

# Certificate of Amalgamation

# Certificat de fusion

Business Corporations Act

Loi sur les sociétés par actions

**ALLIED GOLD CORPORATION**

Corporation Name / Dénomination sociale

**1000645832**

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

**September 07, 2023 / 07 septembre 2023**

*V. Quintanilla W.*

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

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

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

*V. Quintanilla W.*

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne  
contient pas les statuts de fusion

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

*V. Quintanilla W.*

Directeur ou registrateur



# Articles of Amalgamation

Business Corporations Act

## 1. Amalgamated Corporation Name

ALLIED GOLD CORPORATION

## 2. Registered Office Address

40 Temperance Street, 3200, Toronto, Ontario, Canada, M5H 0B4

## 3. Number of Directors

Minimum/Maximum

Min 1 / Max 15

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

Full Name

BRENT ACKERMAN

Resident Canadian

Yes

Address for Service

40 Temperance Street, 3200, Toronto, Ontario, Canada, M5H 0B4

Full Name

SCOTT ACKERMAN

Resident Canadian

Yes

Address for Service

40 Temperance Street, 3200, Toronto, Ontario, Canada, M5H 0B4

Full Name

RICK COX

Resident Canadian

Yes

Address for Service

40 Temperance Street, 3200, Toronto, Ontario, Canada, M5H 0B4

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

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

A handwritten signature in black ink, appearing to read "V. Quintanilla W.".

Director/Registrar, Ministry of Public and Business Service Delivery

## 5. Method of Amalgamation

### B. Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries.

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.

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
ALLIED GOLD CORPORATION	1000640821	September 07, 2023
ALLIED MERGER CORPORATION	1000645820	September 07, 2023

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

None.

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

1. Voting: The holders of the common shares shall be entitled to one vote in respect of each common share held at any meeting of the shareholder of the Corporation except at which only holders of a specified class or series of shares are entitled to vote.
2. Dividends: The holders of the common shares shall be entitled to receive dividends as and when declared by the directors in their discretion from time to time out of moneys of the Corporation properly applicable to the payment of dividends.
3. Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders, the holders of the common shares shall be entitled to share pro rata in the distribution of the balance of the assets of the Corporation.

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

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

*V. Quintanilla W.*

Director/Registrar, Ministry of Public and Business Service Delivery

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

None.

**10. Other provisions:**

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.

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

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

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

*V. Quintanilla W.*

Director/Registrar, Ministry of Public and Business Service Delivery

Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

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

*V. Quintanilla W.*

Director/Registrar, Ministry of Public and Business Service Delivery

**Supporting Document - Schedule "B"**

The directors' resolutions of each amalgamating corporation as required under section 177 of the Business Corporations Act

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

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

*V. Quintanilla W.*

Director/Registrar, Ministry of Public and Business Service Delivery

**SCHEDULE "A-1"**

STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF  
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Scott Ackerman, of the City of Vancouver, in the Province of British Columbia, hereby certify and state, in my capacity as an officer and not in my personal capacity, as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am an officer of Allied Gold Corporation (the "**Amalgamating Corporation**") and as such have knowledge of the affairs of the Amalgamating Corporation.
3. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
  - (i) the Amalgamating Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due, and
  - (ii) 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.
5. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.
6. Based on the statements made above, the Amalgamating Corporation is not obliged to give notice to any creditor.

This Statement is made this 7th day of September, 2023.



---

Scott Ackerman

**SCHEDULE "A-2"**

STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF  
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Scott Ackerman, of the City of Vancouver, in the Province of British Columbia, hereby certify and state, in my capacity as an officer and not in my personal capacity, as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am an officer of Allied Merger Corporation (the "**Amalgamating Corporation**") and as such have knowledge of the affairs of the Amalgamating Corporation.
3. I have conducted such examinations of the books and records of the Amalgamating Corporation as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
  - (i) the Amalgamating Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due, and
  - (ii) 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.
5. There are reasonable grounds for believing that no creditor of the Amalgamating Corporation will be prejudiced by the amalgamation.
6. Based on the statements made above, the Amalgamating Corporation is not obliged to give notice to any creditor.

This Statement is made this 7th day of September, 2023.



---

Scott Ackerman



**SCHEDULE "B-1"**

**RESOLUTION OF THE DIRECTORS  
OF  
ALLIED GOLD CORPORATION  
(the "Corporation")**

DATED: September 7th, 2023.

**AMALGAMATION WITH ALLIED MERGER CORPORATION**

WHEREAS the Corporation is the holder of all the issued and outstanding shares in the capital of Allied Merger Corporation ("**AMC**");

AND WHEREAS the Corporation desires to amalgamate with AMC to continue as one corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. the Corporation be and it is hereby authorized to amalgamate with AMC, its wholly-owned subsidiary, under the provisions of Section 177(1) of the *Business Corporations Act* (Ontario) (the "**OBCA**"), and to continue as one corporation under the name **Allied Gold Corporation** (the "**Amalgamated Corporation**");
2. the articles of amalgamation shall be the same as the articles of the Corporation, except as prescribed;
3. the issued and outstanding shares of AMC shall be cancelled without any repayment of capital in respect thereof;
4. the by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation;
5. no security shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the amalgamation;
6. any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing; and
7. this resolution may be signed in any number of counterparts, each of which is an original, and all of which taken together constitute one single document.

***[SIGNATURE PAGE FOLLOWS]***

The undersigned, being all of the directors of the Corporation, by their signatures hereby consent to the foregoing resolution, pursuant to the provisions of the OBCA.

DATED as of the date first written above.



---

Scott Ackerman



---

Brent Ackerman



---

Rick Cox

**SCHEDULE "B-2"**

**RESOLUTION OF THE SOLE DIRECTOR  
OF  
ALLIED MERGER CORPORATION  
(the "Corporation")**

DATED: September 7th, 2023.

**AMALGAMATION WITH ALLIED GOLD CORPORATION**

WHEREAS the Corporation is a wholly-owned subsidiary of Allied Gold Corporation (the "**Parent Company**");

AND WHEREAS the Corporation desires to amalgamate with the Parent Company to continue as one corporation;

NOW THEREFORE BE IT RESOLVED THAT:

1. the Corporation be and it is hereby authorized to amalgamate with the Parent Company under the provisions of Section 177(1) of the *Business Corporations Act* (Ontario), and to continue as one corporation under the name **Allied Gold Corporation** (the "**Resulting Issuer**");
2. the articles of amalgamation shall be the same as the articles of the Parent Company, except as prescribed;
3. the shares of the Corporation shall be cancelled without repayment of capital in respect thereof;
4. the by-laws of the Resulting Issuer shall be the same as the by-laws of the Parent Company;
5. no security shall be issued and no assets shall be distributed by the Resulting Issuer in connection with the amalgamation; and
6. any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

**[SIGNATURE PAGE FOLLOWS]**

The undersigned, being the sole director of the Corporation, by his signature hereby consents to the foregoing resolution, pursuant to the provisions of the *Business Corporations Act* (Ontario).

DATED as of the date first written above.

A handwritten signature in black ink, appearing to read "Scott Ackerman", written over a horizontal line.

Scott Ackerman