



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name
LITHIUM IONIC HOLDINGS CORP.

2. Registered Office Address
36 Lombard Street, Floor 4, Toronto, Ontario, M5C 2X3, Canada

3. Number of Directors
Minimum/Maximum

Min 1 / Max 10

4. The director(s) is/are:

Full Name	DAVID GOWER
Resident Canadian	Yes
Address for Service	36 Lombard Street, Floor 4, Toronto, Ontario, M5C 2X3, Canada

Full Name	LAWRENCE GUY
Resident Canadian	Yes
Address for Service	36 Lombard Street, Floor 4, Toronto, Ontario, M5C 2X3, Canada

5. Method of Amalgamation

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

Certified a true copy of the record of the Ministry of Government and Consumer Services.

V. Quintanilla W.

A. Amalgamation Agreement

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176(4) of the Business Corporations Act on the date set out below.

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Director/Registrar, Ministry of Government and Consumer Services

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
1000088600 ONTARIO INC.	1000088600	May 17, 2022
LITHIUM IONIC INC.	2851751	April 14, 2022

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

The Corporation is not restricted by these articles from carrying on any business or businesses or from exercising any power or powers.

7. The classes and any maximum number of shares that the corporation is authorized to issue:

The Corporation is authorized to issue an unlimited number of common shares (hereinafter called the "Common Shares").

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

The rights of the holders of the Common Shares include the rights: (a) to vote at all meetings of shareholders (b) to receive dividends as and when declared by the directors; and (c) to receive the remaining property of the Corporation upon dissolution.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

Securities of the Corporation, other than non-convertible debt securities, shall not be transferred without: (a) the consent of either: (i) the directors evidenced by a resolution passed or signed by them and recorded in the books of the Corporation; or (ii) the holders of a majority in number of the outstanding voting shares of the Corporation, or (b) where the securities are not shares, the restrictions on transfer contained in the applicable security holders' agreement having been complied with.

10. Other provisions:

NONE

The articles have been properly executed by the required person(s).

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Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

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Supporting Document - Schedule "B"

A copy of the amalgamation agreement adopted by shareholders under subsection 176(4) of the Business Corporations Act

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Director/Registrar, Ministry of Government and Consumer Services

Supporting Information - Nuans Report Information

Nuans Report Reference #

121597204

Nuans Report Date

May 17, 2022

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V. Quintanilla W.

Director/Registrar, Ministry of Government and Consumer Services