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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ESSENTIAL METALS CORPORATION

The Articles of Incorporation of Essential Metals Corporation (the "Corporation"), as amended, are hereby amended and restated in their entirety pursuant to these Amended and Restated Articles of Incorporation in accordance with Idaho Business Corporation Act (the "Act").

ARTICLE 1

NAME

The name of the Corporation is Essential Metals Corporation.

ARTICLE 2

PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the State of Idaho.

ARTICLE 3

CAPITAL STOCK

There shall be only one class of capital stock of this Corporation which shall be designated as common stock, and such common stock shall be and consist of 100,000 shares with no par value. The holders of shares of common stock shall be entitled to one vote per share at each meeting of the Shareholders of the Corporation and on all

matters coming before the Shareholders of the Corporation, except as otherwise provided by law.

ARTICLE 4

BYLAWS

The Board of Directors is expressly authorized to repeal and amend the Bylaws of the Corporation and to adopt new Bylaws, and the Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the Shareholders represented in person or by proxy, at any annual meeting of the Shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

ARTICLE 5

PERPETUAL EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 6

REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent and address of the registered office is:

Name	Address
Corporation Service Company	1401 Shoreline Drive, Suite 2 Boise, Idaho 83702

ARTICLE 7

MAILING ADDRESS

The current mailing address of the Corporation shall be 1810 – 999 West Hastings Street, Vancouver, B.C., Canada V6C 2W2.

ARTICLE 8

BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws.

ARTICLE 9

INDEMNIFICATION AND LIMITATION ON LIABILITY

A. Personal Liability. There shall be no personal liability, either direct or indirect, of any Director of the Corporation to the Corporation or its Shareholders for monetary damages for any breach or breaches of fiduciary duty as a Director, except that this provision shall not eliminate the liability of a Director to the Corporation or to its Shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of Directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the Shareholders of the Corporation, or any repeal or modification of the Act that permits the elimination of liability of Directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a Director of the Corporation with respect to any breach, act, omission, or transaction of such Director occurring prior to the time of such repeal or modification.

B. Indemnification. In addition to the other powers now or hereafter conferred upon the Corporation by these Amended and Restated Articles of Incorporation, the Act, or otherwise, the Corporation shall possess and may exercise all powers to indemnify Directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The Board of Directors is hereby authorized on behalf of the Corporation, and without Shareholder action, to exercise all of the Corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

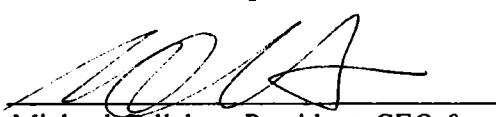
[Signature page follows.]

The undersigned hereby certifies that these Amended and Restated Articles of Incorporation consolidate all amendments into a single document and all amendments included in these Amended and Restated Articles of Incorporation were duly approved and adopted by the unanimous written consent of the sole Shareholder and the Board of Directors of the Corporation on the date set forth below.

Essential Metals Corporation

Date: 7-19-2019

By:


Michael Callahan, President, CEO & Secretary