THE COMPANIES ACT (2023 REVISION)
OF THE CAYMAN ISLANDS

ARCLAND RESOURCES INC.

An Exempted Company Limited by Shares

AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

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AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

OF

ARCLAND RESOURCES INC.

An Exempted Company Limited by Shares

(Adopted by Special Resolution dated January 20, 2023 and effective on the date of registration of the Company by way of Continuation in the Cayman Islands

1. NAME

The name of the Company is Arcland Resources Inc.

2. STATUS

The Company is an exempted company limited by shares.

3. REGISTERED OFFICE

The registered office of the Company is at WB Corporate Services (Cayman) Ltd., Artemis House, 67 Fort Street Po Box 2775 Grand Cayman KY1-1111 Cayman Islands or at such other place as the Directors may from time to time decide.

4. OBJECTS AND CAPACITY

Subject to paragraph 9 of this Memorandum, the objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Act. The Company is a body corporate capable of exercising all the functions of a natural person of full capacity, irrespective of any question of corporate benefit as provided by Section 27(2) of the Act.

The Company shall not be permitted to carry on any business where a license is required under the laws of the Cayman Islands to carry on such a business until such time as the relevant license has been obtained.

5. SHARE CAPITAL

The authorised share capital of the Company is divided into 5,000,000,000 Common Shares without par value with the power for the Company to issue any part of its capital, original or increased with or without any preference, priority or special privilege subject to any postponement of rights or to any condition or restrictions; and to that unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained. The maximum aggregate consideration for which such shares may be issued is CAD $10,000,000,000.

6. LIABILITY OF MEMBERS

The liability of each Member is limited to the amount from time to time unpaid on such Member’s Shares.

7. CONTINUATION

The Company may exercise the powers contained in the Act to transfer and be registered by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be de-registered in the Cayman Islands.

8. DEFINITIONS

Capitalised terms used and not defined in this Memorandum of Association shall bear the same meaning as those given in the Articles of Association of the Company.

9. EXEMPTED COMPANY

The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.