



## Certificate of Amendment

*Canada Business Corporations Act*

## Certificat de modification

*Loi canadienne sur les sociétés par actions*

QNB Metals Inc.

Corporate name / Dénomination sociale

1242544-1

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

2021-08-03

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)*

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- 1 Corporate name  
Dénomination sociale  
QNB Metals Inc.
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- 2 Corporation number  
Numéro de la société  
1242544-1
- 
- 3 The articles are amended as follows  
Les statuts sont modifiés de la façon suivante

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  
Maxime Lemieux  
\_\_\_\_\_  
Maxime Lemieux  
514-375-5172

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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 A**

### **To the Articles of Amendment of QNB METALS INC. (the “Corporation”)**

The Articles of Incorporation of the Corporation dated October 19, 2020 (the “**Articles**”) are amended as follows:

1. by repealing Schedule 2 annexed to the Articles under Section 4 (*Restrictions on share transfers*) and replacing same with Schedule 2-2 attached to the present Articles of Amendment and forming an integral part thereof;
2. by repealing Schedule 3 annexed to the Articles under Section 7 (*Other provisions*) and replacing same with Schedule 3-2 attached to the present Articles of Amendment and forming an integral part thereof; and
3. all other provisions contained in the articles of the Corporation remain unchanged.

## **SCHEDULE 2-2**

### **SHARE TRANSFERS**

All transfers of shares of the Corporation shall require the approval of the Board of Directors of the Corporation expressed by resolution.

In the event the Corporation becomes a distributing corporation, this foregoing restriction shall be deemed to be removed and of no further force and effect.

## **SCHEDULE 3-2**

### **1. TRANSFER OF SECURITIES**

All transfers of securities of the Corporation (other than non-convertible debt securities) shall require the approval of the Board of Directors of the Corporation. In the event the Corporation becomes a distributing corporation, this foregoing restriction shall be deemed to be removed and of no further force and effect.

### **2. LIEN**

The Corporation shall have a lien on all securities registered in the name of a security holder or such security holder's representative for a debt of that security holder to the Corporation.

### **3. FINANCING**

Without in any way limiting the powers conferred upon the Corporation or its directors by any of the provisions of the *Canada Business Corporations Act*, but subject to the provisions thereof, and to any Unanimous Shareholders Agreement, as the case may be, the directors of the Corporation may, without authorization of the shareholders, cause the Corporation to:

- (a) hypothecate or otherwise create a security interest in any property, moveable or immovable, present or future, which the Corporation may presently own or subsequently acquire, for the purpose of securing any bonds, debentures or securities which the Corporation is by law entitled to issue or for the purpose of securing the performance of any obligations of the Corporation;
- (b) borrow money, without limitation or restriction, upon the credit of the Corporation;
- (c) issue, re-issue, sell or hypothecate debt obligations of the Corporation;  
or
- (d) guarantee the performance of any obligation of any person.

### **4. APPOINTMENT OF DIRECTORS**

The directors may appoint one or more additional directors, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders. The total number of director so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.