



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

GOLDSPOT DISCOVERIES CORP.

Corporate name / Dénomination sociale

1153381-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Raymond Edwards

Director / Directeur

2019-07-24

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation

GOLDSPOT DISCOVERIES CORP.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Nova Scotia

3 - The classes and any maximum number of shares that the corporation is authorized to issue

- (a) an unlimited number of common shares; and
- (b) an unlimited number of preferred shares, without nominal or par value.

The conditions of which shares are attached as a Schedule hereto.

4 - Restrictions, if any, on share transfers

There shall be no restrictions on the transfer of shares of the Corporation.

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number

Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None.

7 - Other provisions, if any

None.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input type="radio"/>	183 - Long form: approved by special resolution of shareholders	<input checked="" type="radio"/>	184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/>	184(2) - Horizontal short-form: approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
GOLDSPOT DISCOVERIES CORP.	1021628 - 3	<i>(M' Cormack)</i>
GOLDSPOT HOLDINGS INC.	1150347 - 2	<i>(M' Cormack)</i>
	-	
	-	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

SCHEDULE/ANNEXE

DESCRIPTION OF CLASSES OF SHARES/DESCRIPTION DES CATÉGORIES D'ACTION

1. Series of Preferred Shares

- 1.1 The board of directors of the Corporation may at any time and from time to time issue the Preferred Shares in one (1) or more series, each series to consist of such number of shares as may before issuance thereof be determined by the board of directors.
- 1.2 The board of directors of the Corporation may from time to time determine, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, the rate of preferential dividends, the dates of payment thereof, the redemption price and the terms of redemption, voting rights and conversion rights (if any), the whole subject to the filing of articles of amendment setting forth the designation, rights, privileges, restrictions, conditions and limitations attaching to the Preferred Shares of such series and the issuance of a certificate of amendment in respect thereof.
- 1.3 If any cumulative dividends or amounts payable on return of capital in respect of a series of Preferred Shares are not paid in full, the Preferred Shares of all series shall participate ratably in respect of accumulated dividends and return of capital.
- 1.4 The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets in the event of 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. Except with the consent in writing of all of Preferred Shares, no series of Preferred Shares shall be authorized which shall entitle the holders to receive upon liquidation, dissolution or redemption a sum in excess of the value of the consideration received by the Corporation on the issuance of that series plus a sum equivalent to all unpaid dividends accumulated thereon.

2. Dividends

- 2.1 The holders of the Preferred Shares shall be entitled to priority over the Common Shares of the Corporation and over any other shares of the Corporation ranking junior to the Preferred Shares with respect to priority in the payment of dividends.
- 2.2 Subject to the prior rights of the holders of the Preferred Shares and any other shares ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of the 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.

3 Liquidation

- 3.1 The holders of the Preferred Shares shall be entitled to priority over holders of any Common Shares or shares of any other class ranking junior to the Preferred Shares with respect to 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 to its shareholders for the purpose of winding up its affairs.
- 3.2 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 to its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the Preferred Shares and any other shares ranking senior to the Common Shares with respect to priority in the distribution of assets upon liquidation, dissolution, winding-up or distribution for the purpose of winding-up, the holders of Common Shares shall be entitled to receive, *pro rata*, to the number of Common Shares held, all the remaining property and assets of the Corporation.

4. Voting Rights

- 4.1 Except as hereinafter referred to or as otherwise required by law or in accordance with any voting rights which may from time to time be attached to any series of Preferred Shares, the holders of the Preferred Shares as a class shall not be entitled to receive notice of, to attend or to vote at any meetings of the shareholders of the Corporation.
- 4.2 The holders of the Common Shares shall be entitled to receive notice of and to attend and to vote at all meetings of the shareholders of the Corporation and each Common Share shall, when represented at any meeting of the shareholders of the Corporation, carry the right to one vote.

5. Priority

- 5.1 The Preferred Shares shall rank senior to the Common Shares. The Preferred Shares of any series may be given such other preferences, not inconsistent with the provisions hereof, over the Common Shares and over any other class ranking junior to the Preferred Shares of that series as may be determined in the case of such series of Preferred Shares.



Form 2
**Initial Registered Office Address
and First Board of Directors**
*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2
**Siège social initial et premier
conseil d'administration**
*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale

GOLDSPOT DISCOVERIES CORP.

2 Address of registered office
Adresse du siège social

Care of / À l'attention de : Lisa McCormack
1969 Upper Water Street
Suite 2020
Halifax NS B3J 3R7

3 Additional address
Autre adresse

Care of / À l'attention de : Lisa McCormack
365
Bay Street
Toronto ON M5H 2V1

4 Members of the board of directors
Membres du conseil d'administration

See attached schedule / Voir l'annexe ci-jointe

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
LISA MCCORMACK

LISA MCCORMACK
4163612820

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

Members of the board of directors / Membres du conseil d'administration

Resident Canadian
Résident Canadien

Denis Laviolette	c/o 69 Yonge Street, Suite 1010, Toronto ON M5E 1K3, Canada	Yes / Oui
Frank Holmes	c/o 69 Yonge Street, Suite 1010, Toronto ON M5E 1K3, Canada	No / Non
Vincent Dube- Bourgeois	c/o 69 Yonge Street, Suite 1010, Toronto ON M5E 1K3, Canada	Yes / Oui
Donovan Pollitt	c/o 69 Yonge Street, Suite 1010, Toronto ON M5E 1K3, Canada	Yes / Oui
Ramon Barua	c/o 69 Yonge Street, Suite 1010, Toronto ON M5E 1K3, Canada	No / Non