

OFFICER'S CERTIFICATE

TO: CANADIAN SECURITIES EXCHANGE (the "CSE")

AND TO: CASSELS BROCK & BLACKWELL LLP

RE: ADDITIONAL LISTING OF COMMON SHARES OF CHEMESIS INTERNATIONAL INC. ISSUED PURSUANT TO A PRIVATE PLACEMENT

Reference is made to the private placement of Chemesis International Inc. (the "**Corporation**") that closed on May 30, 2019 (the "**Offering**"), pursuant to which the Corporation issued 189,189 units of the Company (the "**Units**"), each Unit consisting of one common share (a "**Unit Share**") and one common share purchase warrant (the "**Unit Warrants**"), with each Unit Warrant being exercisable to acquire one common share at an exercise price of \$2.50 until five years from the date of issue.

I, Eli Dusenbury, Chief Financial Officer of the Corporation, hereby certify for and on behalf of the Corporation, and not in my personal capacity, after having made due inquiry, that the following facts, matters and information are true and accurate and not misleading in any respect:

1. I have reviewed such books and records of the Corporation and other applicable documents and have made such inquiries and investigations as I have considered necessary and advisable to verify the matters set out in this certificate;
2. attached hereto as Schedule "A" are true and correct copies of the notice of articles, articles, certificate of change of name and notice of alteration (collectively the "**Charter Documents**") of the Corporation, which Charter Documents are complete in all material respects and are in full force and effect, unamended as at the date of this certificate;
3. resolutions authorizing the Offering, including, but not limited to, the issuance of the Units (and the common shares issuable upon exercise of the Unit Warrants) have been adopted by the board of directors of the Corporation (collectively, the "**Authorizing Resolutions**"); the Authorizing Resolutions have been duly and validly passed in accordance with applicable law and the Authorizing Resolutions are the only resolutions of the board of directors of the Corporation pertaining to the subject matter thereof and are in full force and effect, unamended, as of the date hereof; attached hereto as Schedule "B" are true and correct copies of the Authorizing Resolutions; and
4. the Corporation has received in cash consideration, the full consideration for the issuance of the issuance of the Unit Shares.

Remainder of page left intentionally blank.

Dated this 13th day of June, 2019.

CHEMESIS INTERNATIONAL INC.

By: *Eli Dusenbury*

Eli Dusenbury
Chief Financial Officer

SCHEDULE "A"
CHARTER DOCUMENTS

[See attached]

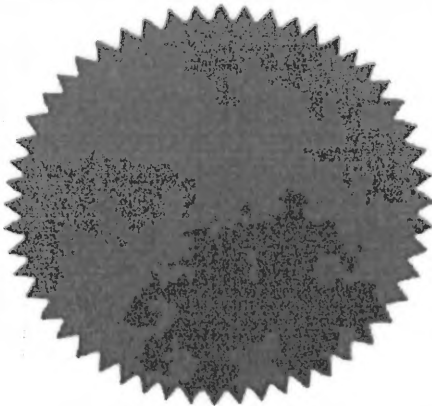


Number: BC0968578

**CERTIFICATE
OF
CHANGE OF NAME**

BUSINESS CORPORATIONS ACT

I Hereby Certify that CANADIAN MINING COMPANY LTD. changed its name to CANADIAN MINING CORP. on March 20, 2017 at 02:43 PM Pacific Time.



*Issued under my hand at Victoria, British Columbia
On March 20, 2017*

CAROL PREST
Registrar of Companies
Province of British Columbia
Canada

ELECTRONIC CERTIFICATE



Number: BC0968578

**CERTIFICATE
OF
CHANGE OF NAME**

BUSINESS CORPORATIONS ACT

I Hereby Certify that CANADIAN ZEOLITE CORP. changed its name to CANADIAN MINING COMPANY LTD. on February 8, 2016 at 03:33 PM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On February 8, 2016*



CAROL PREST
Registrar of Companies
Province of British Columbia
Canada



Number: BC0968578

**CERTIFICATE
OF
INCORPORATION**

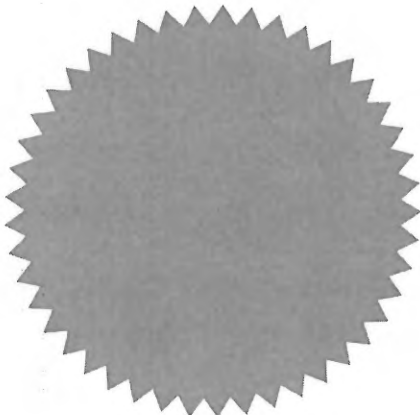
BUSINESS CORPORATIONS ACT

I Hereby Certify that CANADIAN ZEOLITE CORP. was incorporated under the Business Corporations Act on April 26, 2013 at 01:01 PM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On April 26, 2013*



CAROL PREST
Registrar of Companies
Province of British Columbia
Canada





CERTIFIED COPY

Of a Document filed with the Province of
British Columbia Registrar of Companies

Notice of Articles

BUSINESS CORPORATIONS ACT

CAROL PREST

This Notice of Articles was issued by the Registrar on: March 20, 2017 02:43 PM Pacific Time

Incorporation Number: BC0968578

Recognition Date and Time: Incorporated on April 26, 2013 01:01 PM Pacific Time

NOTICE OF ARTICLES

Name of Company:

CANADIAN MINING CORP.

REGISTERED OFFICE INFORMATION

Mailing Address:

SUITE 1400
1111 WEST GEORGIA STREET
VANCOUVER BC V6E 4M3
CANADA

Delivery Address:

SUITE 1400
1111 WEST GEORGIA STREET
VANCOUVER BC V6E 4M3
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

SUITE 1400
1111 WEST GEORGIA STREET
VANCOUVER BC V6E 4M3
CANADA

Delivery Address:

SUITE 1400
1111 WEST GEORGIA STREET
VANCOUVER BC V6E 4M3
CANADA

DIRECTOR INFORMATION

Last Name, First Name, Middle Name:

Paquette, Lucien Raymon

Mailing Address:

1704 - 1281 WEST CORDOVA STREET
VANCOUVER BC V6C 3R5
CANADA

Delivery Address:

1704 - 1281 WEST CORDOVA STREET
VANCOUVER BC V6C 3R5
CANADA

AUTHORIZED SHARE STRUCTURE

1. No Maximum	Common Shares	Without Par Value
		Without Special Rights or Restrictions attached

CANADIAN MINING CORP.
(the "Company")

The Company has as its articles the following articles.

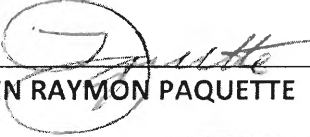
Full name and signature of each incorporator	Date of signing
 LUCIEN RAYMON PAQUETTE	MARCH 15, ◆ , 2017

Table of Contents to
Articles of
CANADIAN MINING CORP.

	Page
1. Interpretation	1
2. Shares and Share Certificates	1
3. Issue of Shares	3
4. Share Registers.....	4
5. Share Transfers	4
6. Transmission of Shares	5
7. Purchase of Shares.....	6
8. Borrowing Powers.....	6
9. Alterations.....	7
10. Meetings of Shareholders.....	8
11. Proceedings at Meetings of Shareholders.....	9
12. Votes of Shareholders.....	13
13. Directors.....	16
14. Election and Removal of Directors	18
15. Alternate Directors	24
16. Powers and Duties of Directors	25
17. Disclosure of Interest of Directors.....	25
18. Proceedings of Directors.....	27
19. Executive and Other Committees	29
20. Officers.....	30
21. Certain Permitted Activities of Directors.....	38
22. Indemnification	39
23. Dividends.....	32
24. Documents, Records and Reports	34
25. Notices	34
26. Seal.....	36
27. Prohibitions.....	36

Incorporation number: BC0968578

Business Corporations Act

Canadian Mining Corp.

1. Interpretation

1.1 Definitions

In these Articles, unless the context otherwise requires:

- (1) "board" and "directors" mean the directors of the Company for the time being;
- (2) "*Business Corporations Act*" means the *Business Corporations Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (3) "Company" means Canadian Zeolite Corp.
- (4) "legal personal representative" means the personal or other legal representative of the shareholder;
- (5) "registered address" of a shareholder means the shareholder's address as recorded in the central securities register;
- (6) "seal" means the seal of the Company, if any.

1.2 Business Corporations Act and Interpretation Act Definitions Applicable

The definitions in the *Business Corporations Act* and the definitions and rules of construction in the *Interpretation Act*, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these Articles as if they were an enactment. If there is a conflict between a definition in the *Business Corporations Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Articles, the definition in the *Business Corporations Act* will prevail in relation to the use of the term in these Articles. If there is a conflict between these Articles and the *Business Corporations Act*, the *Business Corporations Act* will prevail.

2. Shares and Share Certificates

2.1 Authorized Share Structure

The authorized share structure of the Company consists of shares of the class or classes and series, if any, described in the Notice of Articles of the Company.

2.2 Form of Share Certificate

Each share certificate issued by the Company must comply with, and be signed as required by, the *Business Corporations Act*.

2.3 Shareholder Entitled to Certificate or Acknowledgment

Unless the shares are uncertificated shares, each shareholder is entitled, without charge, to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder's name or (b) a non-transferable written acknowledgement of the shareholder's right to obtain such a share certificate, provided that in respect of a share held jointly by several persons, the Company is not bound to issue more than one share certificate and delivery of a share certificate for a share to one of several joint shareholders or to one of the shareholders' duly authorized agents will be sufficient delivery to all.

2.4 Delivery by Mail

Any share certificate or non-transferable written acknowledgment of a shareholder's right to obtain a share certificate may be sent to the shareholder by mail at the shareholder's registered address and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate or acknowledgment is lost in the mail or stolen.

2.5 Replacement of Worn Out or Defaced Certificate or Acknowledgement

If the directors are satisfied that a share certificate or a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate is worn out or defaced, they must, on production to them of the share certificate or acknowledgment, as the case may be, and on such other terms, if any, as they think fit:

- (1) order the share certificate or acknowledgment, as the case may be, to be cancelled; and
- (2) issue a replacement share certificate or acknowledgment, as the case may be.

2.6 Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgment

If a share certificate or a non-transferable written acknowledgment of a shareholder's right to obtain a share certificate is lost, stolen or destroyed, a replacement share certificate or acknowledgment, as the case may be, must be issued to the person entitled to that share certificate or acknowledgment, as the case may be, if the directors receive:

- (1) proof satisfactory to them that the share certificate or acknowledgment is lost, stolen or destroyed; and
- (2) any indemnity the directors consider adequate.

2.7 Splitting Share Certificates

If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name two or more share certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the share certificate so surrendered, the Company must cancel the surrendered share certificate and issue replacement share certificates in accordance with that request.

2.8 Shares may be uncertificated

Notwithstanding any other provisions of this Part, the directors may, by resolution, provide that:

- (a) the shares of any or all of the classes and series of the Company's shares may be uncertificated shares; or
- (b) any specified shares may be uncertificated shares.

2.9 Recognition of Trusts

Except as required by law or statute or these Articles, no person will be recognized by the Company as holding any share upon any trust, and the Company is not bound by or compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or fraction of a share or (except as by law or statute or these Articles provided or as ordered by a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the shareholder.

3. Issue of Shares

3.1 Directors Authorized

Subject to the *Business Corporations Act* and the rights of the holders of issued shares of the Company, the Company may issue, allot, sell or otherwise dispose of the unissued shares, and issued shares held by the Company, at the times, to the persons, including directors, in the manner, on the terms and conditions and for the issue prices (including any premium at which shares with par value may be issued) that the directors may determine. The issue price for a share with par value must be equal to or greater than the par value of the share.

3.2 Commissions and Discounts

The Company may at any time, pay a reasonable commission or allow a reasonable discount to any person in consideration of that person purchasing or agreeing to purchase shares of the Company from the Company or any other person or procuring or agreeing to procure purchasers for shares of the Company.

3.3 Brokerage

The Company may pay such brokerage fee or other consideration as may be lawful for or in connection with the sale or placement of its securities.

3.4 Conditions of Issue

Except as provided for by the *Business Corporations Act*, no share may be issued until it is fully paid. A share is fully paid when:

- (1) consideration is provided to the Company for the issue of the share by one or more of the following:
 - (a) past services performed for the Company;
 - (b) property;
 - (c) money; and

- (2) the value of the consideration received by the Company equals or exceeds the issue price set for the share under Article 3.1.

3.5 Share Purchase Warrants and Rights

Subject to the *Business Corporations Act*, the Company may issue share purchase warrants, options and rights upon such terms and conditions as the directors determine, which share purchase warrants, options and rights may be issued alone or in conjunction with debentures, debenture stock, bonds, shares or any other securities issued or created by the Company from time to time.

4. Share Registers

4.1 Central Securities Register

As required by and subject to the *Business Corporations Act*, the Company must maintain in British Columbia a central securities register. The directors may, subject to the *Business Corporations Act*, appoint an agent to maintain the central securities register. The directors may also appoint one or more agents, including the agent which keeps the central securities register, as transfer agent for its shares or any class or series of its shares, as the case may be, and the same or another agent as registrar for its shares or such class or series of its shares, as the case may be. The directors may terminate such appointment of any agent at any time and may appoint another agent in its place.

4.2 Closing Register

The Company must not at any time close its central securities register.

5. Share Transfers

5.1 Registering Transfers

A transfer of a share of the Company must not be registered:

- (1) unless a duly signed instrument of transfer in respect of the share has been received by the Company;
- (2) if a share certificate has been issued by the Company in respect of the share to be transferred, that share certificate has been surrendered to the Company; and
- (3) if a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate has been issued by the Company in respect of the share to be transferred, that acknowledgment has been surrendered to the Company.

5.2 Form of Instrument of Transfer

The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates or in any other form that may be approved by the directors from time to time.

5.3 Transferor Remains Shareholder

Except to the extent that the *Business Corporations Act* otherwise provides, the transferor of shares is deemed to remain the holder of the shares until the name of the transferee is entered in a securities register of the Company in respect of the transfer.

5.4 Signing of Instrument of Transfer

If a shareholder, or his or her duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified, all the shares represented by the share certificates or set out in the written acknowledgments deposited with the instrument of transfer:

- (1) in the name of the person named as transferee in that instrument of transfer; or
- (2) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered.

5.5 Enquiry as to Title Not Required

Neither the Company nor any director, officer or agent of the Company is bound to inquire into the title of the person named in the instrument of transfer as transferee or, if no person is named as transferee in the instrument of transfer, of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered or is liable for any claim related to registering the transfer by the shareholder or by any intermediate owner or holder of the shares, of any interest in the shares, of any share certificate representing such shares or of any written acknowledgment of a right to obtain a share certificate for such shares.

5.6 Transfer Fee

There must be paid to the Company, in relation to the registration of any transfer, the amount, if any, determined by the directors.

6. Transmission of Shares

6.1 Legal Personal Representative Recognized on Death

In case of the death of a shareholder, the legal personal representative, or if the shareholder was a joint holder, the surviving joint holder, will be the only person recognized by the Company as having any title to the shareholder's interest in the shares. Before recognizing a person as a legal personal representative, the directors may require proof of appointment by a court of competent jurisdiction, a grant of letters probate, letters of administration or such other evidence or documents as the directors consider appropriate.

6.2 Rights of Legal Personal Representative

The legal personal representative has the same rights, privileges and obligations that attach to the shares held by the shareholder, including the right to transfer the shares in accordance with these Articles, provided the documents required by the *Business Corporations Act* and the directors have been deposited with the Company.

7. Purchase of Shares

7.1 Company Authorized to Purchase Shares

Subject to Article 7.2, the special rights and restrictions attached to the shares of any class or series and the *Business Corporations Act*, the Company may, if authorized by the directors, purchase or otherwise acquire any of its shares at the price and upon the terms specified in such resolution.

7.2 Purchase When Insolvent

The Company must not make a payment or provide any other consideration to purchase or otherwise acquire any of its shares if there are reasonable grounds for believing that:

- (1) the Company is insolvent; or
- (2) making the payment or providing the consideration would render the Company insolvent.

7.3 Sale and Voting of Purchased Shares

If the Company retains a share redeemed, purchased or otherwise acquired by it, the Company may sell, gift or otherwise dispose of the share, but, while such share is held by the Company, it:

- (1) is not entitled to vote the share at a meeting of its shareholders;
- (2) must not pay a dividend in respect of the share; and
- (3) must not make any other distribution in respect of the share.

7.4 Company Authorized to Convert Fractional Shares into Whole Shares

The Company may, if it is authorized to do so by the directors, convert any of its fractional shares into whole shares in accordance with, and subject to the limitations contained in, the *Business Corporations Act*.

8. Borrowing Powers

The Company, if authorized by the directors, may:

- (1) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate;
- (2) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person and at such discounts or premiums and on such other terms as they consider appropriate;
- (3) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (4) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Company.

9. Alterations

9.1 Alteration of Authorized Share Structure

Subject to Article 9.2 and the *Business Corporations Act*, the Company may by resolution of the directors:

- (1) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;
- (2) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
- (3) subdivide or consolidate all or any of its unissued, or fully paid issued, shares without par value;
- (4) if the Company is authorized to issue shares of a class of shares with par value:
 - (a) decrease the par value of those shares; or
 - (b) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;
 - (c) subdivide all or any of its unissued or fully paid issued shares with par value into shares of smaller par value; or
 - (d) consolidate all or any of its unissued or fully paid issued shares with par value into shares of larger par value;
- (5) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;
- (6) alter the identifying name of any of its shares;
- (7) consolidate all or any of its unissued or fully paid issued shares without par value; or
- (8) otherwise alter its shares or authorized share structure when required or permitted to do so by the *Business Corporations Act*.

9.2 Special Rights and Restrictions

Subject to the *Business Corporations Act*, the Company may by special resolution:

- (1) create special rights or restrictions for, and attach those special rights or restrictions to, the shares of any class or series of shares, whether or not any or all of those shares have been issued; or
- (2) vary or delete any special rights or restrictions attached to the shares of any class or series of shares, whether or not any or all of those shares have been issued.

9.3 Change of Name

The Company may by directors' resolution or an ordinary resolution, authorize an alteration of its Notice of Articles in order to change its name.

9.4 Other Alterations

If the *Business Corporations Act* does not specify:

- (1) the type of resolution and these Articles do not specify another type of resolution, the Company may by directors' resolution authorize any act of the Company, including without limitation, an alteration of these Articles; or
- (2) the type of shareholders' resolution and these Articles do not specify another type of shareholders' resolution, the Company may by ordinary resolution authorize any act of the Company.

10. Meetings of Shareholders

10.1 Annual General Meetings

Unless an annual general meeting is deferred or waived in accordance with the *Business Corporations Act*, the Company must hold its first annual general meeting within 18 months after the date on which it was incorporated or otherwise recognized, and after that must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual reference date at such time and place as may be determined by the directors.

10.2 Resolution Instead of Annual General Meeting

If all the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution under the *Business Corporations Act* to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date of the unanimous resolution. The shareholders must, in any unanimous resolution passed under this Article 10.2, select as the Company's annual reference date a date that would be appropriate for the holding of the applicable annual general meeting.

10.3 Calling of Meetings of Shareholders

The directors may, whenever they think fit, call a meeting of shareholders.

10.4 Notice for Meetings of Shareholders

The Company must send notice of the date, time and location of any meeting of shareholders, in the manner provided in these Articles, or in such other manner, if any, as may be prescribed by ordinary resolution (whether previous notice of the resolution has been given or not), to each shareholder entitled to attend the meeting, to each director and to the auditor of the Company, unless these Articles otherwise provide, at least the following number of days before the meeting:

- (1) if and for so long as the Company is a public company, 21 days;
- (2) otherwise, 10 days.

10.5 Record Date for Notice

The directors may set a date as the record date for the purpose of determining shareholders entitled to notice of any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the *Business*