



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

ROK Resources Inc.

Corporate name / Dénomination sociale

1180974-1

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.

Hantz Prosper

Director / Directeur

2023-09-25

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
ROK Resources Inc.
-
- 2 Corporation number
Numéro de la société
1180974-1
-
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

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- 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
Peter Yates

Peter Yates
403-971-9104

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
Amendment Schedules / Annexes - Modification

Schedule / Annexe

Amendment Schedules / Annexes - Modification

Pursuant to section 173(1)(e), (g) and (h) of the Canada Business Corporations Act, the Articles of the Corporation are amended by:

(a) removing Section 1(b) of Schedule "A" of the Articles in its entirety and replacing it with the foregoing: "The holders of Class B Common Shares shall be entitled to receive notice of, attend and cast one (1) vote per share at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote ;" such that the voting rights of the Class B Common Shares shall be changed to only have one vote per share instead of two;

all with the intent and purpose that following such amendments, the authorized capital of the Corporation and the rights, privileges, restrictions and conditions attached to such shares shall be as described in Schedule "A" attached hereto and forming a part hereof.

Schedule "A"

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

The Corporation is authorized to issue an unlimited number of Class A Common shares, an unlimited number of Class B Common shares and an unlimited number of Preferred shares.

1. The rights, privileges, restrictions and conditions attaching to the Class A Common and Class B Common shares shall be as follows:

(a) The holders of the Class A Common shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

(b) The holders of the Class B Common shares shall be entitled to receive notice of, attend and cast one (1) vote per share at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

(c) The holders of the Class A Common shares and the holders of the Class B Common shares shall be entitled to receive, as and when declared by the directors of the Corporation, non-cumulative dividends at such rate as may be determined from time to time by the directors of the Corporation, provided always that the directors of the Corporation may, in their sole discretion, treat the Class A Common shares and the Class B Common shares differently for the purpose of dividends and, notwithstanding the generality of the foregoing, but in particular, the directors may declare dividends on one or more classes without declaring dividends on

the other classes, declare dividends on one or more classes at different times or declare dividends on one or more classes at the same time, in different amounts for each class, or payable at different times; and

(d) Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, the holders of the Class A Common shares and the Class B Common shares are entitled to receive the remaining property of the Corporation upon dissolution, liquidation or winding-up of the Corporation on a pro rata basis.

The Corporation may at any time and from time to time purchase any issued Class A Common shares or Class B Common shares outstanding from any holder of the same, and such purchase need not be made pro rata from the holders of such shares.

2. The rights, privileges, restrictions and conditions attaching to the Preferred Shares shall be as follows:

(a) Stated Capital Account

In accordance with the provisions of subsection 26(3) of the Canada Business Corporations Act, on the issuance of any Preferred Shares in exchange for property, or shares of another class, or pursuant to an amalgamation or an arrangement referred to in the Canada Business Corporations Act, the directors of the Corporation may add to the stated capital account maintained for such Preferred Shares the whole or any part of the amount of the consideration received by the Corporation in the exchange.

(b) Redemption Amount

The price or consideration payable entirely in lawful money of Canada at which each Preferred Share shall be redeemed shall be the fair market value of the consideration received therefor as determined by the directors of the Corporation at the time of issuance of the Preferred Shares.

(c) Dividend Rights

The holders of the Preferred Shares shall be entitled to receive and the Corporation shall pay thereon, if and when declared by the directors out of the moneys of the Corporation properly applicable to the payment of dividends at the rate to be set by the directors prior to and in preference to the payment of dividends to any other class of shares of the Corporation.

In respect of the fiscal year of the Corporation in which a particular Preferred Share is issued, such dividend shall accrue from the respective date of the issuance of such Preferred Share.

The directors shall be entitled from time to time to declare in full or in part the said dividend for any fiscal year and may declare dividends on the Preferred Shares without declaring a dividend on any class of the Common Shares.

The redemption price shall be reduced by the amount of any return of capital paid to the holder of any Preferred Share as of the date of such return of capital.

(d) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Preferred Shares shall receive, before any distribution of the assets of the

Corporation is made among the holders of the Class A Common shares or the Class B Common shares of the Corporation, an amount equal to the redemption price for such shares plus an amount equal to any dividends declared thereon but unpaid. The holders of the Preferred shares shall not be entitled to receive any amount other than or in excess of the amount hereinbefore provided for.

(e) The Corporation may, upon giving notice as hereinafter provided, redeem, subject to the provisions of the Canada Business Corporations Act, the whole or any part of the Preferred Shares on payment for each share to be redeemed of an amount equal to the redemption price, such amount being in cash, property or a combination of both for such share plus all dividends declared on such share but unpaid. In the event that only a part of the Preferred Shares is at any time to be redeemed, the shares to be redeemed shall be selected by lot, in such manner as the directors of the Corporation in their discretion shall decide, or, if the directors of the Corporation so determine, such shares may be redeemed pro rata, disregarding fractions. Notice of redemption shall be given by press release at any time and shall be effective on such date as the directors may determine in their sole discretion. Dividends on the shares to be redeemed shall cease after the date fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect of such shares except, upon surrender of any certificates for such shares, to receive payment for such shares.

(f) The holders of the Preferred Shares shall not be entitled to receive notice of or to attend and vote at any meeting of the shareholders of the Corporation.