

STATEMENT OF MERGER
OF
WGI HEAVY MINERALS, L.L.C.,
an Idaho limited liability company
WITH AND INTO
OPTA MINERALS (HOLDCO) INC.,
a Delaware corporation

For Office Use Only

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To the Secretary of State
State of Idaho

Pursuant to the provisions of Title 30, Chapter 22 of the Idaho Code, commonly known as the Idaho Model Entity Transactions Act (the "*Act*"), WGI Heavy Minerals, L.L.C., an Idaho limited liability company, and Opta Minerals (Holdco) Inc., a Delaware corporation, submit this Statement of Merger.

1. The name, jurisdiction of organization and type of entity of the merging entity that is not the surviving entity is:

<u>Name</u>	<u>Jurisdiction of Organization</u>	<u>Type of Entity</u>
WGI Heavy Minerals, L.L.C.	Idaho	Limited Liability Company

2. The name, jurisdiction of organization and type of entity of the surviving entity is:

<u>Name</u>	<u>Jurisdiction of Organization</u>	<u>Type of Entity</u>
Opta Minerals (Holdco) Inc.	Delaware	Corporation

3. The merger will be effective at 12:01 a.m. Eastern Time on January 1, 2021.

4. The merger was approved by the domestic merging entity in accordance with the provisions of the Act and the applicable provisions of the Idaho Uniform Limited Liability Company Act, and by the foreign corporation in accordance with the law of its jurisdiction of organization.

5. Pursuant to Idaho Code Section 30-21-411, the surviving entity designates Edward Kok, 328 North Forest Drive, Coeur d'Alene, Idaho 83814 as its Idaho registered agent for service of process.

[Signature Page Follows]

IN WITNESS WHEREOF, the merging entity and surviving entity have caused this Statement of Merger to be executed by an authorized officer as of the 15th day of December, 2020.

WGI HEAVY MINERALS, L.L.C.,
an Idaho limited liability company

By:


John Dietrich, General Manager

OPTA MINERALS (HOLDCO) INC.,
a Delaware corporation

By:


John Dietrich, CEO and Chairman