

Request ID: 025613354  
Demande n°:  
Transaction ID: 077997176  
Transaction n°:  
Category ID: CT  
Catégorie:

Province of Ontario  
Province de l'Ontario  
Ministry of Government Services  
Ministère des Services gouvernementaux

Date Report Produced: 2021/01/28  
Document produit le:  
Time Report Produced: 14:03:40  
Imprimé à:

# Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**EV NICKEL INC.**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002811968**

is a corporation incorporated,  
under the laws of the Province of Ontario.

est une société constituée aux termes  
des lois de la province de l'Ontario.

These articles of incorporation  
are effective on

Les présents statuts constitutifs  
entrent en vigueur le

**JANUARY 28 JANVIER, 2021**



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

Request ID / Demande n°  
25613354

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2811968

## FORM 1

## FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉS PAR ACTIONS

**ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS**

1. The name of the corporation is: *Dénomination sociale de la compagnie:*  
**EV NICKEL INC.**
  
2. The address of the registered office is: *Adresse du siège social:*  
  

|                                                                                                                                                                                                                                                                                                                                                     |                                                                                        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| <b>44 VICTORIA STREET</b><br><br>(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)<br><i>(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)</i><br><b>TORONTO</b><br><b>CANADA</b><br>(Name of Municipality or Post Office)<br><i>(Nom de la municipalité ou du bureau de poste)</i> | <b>Suite 1612</b><br><br><b>ONTARIO</b><br><b>M5C 3Y2</b><br>(Postal Code/Code postal) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
  
3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*  

|                  |                  |
|------------------|------------------|
| <b>Minimum 1</b> | <b>Maximum 7</b> |
|------------------|------------------|
  
4. The first director(s) is/are: *Premier(s) administrateur(s):*

|                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                |                   |                 |                   |         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------|-------------------|---------|
| First name, initials and surname<br><i>Prénom, initiales et nom de famille</i><br><br>Address for service, giving Street & No.<br>or R.R. No., Municipality and Postal Code | <table border="0"> <tr> <td style="width: 50%;">Resident Canadian</td> <td style="width: 50%;">State Yes or No</td> </tr> <tr> <td>Résident Canadien</td> <td>Oui/Non</td> </tr> </table><br>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 | Resident Canadian | State Yes or No | Résident Canadien | Oui/Non |
| Resident Canadian                                                                                                                                                           | State Yes or No                                                                                                                                                                                                                                                                                                |                   |                 |                   |         |
| Résident Canadien                                                                                                                                                           | Oui/Non                                                                                                                                                                                                                                                                                                        |                   |                 |                   |         |
  
- \* **SEAN** **YES**  
**SAMSON**  
**142 BEATRICE STREET**  
  
**TORONTO ONTARIO**  
**CANADA M6J 2T3**

Request ID / Demande n°  
25613354

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2811968

---

5. 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 compagnie.*

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

6. 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 compagnie est autorisée à émettre:*

The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.

Request ID / Demande n°  
25613354

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2811968

---

7. 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 que peut être émise en série:*

None

Request ID / Demande n°  
25613354

Ontario Corporation Number  
*Numéro de la compagnie en Ontario*  
2811968

---

8. 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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

The transfer of shares in the capital of the Corporation shall be restricted in the manner provided in Article 9 of these articles.

Request ID / Demande n°  
25613354

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2811968

---

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

The right to transfer securities (including for greater certainty shares) other than non-convertible debt securities of the Corporation, shall be restricted in that no such securities shall be transferred without either:

(a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such securities; or

(b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such securities.

Request ID / Demande n°  
25613354

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2811968

---

10. The names and addresses of the incorporators are  
*Nom et adresse des fondateurs*

First name, initials and last name  
or corporate name

*Prénom, initiale et nom de  
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code

*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

\* SEAN SAMSON  
44 VICTORIA STREET Suite 1612  
  
TORONTO ONTARIO  
CANADA M5C 3Y2  
  
ROGUE RESOURCES INC.

**BY-LAW NUMBER 1**  
**A BY-LAW RELATING TO THE BUSINESS AND AFFAIRS OF**  
**EV NICKEL INC.**

**ARTICLE 1**  
**INTERPRETATION**

**1.1 Definitions**

In this by-law:

“Act” means the *Business Corporations Act* (Ontario) and the regulations enacted pursuant to it and any statute and regulations that may be substituted for them, as amended from time to time;

“articles” means the articles, as that term is defined in the Act, of the Corporation;

“auditor” means the auditor of the Corporation;

“board” means the board of directors of the Corporation;

“by-law” means a by-law of the Corporation;

“Corporation” means the corporation incorporated on Jan 28, 2021  
under the name “EV Nickel Inc.”.

“director” means a director of the Corporation;

“officer” means an officer of the Corporation, and reference to any specific officer is to the individual holding that office of the Corporation;

“person” means an individual, body corporate, partnership, joint venture, trust, unincorporated organization, association, the Crown or any agency or instrumentality thereof, or any entity recognized by law;

“proxyholder” means an individual holding a valid proxy for a shareholder;

“resident Canadian” has the meaning ascribed to that phrase in the Act;

“shareholder” means a shareholder of the Corporation;

“telephonic or electronic means” means telephone calls or messages, facsimile messages, electronic mail, transmission of data or information through automated touch-tone telephone systems, transmission of data or information through computer networks, any other similar means or any other means prescribed by the Act; and

“voting person” means, in respect of a meeting of shareholders, an individual who is either a shareholder entitled to vote at that meeting, a duly authorized

representative of a shareholder entitled to vote at the meeting or a proxyholder entitled to vote at that meeting.

## **1.2 Number, Gender and Headings**

In this by-law, words in the singular include the plural and vice-versa and words in one gender include all genders. The insertion of headings in this by-law and its division into articles, sections and other subdivisions are for convenience of reference only, and shall not affect the interpretation of this by-law.

## **1.3 By-Law Subordinate to Other Documents**

This by-law is subordinate to, and should be read in conjunction with, the Act, the articles and any unanimous shareholder agreement of the Corporation.

## **1.4 Computation of Time**

The computation of time and any period of days shall be determined in accordance with the Act.

# **ARTICLE 2 DIRECTORS**

## **2.1 Notice of Meeting**

Any director or the president may call a meeting of the board by giving notice stating the date, time and place of the meeting to each of the directors other than the director giving that notice. Notices sent by delivery or by telephonic or electronic means shall be sent no less than 48 hours before the time of the meeting. Notices sent by mail shall be sent no less than 5 days before the day of the meeting.

The board may appoint, by resolution, dates, time and places for meetings of the board. A copy of any such resolution shall be sent to each director forthwith after being passed, but no other notice is required for any such meeting.

## **2.2 Meetings Without Notice**

A meeting of the board may be held without notice immediately following the first or any annual meeting of shareholders.

## **2.3 Place of Meeting**

A meeting of the board may be held at any place within or outside Ontario, and no such meeting need be held at a place within Canada.

## **2.4 No Notice to Newly Appointed Director**

An individual need not be given notice of the meeting at which that individual is appointed by the other directors to fill a vacancy on the board, if that individual is present at that meeting.

## **2.5 Quorum for Board Meetings**

If there are 1 or 2 directors, all of the directors constitute a quorum at a meeting of the board. If there are 3, 4 or 5 directors, a majority of the directors constitute a quorum at a meeting of the board. Otherwise, such a quorum consists of the next whole number not less than 2/5ths of the number of directors. In this section, the “number of directors” is either:

- (a) the number of directors specified in the articles; or
- (b) if a minimum and maximum number of directors is provided for in the articles, the number determined from time to time by special resolution or, if the special resolution empowers the directors to determine the number, by resolution of the directors, or if no such resolution has been passed, the number of directors named in the articles.

## **2.6 Chairman of Board Meetings**

The chairman of a meeting of the board must be a director present at the meeting who consents to preside as chairman. The first-mentioned of the chairman of the board, the managing director or the president who so qualifies shall preside as chairman of the meeting. If none of them is so qualified, the directors present at the meeting shall choose a director to preside as chairman of the meeting.

## **2.7 Votes at Board Meetings**

Each director present at a meeting of the board shall have 1 vote on each motion arising. Motions arising at meetings of the board shall be decided by a majority vote. The chairman of the meeting shall not have a second or casting vote.

## **2.8 Officers**

Each officer shall hold office at the pleasure of the board. Any officer may, however, resign at any time by giving notice to the Corporation.

# **ARTICLE 3 MEETINGS OF SHAREHOLDERS**

## **3.1 Notice of Shareholders’ Meetings**

The board may call a meeting of shareholders by causing notice of the date, time and place of the meeting to be sent to each shareholder entitled to vote at the meeting, each director and the auditor. Such notice shall be sent no less than 21 days and no more than 50 days before the meeting, if the Corporation is an offering corporation (as defined in the Act), or no less than 10 days and no more than 50 days before the meeting if the Corporation is not an offering corporation.

## **3.2 Quorum at Meetings of Shareholders**

If the Corporation has only 1 shareholder entitled to vote at a meeting of shareholders, that shareholder constitutes a quorum. Otherwise, any 2 voting persons present

shall constitute a quorum, but only to appoint a chairman and adjourn the meeting. For all other purposes, a quorum consists of at least 2 voting persons present and authorized to cast in the aggregate not less than 25% of the total number of votes attaching to all shares carrying the right to vote at that meeting.

**3.3 Chairman's Vote**

The chairman of any meeting of shareholders shall not have a second or casting vote.

**3.4 Voting**

Unless the chairman of a meeting of shareholders directs a ballot, or a voting person demands one, each motion shall be voted upon by a show of hands. Each voting person has 1 vote in a vote by show of hands. A ballot may be directed or demanded either before or after a vote by show of hands. If a ballot is taken, a prior vote by show of hands has no effect.

**3.5 Scrutineers**

The chairman of a meeting of shareholders may appoint for that meeting 1 or more scrutineers, who need not be voting persons.

**3.6 Who May Attend Shareholders' Meeting**

The only persons entitled to attend a meeting of shareholders are voting persons, the directors, the auditor and, if any, the chairman, the managing director and the President, as well as others permitted by the chairman of the meeting.

**3.7 Meeting by Telephonic or Electronic Means**

A meeting of the shareholders may be held by telephonic or electronic means and a shareholder who, through those means, votes at the meeting or establishes a communications link to the meeting shall be deemed for the purposes of the Act to be present at the meeting.

**ARTICLE 4  
SECURITY CERTIFICATES, PAYMENTS**

**4.1 Certificates**

- (a) Subject to Section 4.1(b), security certificates shall be in such form as the board may approve or the Corporation adopt. The president or the board may order the cancellation of any security certificate that has become defaced and the issuance of a replacement certificate for it when the defaced certificate is delivered to the Corporation or to a transfer agent or branch transfer agent of the Corporation.
- (b) Unless otherwise provided in the articles, the board may provide by resolution that any or all classes and series of shares or other securities shall be uncertificated securities, provided that such resolution shall not apply to securities represented by a certificate until such certificate is surrendered to the Corporation.

#### **4.2 Cheques**

Any amount payable in cash to shareholders (including dividends payable in cash) may be paid by cheque drawn on any of the Corporation's bankers to the order of each registered holder of shares of the class or series in respect of which such amount is to be paid. Cheques may be sent by delivery or first class mail to such registered holder at that holder's address appearing on the register of shareholders, unless that holder otherwise directs in writing. By sending a cheque, as provided in this by-law, in the amount of the dividend less any tax that the Corporation is required to withhold, the Corporation discharges its liability to pay the amount of that dividend, unless the cheque is not paid on due presentation.

#### **4.3 Cheques to Joint Shareholders**

Cheques payable to joint shareholders shall be made payable to the order of all such joint shareholders unless such joint shareholders direct otherwise. Such cheques may be sent to the joint shareholders at the address appearing on the register of shareholders in respect of that joint holding, to the first address so appearing if there is more than one, or to such other address as those joint shareholders direct in writing.

#### **4.4 Non-Receipt of Cheques**

The Corporation shall issue a replacement cheque in the same amount to any person who does not receive a cheque sent as provided in this by-law, if that person has satisfied the conditions regarding indemnity, evidence of non-receipt and title set by the board from time to time, either generally or for that particular case.

#### **4.5 Currency of Dividends**

Dividends or other distributions payable in cash may be paid to some shareholders in Canadian currency and to other shareholders in equivalent amounts of a currency or currencies other than Canadian currency. The board may declare dividends or other distributions in any currency or in alternative currencies and make such provisions as it deems advisable for the payment of such dividends or other distributions.

### **ARTICLE 5 SIGNATORIES, INFORMATION**

#### **5.1 Signatories**

Except for documents executed in the usual and ordinary course of the Corporation's business, which may be signed by any officer or employee of the Corporation acting within the scope of his or her authority, the following are the only persons authorized to sign any document on behalf of the Corporation:

- (a) any individual appointed by resolution of the board to sign the specific document, that type of document or documents generally on behalf of the Corporation; or
- (b) any director or any officer appointed to office by the board.

Any document so signed may, but need not, have the corporate seal of the Corporation applied, if there is one.

## **5.2 Facsimile or Electronic Signatures**

The signature of any individual authorized to sign on behalf of the Corporation may, unless specifically prohibited, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the board.

## **5.3 Restriction on Information Disclosed**

Except as required by the Act or authorized by the board, no shareholder is entitled by virtue of being a shareholder to disclosure of any information, document or records respecting the Corporation or its business.

# **ARTICLE 6 PROTECTION AND INDEMNITY**

## **6.1 Transactions with the Corporation**

No director or officer shall be disqualified, by virtue of being a director, or by holding any other office of, or place of profit under, the Corporation or any body corporate in which the Corporation is a shareholder or is otherwise interested, from entering into, or from being concerned or interested in any manner in, any contract, transaction or arrangement made, or proposed to be made, with the Corporation or any body corporate in which the Corporation is interested and no such contract, transaction or arrangement shall be void or voidable for any such reason. No director or officer shall be liable to account to the Corporation for any profit arising from any such office or place of profit or realized in respect of any such contract, transaction or arrangement. Except as required by the Act, no director or officer must make any declaration or disclosure of interest or, in the case of a director, refrain from voting in respect of any such contract, transaction or arrangement.

## **6.2 Limitation of Liability**

Subject to the Act, no director or officer shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other person;
- (b) joining in any receipt or act for conformity;
- (c) any loss, damage or expense to the Corporation arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation;
- (d) the insufficiency or deficiency of any security in or upon which any moneys of the Corporation are invested;

- (e) any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person with whom any monies, securities or other property of the Corporation are lodged or deposited;
- (f) any loss, damage or expense occasioned by any error of judgment or oversight; or
- (g) any other loss, damage or expense related to the performance or non-performance of the duties of that individual's office.

### **6.3 Contracts on Behalf of the Corporation**

Subject to the Act, any contract entered into, or action taken or omitted, by or on behalf of the Corporation shall, if duly approved by a resolution of the shareholders, be deemed for all purposes to have had the prior authorization of the shareholders.

### **6.4 Indemnity of Directors and Officers**

As required or permitted by the Act, the Corporation shall indemnify each Indemnified Person (as defined in this section) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, which that Indemnified Person reasonably incurs in respect of any civil, criminal, administrative, investigative or other proceeding to which that Indemnified Person is made a party by reason of being or having been a director or officer of the Corporation or of a body corporate or by reason of having acted in a similar capacity for an entity if:

- (a) the Indemnified Person acted honestly and in good faith with a view to the best interests of the Corporation or as the case may be, to the best interests of the other entity;
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Person had reasonable grounds for believing that the conduct was lawful; and
- (c) "Indemnified Person" means:
  - (i) each director and former director of the Corporation;
  - (ii) each officer and former officer of the Corporation;
  - (iii) each individual who acts or acted at the Corporation's request as a director or officer of a body corporate or an individual acting in a similar capacity of another entity; and
  - (iv) the respective heirs and legal representatives of each of the persons designated in the preceding paragraphs (i) through (iii) of this section 6.4(c).

### **6.5 Advances by the Corporation**

The Corporation shall advance monies to an Indemnified Person for the costs, charges and expenses of a proceeding referred to in Section 6.4 provided the Indemnified Person

shall repay such monies if the Indemnified Person does not fulfil the duties of Subsections 6.4 (a) and (b).

#### **6.6 Indemnities Not Limiting**

The provisions of this Article 6 shall be in addition to and not in substitution for any rights, immunities and protections to which an Indemnified Person is otherwise entitled under the Act or as the law may permit or require.

#### **6.7 Insurance**

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in Subsection 6.4 as the board may determine.

### **ARTICLE 7 NOTICES**

#### **7.1 Procedure for Sending Notices**

Notice shall be deemed to have been sufficiently sent if sent in writing to the address of the addressee on the books of the Corporation and delivered in person, sent by prepaid first class mail or sent by any telephonic or electronic means of sending messages, including telex or facsimile transmission, which produces a paper record. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the day it was delivered or sent by telephonic or electronic means or on the fifth day after it was mailed.

#### **7.2 Notices to Successors in Title**

Notice to a shareholder is sufficient notice to each successor in title to that shareholder until the name and address of that successor have been entered on the Corporation's share register.

#### **7.3 Notice to Joint Shareholders**

Notice to one joint shareholder is sufficient notice to all of them. Such notice shall be addressed to all such joint shareholders and sent to the address for them on the Corporation's register of shareholders, or to the first such address if there is more than one.

#### **7.4 Signatures on Notices**

The signature on any notice or other communication or document to be sent by the Corporation may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature.

#### **7.5 Omission of Notice Does Not Invalidate Actions**

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;

- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

#### 7.6 **Waiver of Notice**

Any person entitled to notice under the Act, the articles or the by-laws may waive that notice. Waiver, either before or after the event referred to in the notice, shall cure any default in sending that notice.

### **ARTICLE 8 REPEAL OF FORMER BY-LAWS**

#### 8.1 **Former By-Laws May be Repealed**

The board may repeal one or more by-laws by passing a by-law that contains provisions to that effect.

#### 8.2 **Effect of Repeal of By-Laws**

The repeal of any by-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All directors, officers and other persons acting under any by-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this by-law.

**MADE** by the board on the 28th day of January, 2021.

*"Sean Samson"*

\_\_\_\_\_  
Sean Samson, President