

6. Number of directors is/are:
 Nombre d'administrateurs :

Fixed number
 Nombre fixe

OR minimum and maximum
 OU minimum et maximum

7. The director(s) is/are: / Administrateur(s) First name, middle names and sur- name Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Joseph Conway	49 Nanton Avenue Toronto, ON M4W 2Y8	Yes
Madani Diallo	Rue 250, Porte 181 Magnambougou Bamako, Mali	No
James Henderson	50 The Grove Mosman New South Wales, 2088 Australia	No
Larry Phillips	199 Strathgowan Avenue Toronto, ON M4N 1C4	Yes
William Pugliese	20 Woodsend Crescent Aurora, ON L4G 6W6	Yes

8. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
 Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

9. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series.

10. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

See pages 4A and 4B attached hereto.

The rights, privileges, restrictions and conditions attaching to the Common Shares, and the Preferred Shares, as a class, are as follows:

A. Common Shares

The Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Voting

Each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each Common Share held by such holder.

2. Dividends

Subject to the rights of the holders of the Preferred Shares and the rights of the holders of any other class or series of shares ranking senior to the Common Shares, the holders of Common Shares shall be entitled to receive dividends if and when declared by the board of directors.

3. Liquidation

In the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Common Shares shall be entitled, subject to the rights of the holders of the Preferred Shares and the rights of the holders of any other class or series of shares ranking senior to the Common Shares, to receive the remaining property or assets of the Corporation.

B. Preferred Shares

The Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Preferred Shares, Issuable in Series

The board of directors of the Corporation is authorized to fix the number of shares constituting each series of Preferred Shares, and to determine the designation and any rights, privileges, restrictions and conditions attaching to the shares of each such series. Before the issue of the first Preferred Shares of a series, the board of directors shall send to the Director (as defined in the *Business Corporations Act* (Ontario)) articles of amendment containing a description of such series, including the designation and any rights, privileges, restrictions and conditions attached to the shares of such series.

2. No Class Priority

No rights, privileges, restrictions or conditions attached to any series of Preferred Shares shall confer on the shares of such series a priority in respect of dividends, distribution of assets or return of capital in the event of the liquidation, dissolution or winding-up of the Corporation over any other series of shares of the same class.

3. Series Differences

Subject to section 2, the rights, privileges, restrictions and conditions of each series of Preferred Shares may differ from those of any other series of Preferred Shares at any time outstanding.

4. Ranking as to Dividends and Return of Capital

The Preferred Shares of each series shall be entitled to a preference and priority over the Common Shares with respect to the payment of dividends and the distribution of assets or return of capital if there is a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

11. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

None.

12. Other provisions, (if any):
Autres dispositions s'il y a lieu :

None.

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.
La société s'est conformée au paragraphe 180(3) de la *Loi sur les sociétés par actions*.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on
Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le

2017/11/17

Year, Month, Day
année, mois, jour

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.
Le maintien de la société en vertu de la *Loi sur les sociétés par actions* a le même effet que si la société avait été constituée en vertu de cette loi.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

COMPASS GOLD CORPORATION

Name of Corporation / Dénomination sociale de la société

By / Par

Signature / Signature

Larry Phillips

Print name of signatory / Nom du signataire en lettres moulées

Director

Description of Office / Fonction

These articles **must** be signed by a director or officer of the corporation (e.g. president, secretary)
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).