

**CERTIFIED RESOLUTIONS OF THE DIRECTORS  
NEW TECH MINERALS CORP.**

I, Jonathan George, President and Chief Executive Officer of New Tech Minerals Corp. (the "**Company**"), HEREBY CERTIFY that the following is a true copy of resolutions passed by the directors of the Company by consent resolutions dated as of July 17, 2020 and that as of the date hereof the following resolutions have not been amended or rescinded and remain in full force and effect:

**"CONSOLIDATION OF COMMON SHARES**

WHEREAS:

A. the Company is proposing to consolidate the fully paid and issued common shares of the Company on a two old shares for one new share basis, so that the current 67,428,896 common shares without par value of the Company which are issued and outstanding will be consolidated into approximately 33,714,448 common shares without par value (the "**Consolidation**"), as permitted by Article 10.1(3) of the Company's Articles; and

B. the directors believe that proceeding with the Consolidation is in the best interests of the Company.

IT IS RESOLVED THAT:

- (a) the Company's issued and outstanding common share capital be altered by consolidating all of the current 67,428,896 fully paid and issued common shares without par value in the capital of the Company (or such other number of fully paid and issued common shares that are outstanding on the effective date of the Consolidation) on a two old common shares for one new common share basis into approximately 33,714,448 common shares without par value (or such other number of fully paid and issued common shares resulting from the Consolidation);
- (b) the Board approves the form of share certificate presented to the directors to be the share certificate representing the post-Consolidation common shares of the Company and any two directors or officers of the Company are authorized to execute the new form of share certificate on behalf of the Board;
- (c) a letter of transmittal, if required, is hereby approved, and the mailing of the letter of transmittal to holders of the Company's common shares by the Company's registrar and transfer agent (the "**Transfer Agent**"), is hereby approved and the Transfer Agent is hereby authorized and directed to mail certificates representing such post-Consolidation common shares in accordance with the instructions contained in the letters of transmittal and in accordance with the instructions of the Company;
- (d) any fractional shares arising upon the Consolidation comprising less than one-half of one share will be deemed to have been tendered by the shareholder to the Company by way of gift and for cancellation and returned to the authorized but unissued share structure of the Company and any fractional shares arising upon the Consolidation comprising greater than or equal to one-half of one share will be converted into one whole share;
- (e) the application to be made to the Canadian Securities Exchange (the "**Exchange**") for the approval of the Consolidation, be and is hereby approved and confirmed, together with all other documents and other things as may be necessary in connection therewith, including,

but not limited to a Form 12 – *Notice of Proposed Stock Consolidation or Reclassification*;  
and

- (f) any one director or officer of the Company is authorized to do all acts and things, to execute and deliver all agreements, documents and instruments, to give all notices and to deliver, file and distribute all documents and information which such person determines to be necessary or desirable in connection with or to give effect to and carry out the foregoing resolutions.”

Dated this 30<sup>TH</sup> day of July, 2020.

  
Jonathan George