

CORPORATE ACCESS NUMBER: 2025186236

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**EAGLE ROYALTIES LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2023/05/19.**



**Articles of Amalgamation
For
EAGLE ROYALTIES LTD.**

Share Structure: SEE ATTACHED SCHEDULE "A"
Share Transfers Restrictions: NONE
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 7
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED SCHEDULE "B"

Registration Authorized By: CHARLES C. DOWNIE
DIRECTOR

SCHEDULE A

SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares.

COMMON SHARES, as a class, shall have the following rights, privileges, restrictions and conditions:

(a) Voting: The holders of the Common Shares without nominal or par value shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share without nominal or par value held at all such meetings.

(b) Dividends: Subject to the rights of the holders of the Preferred Shares and any other class of shares ranking senior to the Common Shares, the holders of the Common Shares without nominal or par value shall be entitled to receive and participate ratably in any dividends declared by the board of directors of the Corporation.

(c) Liquidation, Dissolution or Winding-Up: Subject to the rights of the holders of the Preferred Shares and any other class of shares ranking senior to the Common Shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Common Shares without nominal or par value shall participate ratably in the distribution of the assets of the Corporation.

PREFERRED SHARES, as a class, shall have the following rights, privileges, restrictions and conditions:

(a) Issuance in Series: The Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares.

(b) Ranking of Preferred Shares: The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the Preferred Shares of every other series and be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Preferred Shares. The Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Common Shares and the shares of any other class ranking junior to the Preferred Shares, or as may be fixed in accordance with subparagraph (a).

(c) Approval by Holders of Preferred Shares: The approval by

the holders of the Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Preferred Shares then outstanding are present in person or represented by proxy. If at any such meeting, when originally held, the holders of at least a majority of all Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the Preferred Shares previously mentioned. Notice of any meeting of the holders of the Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, in which case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

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.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2023/05/19

Corporate Access Number: 2025186236

Business Number:

Service Request Number: 39777986
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: EAGLE ROYALTIES LTD.
Business Number:
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: THIRD FLOOR, 14505 BANNISTER ROAD SE
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2X3J3

RECORDS ADDRESS

Street: THIRD FLOOR, 14505 BANNISTER ROAD SE
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2X3J3

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Email Address: ANNUALRETURNS@MCLEOD-LAW.COM
Share Structure: SEE ATTACHED SCHEDULE "A"
Share Transfers Restrictions: NONE
Number of Directors:
Min Number Of Directors: 1

Max Number Of Directors: 7
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE ATTACHED SCHEDULE "B"
Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2023/05/19

Agent for Service

Agent for Service Type: Primary

Last Name: CHAKRABORTY
First Name: SAPTARSHI
Middle Name:
Firm Name: MCLEOD LAW LLP
Street: THIRD FLOOR, 14505 BANNISTER ROAD SE
City: CALGARY
Province: ALBERTA
Postal Code: T2X3J3
Email Address: ANNUALRETURNS@MCLEOD-LAW.COM

Director

Last Name: TERMUENDE
First Name: TIMOTHY
Middle Name: J.
Street/Box Number: 200, 44 - 12TH AVENUE S
City: CRANBROOK
Province: BRITISH COLUMBIA
Postal Code: V1C2R7
Country:
Named On Stat Dec:

Last Name: DOWNIE
First Name: CHARLES
Middle Name: C.
Street/Box Number: 200, 44 - 12 AVENUE S
City: CRANBROOK
Province: BRITISH COLUMBIA

Postal Code: V1C2R7

Country:

Named On Stat Dec: Y

Last Name: CAMPBELL

First Name: JESSE

Middle Name:

Street/Box Number: 512 12TH AVENUE SOUTH

City: CRANBROOK

Province: BRITISH COLUMBIA

Postal Code: V1C2S9

Country:

Named On Stat Dec:

Last Name: REYNOLDS

First Name: PAUL

Middle Name:

Street/Box Number: 3345 14TH AVENUE W

City: VANCOUVER

Province: BRITISH COLUMBIA

Postal Code: V6R2V9

Country:

Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Business Number	Legal Entity Name
2024027365	753564509	EAGLE ROYALTIES LTD.
2025137569	717628549	2513756 ALBERTA LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2023/05/19
Statutory Declaration	10000400000421710	2023/05/19
Amalgamation Agreement	10000200000421711	2023/05/19
Share Structure	ELECTRONIC	2023/05/19

Registration Authorized By: CHARLES C. DOWNIE
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.