

**CERTIFIED EXCERPT OF MINUTES** of the annual meeting of the shareholders of **COPPER REEF MINING CORPORATION** held on October 24, 2019.

The following was carried by special resolution of the shareholders:

**"NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the Articles of Copper Reef Mining Corporation (the "**Corporation**") be amended to provide that:
  - (a) the authorized share capital of the Corporation is altered by consolidating all of the issued and outstanding Common Shares in the capital stock of the Corporation (the "**Common Shares**") on a date to be determined by the board of directors of the Corporation (the "**Board**") in its sole discretion within six (6) months of the date of the passing of these special resolutions on the basis of one (1) post-consolidation Common Share for up to every ten (10) pre-consolidation Common Shares, with such final consolidation ratio to be determined by the Board in its sole discretion, provided such consolidation ratio is not greater than one (1) post-consolidation Common Share for up to ten ( 10) pre-consolidation Common Shares; and
  - (b) each fractional post-consolidation Common Share resulting from the foregoing consolidation of the Common Shares of the Corporation shall be converted into a whole Common Share pursuant to the provisions of *The Corporations Act* (Manitoba);
2. the board of directors of the Corporation is hereby authorized, at any time in its absolute discretion, to determine whether or not to revoke the foregoing resolutions in accordance with Section 167(8) of *The Corporations Act* (Manitoba), without further approval, ratification or confirmation by the shareholders; and
3. any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts as in the opinion of such director or officer of the Corporation may be necessary or desirable to carry out the terms of the foregoing resolution, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the taking of any such act or thing."

*[Signature page follows]*

**CERTIFICATE**

**THE UNDERSIGNED**, in his capacity as the President of **COPPER REEF MINING CORPORATION** (the "Corporation"), hereby certifies for and on behalf of the Corporation (and not in his personal capacity) that the foregoing is a true and correct copy of an excerpt of minutes of an annual meeting of the shareholders of the Corporation duly held on October 24, 2019, and that the foregoing resolutions passed thereat remain in full force and effect, unamended, as of the date hereof. A pdf. or other electronic copy hereof shall be deemed an original.

**DATED** as of the 7<sup>th</sup> day of November, 2019.

**"Signed"**

**STEPHEN MASSON**