



4.

The director(s) is/are: First name, middle names and surname	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code	Resident Canadian State Yes or No
Jamie Sokalsky	56 Temperance Street Suite 1000 Toronto, ON M5H 3V5	Yes
Gordon A. McCreary	56 Temperance Street Suite 1000 Toronto, ON M5H 3V5	Yes
Basil A. Haymann	56 Temperance Street Suite 1000 Toronto, ON M5H 3V5	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

Probe Metals Inc.

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
Probe Metals Inc.	2450260	2016	07	20
Adventure Gold Inc.	1765048	2016	07	20

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 :

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 :

Not Applicable.

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 :

None.

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 signatory's 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.**

PROBE METALS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Dennis H. Peterson

Director

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

ADVENTURE GOLD INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Dennis H. Peterson

Director

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

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

Description of Office / Fonction

## SCHEDULE "A"

### STATEMENT OF DIRECTOR

(Pursuant to Subsection 178(2) of the  
*Business Corporations Act* (Ontario))

I, **DENNIS H. PETERSON** of the City of Toronto in the Province of Ontario, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act")
2. I am a director of Adventure Gold Inc. ("**Adventure Gold**") and as such have knowledge of its affairs.
3. I am a director of Probe Metals Inc. ("**Probe Metals**") and as such have knowledge of its affairs.
4. I have conducted such examinations of the books and records of both Adventure Gold and Probe Metals as are necessary to enable me to make the statements hereinafter set forth.
5. There are reasonable grounds for believing that:
  - (a) Adventure Gold and Probe Metals are, and the corporation to be formed by the amalgamation of Adventure Gold and Probe Metals will be, able to pay their liabilities as they become due, and
  - (b) 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.
6. There are reasonable grounds for believing that no creditor of Adventure Gold or Probe Metals will be prejudiced by the amalgamation.

This statement is made as of the 20<sup>th</sup> day of July, 2016.



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Dennis H. Peterson

SCHEDULE "B"

CERTIFIED COPY OF RESOLUTION OF THE DIRECTORS

OF

ADVENTURE GOLD INC.  
(the "Corporation")

"AMALGAMATION"

WHEREAS the Corporation is a wholly-owned subsidiary of Probe Metals Inc. ("Probe Metals") and has agreed to amalgamate with Probe Metals pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario);

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and Probe Metals under the *Business Corporations Act* (Ontario) pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. Subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation, as amended, and of any act thereunder, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation, as amended, of Probe Metals;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Probe Metals;
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. Any officer or director of the Corporation 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."

THE UNDERSIGNED, being a director of the Corporation, hereby certifies that the above resolution was passed by all of the directors of the Corporation on the 20<sup>th</sup> day of July, 2016 and is still in full force and effect as of the date hereof.

DATED the 20<sup>th</sup> day of July, 2016.



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Dennis H. Peterson

**SCHEDULE "B"**

**CERTIFIED COPY OF A RESOLUTION OF THE DIRECTORS**

**OF**

**PROBE METALS INC.**  
(the "Corporation")

**"AMALGAMATION"**

**WHEREAS** the Corporation has decided to amalgamate with its wholly owned subsidiary, Adventure Gold Inc., pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario):

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The amalgamation of the Corporation and Adventure Gold Inc. under the *Business Corporations Act* (Ontario) pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation, as amended, of the Corporation;
3. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. Any officer or director 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."

**THE UNDERSIGNED**, being a director of the Corporation, hereby certifies that the above resolution was passed by all of the directors of the Corporation on the 20<sup>th</sup> day of July, 2016 and is still in full force and effect as of the date hereof.

**DATED** the 20<sup>th</sup> day of July, 2016.



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Dennis H. Peterson

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Ministry of Consumer and Business  
Services - Companies and Personal  
Property Security Branch  
Ministère des Services aux  
consommateurs et aux entreprises -  
direction des compagnies et des sûretés  
mobilières  
393 University Avenue,  
Toronto, Ontario

2016/07/21 9:39:55

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RECEIPT FOR PAYMENT

REÇU (PAIEMENT)

Reference 19196053

No référence

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PERSONAL CHEQUE 330.00  
CHÈQUE PERSONNEL

TOTAL PAID 330.00  
PAIEMENT TOTAL

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