Ontario

Ministry of Government and
Consumer Services

Articles of Incorporation

Business Corporations Act

1. Corporation Name
PREMIER AMERICAN URANIUM INC.

2. Registered Office Address
217 Queen Street West, Floor 4, Toronto, Ontario, Canada, M4V 0R2

3. Number of Directors

Minimum/Maximum	Min 1 / Max 10

4. The first director(s) is/are:

Full Name	Martin TUNNEY
Resident Canadian	Yes
Address for Service	217 Queen Street West, Floor 4, Toronto, Ontario, Canada, M4V 0R2

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

6. The classes and any maximum number of shares that the corporation is authorized to issue:
The Corporation is authorized to issue an unlimited number of Class A Common Shares, an unlimited number of Class B Common Shares and an unlimited number of Class C Common Shares.

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

Dividends: The holders of the Class A Common Shares, the holders of the Class B Common Shares and the holders of the Class C Common 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 Class A Common Shares unless the directors simultaneously declare an equivalent dividend on the Class B Common Shares and the Class C Common Shares in an amount per Class B Common Share equal to the amount of the dividend declared per Class A Common Share multiplied by one-thousand (1,000) and in an amount per Class C Common Share equal to the amount of the dividend declared per Class A Common Share. The board of directors may declare no dividend payable in cash or property on the Class B Common Shares unless the directors simultaneously declare an equivalent dividend on the Class A Common Shares and the Class C Common Shares in an amount per Class A Common Share equal to the amount of the dividend declared per Class B Common Share divided by one-thousand (1,000) and in an amount per Class C Common Share equal to the amount of the dividend declared per Class B Common Share. The board of directors may declare no dividend payable in cash or property on the Class C Common Shares unless the directors simultaneously declare an equivalent dividend on the Class A Common Shares and the Class B Common Shares in an amount per Class A Common Share equal to the amount of the dividend declared per Class C Common Share and in an amount per Class B Common Share equal to the amount of the dividend declared per Class C Common 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 Class A Common Shares, the holders of the Class B Common Shares and the holders of the Class C Common Shares be entitled to participate rateably along with all other holders of Class A Common Shares, Class B Common Shares (on an as-converted to Class A Common Shares basis) and Class C Common Shares in any distribution of the assets and property of the Corporation. Meetings and Voting Rights: 1. Each holder of the Class A Common Shares, each holder of the Class B Common Shares and each holder of the Class C Common 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 Class A Common Share shall entitle the holder thereof to one (1) vote, each Class B Common Share shall entitle the holder thereof to one-thousand (1,000) votes and each Class C Common 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 Class A 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 Class A 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 Class A Common Shares, or affect the holders of the Class A Common Shares, the Class B Common Shares or the Class C Common 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 Class B 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 Class B 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 Class B Common Shares, or affect the holders of the Class B Common Shares, the Class A Common Shares or the Class C Common 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 Class C 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 Class C 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 Class C Common Shares, or affect the holders of the Class C Common Shares, the Class A Common Shares or the Class B Common 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 Class A Common Shares, Class B Common Shares and Class C Common Shares under the Business Corporations Act (Ontario) (the "Act"), holders of the Class A Common Shares, the Class B Common Shares and the Class C Common Shares shall be treated equally and identically, on a per share basis and assuming the Class B Common Shares were converted into Class A 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 Class A Common Shares, Class B Common Shares and Class C Common Shares who voted in respect of that resolution and by a majority of the votes cast by the holders of outstanding Class A Common Shares, Class B Common Shares and Class C Common 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. Subdivision or Consolidation: No subdivision or consolidation of the Class A Common Shares, the Class B Common Shares or the Class C Common Shares shall be carried out unless, at the same time, the Class A Common Shares, the Class B Common Shares or the Class C Common 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 Class C Common Shares cannot be converted into any other class of shares. Each outstanding Class A 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 Class B Common Share, in the manner set out below. Each outstanding Class B 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-thousand (1,000) fully paid and non-assessable Class A Common Shares, in the manner set out below. 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 Class A Common Shares or Class B Common Shares, as applicable, which such holder desires to have converted. On any conversion of the Class A Common Shares or the Class B Common Shares, as applicable, 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 requirements, 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, compliance, remove or cause the removal of such holder from the register of holders in respect of the Class A Common Shares or Class B Common 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 Class A Common Shares or Class B Common Shares, as applicable and issue or cause to be issued a certificate or certificates representing the shares issued upon the conversion of such Class A Common Shares or Class B Common Shares, as applicable. If less than all of the Class A Common Shares or Class B Common Shares, as applicable, represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate representing the Class A Common Shares or Class B Common Shares, respectively, represented by the original certificate which are not converted. Automatic Conversion. 1. All Class B

Common Shares will convert automatically into Class A Common Shares in the manner set forth in the section under Voluntary Conversion at the date on which 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 Class B Common Shares as a class of issued and outstanding shares. 2. The Corporation may, from time to time, establish such policies and procedures relating to the conversion of the Class B Common Shares to Class A Common Shares and the general administration of this dual class share structure as it may deem necessary or advisable, and may from time to time request that holders of the Class B Common Shares furnish certifications, affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Class B Common Shares and to confirm that a conversion to Class A Common Shares has not occurred. Conversion of Class A Common Shares upon an Offer. In the event that an offer is made to purchase Class B Common Shares: (i) if there is a published market for the Class B Common Shares, and the offer is one which is required to be made to all or substantially all the holders of Class B Common Shares in a province or territory of Canada to which the requirement applies pursuant to (x) applicable securities laws, or (y) the rules of any stock exchange on which the Class B Common Shares are listed, unless an identical offer concurrently is made to purchase Class A Common Shares; or (ii) if the Class B Common Shares are not then listed, and the offer is one which would have been required to be made to all or substantially all the holders of Class B Common Shares in a province or territory of Canada pursuant to (x) applicable securities laws, or (y) the rules of any stock exchange had the Class B Common Shares been listed, then each Class A Common Share shall become convertible at the option of the holder into Class B Common Shares on the basis of one-one-thousandth (1/1,000) of a Class B Common Share for each Class A Common Share while the 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 offer. The conversion right may only be exercised in respect of Class A Common Shares for the purpose of depositing the resulting Class B Common Shares under the offer, and for no other reason. In such event, the Corporation shall deposit or cause the transfer agent for the Class A Common Shares to deposit under the offer the resulting Class B 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". No share certificates representing the Class B Common Shares, resulting from the conversion of the Class A Common Shares will be delivered to the holders on whose behalf such deposit is being made. If Class B Common Shares, resulting from the conversion and deposited pursuant to the offer, are withdrawn by the holder or are not taken up by the offeror, or the offer is abandoned, withdrawn or terminated by the offeror or the offer otherwise expires without such Class B Common Shares being taken up and paid for, the Class B Common Shares resulting from the conversion will be re-converted into Class A Common Shares on the basis of one-thousand (1,000) Class A Common Shares for each Class B 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 Class A Common Shares. In the event that the offeror takes up and pays for the Class B Common Shares resulting from the conversion of the Class A Common Shares, the Corporation shall cause the transfer agent to deliver to the holders thereof the consideration paid for such shares by the offeror. Conversion of Class B Common Shares upon an Offer. In the event that an offer is made to purchase Class A Common Shares: (i) if there is a published market for the Class A Common Shares, and the offer is one which is required to be made to all or substantially all the holders of Class A Common Shares in a province or territory of Canada to which the requirement applies pursuant to (x) applicable securities laws, or (y) the rules of any stock exchange on which the Class A Common Shares are listed, unless an identical offer concurrently is made to purchase Class B Common Shares; or (ii) if the Class A Common Shares are not then listed, and the offer is one which would have been required to be made to all or substantially all the holders of Class A Common Shares in a province or territory of Canada pursuant to (x) applicable securities laws, or (y) the rules of any stock exchange had the Class A Common Shares been listed, then each Class B Common Share shall become convertible at the option of the holder into Class A Common Shares on the basis of one- thousand (1,000) Class A Common Shares for each Class B Common Share while the 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 offer. The conversion right may only be exercised in respect of Class B Common Shares for the purpose of depositing the resulting Class A Common Shares under the offer, and for no other reason. In such event, the Corporation shall deposit or cause the transfer agent for the Class B Common Shares to deposit under the offer the resulting Class A 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". No share certificates representing the Class A Common Shares, resulting from the conversion of the Class B Common Shares will be delivered to the holders on whose behalf such deposit is being made. If Class A Common Shares, resulting from the conversion and deposited pursuant to the offer, are withdrawn by the holder or are not taken up by the offeror, or the offer is abandoned, withdrawn or terminated by the offeror or the offer otherwise expires without such Class A Common Shares being taken up and paid for, the Class A Common Shares resulting from the conversion will be re-converted into Class B Common Shares on the basis of one-one-thousandth (1/1,000) of a Class B Common Share for each Class A 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 Class B Common Shares. In the event that the offeror takes up and pays for the Class A Common Shares resulting from the conversion of the Class B Common Shares, the Corporation shall cause the transfer agent to deliver to the holders thereof the consideration paid for such shares by the offeror.

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

9. Other provisions, if any. Enter other provisions, or if no other provisions enter “None”:
Without in any way restricting the powers conferred upon the Corporation or its board of directors by the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, the board of directors may from time to time, without authorization of the shareholders, in such amounts and on such terms as it deems expedient: (a) borrow money upon the credit of the Corporation; (b) issue, re-issue, sell or pledge debt obligations of the Corporation; (c) subject to the provisions of the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation. The board of directors may from time to time delegate to a director, a committee of directors or an officer of the Corporation any or all of the powers conferred on the board as set out above, to such extent and in such manner as the board shall determine at the time of such delegation.

10. The name(s) and address(es) of incorporator(s) are:

Full Name	Martin TUNNEY
Address for Service	217 Queen Street West, Floor 4, Toronto, Ontario, Canada, M4V 0R2

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

Supporting Information - Nuans Report Information

Nuans Report Reference #	121680813
Nuans Report Date	August 29, 2022