

## Certificate of Amalgamation

Business Corporations Act

## Certificat de fusion

Loi sur les sociétés par actions

AGNICO EAGLE MINES LIMITED/MINES AGNICO EAGLE LIMITEE

Corporation Name / Dénomination sociale

1000056065

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en  
vigueur le

**January 01, 2022 / 01 janvier 2022**

*Barbara Duckitt*

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amalgamation is not complete  
without the Articles of Amalgamation

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

*Barbara Duckitt*

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne  
contient pas les statuts de fusion

Copie certifiée conforme du dossier du  
ministère des Services gouvernementaux et des  
Services aux consommateurs.

*Barbara Duckitt*

Directeur ou registrateur



# Articles of Amalgamation

Business Corporations Act

## 1. Amalgamated Corporation Name

AGNICO EAGLE MINES LIMITED/MINES AGNICO EAGLE LIMITEE

## 2. Registered Office Address

145 King Street East, 400, Toronto, Ontario, Canada, M5C 2Y7

## 3. Number of Directors

Minimum/Maximum

Min 5 / Max 15

## 4. The director(s) is/are:

Full Name

Leona AGLUKKAQ

Resident Canadian

Yes

Address for Service

145 King Street East, 400, Toronto, Ontario, Canada, M5C2Y7

Full Name

Sean BOYD

Resident Canadian

Yes

Address for Service

145 King St East, 400, Toronto, Ontario, Canada, M5C 2Y7

Full Name

Martine CELEJ

Resident Canadian

Yes

Address for Service

145 King Street East, 400, Toronto, Ontario, Canada, M5C2Y7

Full Name

Robert GEMMELL

Resident Canadian

Yes

Address for Service

145 King Street East, 400, Toronto, Ontario, Canada, M5C2Y7

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.

A handwritten signature in black ink, appearing to read "Barbara Duckitt".

Director/Registrar, Ministry of Government and Consumer Services

Full Name	MeI LEIDERMAN
Resident Canadian	Yes
Address for Service	145 King Street East, 400, Toronto, Ontario, Canada, M5C2Y7

Full Name	Deborah A. MCCOMBE
Resident Canadian	Yes
Address for Service	145 King Street East, 400, Toronto, Ontario, Canada, M5C2Y7

Full Name	James NASSO
Resident Canadian	Yes
Address for Service	145 King Street East, 400, Toronto, Ontario, Canada, M5C2Y7

Full Name	Sean RILEY
Resident Canadian	Yes
Address for Service	145 King Street East, 400, Toronto, Ontario, Canada, M5C2Y7

Full Name	J. Merfyn ROBERTS
Resident Canadian	Yes
Address for Service	145 King Street East, 400, Toronto, Ontario, Canada, M5C2Y7

Full Name	Jamie SOKALSKY
Resident Canadian	Yes
Address for Service	145 King Street East, 400, Toronto, Ontario, Canada, M5C2Y7

## 5. Method of Amalgamation

### B. Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries.

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

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

Corporation Name	OCN	Date of Adoption/Approval
AGNICO EAGLE MINES LIMITED/MINES	5027847	December 15, 2021
AGNICO EAGLE LIMITEE		
TMAC RESOURCES INC.	2348005	December 15, 2021

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

None

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 shares of one class designated as 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 holders of the common shares are entitled: (a) to vote at all meetings of shareholders; and (b) 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":

The issue, transfer and ownership of shares of the Corporation is not restricted

10. Other provisions:

The board of directors may from time to time, in such amounts and on such terms as it deems expedient: (a) borrow money on the credit of the Corporation; (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured on unsecured) of the Corporation; and (c) charge, mortgage, hypothecate or pledge all or any of the currently-owned or subsequently-acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation. The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation. The English form "Agnico Eagle Mines Limited" and the French form "Mines Agnico Eagle Limitée" of the name of the Corporation are equivalent and are used separately.

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

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.

**Supporting Document - Schedule "B"**

The directors' resolutions of each amalgamating corporation as required under section 177 of the Business Corporations Act

**STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF  
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)**

**December 15, 2021**

I, Chris Vollmershausen, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the “**Act**”).
2. I am an officer of AGNICO EAGLE MINES LIMITED (the “**Corporation**”) and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
  - (a) the Corporation is and the corporation to be formed by the amalgamation (the “**Amalgamation**”) of the Corporation and TMAC Resources Inc. will be able to pay its liabilities as they become due; and
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

**[Remainder of page intentionally left blank.]**

This Statement is made as of the date first written above.

*"Chris Vollmershausen"*

Chris Vollmershausen



**STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF  
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)**

**December 15, 2021**

I, Chris Vollmershausen, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the “**Act**”).
2. I am a director of TMAC RESOURCES INC. (the “**Corporation**”) and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
  - (a) the Corporation is and the corporation to be formed by the amalgamation (the “**Amalgamation**”) of the Corporation and Agnico Eagle Mines Limited will be able to pay its liabilities as they become due; and
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

**[Remainder of page intentionally left blank.]**

This Statement is made as of the date first written above.

*"Chris Vollmershausen"*

Chris Vollmershausen

**RESOLUTIONS OF THE DIRECTORS  
OF  
AGNICO EAGLE MINES LIMITED**

**December 15, 2021**

**AMALGAMATION**

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the “**Act**”) provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS TMAC Resources Inc. (the “**Subsidiary**”) is a wholly-owned subsidiary corporation of AGNICO EAGLE MINES LIMITED (the “**Corporation**”);

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and the Subsidiary amalgamate (the “**Amalgamation**”) and continue as one corporation (the “**Amalgamated Corporation**”) pursuant to subsection 177(1) of the Act;

IT IS RESOLVED THAT:

1. the Amalgamation of the Corporation and the Subsidiary effective January 1, 2022, pursuant to the provisions of subsection 177(1) of the Act, is approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Subsidiary shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Corporation;
4. upon the Amalgamation becoming effective, the by-laws of the Corporation as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
6. any one director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

**[Remainder of page intentionally left blank.]**

The undersigned, being all of the directors of AGNICO EAGLE MINES LIMITED, pass the foregoing resolutions pursuant to the *Business Corporations Act* (Ontario).

DATED as of the date first written above.

*"James Nasso"*

James Nasso

*"Sean Boyd"*

Sean Boyd

*"Leona Aglukkaq"*

Leona Aglukkaq

*"Martine Celej"*

Martine Celej

*"Robert Gemmell"*

Robert Gemmell

*"Mel Leiderman"*

Mel Leiderman

*"Deborah McCombe"*

Deborah McCombe

*"J. Merfyn Roberts"*

J. Merfyn Roberts

*"Sean Riley"*

Sean Riley

*"Jamie Sokalsky"*

Jamie Sokalsky

**RESOLUTIONS OF THE DIRECTORS  
OF  
TMAC RESOURCES INC.**

**December 15, 2021**

**AMALGAMATION**

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the “**Act**”) provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS TMAC RESOURCES INC. (the “**Corporation**”) is a wholly-owned subsidiary corporation of Agnico Eagle Mines Limited (“**Parentco**”);

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and Parentco amalgamate (the “**Amalgamation**”) and continue as one corporation (the “**Amalgamated Corporation**”) pursuant to subsection 177(1) of the Act;

IT IS RESOLVED THAT:

1. the Amalgamation of the Corporation and Parentco effective January 1, 2022, pursuant to the provisions of subsection 177(1) of the Act, is approved;
2. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of Parentco;
4. upon the Amalgamation becoming effective, the by-laws of Parentco as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
6. any one director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

**[Remainder of page intentionally left blank.]**

The undersigned, being all of the directors of TMAC RESOURCES INC., pass the foregoing resolutions pursuant to the *Business Corporations Act* (Ontario).

DATED as of the date first written above.

“Guy Gosselin”

Guy Gosselin

“Alden Greenhouse”

Alden Greenhouse

“Chris Vollmershausen”

Chris Vollmershausen