

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code. <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Diane Lai	36 Lombard Street, 4th Floor, Toronto, Ontario, M5C 2X3	Yes
Eric Lamontagne	36 Lombard Street, 4th Floor, Toronto, Ontario, M5C 2X3	Yes
Thomas Olesinski	36 Lombard Street, 4th Floor, Toronto, Ontario, M5C 2X3	Yes
Pierre Pettigrew	36 Lombard Street, 4th Floor, Toronto, Ontario, M5C 2X3	Yes
Justin Reid	36 Lombard Street, 4th Floor, Toronto, Ontario, M5C 2X3	Yes

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

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.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

TROILUS GOLD CORP.

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
TROILUS GOLD CORP.	1990705	2021	10	01
URBANGOLD MINERALS INC.	5035393	2021	10	01

6. 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.

7. 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.

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:

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 :

None.

9. 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.

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

Without in any way restricting the powers conferred upon the Corporation or its board of directors by the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, the board of directors may from time to time, without authorization of the shareholders, in such amounts and on such terms as it deems expedient:

(a) borrow money upon the credit of the Corporation;

(b) issue, re-issue, sell or pledge debt obligations of the Corporation;

(c) subject to the provisions of the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

The board of directors may from time to time delegate to a director, a committee of directors or an officer of the Corporation any or all of the powers conferred on the board as set out above, to such extent and in such manner as the board shall determine at the time of such delegation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

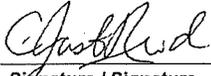
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

TROILUS GOLD CORP.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Justin Reid

Print name of signatory /
Nom du signataire en lettres moulées

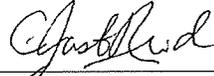
Director

Description of Office / Fonction

URBANGOLD MINERALS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Justin Reid

Print name of signatory /
Nom du signataire en lettres moulées

Director

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

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Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Justin Reid, of the City of Toronto, in the Province of Ontario, hereby certify and state, in my capacity as a director and not in my personal capacity, as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am a director of each of Troilus Gold Corp. and UrbanGold Minerals Inc. (the "**Amalgamating Corporations**") and as such have knowledge of each of their affairs.
3. I have conducted such examinations of the books and records of each of the Amalgamating Corporations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) each of the Amalgamating Corporations is, and the corporation to be formed by the amalgamation will be, able to pay its liabilities as they become due, and
 - (ii) 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 any of the Amalgamating Corporations will be prejudiced by the amalgamation.
6. Based on the statements made above, none of the Amalgamating Corporations is obliged to give notice to any creditor.

This Statement is made this 1st day of October, 2021.



Justin Reid

SCHEDULE "B-1"

**RESOLUTIONS OF THE DIRECTORS
OF
TROILUS GOLD CORP.
(the "Corporation")**

The undersigned, being all of the directors of the Corporation, by their signatures consent to the following resolutions under the *Business Corporations Act* (Ontario) (the "OBCA"):

AMALGAMATION OF THE CORPORATION AND URBANGOLD MINERALS INC.

WHEREAS the Corporation is the holder of all the issued and outstanding shares in the capital of UrbanGold Minerals Inc. ("**UrbanGold**");

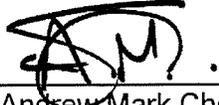
AND WHEREAS the Corporation desires to amalgamate with UrbanGold to continue as one corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation be and it is hereby authorized to amalgamate with UrbanGold, its wholly-owned subsidiary, under the provisions of Section 177(1) of the OBCA, and to continue as one corporation under the name "Troilus Gold Corp." (the "**Amalgamated Corporation**").
2. The articles of amalgamation shall be the same as the articles of the Corporation, except as prescribed.
3. The issued and outstanding shares of UrbanGold shall be cancelled without any repayment of capital in respect thereof.
4. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation.
5. No security shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
6. Any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.
7. These resolutions may be signed in any number of counterparts, each of which is an original, and all of which taken together constitute one single document.

[SIGNATURE PAGE TO FOLLOW]

DATED as of the 1st day of October, 2021.



Andrew Mark Cheatle



John Hadjigeorgiou



Jamie Horvat



Diane Lai



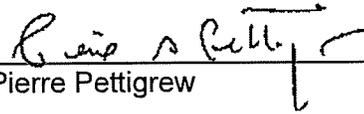
Eric Lamontagne



Thomas Olesinski



Justin Reid



Pierre Pettigrew

SCHEDULE "B-2"

**RESOLUTIONS OF THE SOLE DIRECTOR
OF
URBANGOLD MINERALS INC.
(the "Corporation")**

The undersigned, being the sole director of the Corporation, by his signature consents to the following resolutions under the *Business Corporations Act* (Ontario) (the "OBCA"):

AMALGAMATION OF THE CORPORATION AND TROILUS GOLD CORP.

WHEREAS the Corporation is a wholly-owned subsidiary of Troilus Gold Corp. ("**Troilus**");

AND WHEREAS the Corporation desires to amalgamate with Troilus to continue as one corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation be and it is hereby authorized to amalgamate with Troilus under the provisions of Section 177(1) of the OBCA, and to continue as one corporation under the name "UrbanGold Minerals Inc." (the "**Amalgamated Corporation**").
2. The articles of amalgamation shall be the same as the articles of Troilus, except as prescribed.
3. The shares of the Corporation shall be cancelled without repayment of capital in respect thereof.
4. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Troilus.
5. No security shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation.
6. Any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

[SIGNATURE PAGE TO FOLLOW]

DATED as of the 1st day of October, 2021.

A handwritten signature in cursive script, appearing to read "Justin Reid", written in black ink.

Justin Reid