

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

**FEBRUARY 28 FÉVRIER, 2018**

Ontario Corporation Number  
Numéro de la société en Ontario

**1990705**

*Barbara Aschitt*

**(17)**

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

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

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

T	R	O	I	L	U	S	G	O	L	D	C	O	R	P	.				

2. The address of the registered office is:  
Adresse du siège social:

**65 Queen Street West, Suite 815**

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**

**M 5 H 2 M 5**

Name of Municipality or Post Office /  
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number  OR minimum and maximum  3  10  
Nombre d'administrateurs : Nombre fixe  OU minimum et maximum

4. 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

**Scott Moore**

561 Yew Street  
Mississauga, Ontario L5H 2C

**Yes**

**Thomas Olesinski**

560 Yew Street  
Mississauga, Ontario L5H 2B9

**Yes**

**Pierre Pettigrew**

44 Charles Street West, Suite 4107  
Toronto, Ontario M4Y 1R8

**Yes**

1a

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

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>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</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Justin Reid	65 Queen Street West, Suite 815 Toronto, Ontario M5H 2M5	Yes
Peter Tagliamonte	65 Queen Street West, Suite 815 Toronto, Ontario M5H 2M5	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

**TROILUS GOLD CORP.**

and are more particularly set out in these articles.  
 et sont énoncées 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
TROILUS GOLD CORP.	1699741	2018	02	28
TLG PROJECT INC.	1986624	2018	02	28

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 :

**The Corporation is authorized to issue 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 :

None.

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 :

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.

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 signatories 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.

TROILUS GOLD CORP.

Names of Corporations / Dénomination sociale des sociétés  
By / Par  
  
Signature / Signature  
Justin Reid  
Print name of signatory /  
Nom du signataire en lettres moulées  
Director and Chief  
Executive Officer  
Description of Office / Fonction

TLG PROJECT INC.

Names of Corporations / Dénomination sociale des sociétés  
By / Par  
  
Signature / Signature  
Justin Reid  
Print name of signatory /  
Nom du signataire en lettres moulées  
Director and Chief  
Executive Officer  
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

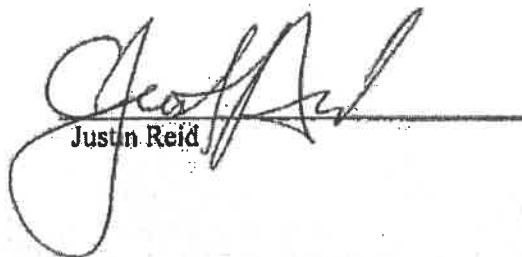
**TROILUS GOLD CORP.**

**STATEMENT OF DIRECTOR**

I, Justin Reid, of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of Troilus Gold Corp. (the "Corporation") and as such have personal knowledge of the matters hereinafter stated.
2. The Corporation desires to amalgamate with TLG Project Inc. and continue as one corporation under the name same name as the Corporation.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor will be prejudiced by the said amalgamation.
4. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.
5. For the reasons set out in paragraphs 3(c) and 4 above, it is unnecessary for the Corporation to comply with the notice provisions contained in paragraph 178(2) of the *Business Corporations Act* (Ontario).

DATED February 28, 2018.

  
Justin Reid



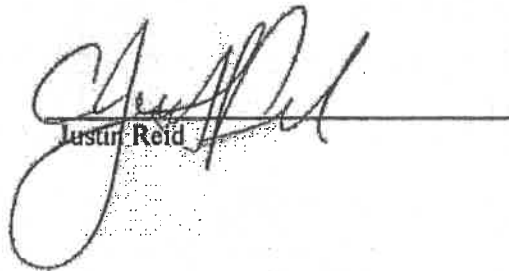
**TLG PROJECT INC.**

**STATEMENT OF DIRECTOR**

I, Justin Reid, of the City of Toronto, in the Province of Ontario, state as follows:

1. I am a director of TLG Project Inc. (the "Corporation") and as such have personal knowledge of the matters hereinafter stated.
2. The Corporation desires to amalgamate with Troilus Gold Corp. and continue as one corporation under the name Troilus Gold Corp.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor will be prejudiced by the said amalgamation.
4. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.
5. For the reasons set out in paragraphs 3(c) and 4 above, it is unnecessary for the Corporation to comply with the notice provisions contained in paragraph 178(2) of the *Business Corporations Act* (Ontario).

DATED February 28, 2018.

  
Justin Reid

**TROILUS GOLD CORP.**

The undersigned, being all the directors of Troilus Gold Corp. (the "Corporation"), sign the following resolutions:

AMALGAMATION

WHEREAS:

- A. TLG Project Inc. (the "Subsidiary") is a wholly-owned subsidiary of the Corporation.
- B. The Corporation and the Subsidiary wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Amalgamation").

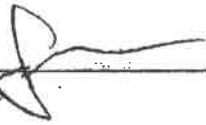
RESOLVED that:

- 1. The Amalgamation is approved and authorized.
- 2. Upon the Amalgamation becoming effective, all the shares of the Subsidiary shall be cancelled without any repayment of capital in respect thereof.
- 3. The name of the Amalgamated Corporation shall be the same as the Holding Corporation, Troilus Gold Corp.
- 4. The articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Corporation.
- 5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation.
- 6. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation, as such by-laws may be supplemented, amended or repealed from time to time after the Amalgamation becoming effective in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
- 7. Each director and officer of the Corporation, acting alone, is authorized to do all such acts and things and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents as in such director's or officer's opinion may be necessary or desirable to complete the Amalgamation.


ELECTRONIC TRANSMISSION

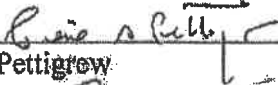
RESOLVED that receipt by the Corporation by electronic transmission of a signed signature page to these resolutions from any director will be as effective as receipt of an original signed copy of these resolutions by the Corporation.

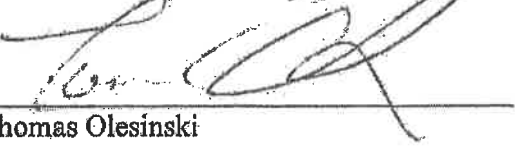
DATED as of February 28, 2018.

  
\_\_\_\_\_  
Scott Moore

  
\_\_\_\_\_  
Justin Reid

  
\_\_\_\_\_  
Peter Tagliamonte

  
\_\_\_\_\_  
Pierre Pettigrew

  
\_\_\_\_\_  
Thomas Olesinski

**TLG PROJECT INC.**

The undersigned, being all the directors of TLG Project Inc. (the "Corporation"), sign the following resolutions:

AMALGAMATION

WHEREAS:

- A. The Corporation is a wholly-owned subsidiary of Troilus Gold Corp. (the "Holding Corporation").
- B. The Corporation and the Holding Corporation wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Amalgamation").

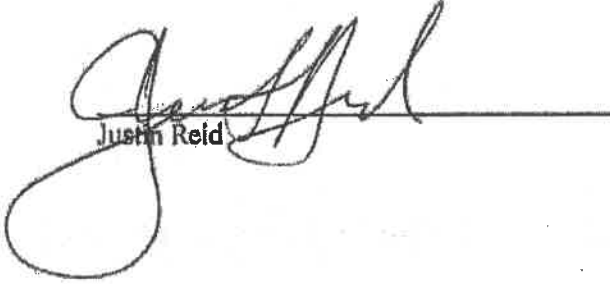
RESOLVED that:

- 1. The Amalgamation is approved and authorized.
- 2. Upon the Amalgamation becoming effective, all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
- 3. The name of the Amalgamated Corporation shall be the same as the Holding Corporation, Troilus Gold Corp.
- 4. The articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Holding Corporation.
- 5. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation.
- 6. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Holding Corporation, as such by-laws may be supplemented, amended or repealed from time to time after the Amalgamation becoming effective in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
- 7. Each director and officer of the Corporation, acting alone, is authorized to do all such acts and things and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents as in such director's or officer's opinion may be necessary or desirable to complete the Amalgamation.

ELECTRONIC TRANSMISSION

RESOLVED that receipt by the Corporation by electronic transmission of a signed signature page to these resolutions from any director will be as effective as receipt of an original signed copy of these resolutions by the Corporation.

DATED as of February 28, 2018.



Justin Reid

---

Denis Arsenault

DATED as of February 28, 2018.

---

Justin Reid



---

Denis Arsenaux