Corporation number  
Numéro de la société  
1043482-5

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

The corporation amends the restrictions on share transfers as follows:  
Les restrictions sur le transfert d'actions sont modifiées comme suit :  
See attached schedule / Voir l'annexe ci-jointe

The corporation amends the other provisions as follows:  
Les autres dispositions sont modifiées 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  
Iain Martin

Iain Martin  
705-288-0249

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**  
**Restrictions on Share Transfers / Restrictions sur le transfert des actions**

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Articles of the Corporation be amended in accordance with the Canadian Business Corporations Act to remove all restrictions on the transfer of shares and transfer of securities of the Corporation by removing the following from of the Corporation's Articles of Incorporation dated October 4, 2017:

"RESTRICTIONS ON SHARE TRANSFERS:

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

- a. the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors of the Corporation; OR
- b. the shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the shareholders who voted in respect of the resolution or signed by all shareholders entitled to vote on that resolution."

**Schedule / Annexe**  
**Other Provisions / Autres dispositions**

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Articles of the Corporation be amended in accordance with the Canadian Business Corporations Act to remove all restrictions on the transfer of shares and transfer of securities of the Corporation by removing the following from of the Corporation's Articles of Incorporation dated October 4, 2017:

"RESTRICTIONS ON SECURITIES TRANSFER: The corporation's securities, other than non-convertible debt securities, shall not be transferred without either (a) the sanction of a majority of the directors of the corporation, or (b) the sanction of the majority of the shareholders of the corporation, or alternatively (c), if applicable, the restriction contained in security holders' agreements."