



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

QUIMBAYA GOLD INC.
QUIMBAYA OR INC.

Corporate name / Dénomination sociale

1208597-6

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

2021-04-29

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
QUIMBAYA GOLD INC.
QUIMBAYA OR INC.
-
- 2 Corporation number
Numéro de la société
1208597-6
-
- 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
Bill deJong

Bill deJong
587.233.4118

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 TO THE
ARTICLES OF AMENDMENT
OF
QUIMBAYA GOLD INC.
(the “Corporation”)**

The Articles of Incorporation are amended in accordance with section 173(1) of the *Canada Business Corporations Act* (the “Act”) as follows:

1. Pursuant to Section 173(1)(n) of the *Canada Business Corporations Act*, the Articles of Incorporation are amended by removing the restrictions on the transfer of shares and replacing same with “none”.

2. Pursuant to Section 173(1)(o) of the *Canada Business Corporations Act*, the Articles of Incorporation are amended by replacing Schedule “Other Rules or Provisions” to the Articles with Schedule “Other Rules of Provisions” attached hereto.

**“RESTRICTIONS ON THE TRANSFER OF SHARES”
attached to the Articles of Amendment of
Quimbaya Gold Inc.
(the “Corporation”)**

None.

**“OTHER RULES OR PROVISIONS”
attached to the Articles of Amendment of
Quimbaya Gold Inc. (the “Corporation”)**

BORROWING POWERS

In addition to the powers conferred by the articles, and without restricting the generality of the powers conferred upon the Board of Directors by section 189 of the *Canada Business Corporations Act*, R.S.C. 1985, c. C-44, the Board of Directors, if it sees fit, and without having to obtain the authorization of the shareholders, may: '

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person;
- (d) grant a hypothec or a mortgage, even a floating hypothec or charge, on a universality of property, movable or immovable, present, or future, corporeal or incorporeal, of the Corporation; and
- (e) delegate one (1) or more of the above-mentioned powers to a director, to an Executive Committee, to a committee of the Board of Directors or to an officer of the Corporation.