

Certified Copy

CORPORATE ACCESS NUMBER: 2021573650

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

AMENDMENT

**FATHOM NICKEL INC.
AMENDED ITS ARTICLES ON 2021/02/12.**



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Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2021/02/12

Service Request Number: 34861787

Corporate Access Number: 2021573650

Business Number:

Legal Entity Name: FATHOM NICKEL INC.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: FATHOM NICKEL INC.

New French Equivalent Name:

Nuans Number: 121139410

Nuans Date: 2020/12/21

French Nuans Number:

French Nuans Date:

Share Structure: SEE ATTACHED

Share Transfers Restrictions: NONE

Number of Directors:

Min Number Of Directors: 1

Max Number Of Directors: 12

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE ATTACHED SCHEDULE "B"

BCA Section/Subsection: 173(1)(F)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2020	2021/01/08
2019	2021/01/08

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2018/11/23
Restrictions on Share Transfers	ELECTRONIC	2018/11/23
Other Rules or Provisions	ELECTRONIC	2018/11/23
Other Rules or Provisions	ELECTRONIC	2020/12/24
Consolidation, Split, Exchange	ELECTRONIC	2021/02/12

Registration Authorized By: EUGENE CHEN
DIRECTOR

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

SCHEDULE "1"

Pursuant to Section 173(1)(f) of the Business Corporations Act (Alberta) the articles of the Corporation are hereby amended by consolidating every 4 of the Class A Common Share, whether issued or unissued, into 1 Class A Common Share.

CORPORATE ACCESS NUMBER: 2021573650

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**FATHOM NICKEL INC.
AMENDED ITS ARTICLES ON 2020/12/24.**



Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2020/12/24

Service Request Number: 34596801
Corporate Access Number: 2021573650
Business Number:
Legal Entity Name: 2157365 ALBERTA LTD.
French Equivalent Name:
Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
New Legal Entity Name: FATHOM NICKEL INC.
New French Equivalent Name:
Nuans Number: 121139410
Nuans Date: 2020/12/21
French Nuans Number:
French Nuans Date:
Share Structure: SEE ATTACHED
Share Transfers Restrictions: NONE
Number of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 12
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED SCHEDULE "B"
BCA Section/Subsection: 173(1)(A)(M)(N)
Professional Endorsement Provided:
Future Dating Required:

Annual returns are outstanding for the 2019 file year(s).

Annual Return

No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2018/11/23

Restrictions on Share Transfers	ELECTRONIC	2018/11/23
Other Rules or Provisions	ELECTRONIC	2018/11/23
Other Rules or Provisions	ELECTRONIC	2020/12/24

Registration Authorized By: EUGENE CHEN
DIRECTOR

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

BUSINESS CORPORATIONS ACT
(SECTIONS 27 or 171)

Alberta

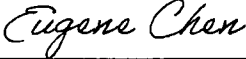
ARTICLES OF AMENDMENT

1. Name of Corporation	2. Corporate Access Number
2157365 ALBERTA LTD.	2021573650

3.

The Articles of the Corporation are amended as follows:

1. Pursuant to subsection 173(1)(a) of the Business Corporations Act (Alberta), the Articles of the Corporation be amended by changing the name of the Corporation from 2157365 Alberta Ltd. to FATHOM NICKEL INC.
2. Pursuant to Section 173(1)(m) of the *Business Corporations Act (Alberta)* the articles of the Corporation are hereby amended by removing the restrictions on the transfer of shares.
3. Pursuant to Section 173(1)(n) of the *Business Corporations Act (Alberta)* the articles of the Corporation are hereby amended by changing the other provisions as per Schedule "B" attached hereto.

4. DATE	SIGNATURE	TITLE
December 21, 2020	 EUGENE CHEN	Director

SCHEDULE B

OTHER PROVISIONS

1. The directors may, between annual general meetings, appoint one 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 one third (1/3) of the number of directors who held office at the expiration of the last annual meeting.

2. Shareholders meetings may be held at any location in Canada.

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CORPORATE ACCESS NUMBER: 2021573650

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

CERTIFICATE

OF

INCORPORATION

2157365 ALBERTA LTD.
WAS INCORPORATED IN ALBERTA ON 2018/11/23.



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Incorporate Alberta Corporation - Registration Statement

Alberta Registration Date: 2018/11/23

Corporate Access Number: 2021573650

Business Number:

Service Request Number: 30035171
Alberta Corporation Type: Numbered Alberta Corporation
Legal Entity Name: 2157365 ALBERTA LTD.
Business Number:
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: MERANI LAW - SUITE 5100, 150 - 6 AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P3Y7

RECORDS ADDRESS

Street: ASHIF MERANI - SUITE 5100, 150 - 6 AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P3Y7

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Share Structure: SEE ATTACHED
Share Transfers Restrictions: SEE ATTACHED

Number of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 12
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED
Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2018/11/23

Director

Last Name: MERANI
First Name: ASHIF
Middle Name:
Street/Box Number: SUITE 5100, 150 - 6 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2P3Y7
Country:
Resident Canadian: Y

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2018/11/23
Other Rules or Provisions	ELECTRONIC	2018/11/23
Restrictions on Share Transfers	ELECTRONIC	2018/11/23

Registration Authorized By: ASHIF MERANI
 SOLICITOR

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

Certified Copy

Articles of Incorporation For 2157365 ALBERTA LTD.

Share Structure: SEE ATTACHED
Share Transfers Restrictions: SEE ATTACHED
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 12
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED

Registration Authorized By: ASHIF MERANI
SOLICITOR

2157365 Alberta Ltd.
(the "Corporation")

SCHEDULE "A"
SHARE CAPITAL

THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

COMMON SHARES

The Corporation is authorized to issue an unlimited number of Class A, Class B and Class C common shares having attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of all classes of common shares shall be entitled to one (1) vote for each share held at all meetings of shareholders except meetings at which only holders of a specified class of shares are entitled to vote.
2. Subject to the rights, privileges, restrictions and conditions attached to any preferred shares of the Corporation, the holders of the common shares shall be entitled to receive dividends as may be declared on the common shares by the board of directors, from time to time.
3. Subject to the rights, privileges, restrictions and conditions attached to any preferred shares of the Corporation, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or upon any distribution of the assets of the Corporation among its shareholders being made (other than by way of dividend out of monies properly applicable to the payment of dividends) the holders of the common shares shall be entitled to receive on a pro-rata basis the remaining property and assets of the Corporation upon dissolution.

PREFERRED SHARES (ISSUABLE IN SERIES)

The Corporation is authorized to issue an unlimited number of preferred shares having attached thereto the following rights, privileges, restrictions and conditions:

1. The directors of the Corporation may, from time to time, issue the preferred shares in one or more series, each series to consist of such number of shares as may before issuance thereof, be determined by the directors.
2. The directors of the Corporation may, by resolution (subject to the remaining terms herein), fix before any shares of a particular series are issued, the designation, rights, privileges, restrictions and conditions to be attached to the preferred shares of such series, including without in any way limiting or restricting the generality of the foregoing, the rate, form, entitlement and payment of preferential dividends, the redemption price, terms, procedures and conditions of redemption, if any, voting rights and conversion rights (if any) and any sinking fund, purchase fund or other provisions attaching to the preferred shares of such series; and provided however, that no shares of any series shall be issued until the directors have filed an amendment to the Articles with the Registrar of Corporations, Province of Alberta, or such designated person in any other jurisdiction in which the Corporation may be continued.
3. If any cumulative dividends or amounts payable on return of capital in respect of a series of shares are not paid in full, the shares of all

series shall participate ratably in respect of accumulated dividends and return of capital.

4. The preferred shares may be given such preference over the common shares of the Corporation and any other shares of the Corporation ranking junior to the preferred shares from time to time as may be fixed by resolution of the directors of the Corporation as to the respective series authorized to be issued.

5. No dividends shall at any time be declared or paid on or set apart for payment on any shares of the Corporation ranking junior to the preferred shares unless all dividends, if any, up to and including the dividend payable for the last completed period for which such dividend shall be payable on each series of preferred shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on such shares of the Corporation ranking junior to the preferred shares nor shall the Corporation call for redemption or redeem or purchase for cancellation or reduce or otherwise pay off any of the preferred shares (less than the total amount then outstanding) or any shares of the Corporation ranking junior to the preferred shares unless all dividends up to and including the dividend payable, if any, for the last completed period for which such dividends shall be payable on each series of preferred shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment.

6. Preferred shares of any series may be purchased for cancellation or made subject to redemption by the Corporation out of capital pursuant to the provisions of the Business Corporations Act (Alberta), if the directors so provide in the resolution of the directors of the Corporation relating to the issuance of such preferred shares, and upon such other terms and conditions as may be specified in the designations, rights, privileges, restrictions and conditions attaching to the preferred shares of such series as set forth in the said resolution of the board of directors and the amendment to the articles of the Corporation relating to the issuance of such series.

7. The holders of preferred shares shall not, as such, be entitled as of right to subscribe for or purchase or receive any part of any issue of shares or bonds, debentures or other securities of the Corporation now or hereafter authorized.

8. No class of shares may be created or rights and privileges increased to rank in parity or priority with the rights and privileges of the preferred shares including, without limiting the generality of the foregoing, the rights of the preferred shares to receive dividends or to return of capital, without the approval of the holders of the preferred shares.

2157365 Alberta Ltd.
(the "Corporation")

SCHEDULE "B"
RESTRICTIONS ON SHARE TRANSFERS

No transfer of shares of any class in the authorized capital of the Corporation shall occur or be registered unless and until the directors have, by a resolution, approved the transfer and the directors shall be under no obligation to give such approval.

2157365 Alberta Ltd.
(the "Corporation")

SCHEDULE "C"
OTHER PROVISIONS

1. Lien on Shares

The Corporation has a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

2. Appointments of Directors

The directors may, between annual general meetings, appoint one 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 one-third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

3. The number of shareholders of the Corporation, exclusive of:

(a) persons who are in its employment or that of an affiliate; and

(b) persons who, having been formerly in its employment or that of an affiliate, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after termination of that employment,

is limited to not more than fifty (50) persons, two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder and each person being counted as one (1) beneficial owner unless the person is created or used solely to purchase or hold shares of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner.