

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

Keith M. Belingheri

500-2 Toronto Street,
Toronto, ON M5C 2B6

No

David R. Crombie

500-2 Toronto Street,
Toronto, ON M5C 2B6

No

Michael B. Crombie

500-2 Toronto Street,
Toronto, ON M5C 2B6

Yes

Scott Kelly

500-2 Toronto Street,
Toronto, ON M5C 2B6

Yes

Frank van de Water

500-2 Toronto Street,
Toronto, ON M5C 2B6

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 :

An unlimited number of Common Shares, an unlimited number of Class A Preference Shares, an unlimited number of Class B Preference Shares and an unlimited number of Class C Preference Shares.

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 Schedule "A" annexed hereto and forming part of these Articles.

SCHEDULE "A"
INTER-ROCK MINERALS INC. - ARTICLES OF CONTINUANCE

1.1 COMMON SHARES

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

1.1.1 VOTING RIGHTS

The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have 1 vote for each Common Share held at all meetings of the shareholders of the Corporation, except meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

1.1.2 RESTRICTIONS ON CLASS VOTING

The holders of shares of any class, and subject to section 1.1.3, the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon a proposal to amend the articles to:

1.1.2.1 increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or

1.1.2.2 effect an exchange, reclassification or cancellation of all or part of the shares of such class.

1.1.3 The holders of a series of shares of a class are entitled to vote separately as a series under section 1.1.2 only if the series is affected by an amendment in a manner different from other shares of the same class.

1.1.4 DIVIDENDS

Subject to the prior rights of the holders of the Class A Preference Shares, Class B Preference Shares and Class C Preference Shares with respect to priority in the payment of dividends, the holders of Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors of the Corporation may from time to time determine and all dividends which the board of directors of the Corporation may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding.

1.1.5 DISSOLUTION

In the event of the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall subject to the prior rights of the holders of the Class A preference shares, Class B preference shares and Class C preference shares with respect to priority in the distribution of assets upon dissolution, liquidation, winding up or distribution for the purpose of winding up, be entitled to receive the remaining property and assets of the Corporation.

1.2 CLASS A PREFERENCE SHARES

The Class A Preference Shares shall, as a class, have attached thereto the following rights, privileges, restrictions and conditions:

1.2.1 DIRECTORS' AUTHORITY TO ISSUE IN ONE 1 OR MORE SERIES

The directors of the Corporation may issue the Class A Preference Shares at any time and from time to time in 1 or more series. Before any shares of a particular series are issued, the directors of the Corporation shall fix the

number of shares that will form such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the Class A Preference Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of dividends thereon, the currency or currencies of payment of dividends, the time and place of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights, the conversion or exchange rights attached thereto, the voting rights attached thereto and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of any shares of a series, the directors shall send to the Director (the "Director") appointed under the *Business Corporations Act* (Ontario) (the "Act") articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the directors.

1.2.2 RANKING OF CLASS A PREFERENCE SHARES

No rights, privileges, restrictions or conditions attached to a series of Class A Preference Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Class A Preference Shares. The Class A Preference Shares shall be entitled to priority over the Class B Preference Shares, Class C Preference Shares and Common Shares of the Corporation with respect to priority in 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. If any cumulative dividends or amounts payable on a return of capital in respect of a series of Class A Preference Shares are not paid in full, the Class A Preference Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Class A Preference Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

The Class A Preference Shares of any series may also be given such other preferences not inconsistent with clauses 1.2.1 to 1.2.6 hereof over the Class B Preference Shares, Class C Preference Shares and Common Shares as may be determined in the case of such series of Class A Preference Shares.

1.2.3 VOTING RIGHTS

Except as hereinafter referred to or as otherwise provided by law or in accordance with any voting rights which may from time to time be attached to any series of Class A Preference Shares, the holders of the Class A Preference Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

1.2.4 RESTRICTIONS ON CLASS VOTING

The holders of shares of any class, and subject to section 1.2.4, the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon a proposal to amend the articles to:

1.2.4.1 increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or

1.2.4.2 effect an exchange, reclassification or cancellation of all or part of the shares of such class.

1.2.5 The holders of a series of shares of a class are entitled to vote separately as a series under section 1.2.4 only if the series is affected by an amendment in a manner different from other shares of the same class.

1.2.6 APPROVAL OF HOLDERS OF CLASS A PREFERENCE SHARES

The rights, privileges, restrictions and conditions attaching to the Class A Preference Shares as a class may be added to, changed or removed but only with the approval of the holders of Class A Preference Shares given as hereinafter specified.

The approval of the holders of Class A Preference Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class A Preference Shares as a class or any other matter requiring the consent of the holders of the Class A Preference Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of Class A Preference Shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time prescribed by the Act and the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Class A Preference Shares as a class, or at a joint meeting of the holders of 2 or more series of Class A Preference Shares, each holder of Class A Preference Shares entitled to vote thereat shall have 1 vote in respect of each Class A Preference Share held by him or her.

1.3 **CLASS B PREFERENCE SHARES**

The Class B Preference Shares shall, as a class, have attached thereto the following rights, privileges, restrictions and conditions:

1.3.1 DIRECTORS' AUTHORITY TO ISSUE IN 1 OR MORE SERIES

The directors of the Corporation may issue the Class B Preference Shares at any time and from time to time in 1 or more series. Before any shares of a particular series are issued, the directors of the Corporation shall fix the number of shares that will form such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the Class B Preference Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of dividends thereon, the currency or currencies of payment of dividends, the time and place of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights, the conversion or exchange rights attached thereto, the voting rights attached thereto and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of any shares of a series, the directors shall send to the Director appointed under the Act (the "Director") articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the directors.

1.3.2 RANKING OF CLASS B PREFERENCE SHARES

No rights, privileges, restrictions or conditions attached to a series of Class B Preference Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Class B Preference Shares. The Class B Preference Shares shall be entitled, subject to the prior rights of the holders of the Class A Preference Shares, to priority over the Class C Preference Shares and Common Shares of the Corporation with respect to priority in the payment of dividends and in 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. If any cumulative dividends or amounts payable on return of capital in respect of a series of Class B Preference Shares are not paid in full, the Class B Preference Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Class B Preference Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Class B Preference Shares of any series may also be given such other preferences not inconsistent with clauses 1.3.1 to 1.3.6 hereof over the Class C Preference Shares and Common Shares as may be determined in the case of such series of Class B Preference Shares.

1.3.3 VOTING RIGHTS

Except as hereinafter referred to or as otherwise provided by law or in accordance with any voting rights which may from time to time be attached to any series of Class B Preference Shares, the holders of the Class B Preference Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

1.3.4 RESTRICTIONS ON CLASS VOTING

Restrictions on class voting the holders of shares of any class, and subject to section 1.3.5, the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon a proposal to amend the articles to:

1.3.4.1 increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or

1.3.4.2 effect an exchange, reclassification or cancellation of all or part of the shares of such class.

1.3.5 The holders of a series of shares of a class are entitled to vote separately as a series under section 1.3.4 only if the series is affected by an amendment in a manner different from other shares of the same class.

1.3.6 APPROVAL OF HOLDERS OF CLASS B PREFERENCE SHARES

The rights, privileges, restrictions and conditions attaching to the Class B Preference Shares as a class may be added to, changed or removed but only with the approval of the holders of Class B Preference Shares given as hereinafter specified.

The approval of the holders of Class B Preference Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class B Preference Shares as a class or of any other matter requiring the consent of the holders of the Class B Preference Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of Class B Preference Shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time prescribed by the Act and the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Class B Preference Shares as a class, or at a joint meeting of the holders of 2 or more series of Class B Preference Shares, each holder of Class B Preference Shares entitled to vote thereat shall have 1 vote in respect of each Class B Preference Share held by him or her.

1.4 CLASS C PREFERENCE SHARES

The Class C Preference Shares shall, as a class, have attached thereto the following rights, privileges, restrictions and conditions:

1.4.1 DIRECTORS' AUTHORITY TO ISSUE IN 1 OR MORE SERIES

The directors of the Corporation may issue the Class C Preference Shares at any time and from time to time in one or more series. Before any shares of a particular series are issued, the directors of the Corporation shall fix the number of shares that will form such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the Class C Preference Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of dividends thereon, the currency or currencies of payment of dividends, the time and place of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights, the conversion or exchange rights attached thereto, the voting rights attached thereto and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of any shares of a series, the directors shall send to the Director articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the directors.

1.4.2 RANKING OF CLASS C PREFERENCE SHARES

No rights, privileges, restrictions or conditions attached to a series of Class C Preference Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Class C Preference Shares. The Class C Preference Shares shall be entitled, subject to the prior rights of the holders of the Class A Preference Shares and Class B Preference Shares, to priority over the Common Shares of the Corporation with respect to priority in the payment of dividends and in 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. If any cumulative dividends or amounts payable on return of capital in respect of a series of Class C Preference Shares are not paid in full, the Class C Preference Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Class C Preference Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Class C Preference Shares of any series may also be given such other preferences not inconsistent with clauses 1.4.1 to 1.4.6 hereof over the Common Shares as may be determined in the case of such series of Class C Preference Shares.

1.4.3 VOTING RIGHTS

Except as hereinafter referred to or as otherwise provided by law or in accordance with any voting rights which may from time to time be attached to any series of Class C Preference Shares, the holders of the Class C Preference Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

1.4.4 RESTRICTIONS ON CLASS VOTING

The holders of shares of any class, and subject to section 1.4.5, the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon a proposal to amend the articles to:

1.4.4.1 increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or

1.4.4.2 effect an exchange, reclassification or cancellation of all or part of the shares of such class.

1.4.5 The holders of a series of shares of a class are entitled to vote separately as a series under section 1.4.4 only if the series is affected by an amendment in a manner different from other shares of the same class.

1.4.6 APPROVAL OF HOLDERS OF CLASS C PREFERENCE SHARES

The rights, privileges, restrictions and conditions attaching to the Class C Preference Shares as a class may be added to, changed or removed but only with the approval of the holders of Class C Preference Shares given as hereinafter specified.

The approval of the holders of Class C Preference Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class C Preference Shares as a class or of any other matter requiring the consent of the holders of the Class C Preference Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of Class C Preference Shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time prescribed by the Act and the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Class C Preference Shares as a class, or at a joint meeting of the holders of 2 or more series of Class C Preference Shares, each holder of Class C Preference Shares entitled to vote thereat shall have 1 vote in respect of each Class C Preference Share held by him or her.

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, December 6

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.

INTER-ROCK MINERALS INC.

Name of Corporation / Dénomination sociale de la société

By / Par



Signature / Signature

Michael B. Crombie

Print name of signatory / Nom du signataire en lettres moulées

CEO

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).