Ontario

Ministry of Public and Business Service Delivery
Ministère des Services au public et aux entreprises

Certificate of Amendment

Business Corporations Act

Certificat de modification

Loi sur les sociétés par actions

PREMIER AMERICAN URANIUM INC.

Corporation Name / Dénomination sociale

1000307855

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en vigueur le

June 19, 2023 / 19 juin 2023

V. Quintanilla W.

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

The Certificate of Amendment is not complete without the Articles of Amendment

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

Ce certificat de modification n'est pas complet s'il ne contient pas les statuts de modification

Copie certifiée conforme du dossier du ministère des Services au public et aux entreprises.

V. Quintanilla W.

Directeur ou registrateur

Ontario

Ministry of Public and
Business Service Delivery

Articles of Amendment

Business Corporations Act

Corporation Name (Date of Incorporation/Amalgamation)
PREMIER AMERICAN URANIUM INC. (September 09, 2022)

1. The name of the corporation is changed to:
Not amended

2. The number of directors or the minimum/maximum number of directors are amended as follows:
Not amended

3. The articles are amended as follows:

A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

Not Amended.

B. The classes and any maximum number of shares that the corporation is authorized to issue:

(i) To re-designate the issued and outstanding Class A Common Shares as “Common Shares”;

(ii) To re-designate the Class B Common Shares as “Compressed Shares”;

(iii) To re-designate the issued and outstanding Class C Common Shares as “Super Voting Shares”; and

(iv) After giving effect to the foregoing, the Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of Compressed Shares and an unlimited number of Super Voting Shares.

C. 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. If there is only one class of shares, enter "Not Applicable":

(i) To delete the rights, privileges, restrictions and conditions attaching to the Class A Common Shares, Class B Common Shares and Class C Common Shares; and

(ii) To provide the following rights, privileges, restrictions and conditions attaching to the Common Shares, Compressed Shares and Super Voting Shares:

Dividends.

The holders of the Common Shares, the holders of the Compressed Shares and the holders of the Super Voting Shares shall be entitled to receive such dividends (if any) as the board of directors may in their discretion declare. The board of directors may declare no dividend payable in cash or property on the Common Shares unless the directors simultaneously declare an equivalent dividend on the Compressed Shares and the Super Voting Shares in an amount per Compressed Share equal to the amount of the dividend declared per Common Share multiplied by one-thousand (1,000) and in an amount per Super Voting Share equal to the amount of the dividend declared per Common Share. The board of directors may declare no dividend payable in cash or property on the Compressed Shares unless the directors simultaneously declare an equivalent dividend on the Common Shares and the Super Voting Shares in an amount per Common Share equal to the amount of the dividend declared per Compressed Share divided by one-thousand (1,000) and in an amount per Super Voting Share equal to the amount of the dividend declared per Compressed Share divided by one-thousand (1,000). The board of directors may declare no dividend payable in cash or property on the Super Voting Shares unless the directors simultaneously declare an equivalent dividend on the Common Shares and the Compressed Shares in an amount per Common Share equal to the amount of the dividend declared per Super Voting Share and in an amount per Compressed Share equal to the amount of the dividend declared per Super Voting Share multiplied by one-thousand (1,000).

Participation upon Liquidation, Dissolution or Winding-Up

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 Common Shares, the holders of the Compressed Shares and the holders of the Super Voting Shares be entitled to participate rateably along with all other holders of Common Shares, Compressed Shares (on an as-converted to Common Shares basis) and Super Voting Shares in any distribution of the assets and property of the Corporation.

Meetings and Voting Rights.

1. Each holder of the Common Shares, each holder of the Compressed Shares and each holder of the Super Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of another particular class or series shall have the right to vote. At each such meeting, each Common Share shall entitle the holder thereof to one (1) vote, each Compressed Share shall entitle the holder thereof to one-thousand (1,000) votes and each Super Voting Share shall entitle the holder thereof to one hundred million (100,000,000) votes, voting together as a single class, except as otherwise expressly provided herein or as provided by law.

2. In addition to any other voting right or power to which holders of the Common Shares shall be entitled by law or regulation or other provisions of the articles of the Corporation from time to time in effect, but subject to the provisions hereof, holders of the Common Shares shall be entitled to vote separately as a class, in addition to any other vote of shareholders that may be

required, in respect of any alteration, repeal or amendment to the articles of the Corporation that would adversely affect the powers, preferences or rights of the holders of the Common Shares, or affect the holders of the Common Shares, the Compressed Shares or the Super Voting Shares differently, on a per share basis and such alteration, repeal or amendment shall not be effective unless a resolution in respect thereof is approved by a majority of the votes cast by holders of outstanding shares of such class or their proxyholders.

3. In addition to any other voting right or power to which holders of the Compressed Shares shall be entitled by law or regulation or other provisions of the articles of the Corporation from time to time in effect, but subject to the provisions hereof, holders of the Compressed Shares shall be entitled to vote separately as a class, in addition to any other vote of shareholders that may be required, in respect of any alteration, repeal or amendment to the articles of the Corporation that would adversely affect the powers, preferences or rights of the holders of Compressed Shares, or affect the holders of the Compressed Shares, the Common Shares or the Super Voting Shares differently, on a per share basis and such alteration, repeal or amendment shall not be effective unless a resolution in respect thereof is approved by a majority of the votes cast by holders of outstanding shares of such class or their proxyholders.

4. In addition to any other voting right or power to which holders of the Super Voting Shares shall be entitled by law or regulation or other provisions of the articles of the Corporation from time to time in effect, but subject to the provisions hereof, holders of the Super Voting Shares shall be entitled to vote separately as a class, in addition to any other vote of shareholders that may be required, in respect of any alteration, repeal or amendment to the articles of the Corporation that would adversely affect the powers, preferences or rights of the holders of Super Voting Shares, or affect the holders of the Super Voting Shares, the Common Shares or the Compressed Shares differently, on a per share basis and such alteration, repeal or amendment shall not be effective unless a resolution in respect thereof is approved by a majority of the votes cast by holders of outstanding shares of such class or their proxyholders.

5. In connection with any Change of Control (as defined below) requiring approval of the holders of the Common Shares, Compressed Shares and Super Voting Shares under the Business Corporations Act (Ontario) (the “Act”), holders of the Common Shares, the Compressed Shares and the Super Voting Shares shall be treated equally and identically, on a per share basis and assuming the Compressed Shares were converted into Common Shares, unless different treatment of the shares of each such class is approved by a majority of the votes cast by the holders of outstanding Common Shares, Compressed Shares and Super Voting Shares who voted in respect of that resolution and by a majority of the votes cast by the holders of outstanding Common Shares, Compressed Shares and Super Voting Shares who voted in respect of that resolution, each voting separately as a class at a meeting of the holders of that class called and held for such purpose.

6. For purposes of section 5 “Change of Control” means an amalgamation, arrangement, recapitalization, business combination or similar transaction of the Corporation, other than an amalgamation, arrangement, recapitalization, business combination or similar transaction that would result in the voting securities of the Corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the continuing entity or its parent) more than fifty percent (50%) of the total voting power represented by the voting securities of the Corporation, the continuing entity or its parent and more than fifty percent (50%) of the total number of outstanding shares of the Corporation, the continuing entity or its parent, in each case as outstanding immediately after such transaction, and the shareholders of the Corporation immediately prior to the transaction hold voting securities of the Corporation, the continuing entity or its parent immediately following the transaction in substantially the same proportions (vis a vis each other) as such shareholders held the voting securities of the Corporation immediately prior to the transaction.

7. The holders of the Common Shares, Compressed Shares and Super Voting Shares shall not be entitled to vote separately as a class or series upon a proposal to amend the articles of the Corporation to:

(a) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series; or

(b) effect an exchange, reclassification or cancellation of the shares of such class or series; or

(c) create a new class or series of shares equal or superior to the shares of such class or series,

unless it is an exchange, reclassification or cancellation under (b) that: (i) affects only the holders of that class; or (ii) affects the holders of Common Shares, Compressed Shares and Super Voting Shares differently, on a per share basis, and such holders are not otherwise entitled to vote separately as a class as provided herein or as provided by law in respect of such exchange, reclassification or cancellation.

Subdivision or Consolidation.

No subdivision or consolidation of the Common Shares, the Compressed Shares or the Super Voting Shares shall be carried out unless, at the same time, the Common Shares, the Compressed Shares or the Super Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis so as to preserve the relative economic and voting interests of the three classes.

Voluntary Conversion.

The Super Voting Shares cannot be converted into any other class of shares. Each outstanding Common Share may, at any time, at the option of the holder, subject to the approval of the board of directors of the Corporation, be converted into one-one-thousandth (1/1,000) of a fully paid and non-assessable Compressed Share, in the manner set out below. Each outstanding Compressed Share may, at any time, at the option of the holder, subject to the approval of the board of directors of the Corporation, be converted into one-thousand (1,000) fully paid and non-assessable Common Shares, in the manner set out below. For avoidance of doubt, fractions of Compressed Shares may be issued in respect of any number of Common Shares to be converted which is less than one thousand (1,000).

The conversion privilege for which provision is made in this section shall be exercised by notice in writing given to the Corporation at its registered office, accompanied by a certificate or certificates representing the shares in respect of which the holder desires to exercise such conversion privilege. Such notice shall be signed by the holder of the shares in respect of which such conversion privilege is being exercised, or by the duly authorized representative thereof and shall specify the number of Common Shares or Compressed Shares, as applicable, which such holder desires to have converted. On any conversion of the Common Shares or the Compressed Shares, as applicable, the Compressed Shares or the Common Shares resulting therefrom shall be registered in the name of the registered holder of the shares converted or, subject to payment by the registered holder of any stock transfer or other applicable taxes and compliance with any other reasonable requirements of the Corporation in respect of such transfer, in such name or names as such registered holder may direct in writing. Upon receipt of such notice and certificate or certificates and, as applicable, compliance with such other legal or stock exchange requirements and compliance with the Conversion Rules (as defined below), including the approval of the board of directors of the Corporation, the Corporation shall, at its expense, effective as of the date of such receipt and, as applicable, such compliance, remove or cause the removal of such holder from the register of holders in respect of the Common Shares or Compressed Shares, as applicable, for which the conversion privilege is being exercised, add the holder (or any person or persons in whose name or names such converting holder shall have directed the resulting shares to be registered) to the register of holders in respect of the resulting shares, cancel or cause the cancellation of the certificate or certificates representing such Common Shares or Compressed Shares, as applicable and issue or cause to be issued a certificate or certificates representing the shares issued upon the conversion of such Common Shares or Compressed Shares, as applicable. If less than all of the Common Shares or Compressed Shares, as applicable, represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate representing the Common Shares or Compressed Shares, respectively, represented by the original certificate which are not converted.

Automatic Conversion.

If the board of directors of the Corporation determines, in its sole and absolute discretion, that it is no longer in the

Corporation's interest to maintain the Compressed Shares as a class of issued and outstanding shares, each Compressed Share will convert automatically, without any further action, into one-thousand (1,000) fully paid and non-assessable Common Shares effective as of the date selected by the board of directors of the Corporation for such conversion. The Corporation shall, at its expense, effective as of such date, remove or cause the removal of the holders of Compressed Shares from the register of holders in respect of the Compressed Shares, add all such holders to the register of holders in respect of the resulting Common Shares, cancel or cause the cancellation of any certificate or certificates representing the Compressed Shares so deemed to have been converted for Common Shares, and issue or cause to be issued to such holder a certificate representing the Common Shares issued to the holders upon the foregoing automatic conversion of such Compressed Shares registered in the name of such holders, or the equivalent in any non-certificated inventory system administered by any applicable depository or transfer agent of the Corporation, and, against receipt from such holder of the certificate or certificates representing the Compressed Shares in respect of which such conversion has been deemed to have been exercised, as applicable, deliver to such holder the certificate representing such Common Shares, or the equivalent in any non-certificated inventory system administered by any applicable depository or transfer agent of the Corporation.

Rules for Conversion.

The Corporation may, from time to time, establish such policies and procedures relating to the conversion of the Compressed Shares to Common Shares or of the Common Shares to Compressed Shares and the criteria upon which it will approve such conversions, and the general administration of this dual class share structure as it may deem necessary or advisable, including limitations on conversions based on the location or residency or status of the shareholder seeking to convert (or of the transferee if such shares are to be registered in another name) (the "Conversion Rules"), and may from time to time request that holders of the Compressed Shares furnish certifications, affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Compressed Shares and to confirm that a conversion to Common Shares has not occurred.

Conversion of Common Shares upon an Offer.

In the event that an offer is made to purchase Compressed Shares, and such offer is:

(i) required, pursuant to applicable securities legislation or the rules of any stock exchange on which the Compressed Shares and/or the Common Shares may then be listed (or would be required if the offeree was located in Canada), to be made to all or substantially all of the holders of Compressed Shares in a province or territory of Canada to which the requirement applies (such offer to purchase, a "Compressed Offer"); and

(ii) not made to the holders of Common Shares for consideration per Common Share equal to one-one-thousandth (1/1,000) of the consideration offered per Compressed Share and otherwise on identical terms, and with no condition attached other than the right not to take up and pay for shares tendered if no shares are purchased under the Compressed Offer,

then each Common Share shall become convertible at the option of the holder into Compressed Shares on the basis of one-one-thousandth (1/1,000) of a Compressed Share for each Common Share while the Compressed Offer is in effect until one day after the time prescribed by applicable securities laws for the offeror to take up and pay for such shares as are to be acquired pursuant to the Compressed Offer (the "Common Conversion Right"). The Corporation shall provide notice to holders of Common Shares of a Compressed Offer which satisfies subsection (i) and (ii) above. The conversion right may only be exercised in respect of Common Shares for the purpose of depositing the resulting Compressed Shares under the Compressed Offer, and for no other reason. In such event, the Corporation shall deposit or cause the transfer agent for the Common Shares to deposit under the Compressed Offer the resulting Compressed Shares, on behalf of the holder. To exercise such conversion right, the holder or its attorney duly authorized in writing shall comply with the procedure set forth under the heading "Voluntary Conversion" (provided no approval of the board of directors shall be necessary). For avoidance of doubt, fractions of Compressed Shares may be issued in respect of any number of Common Shares in respect of which the Common Conversion Right is exercised which is less than one thousand (1,000).

No share certificates representing the Compressed Shares resulting from the exercise of the Common Conversion Right will be delivered to the holders on whose behalf such deposit is being made. If Compressed Shares, resulting from the exercise of the Common Conversion Right and deposited pursuant to the Compressed Offer, are withdrawn by the holder or are not taken up by the offeror, or the Compressed Offer is abandoned, withdrawn or terminated by the offeror or the Compressed Offer otherwise expires without such Compressed Shares being taken up and paid for, the Compressed Shares resulting from the exercise of the Common Conversion Right will be re-converted into Common Shares on the basis of one-thousand (1,000) Common Shares for each Compressed Share then held and the Corporation shall send or cause the transfer agent to send to the holder a certificate or certificates representing the Common Shares. In the event that the offeror takes up and pays for the Compressed Shares resulting from the exercise of the Common Conversion Right, the Corporation shall cause the transfer agent to deliver to the holders thereof the consideration paid for such shares by the offeror.

Conversion of Compressed Shares Upon an Offer.

In the event that an offer is made to purchase Common Shares, and such offer is:

(i) required, pursuant to applicable securities legislation or the rules of any stock exchange on which the Common Shares and/or the Compressed Shares may then be listed (or would be required if the offeree was located in Canada), to be made to all or substantially all of the holders of Common Shares in a province or territory of Canada to which the requirement applies (such offer to purchase, a “Common Offer”); and

(ii) not made to the holders of Compressed Shares for consideration per Common Share equal to the consideration offered per Common Share multiplied by one-thousand (1,000) and otherwise on identical terms, and with no condition attached other than the right not to take up and pay for shares tendered if no shares are purchased under the Common Offer,

then each Compressed Share shall become convertible at the option of the holder into Common Shares on the basis of one-thousand (1,000) Common Shares for each Compressed Share while the Common Offer is in effect until one day after the time prescribed by applicable securities laws for the offeror to take up and pay for such shares as are to be acquired pursuant to the Common Offer (the “Compressed Conversion Right”). The Corporation shall provide notice to holders of Compressed Shares of a Common Offer which satisfies subsection (i) and (ii) above. The conversion right may only be exercised in respect of Compressed Shares for the purpose of depositing the resulting Common Shares under the Common Offer, and for no other reason. In such event, the Corporation shall deposit or cause the transfer agent for the Compressed Shares to deposit under the Common Offer the resulting Common Shares, on behalf of the holder. To exercise such conversion right, the holder or its attorney duly authorized in writing shall comply with the procedure set forth under the heading “Voluntary Conversion” (provided no approval of the board of directors shall be necessary).

No share certificates representing the Common Shares resulting from the exercise of the Compressed Conversion Right will be delivered to the holders on whose behalf such deposit is being made. If Common Shares, resulting from the exercise of the Compressed Conversion Right and deposited pursuant to the Common Offer, are withdrawn by the holder or are not taken up by the offeror, or the Common Offer is abandoned, withdrawn or terminated by the offeror or the Common Offer otherwise expires without such Common Shares being taken up and paid for, the Common Shares resulting from the exercise of the Compressed Conversion Right will be re-converted into Compressed Shares on the basis of one-one-thousandth (1/1,000) of a Compressed Share for each Common Share then held and the Corporation shall send or cause the transfer agent to send to the holder a certificate or certificates representing the Compressed Shares. For avoidance of doubt, fractions of Compressed Shares may be issued in respect of any number of Common Shares that is being reconverted which is less than one thousand (1,000). In the event that the offeror takes up and pays for the Common Shares resulting from the exercise of the Compressed Conversion Right, the Corporation shall cause the transfer agent to deliver to the holders thereof the consideration paid for such shares by the offeror.

D. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter

"None":

Not Amended.

E. Other provisions:

Not Amended.

4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.

5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:
June 12, 2023

The articles have been properly executed by the required person(s).