For Ministry Use Only
À l'usage exclusif du ministère

Ministry of Government and Consumer Services
Ontario
CERTIFICATE
This is to certify that these articles are effective on

Ministère des Services gouvernementaux et des Services aux consommateurs
CERTIFICAT
Ceci certifie que les présents statuts entrent en vigueur le

JUNE 12 JUIN, 2019

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

Ontario Corporation Number
Numéro de la société en Ontario

5016682

Form 6
Business Corporations Act

Formule 6
Loi sur les sociétés par actions

ARTICLES OF CONTINUANCE
STATUTS DE MAINTIEN

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT) :

KNOL RESOURCES CORP.

2. The corporation is to be continued under the name (if different from 1):
Nouvelle dénomination sociale de la société (si elle différente de celle inscrite ci-dessus) :

FRECKLE LTD.

3. Name of jurisdiction the corporation is leaving: / Nom du territoire (province ou territoire, État ou pays) que quitte la société :

ALBERTA

Name of jurisdiction / Nom du territoire

4. Date of incorporation/amalgamation: / Date de la constitution ou de la fusion :

2005/10/20

Year, Month, Day / année, mois, jour

5. The address of the registered office is: / Adresse du siège social en :

181 BAY STREET, SUITE 4400

Street & Number or R.R. Number & if Multi-Office Building give Room No.
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

TORONTO — ONTARIO — M5J 2T3

Name of Municipality or Post Office / Nom de la municipalité ou du bureau de poste — Postal Code/Code postal

6. Number of directors is/are: Nombre d'administrateurs :

Fixed number / Nombre fixe	OR minimum and maximum / OU minimum et maximum	
	1	15

7. The director(s) is/are: / Administrateur(s) :

First name, middle names and surname / 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
MICHAEL ATKINSON	4147 CYPRESS CRESCENT VANCOUVER, BC V6J 4L4	Yes
JOHN DOWNES	12 BRACKENRIDGE PLACE PORT MOODY, BC V7H 1J1	Yes
SCOTT MCLEAN	2228 GRANT STREET VANCOUVER, BC V5L 2Z7	Yes
MARK VANRY	5025 ANGUS DRIVE VANCOUVER, BC V6M 3M6	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 pourvoirs de la société.

The Corporation is not restricted by these articles of incorporation from carrying on any business or businesses or from exercising any power or powers.

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 :

The Corporation is authorized to issue:

1. an unlimited number of Class A common shares (hereinafter called the "Class A Common Shares"); and

2. an unlimited number of preferred shares (hereinafter called the "Preferred 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 Pages 4A to 4C

Class A Common Shares:

The Class A Common Shares, shall have attached thereto the rights, privileges, restrictions and conditions as hereinafter set forth:

(a) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

(b) in priority to any other class of common shares that are authorized and outstanding, to receive any dividend as and when declared by the Corporation on the Class A Common Shares without a similar dividend at that time being paid on any other class of shares of the Corporation and, in particular, a dividend may be paid on the Class A Common Shares to the exclusion of any other class of shares of the Corporation;

(c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, in the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A Common Shares shall be entitled to receive from the assets and property of the Corporation a sum equivalent to the aggregate of the stated capital of the Class A Common Shares held by them respectively before any other amount shall be paid or any property or assets of the Corporation distributed to the holders of any other class of common shares that may be authorized and outstanding. After payment to the holders of the Class A Common Shares of the amount so payable to them as above, to receive the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation in equal rank with the holders of all other common shares of the Corporation that may be authorized and outstanding; and to the rights, privileges and restrictions normally attached to common shares.

Preferred Shares

The Preferred Shares shall have attached thereto the rights, privileges, restrictions and conditions as hereinafter set forth:

(a) The directors of the Corporation may, from time to time, issue the Preferred Shares in one or more series, each series to consist of the number of shares as may before issuance thereof, be determined by the directors.

(b) The directors of the Corporation may, by resolution (subject as provided in these articles) fix before issuance the designation, rights, privileges, restrictions and conditions to be attached to the Preferred Shares of each series, including, without limiting the generality of the foregoing, the rate, form, entitlement and payment of preferential dividends, the redemption price, terms, procedures and conditions of redemption, if any, voting rights and conversion rights, (if any) any sinking fund, purchase fund or other provision attaching to the Preferred Shares of that series. No shares of any series shall be issued until the directors have filed articles of amendment with the Ministry of Government Services, or such designated person in any other jurisdiction in which the Corporation may be continued.

(c) If any cumulative dividends or amount payable on return of capital in respect of a series of shares are not paid in full, the shares of all series participate rateably in respect of accumulated dividends and return of capital.

(d) The Preferred Shares are entitled to preference over the Class A Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares with respect to the payment of dividends, if any, 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, and may also be given other preferences over the Class A Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares as may be fixed by the resolution of the directors as to the respective series authorized to be issued.

(e) The Preferred Shares of each series rank on a parity with the Preferred Shares of every other series with respect to priority and 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, exclusive of any conversion rights that may affect the aforesaid.

(f) No dividend may at any time be declared, paid or set apart for payment on any shares of the Corporation ranking junior to the Preferred Shares unless at dividends, if any, up to and including the dividends payable for the last completed period for which the dividends are payable on each series of Preferred Shares then issued and outstanding, have been declared and paid or set apart for payment at the date of the declaration, payment or setting apart for payment on the shares of the Corporation ranking junior to the Preferred Shares. The Corporation may not call for redemption, redeem, purchase for cancellation, reduce or otherwise pay off any of the Preferred Shares (less than the total amount then outstanding) or any shares of the Corporation raking junior to the Preferred Shares unless all dividends up to and including the dividends payable, if any, for the last complete period for which the dividends are payable on each series of the Preferred Shares then issued and outstanding have been declared and paid or set apart for payment at the date of the call for redemption, purchase, reduction or other payment.

(g) Preferred Shares of any series may be purchased for cancellation or made subject to redemption by the Corporation out of capital pursuant to the provisions of the *Business Corporations Act* (Ontario) if the directors so provide in the resolution of the directors relating to the issuance of the Preferred Shares of that series, and upon any other terms or conditions that may be specified in the designations, rights, privileges, restrictions and conditions attached to the preferred Shares of that series as provided in the resolution of the directors and the articles of amendment relating to the issuance of that series.

(h) The holders of the Preferred Shares are not, as such, entitled as of right to subscribe for or purchase or receive any part of any issue of shares or bonds, debentures or other securities of the Corporation now or hereafter authorized.

(i) No class of shares may be created or rights and privileges increased to rank in parity or priority with the Preferred Shares with regard to the rights and privileges thereof and without limiting the generality of the foregoing, capital and dividends, without the approval of the holders of the Preferred Shares as required under the *Business Corporations Act* (Ontario).

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

2019/05/31

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

KNOL RESOURCES CORP.

Name of Corporation / Dénomination sociale de la société

By / Par

[redacted]

Signature / Signature

John Downes

Print name of signatory / Nom du signataire en lettres moulées

CFO

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).

07171 (2011/05)