

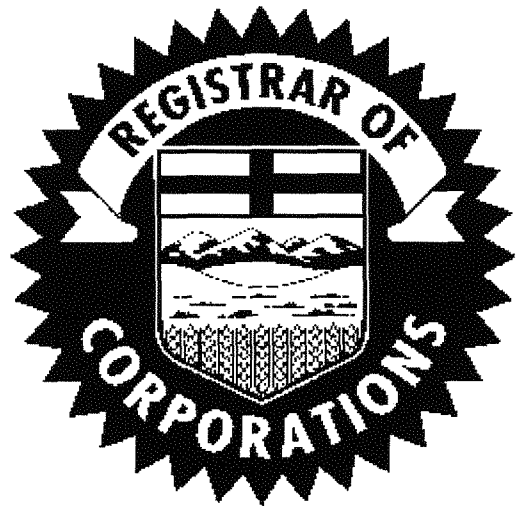
CORPORATE ACCESS NUMBER: 206937815

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**CORRIDOR RESOURCES INC.
CHANGED ITS NAME TO HEADWATER EXPLORATION INC. ON 2020/03/04.**



Name Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2020/03/04

Service Request Number: 33115470

Corporate Access Number: 206937815

Business Number:

Legal Entity Name: CORRIDOR RESOURCES INC.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: HEADWATER EXPLORATION INC.

New French Equivalent Name:

Nuans Number: 120914993

Nuans Date: 2020/02/27

French Nuans Number:

French Nuans Date:

Professional Endorsement Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2019	2019/06/19
2018	2019/04/26
2017	2017/06/01

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2011/06/14
Other Rules or Provisions	ELECTRONIC	2011/06/14

Registration Authorized By: NIGEL BEHRENS
SOLICITOR

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of

Capture Microfilm/Electronic Attachments - Proof of Filing

Alberta Amendment Date: 2020/03/04

Service Request Number: 33116978

Corporate Access Number: 206937815

Business Number:

Legal Entity Name: HEADWATER EXPLORATION INC.

Legal Entity Status: Active

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2011/06/14
Share Structure	ELECTRONIC	2011/06/14
Consent and Undertaking	10000907134516904	2020/03/04

Registration Authorized By: CORPORATE REGISTRY
ALBERTA REGISTRIES

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

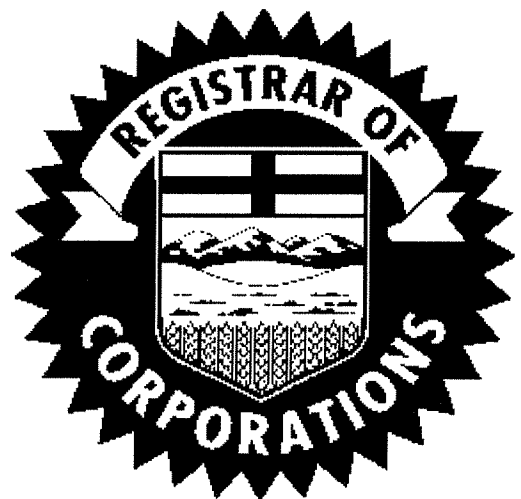
CORPORATE ACCESS NUMBER: 206937815

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**CORRIDOR RESOURCES INC.
AMENDED ITS ARTICLES ON 2011/06/14.**



BUSINESS CORPORATIONS ACT

Alberta

ARTICLES OF AMENDMENT

1. Name of Corporation


2. Corporate Access Number

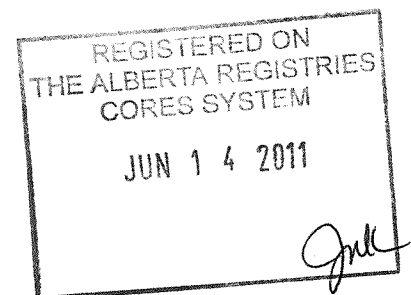
CORRIDOR RESOURCES INC.

206937815

3.

Pursuant to subsection 173(1)(1) of the *Business Corporations Act* (Alberta), the number of directors set out in the Articles of the Corporation is hereby amended by increasing the minimum number of Directors to three (3) and increasing the maximum number of directors to nine (9).

4. DATE	SIGNATURE	TITLE
June <u>14</u> , 2011		



Alberta

RESTATED ARTICLES OF INCORPORATION

1. NAME OF CORPORATION <p style="text-align: center;">CORRIDOR RESOURCES INC.</p>	2. CORPORATE ACCESS NO. <p style="text-align: center;">206937815</p>
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3. THE CLASSES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

The attached Schedule A is incorporated into and forms part of this form.

4. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):

There are no restrictions on share transfers.

5. NUMBER, OR MINIMUM AND MAXIMUM NUMBER, OF DIRECTORS THAT THE CORPORATION MAY HAVE:

The Corporation shall have a minimum of 2 and a maximum of 7 directors.

6. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, OR RESTRICTED TO CARRYING ON A CERTAIN BUSINESS, SPECIFY THE RESTRICTION(S):

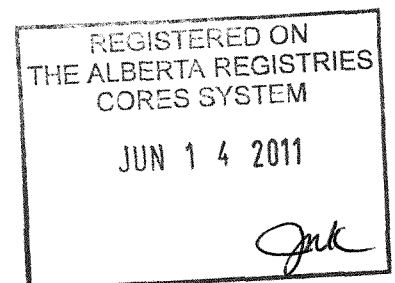
None.

7. OTHER RULES OR PROVISIONS (IF ANY):

The attached Schedule B is incorporated into and forms part of this form.

THE FOREGOING RESTATED ARTICLES OF INCORPORATION CORRECTLY SET OUT, WITHOUT SUBSTANTIVE CHANGE THE CORRESPONDING PROVISIONS OF THE ARTICLES OF INCORPORATION AS AMENDED AND SUPERSEDE THE ORIGINAL ARTICLES OF INCORPORATION.

8. DATE June <u>14</u> , 2011	SIGNATURE 	TITLE FILED
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SCHEDULE A

The Corporation is authorized to issue:

One class of shares, to be designated as “Common Shares”, in an unlimited number with the following rights, privileges, restrictions and conditions:

The holders of the Common Shares shall be entitled

- (a) to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote, and on every poll taken at every such meeting, or adjourned meeting, every holder of Common Shares shall be entitled to one vote in respect of each Common Share held;
- (b) to receive the remaining property of the Corporation upon dissolution; and
- (c) to receive all dividends declared by the Corporation.

SCHEDULE B

1. Without in any way limiting the borrowing powers of the Corporation or of the Directors as set out in the *Business Corporations Act* (Alberta) and in the Corporation's By-Laws (as amended from time to time), the Directors of the Corporation may from time to time:
 - a) Borrow money upon the credit of the Corporation;
 - b) Issue, reissue, sell and/or pledge securities, bonds, debentures, notes or other evidence of indebtedness of or guaranteed by the Corporation, whether secured or unsecured; and
 - c) Charge, mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property of any nature present or future (including, without limitation, the undertaking and rights) of the Corporation, by way of charge, mortgage, hypothec, pledge or otherwise in order to secure any securities, bonds, debentures, notes or other evidence of indebtedness of or guarantee by the Corporation, or money borrowed by or other debt or liability of the Corporation.

Nothing in this Section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

The board of directors may from time to time delegate to such one or more of the directors and/or officers of the Corporation as may be designated by the board of directors all or any of the powers conferred on the board by the foregoing, or by the *Business Corporations Act* (Alberta) to such extent and in such manner as the board shall determine at the time of each such delegation.

2. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

CORPORATE ACCESS NUMBER

20693781



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

CORRIDOR RESOURCES INC.

IS THE RESULT OF AN AMALGAMATION FILED ON MAY 13, 1996.



A handwritten signature in cursive script, appearing to read "S. Bodley".

Registrar of Corporations

STATUTORY DECLARATION

CANADA)	IN THE MATTER of the amalgamation
)	of Corridor Resources Inc. and
PROVINCE OF ALBERTA)	Contwoyto Goldfields Limited as
)	Corridor Resources Inc. (the
JUDICIAL DISTRICT OF CALGARY)	"Amalgamated Corporation") pursuant to
)	Section 178(1) of the <i>Business</i>
)	<i>Corporations Act</i> (Alberta).

I, Norman W. Miller, of the City of Calgary, in the Province of Alberta, DO SOLEMNLY DECLARE THAT:

1. I will be a Director of the Amalgamated Corporation and as such have full and complete knowledge of the matters herein set forth and contained.

2. There are reasonable grounds for believing that:
 - (i) the Amalgamated Corporation will be able to pay its liabilities as they become due;

 - (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; and

 - (iii) no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath, and by the virtue of the Canada Evidence Act.

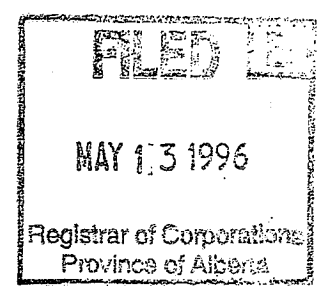
DECLARED BEFORE ME at the City)
of Calgary, in the Province of Alberta)
this 9th day of May, 1996.)
_____)
A COMMISSIONER FOR OATHS in)
and for the Province of Alberta)

J. Douglas Foster

J. Douglas Foster
Barrister & Solicitor

Norman W. Miller

NORMAN W. MILLER



BUSINESS CORPORATIONS ACT

(SECTION 179)

FORM 19

Alberta

ARTICLES OF AMALGAMATION

1. NAME OF THE AMALGAMATED CORPORATION: CORRIDOR RESOURCES INC.	2. CORPORATE ACCESS NO. 20693781
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3. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE

The attached Schedule A is incorporated into and forms part of this form.

4. RESTRICTIONS IF ANY ON SHARE TRANSFERS:

There are no restrictions on share transfers.

5. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS.

The Corporation shall have a minimum of 2 and a maximum of 7 directors.

6. RESTRICTION IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON.

None.

7. OTHER PROVISIONS IF ANY:

The attached Schedule B is incorporated into and forms part of this form.



8. NAME OF AMALGAMATING CORPORATIONS	CORPORATE ACCESS NO.
Contwoyto Goldfields Limited	20305314
Corridor Resources Inc.	20648839

DATE May 10, 1996	SIGNATURE <i>J. Douglas Foster</i>	TITLE Solicitor
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FILED

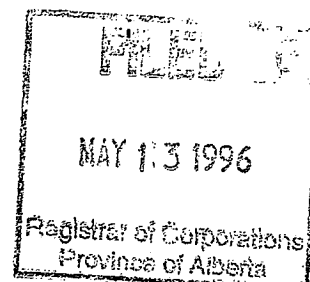
SCHEDULE A

The Corporation is authorized to issue:

One class of shares, to be designated as "Common Shares", in an unlimited number with the following rights, privileges, restrictions and conditions:

The holders of the Common Shares shall be entitled

- (a) to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote, and on every poll taken at every such meeting, or adjourned meeting, every holder of Common Shares shall be entitled to one vote in respect of each Common Share held;
- (b) to receive the remaining property of the Corporation upon dissolution; and
- (c) to receive all dividends declared by the Corporation.



SCHEDULE B

1. Without in any way limiting the borrowing powers of the Corporation or of the Directors as set out in the *Business Corporations Act* (Alberta) and in the Corporation's By-Laws (as amended from time to time), the Directors of the Corporation may from time to time:
 - a) Borrow money upon the credit of the Corporation;
 - b) Issue, reissue, sell and/or pledge securities, bonds, debentures, notes or other evidence of indebtedness of or guaranteed by the Corporation, whether secured or unsecured; and
 - c) Charge, mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property of any nature present or future (including, without limitation, the undertaking and rights) of the Corporation, by way of charge, mortgage, hypothec, pledge or otherwise in order to secure any securities, bonds, debentures, notes or other evidence of indebtedness of or guarantee by the Corporation, or money borrowed by or other debt or liability of the Corporation.

Nothing in this Section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

The board of directors may from time to time delegate to such one or more of the directors and/ or officers of the Corporation as may be designated by the board of directors all or any of the powers conferred on the board by the foregoing, or by the *Business Corporations Act* (Alberta) to such extent and in such manner as the board shall determine at the time of each such delegation.

2. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

