

**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SIERRA NEVADA GOLD INC.**

Pursuant to the provisions of Nevada Revised Statutes 78.390 and 78.403, the undersigned officer of Sierra Nevada Gold Inc., a Nevada corporation, certifies as follows:

- A. The board of directors of the corporation has duly adopted resolutions proposing to amend and restate the Articles of Incorporation of the corporation as stated below, declaring such amendment and restatement to be advisable and in the best interests of the corporation.
- B. The amendment and restatement of the Articles of Incorporation as stated below have been approved by at least a majority of the voting power of the stockholders of the corporation, which is sufficient for approval thereof.
- C. This certificate states the text of the Articles of Incorporation of the corporation as amended and restated in their entirety to this date on the following pages attached to this Certificate.

I have executed this Certificate of Amended and Restated Articles of Incorporation of Sierra Nevada Gold Inc. as of September 21, 2021.

By 

Peter R. Moore, President

[Remainder of Page Intentionally Blank]

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SIERRA NEVADA GOLD INC.**

Article 1

Name of Corporation; Term of Existence

1.1 Name of Corporation. The name of the corporation (the “Corporation”) is Sierra Nevada Gold Inc.

Article 2

Registered Office; Registered Agent

2.1 Registered Office; Registered Agent. The Corporation may, from time to time, in the manner provided by law, change the registered agent and registered office of the Corporation within the State of Nevada. The Corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Nevada.

Article 3

Purpose

3.1 Purpose. The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the laws of the State of Nevada, including the Nevada Revised Statutes, as amended from time to time (the “NRS”).

Article 4

Capital Stock

4.1 Capital Stock. The total number of shares of capital stock that the Corporation shall have authority to issue is 1,000,000,000 shares, which shall consist of shares of common stock, par value \$0.001 per share (“Common Stock”). Except as otherwise provided in these Amended and Restated Articles of Incorporation (as amended from time to time, these “Articles”), these Articles may be amended, in accordance with NRS 78.390, to increase or decrease the number of authorized shares of Common Stock (but no such decrease shall reduce the number of authorized shares of any class or series of the Corporation’s capital stock below the number of shares of such class or series then outstanding) with the approval of a majority of the voting power of the outstanding capital stock of the Corporation entitled to vote thereon, voting together as a single class, and without any separate vote by the holders of any class or series of the Corporation’s capital stock, irrespective of the provisions of NRS 78.1955(2) or any successor provision.

4.2. Common Stock.

(a) Dividends and other Distributions. Except as may otherwise be required by these Articles, the holders of Common Stock shall be entitled to share equally, share for share, in such dividends and other distributions (as defined in NRS 78.191) as may from time to time be declared by the Board from legally available funds.

(b) Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Common Stock shall be entitled to receive the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by each such holder.

(c) Voting Rights. Except as may otherwise be required by applicable law or these Articles, each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters to be voted on by the stockholders of the Corporation.

(d) Preemptive Right. No stockholders of the Corporation holding Common Stock shall have any preemptive or other right to subscribe for any additional un-issued or treasury shares of stock or for other securities of any class, or for rights, warrants, or options to purchase stock, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges unless so authorized by the Corporation.

4.3 Cumulative Voting. Except as otherwise required by applicable law, there shall be no cumulative voting on any matter brought to a vote of the stockholders of the Corporation.

Article 5 **Bylaws**

5.1 Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Nevada, the Board is expressly authorized to adopt, amend and repeal Bylaws of the Corporation (each, a “Bylaw” and collectively, the “Bylaws”). The Bylaws of the Corporation may also be adopted, amended or repealed by shareholders entitled to vote in accordance with the NRS.

Article 6 **Meetings of Stockholders**

6.1. Stockholder Written Consent. Subject to applicable law, any action required or permitted to be taken at any meeting of stockholders may be taken without a meeting if the action is approved by a majority of the directors and a consent or consents in writing, describing the action so taken, shall be signed (including for avoidance of doubt electronic signatures in accordance with the applicable provisions of the NRS) by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation in accordance with the NRS.

6.2. Special Meetings of Stockholders. In addition to such persons as may be authorized by the Bylaws, special meetings of stockholders of the Corporation, for any purpose or purposes, may be called from time to time by: (i) the affirmative vote of a majority of the Board, (ii) the chairman of the Board; or (iii) the Chief Executive Officer (or equivalent) of the Corporation.

6.3 Election of Directors by Written Ballot. Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

6.4 Location of Meetings of Stockholders. Meetings of the stockholders may be held within or outside the State of Nevada as the Bylaws provide.

6.5 Notice to Stockholders. Any notice or other communication required to be given by the Corporation to the stockholders, including notices of annual or special meetings of the stockholders, may be given or sent by any method of delivery authorized by the NRS, including United States mail, commercial courier and electronic transmission compliant with the NRS.

Article 7 Board of Directors

7.1 Powers; Number and Term of Directors.

(a) Except as otherwise provided in these Articles, the business and affairs of the Corporation shall be managed by, or under the direction of, the Board. The number of directors constituting the entire Board shall be fixed from time to time by resolution of the Board, but shall not be less than three (3) nor more than ten (10).

(b) On each matter submitted to the Board, any committee of the Board or any subcommittee of any committee of the Board, each director shall have one (1) vote.

7.2 Removal of Directors. Any director or the entire Board may be removed from office at any time, with or without cause, by the affirmative vote of not less than two-thirds (2/3rds) of the voting power of the outstanding shares of stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

7.3 Newly Created Directorships and Vacancies. Any newly created directorships resulting from an increase in the authorized number of Directors and any vacancies occurring in the Board may be filled solely by the affirmative vote of a majority of the voting power of the remaining members of the Board, although less than a quorum, or a sole remaining Director. A Director so elected shall be elected to hold office until the expiration of the term of office of the Director whom he or she has replaced, and a successor is elected and qualified or the Director's earlier death, resignation, disqualification or removal.

7.4 Liability of Directors. No director of the Corporation shall have personal liability to the Corporation or any of its stockholders for monetary damages for any act or omission, except as provided in the NRS.

Article 8
Indemnification of Directors and Officers

8.1 Right to Indemnification. The Corporation shall indemnify any person (an “indemnitee”) who was or is involved in or is threatened to be involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “Proceeding”), by reason of the fact that such person is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent (including, without limitation, service as a trustee) of another entity or enterprise, to the fullest extent authorized by the NRS, as the same exists or may be amended (but, in the case of any such amendment and unless applicable law otherwise requires, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide before such amendment), against all liability and loss suffered and expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement (except for judgments, fines and amounts paid in settlement in any action or suit by or in the right of the Corporation to procure a judgment in its favor) actually and reasonably incurred by such person in connection with such Proceeding. Notwithstanding the preceding sentence, except as provided below in Section 8.6 of these Articles with respect to Proceedings to enforce rights to indemnification and advancement of expenses, the Corporation shall be required to indemnify an indemnitee in connection with a Proceeding (or part thereof) initiated by the indemnitee if and only if the Board authorized the commencement of such Proceeding (or part thereof).

8.2 Advance Payment of Expenses. To the extent not prohibited by applicable law, expenses (including attorneys’ fees) incurred by an indemnitee in defending any Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding; provided, however, that, to the extent required by the NRS, a present director or officer of the Corporation shall be required to submit to the Corporation, before the payment of such expenses, an undertaking (an “undertaking”) by or on behalf of such director or officer to repay such amount if it shall ultimately be determined in a final, non-appealable judicial decision that such director or officer is not entitled to be indemnified by the Corporation for such expenses as authorized in this Article 8.

8.3 Rights Not Exclusive. The rights to indemnification and advancement of expenses provided by, or granted pursuant to, this Article 8 shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any statute, provision of these Articles, Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person’s official capacity and as to action in another capacity while holding such office.

8.4 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent (including, without limitation, as a trustee) of another entity or enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the NRS or the provisions of this Article 8.

8.5 Certain Definitions. For the purposes of this Article 8, (a) any director or officer of the Corporation who shall serve or has served as a director, officer, employee or agent of any other entity or enterprise of which the Corporation, directly or indirectly, is or was a stockholder or creditor, or in which the Corporation is or was in any way interested, or (b) any current or former director or officer of any subsidiary entity or enterprise wholly owned by the Corporation, in each case, shall be deemed to be serving at the request of the Corporation. In all other instances where any person shall serve or has served as a director, officer, employee or agent (including, without limitation, as a trustee) of another entity or enterprise of which the Corporation is or was a stockholder or creditor, or in which it is or was otherwise interested, if it is not otherwise established that such person is or was serving in such capacity at the request of the Corporation, the Board may determine whether such service is or was at the request of the Corporation, and it shall not be necessary to show any actual or prior request for such service. For purposes of this Article 8, references to an entity include all predecessor entities and constituent entities absorbed in a consolidation or merger (including any constituent of a constituent) as well as the resulting or surviving entity so that any person who is or was serving at the request of the Corporation as a director, officer, employee or agent (including, without limitation, as a trustee) of such a constituent entity shall stand in the same position under the provisions of this Article 8 with respect to the resulting or surviving entity as such person would if such person had served the resulting or surviving entity in the same capacity. For purposes of this Article 8, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Corporation” shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants, or beneficiaries, and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in NRS 78.7502.

8.6 Proceedings to Enforce Rights to Indemnification.

(a) If a claim under Section 8.1 of these Articles is not paid in full by the Corporation within 60 days after a written claim therefor has been received by the Corporation, or a claim under Section 8.2 is not paid in full by the Corporation within 30 days after a written claim therefor has been received by the Corporation, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of such claim. Any such written claim under Article IX, Section 1 shall include such documentation and information as is reasonably available to the indemnitee and reasonably necessary to determine whether and to what extent the indemnitee is entitled to indemnification. Any written claim under Sections 8.1 and 8.2 shall include reasonable documentation of the expenses incurred by the indemnitee.

(b) If successful in whole or in part in any suit brought pursuant to Section 8.6(a), or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid and indemnified for the expense of prosecuting or defending such suit.

(c) In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification provided in the NRS. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel or its stockholders) to have made a determination before the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct provided in the NRS, nor an actual determination by the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article IX or otherwise shall be on the Corporation.

8.7 Preservation of Rights. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 8 shall continue as to a person who has ceased to be a director or officer of the Corporation, or has ceased to serve at the request of the Corporation as a director, officer, employee or agent (including, without limitation, a trustee) of another entity or enterprise, and shall inure to the benefit of the heirs, executors and administrators of such a person. Any repeal or modification of this Article 8 by the stockholders of the Corporation entitled to vote thereon shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

Article 9

Director and Officer Liability to the Corporation

9.1 Limitation on Liability. The liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the NRS. If the NRS are amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers, the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the NRS, as so amended from time to time.

9.2 Repeal or Modification. Any repeal or modification of the foregoing Section 9.1 by the stockholders of the Corporation entitled to vote thereon shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

Article 10

Mandatory Forum for Adjudication of Disputes

10.1 Mandatory Forum for Adjudication of Disputes. To the fullest extent permitted by law, and unless the Corporation consents in writing to the selection of an alternative forum, the Second Judicial District Court of Washoe County, Nevada, shall be the sole and exclusive forum for any or all actions, suits or proceedings, whether civil, administrative or investigative or that asserts any claim or counterclaim (each, an “Action”): (a) brought in the name or right of the Corporation or on its behalf; (b) asserting a claim for breach of any fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation’s stockholders; (c) arising or asserting a claim arising pursuant to any provision of NRS Chapters 78 or 92A or any provision of these Articles or the Bylaws; (d) to interpret, apply, enforce or determine the validity of these Articles or the Bylaws; or (e) asserting a claim governed by the internal affairs doctrine. In the event that the Second Judicial District Court of Washoe County, Nevada, does not have jurisdiction over any such Action, then any other state district court located in the State of Nevada shall be the sole and exclusive forum for such Action. In the event that no state district court in the State of Nevada has jurisdiction over any such Action, then a federal court located within the State of Nevada shall be the sole and exclusive forum for such Action.

Article 11

Combinations with Interested Stockholders

11.1 Combinations with Interested Stockholders. At such time, if any, as the Corporation becomes a “resident domestic corporation” (as defined in NRS 78.427), the Corporation shall not be subject to, or governed by, any of the provisions in NRS 78.411 to 78.444, inclusive, as amended from time to time, or any successor statutes.

Article 12

Deemed Notice and Consent

12.1 Deemed Notice and Consent. To the fullest extent permitted by law, each and every natural person, corporation, general or limited partnership, limited liability company, joint venture, trust, association or any other entity purchasing or otherwise acquiring any interest (of any nature whatsoever) in any shares of the capital stock of the Corporation shall be deemed, by reason of and from and after the time of such purchase or other acquisition, to have notice of and to have consented to all of the provisions of (a) these Articles, (b) the Bylaws and (c) any amendment to these Articles or the Bylaws enacted or adopted in accordance with these Articles, the Bylaws and applicable law.

Article 13

Name and Address of First Directors and Incorporator

The name of the incorporator and the first director of the Corporation is Peter Robert Moore, 241 Ridge Street, Suite 201, Reno, Nevada, 89501.

Article 14
ASX Listing

14.1 ASX Listing. So long as the Corporation is admitted to the official list of ASX Limited (the “ASX”) or is subject to the listing rules of ASX (the “ASX Rules”), the Articles and Bylaws shall be consistent with the ASX Rules, and the Corporation will conduct its affairs consistent with those ASX Rules and the Corporation shall amend the Articles and Bylaws if necessary to comply with the ASX Rules. To the extent any provision of the Articles or Bylaws is not consistent with or violates the ASX Rules, the provision shall not be enforceable.

[Remainder of Page Intentionally Blank]

I, Peter Robert Moore, being the incorporator and first director of the Corporation execute and make these Amended and Restated Articles of Incorporation effective September 21, 2021.

A handwritten signature in black ink, appearing to read "Peter Robert Moore", is written over a light blue rectangular background. The signature is cursive and includes a period at the end.

Peter Robert Moore