

Certificate of Amalgamation

Certificat de fusion

Business Corporations Act

Loi sur les sociétés par actions

RED PINE EXPLORATION INC.

Corporation Name / Dénomination sociale

1001315044

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

August 01, 2025 / 01 août 2025

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amalgamation is not complete
without the Articles of Amalgamation

Certified a true copy of the record of the
Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne
contient pas les statuts de fusion

Copie certifiée conforme du dossier du
ministère des Services au public et aux
entreprises.

V. Quintanilla W.

Directeur ou registrateur



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name

RED PINE EXPLORATION INC.

2. Registered Office Address

145 Wellington Street West, Suite 1001, Toronto, Ontario, M5J1H8, Canada

3. Number of Directors

Minimum/Maximum

Min 3 / Max 10

4. The director(s) is/are:

Full Name

DREW ANWYLL

Resident Canadian

Yes

Address for Service

145 Wellington Street West, Suite 1001, Toronto, Ontario,
M5J1H8, Canada

Full Name

RACHEL GOLDMAN

Resident Canadian

Yes

Address for Service

145 Wellington Street West, Suite 1001, Toronto, Ontario,
M5J1H8, Canada

Full Name

PAUL MARTIN

Resident Canadian

Yes

Address for Service

145 Wellington Street West, Suite 1001, Toronto, Ontario,
M5J1H8, Canada

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A handwritten signature in black ink, appearing to read "V. Quintanilla W.".

Director/Registrar, Ministry of Public and Business Service Delivery

Full Name MICHAEL MICHAUD
Resident Canadian Yes
Address for Service 145 Wellington Street West, Suite 1001, Toronto, Ontario, M5J1H8, Canada

Full Name ALICE MURPHY
Resident Canadian Yes
Address for Service 145 Wellington Street West, Suite 1001, Toronto, Ontario, M5J1H8, Canada

Full Name GARY O'CONNOR
Resident Canadian Yes
Address for Service 145 Wellington Street West, Suite 1001, Toronto, Ontario, M5J1H8, Canada

5. Method of Amalgamation

B. Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries.

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
RED PINE EXPLORATION INC.	42103	July 31, 2025
AUGUSTINE VENTURES INC.	1236191	July 31, 2025
WAWA GP INC.	952192	July 31, 2025

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:

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V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

The Corporation is authorized to issue:

1. an unlimited number of common shares; and
2. an unlimited number of special shares.

8. 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. If there is only one class of shares, enter "Not Applicable":

The rights, privileges, restrictions and conditions attaching to the special shares and the common shares are as follows:

1. The special shares without par value shall be designated as redeemable, voting, non-participating shares without par value (hereinafter called the "Preference Shares").
2. No dividends at any time shall be declared, set aside or paid on the Preference Shares.
3. In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Preference Shares shall be entitled to receive from the assets and property of the Corporation a sum equivalent to the amount paid for the Preference Shares held by them respectively before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Preferences Shares. After payment to the holders of the Preference Shares of all the amount so payable to them as above provided, they shall not be entitled to share in any further distribution of the assets or property of the Corporation.
4. The Preference Shares shall be issued only for cash and may, if authorized by the directors of the Corporation, be accompanied by Warrants to purchase common shares in the capital of the Corporation on the basis of one Warrant for each Preference Share.
5. In the event that Warrants to purchase common shares in the capital of the Corporation which accompanied Preference Shares are exercised, the Preference Shares which such Warrants accompanied shall be redeemed in accordance with the provisions of clause 8 hereof.
6. The Preference Shares shall be redeemable in accordance with the provisions set forth in clause 7 hereof, upon notice by the Corporation, as provided in clause 8 hereof, on payment for each share to be redeemed of the amount paid up thereon.
7. Subject to the provisions of clause 5 hereof, the Corporation may not redeem the Preference Shares or any of them prior to the expiration of five (5) years from the respective dates of issuance thereof, without the prior consent of the holders of the Preference Shares to be redeemed.
8. In the case of redemption of Preference Shares, the Corporation shall at least thirty (30) days before the date specified for redemption mail to each person, who at the date of mailing is a registered holder of Preference Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Preference Shares, Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or, in the event of the address of any such shareholder not so appearing, then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one (1) or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the redemption price and the date on which redemption is to take place and if part only of

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Director/Registrar, Ministry of Public and Business Service Delivery

the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Preference Shares to be redeemed the redemption price thereof on presentation and surrender at the head office of the Corporation, or any other place designated in such notice, of the certificates representing the Preference Shares called for redemption. If a part only of the shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation, From and after the date specified for redemption in any such notice the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Preference Shares to deposit the redemption price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Preference Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Preference Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

9. The Corporation may at any time or times purchase for cancellation all or any part of the Preference Shares outstanding from time to time from the holders thereof, with the consent of the holders thereof.

10. The Corporation may purchase any of its common shares.

11. The holders of the Preference Shares shall be entitled to receive notice of and attend all meetings of shareholders of the Corporation and shall have one (1) vote for each Preference Share held at all meetings of the shareholders of the Corporation.

12. At all shareholders' meetings the holders of common shares shall be entitled to one (1) vote for each common share held by them.

13. The number of Preference Shares issuable Corporation at any time shall be limited such that at no time shall more than five hundred thousand (500,000) Preference Shares be issued and outstanding.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

None.

10. Other provisions:

None.

The articles have been properly executed by the required person(s).

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V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

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V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

Supporting Document - Schedule "B"

The directors' resolutions of each amalgamating corporation as required under section 177 of the Business Corporations Act

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V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

Schedule A-1

**Statement of Director or Officer
Pursuant to Subsection 178(2) of the *Business Corporations Act* (Ontario)**

The undersigned, of the City of Toronto, in the Province of Ontario, hereby states as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the “**Act**”).
2. I am the Chief Financial Officer of Red Pine Exploration Inc. (the “**Corporation**”) and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the “**Amalgamation**”) of the Corporation, Augustine Ventures Inc. and Wawa GP Inc. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation and, accordingly, subsection 178(2)(c) of the Act has no application.
7. Since the Corporation has not received any notice pursuant to subsection 178(2)(c) of the Act, subsection 178(2)(d) of the Act has no application in the present circumstances.

DATED as of July 31, 2025.

Signed by:



Eric Josipovic

Chief Financial Officer

Schedule A-2

Statement of Director or Officer Pursuant to Subsection 178(2) of the *Business Corporations Act* (Ontario)

The undersigned, of the City of Toronto, in the Province of Ontario, hereby states as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the “**Act**”).
2. I am the Secretary and Treasurer of Augustine Ventures Inc. (the “**Corporation**”) and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the “**Amalgamation**”) of the Corporation, Wawa GP Inc. and Red Pine Exploration Inc. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation and, accordingly, subsection 178(2)(c) of the Act has no application.
7. Since the Corporation has not received any notice pursuant to subsection 178(2)(c) of the Act, subsection 178(2)(d) of the Act has no application in the present circumstances.

DATED as of July 31, 2025.

Signed by:

Eric Josipovic
Secretary & Treasurer

Schedule A-3

Statement of Director or Officer Pursuant to Subsection 178(2) of the *Business Corporations Act* (Ontario)

The undersigned, of the City of Toronto, in the Province of Ontario, hereby states as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the “**Act**”).
2. I am the Secretary and Treasurer of Wawa GP Inc. (the “**Corporation**”) and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the “**Amalgamation**”) of the Corporation, Augustine Ventures Inc. and Red Pine Exploration Inc. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation and, accordingly, subsection 178(2)(c) of the Act has no application.
7. Since the Corporation has not received any notice pursuant to subsection 178(2)(c) of the Act, subsection 178(2)(d) of the Act has no application in the present circumstances.

DATED as of July 31, 2025.

Signed by:



Eric Josipovic

Secretary & Treasurer

Schedule B-1

**CERTIFIED COPY OF A
RESOLUTION OF THE BOARD OF DIRECTORS
OF
RED PINE EXPLORATION INC.
(the “Corporation”)**

“Vertical Short-Form Amalgamation with Augustine Ventures Inc. and Wawa GP Inc.

WHEREAS:

- A. subsection 177(1) of the *Business Corporations Act* (Ontario) (the “Act”) provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;
- B. Augustine Ventures Inc. (“**Augustine**”) is a direct wholly-owned subsidiary of the Corporation;
- C. Wawa GP Inc. (“**Wawa GP**”) is a direct wholly-owned subsidiary of the Corporation;
- D. it is considered desirable and in the best interests of the Corporation that the Corporation, Augustine and Wawa GP amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act (the “**Amalgamation**”);

NOW THEREFORE IT IS RESOLVED THAT:

- 1. the amalgamation of the Corporation, Augustine and Wawa GP effective August 1, 2025, pursuant to the provisions of subsection 177(1) of the Act, is hereby approved;
- 2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of Augustine shall be cancelled without any repayment of capital in respect thereof;
- 3. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of Wawa GP shall be cancelled without any repayment of capital in respect thereof;
- 4. except as may be prescribed by the regulation under the Act, the articles of amalgamation of the corporation (the “**Amalgamated Corporation**”) continuing from the Amalgamation shall be the same as the articles of the Corporation;
- 5. upon the Amalgamation becoming effective, the by-laws of the Corporation in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
- 6. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
- 7. any director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director

appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

The undersigned, as Chief Financial Officer of the Corporation, certifies that the foregoing is a true and correct copy of a resolution of the board of directors of the Corporation, passed by or consented to in accordance with the *Business Corporations Act* (Ontario) on July 31, 2025, which resolution remains in full force and effect, unamended, as of the date hereof.

DATED July 31, 2025.

Signed by:

Eric Josipovic
Chief Financial Officer

Schedule B-2

**CERTIFIED COPY OF A
RESOLUTION OF THE SOLE DIRECTOR
OF
AUGUSTINE VENTURES INC.
(the “Corporation”)**

“Amalgamation with Red Pine Exploration Inc. and Wawa GP Inc.

WHEREAS:

- A. subsection 177(1) of the *Business Corporations Act* (Ontario) (the “Act”) provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;
- B. the Corporation and Wawa GP Inc. are each direct wholly-owned subsidiaries of Red Pine Exploration Inc. (“ParentCo”); and
- C. it is considered desirable and in the best interests of the Corporation that the Corporation, Wawa GP Inc. and ParentCo amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

NOW THEREFORE IT IS RESOLVED THAT:

- 1. the amalgamation (the “Amalgamation”) of the Corporation, Wawa GP Inc. and ParentCo on August 1, 2025, pursuant to the provisions of subsection 177(1) of the Act, is hereby approved;
- 2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation and Wawa GP Inc. shall be cancelled without any repayment of capital in respect thereof;
- 3. except as may be prescribed by the regulation under the Act, the articles of amalgamation of the corporation (the “Amalgamated Corporation”) continuing from the Amalgamation shall be the same as the articles of ParentCo;
- 4. upon the Amalgamation becoming effective, the by-laws of ParentCo as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
- 5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
- 6. any director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

The undersigned, as secretary and treasurer of the Corporation, certifies that the foregoing is a true and correct copy of resolutions of the sole director of the Corporation, passed by or consented to on July 31, 2025, in accordance with the *Business Corporations Act* (Ontario), which resolution remains in full force and effect, unamended, as of the date hereof.

DATED July 31, 2025.

Signed by:



~~Eric Josipovic~~

Secretary & Treasurer

Schedule B-3

**CERTIFIED COPY OF A
RESOLUTION OF THE SOLE DIRECTOR
OF
WAWA GP INC.
(the “Corporation”)**

Amalgamation with Red Pine Exploration Inc. and Augustine Ventures Inc.

WHEREAS:

- A. subsection 177(1) of the *Business Corporations Act* (Ontario) (the “Act”) provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;
- B. the Corporation and Augustine Ventures Inc. are each direct wholly-owned subsidiaries of Red Pine Exploration Inc. (“ParentCo”); and
- C. it is considered desirable and in the best interests of the Corporation that the Corporation, Augustine Ventures Inc. and ParentCo amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

NOW THEREFORE IT IS RESOLVED THAT:

- 1. the amalgamation (the “Amalgamation”) of the Corporation, Augustine Ventures Inc. and ParentCo on August 1, 2025, pursuant to the provisions of subsection 177(1) of the Act, is hereby approved;
- 2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation and Augustine Ventures Inc. shall be cancelled without any repayment of capital in respect thereof;
- 3. except as may be prescribed by the regulation under the Act, the articles of amalgamation of the corporation (the “Amalgamated Corporation”) continuing from the Amalgamation shall be the same as the articles of ParentCo;
- 4. upon the Amalgamation becoming effective, the by-laws of ParentCo as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
- 5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
- 6. any director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the

Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

The undersigned, as secretary and treasurer of the Corporation, certifies that the foregoing is a true and correct copy of resolutions of the sole director of the Corporation, passed by or consented to on July 31, 2025, in accordance with the *Business Corporations Act* (Ontario), which resolution remains in full force and effect, unamended, as of the date hereof.

DATED July 31, 2025.

Signed by:

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Eric Josipovic
Secretary & Treasurer