



**Ontario  
CERTIFICATE**  
This is to certify that these  
articles are effective on

Ministère des Services  
gouvernementaux et des  
Services aux consommateurs

**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

**5027847**

**JANUARY 01 JANVIER, 2020**

*Barbara Lachitt*

(17)

Director / Directrice  
Business Corporations Act / Loi sur les sociétés par actions

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT) :

A	G	N	I	C	O		E	A	G	L	E		M	I	N	E	S		L	I	M	I	T	E	D	/	M	I	N
E	S		A	G	N	I	C	O		E	A	G	L	E		L	I	M	I	T	É	E							

2. The address of the registered office is:  
Adresse du siège social :

**145 King Street East, Suite 400**

Street & Number or R.R. Number & if Multi-Office Building give Room No. /  
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

**Toronto**

**ONTARIO**

**M 5 C 2 Y 7**

Name of Municipality or Post Office /  
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number  OR minimum and maximum  5  15  
Nombre d'administrateurs : Nombre fixe  OU minimum et maximum  5  15

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

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Leanne Baker	165 Riverside Drive, PO Box 171, Labadie, Missouri, United States 63055	No
Deborah A. McCombe	One Fetter Lane, Suite 509, London, United Kingdom, EC4A 1BR	No
Sean Boyd	145 King St. East, Suite 400, Toronto, Ontario, Canada M5C 2Y7	Yes

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

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Jamie Sokalsky	31 Kings Lynn Rd, Etobicoke, Ontario, Canada M8X 2N3	Yes
J. Merfyn Roberts	Four Farrundells, Boughton Hall Avenue, Send Woking, Surrey, United Kingdom GU23 7DD	No
Sean Emmet Riley	St. Francis Xavier University, P.O. Box 5000, Antigonish, Nova Scotia, Canada B2G 2W5	Yes
James D. Nasso	67 Groomsport Cres., Agincourt, Ontario, Canada M1T 2K8	Yes
Mel Leiderman	Lipton LLP, 245 Fairview Mall Drive, Suite 600, Toronto, Ontario, Canada M2J 4T1	Yes
Robert J. Gemmell	69 Allan St., Oakville, Ontario, Canada L6J 3M7	Yes
Martine Celej	RBC Dominion Securities, Royal Bank Plaza, South Tower, 25th Floor, Toronto, Ontario, Canada M5J 2J5	Yes

5. Method of amalgamation, check A or B  
Méthode choisie pour la fusion – Cocher A ou B :

**A - Amalgamation Agreement / Convention de fusion :**

☐

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.

Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or  
ou

**B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

☒

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.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

**Agnico Eagle Mines Limited/Mines Agnico Eagle Limitée**

and are more particularly set out in these articles.  
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Agnico Eagle Mines Limited/Mines Agnico Eagle Limitée	1886737	2019	12	31
2421451 Ontario Inc.	2421451	2019	12	31

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

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:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

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:  
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

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

10. Other provisions, (if any):  
Autres dispositions, s'il y a lieu :

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.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

AGNICO EAGLE MINES LIMITED/MINES AGNICO EAGLE LIMITÉE

Names of Corporations / Dénomination sociale des sociétés

By / Par

R. Gregory Laing

General Counsel, Senior  
Vice-President, Legal

  
Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction


2421451 ONTARIO INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

R. Gregory Laing

Secretary

  
Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE A

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

I, Robert Gregory Laing, of the Town of Oakville, 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/Mines Agnico Eagle Limitée (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 2421451 Ontario 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 this 31st day of December, 2019.



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R. Gregory Laing

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

I, Robert Gregory Laing, of the Town of Oakville, 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 2421451 Ontario 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/Mines Agnico Eagle Limitée 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 this 31st day of December, 2019.

A handwritten signature in dark ink, appearing to read 'R. Gregory Laing', is written over a horizontal line.

R. Gregory Laing

SCHEDULE B

CERTIFIED EXTRACT OF A RESOLUTION OF THE DIRECTORS  
OF  
AGNICO EAGLE MINES LIMITED (the "Corporation")  
AUTHORIZING THE AMALGAMATION WITH 2421451 ONTARIO INC. ("ASubco")  
PURSUANT TO THE *BUSINESS CORPORATIONS ACT* (ONTARIO) (the "Act")

"AMALGAMATION WITH ASUBCO"

WHEREAS subsection 177(1) of 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 ASubco is a wholly-owned subsidiary of the Corporation;

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and ASubco amalgamate (the "Amalgamation") and continue as one corporation (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act, effective January 1, 2020;

AND WHEREAS R. Gregory Laing being an officer of the Corporation, has disclosed to the Corporation, pursuant to section 132 of the Act, the nature and extent of his interest in the transactions contemplated by these resolutions by virtue of also being a director of ASubco;

NOW THEREFORE BE IT RESOLVED THAT:

1. the Amalgamation of the Corporation and ASubco effective January 1, 2020, pursuant to the provisions of subsection 177(1) of the Act, is authorized and approved;
2. the directors determine that the Amalgamation is reasonable and fair to the Corporation;
3. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of ASubco shall be cancelled without any repayment of capital in respect thereof;
4. the articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Corporation;
5. 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;


6. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation;

7. any director or officer of the Corporation or the Amalgamated Corporation, as applicable, is authorized, for and in the name of and on behalf of the Corporation or the Amalgamated Corporation, as applicable, to execute (whether under the corporate seal of the Corporation or the Amalgamated Corporation, as applicable, or otherwise) and to deliver all such further agreements, instruments, amendments, certificates and other documents and to do all such other acts or things as such director or officer may determine to be necessary or desirable in connection with the transactions contemplated by the foregoing resolutions, the execution of any such agreement, instrument, amendment, certificate or other 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 General Counsel, Senior Vice-President, Legal, and Corporate Secretary of Agnico Eagle Mines Limited (the "Corporation"), hereby certifies, on behalf of the Corporation and not in his personal capacity, that the foregoing is a true excerpt of a resolution of the directors of the Corporation dated December 12, 2019, and remains in full force and effect, unamended, as of the date hereof.

DATED this 31st day of December, 2019.

  
\_\_\_\_\_  
R. Gregory Laing

**RESOLUTIONS OF THE DIRECTORS  
OF  
2421451 ONTARIO INC.**

**December 31, 2019**

**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 2421451 ONTARIO INC. (the "**Corporation**") is a wholly-owned subsidiary of Agnico Eagle Mines Limited/Mines Agnico Eagle Limitée ("**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, 2020, pursuant to the provisions of subsection 177(1) of the Act, is authorized and 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 2421451 ONTARIO INC., pass the foregoing resolutions pursuant to the *Business Corporations Act* (Ontario).

DATED the date first written above.

  
\_\_\_\_\_  
R. Gregory Laing

\_\_\_\_\_  
Mathew Cook



The undersigned, being all of the directors of 2421451 ONTARIO INC., pass the foregoing resolutions pursuant to the *Business Corporations Act* (Ontario).

DATED the date first written above.

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R. Gregory Laing



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Mathew Cook