

## APPLICATION FOR AUTHORITY OF FOREIGN CORPORATION

### ENTITY INFORMATION

**ENTITY NAME:** AGUILA GOLD INC.  
**ENTITY ID:** 23491462  
**ENTITY TYPE:** Foreign For-Profit (Business) Corporation  
**EFFECTIVE DATE:** 02/24/2023  
**FOREIGN DOMICILE STATE:** Nevada  
**DATE OF FORMATION IN FOREIGN DOMICILE:** 11/10/2020  
  
**DURATION:** Perpetual  
**TRUE NAME IN FOREIGN DOMICILE:**  
**PURPOSE:**  
**CHARACTER OF BUSINESS:** Any legal purpose  
**AUTHORIZED SHARES:** Share Class: Common Share Series: Share Total: 70,000,000  
**ISSUED SHARES:** Share Class: Common Share Series: Share Total: 100,000

### STATUTORY AGENT INFORMATION

**STATUTORY AGENT NAME:** Paracorp Incorporated  
**PHYSICAL ADDRESS:** 8825 N 23rd Ave Ste 100, PHOENIX, AZ 85021  
**MAILING ADDRESS:**

### KNOWN PLACE OF BUSINESS

Att: c/o Paracorp Incorporated, 8825 North 23rd Avenue, Suite 100, MESA, AZ 85201

### PRINCIPAL OFFICE ADDRESS

Att: c/o Paracorp Incorporated, 318 North Carson Street #208, CARSON CITY, NV 89701

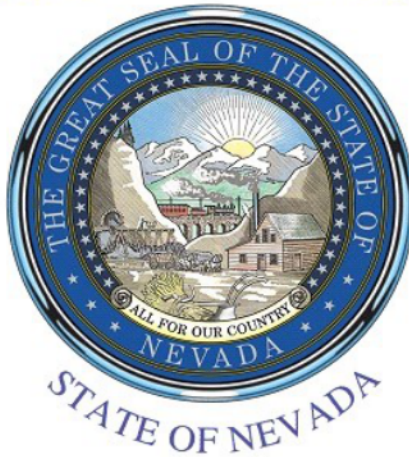
### PRINCIPAL INFORMATION

Director: Nick DeMare - #1305-1090 West Georgia Street, Vancouver, British Columbia, V6E3V7, CAN - - Date of Taking Office:  
President/CEO: Nick DeMare - #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E3V7, CAN - - Date of Taking Office:  
Secretary: Nick DeMare - #1305-1090 West Georgia Street, Vancouver, British Columbia, V6E3V7, CAN - - Date of Taking Office:

### SIGNATURE

President/CEO: NICK DEMARE - 02/24/2023

## SECRETARY OF STATE

**CERTIFICATE OF EXISTENCE  
WITH STATUS IN GOOD STANDING**

I, FRANCISCO V. AGUILAR, the duly qualified and elected Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporations sole, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **Aguila Gold Inc.**, as a DOMESTIC CORPORATION (78) duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since 11/10/2020, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 02/23/2023.

FRANCISCO V. AGUILAR  
Secretary of State

Certificate Number: B202302233417777

You may verify this certificate  
online at <http://www.nvsos.gov>

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

## STATUTORY AGENT ACCEPTANCE

*Please read Instructions M002i*

- 1. ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

Aguila Gold Inc.

**STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). *NOTE* - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

PARACORP INCORPORATED

**3. STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



Jody Moua, Assistant Secretary

Printed Name

02/23/2023

Date

**REQUIRED** – check only one:

- |                                                                                                                                                              |                                                                                                                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> <b>Individual as statutory agent:</b> I am signing on behalf of myself as the individual (natural person) named as statutory agent. | <input checked="" type="checkbox"/> <b>Entity as statutory agent:</b> I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.**

Filing Fee: none (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
-----------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.  
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.



**FRANCISCO V. AGUILAR**  
Secretary of State

**GABRIEL DI CHIARA**  
Chief Deputy

**STATE OF NEVADA**



**OFFICE OF THE  
SECRETARY OF STATE**

23022413147993

Commer

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Carson City, NV 89701  
Telephone (775) 684-5708  
Fax (775) 684-7138

North Las Vegas City Hall  
2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-2888

**Certified Copy**

02/23/2023 14:23:35 PM

**Work Order** W2023022301763 - 2723960  
**Number:**  
**Reference Number:** 20232977365  
**Through Date:** 02/23/2023 14:23:35 PM  
**Corporate Name:** Aguila Gold Inc.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20201037939	Articles of Incorporation-For-Profit - 11/10/2020	4



Certified By: Electronically Certified  
Certificate Number: B202302243419456  
You may verify this certificate  
online at <http://www.nvsos.gov>

Respectfully,

A handwritten signature in black ink that reads "FV Aguilar".

FRANCISCO V. AGUILAR  
Nevada Secretary of State





**BARBARA K. CECASKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)  
[www.nvsilverflume.gov](http://www.nvsilverflume.gov)

Secretary of State  
 State Of Nevada

11/10/2020 1:29:00 PM  
 Number of Pages  
 4

ABOVE SPACE IS FOR OFFICE USE ONLY

## Formation - Profit Corporation

☒ NRS 78 - Articles of Incorporation Domestic Corporation ☐ NRS 80 - Foreign Corporation ☐ NRS 89 - Articles of Incorporation Professional Corporation

### ☐ 78A Formation - Close Corporation

(Name of Close Corporation MUST appear in the below heading)

Articles of Formation of \_\_\_\_\_ a close corporation (NRS 78A)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

#### 1. Name of Entity:

(If foreign, name in home jurisdiction)

Aguila Gold Inc.

#### 2. Registered Agent for Service

of Process: (Check only one box)

☒ Commercial Registered Agent (name only below) ☐ Noncommercial Registered Agent (name and address below) ☐ Office or Position with Entity (title and address below)

Paracorp Incorporated

Name of Registered Agent OR Title of Office or Position with Entity

Street Address

City

Nevada

Zip Code

Mailing Address (if different from street address)

City

Nevada

Zip Code

#### 2a. Certificate of Acceptance of Appointment of Registered Agent:

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

x (See Attached)

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

Date

#### 3. Governing Board:

(NRS 78A, close corporation only, check one box; if yes, complete article 4 below)

This corporation is a close corporation operating with a board of directors ☐ Yes ☒ OR ☐ No

#### 4. Names and Addresses of the Board of Directors/ Trustees or Stockholders

(NRS 78: Board of Directors/ Trustees is required.)

NRS 78a: Required if the Close Corporation is governed by a board of directors.

NRS 89: Required to have the Original stockholders and directors. A certificate from the regulatory board must be submitted showing that each individual is licensed at the time of filing. See instructions)

1) Nick DeMare

Name

CANADA

Country

#1305 - 1090 W. Georgia Street

Vancouver

BC

V6E 3V7

Street Address

City

State

Zip/Postal Code

2)

Name

Country

Street Address

City

State

Zip/Postal Code

3)

Name

Country

Street Address

City

State

Zip/Postal Code

#### 5. Jurisdiction of Incorporation: (NRS 80 only)

5a. Jurisdiction of incorporation:

5b. I declare this entity is in good standing in the jurisdiction of its incorporation. ☐

This form must be accompanied by appropriate fees.

Page 1 of 2  
 Revised: 10/9/2019



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)  
[www.nvsilverflume.gov](http://www.nvsilverflume.gov)

## Formation - Profit Corporation

Continued, Page 2

<b>6. Benefit Corporation:</b> (For NRS 78, NRS 78A, and NRS 89, optional. See instructions.)	By selecting "Yes" you are indicating that the corporation is organized as a benefit corporation pursuant to NRS Chapter 78B with a purpose of creating a general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field. <div style="text-align: right;">           Yes  <input type="checkbox"/> </div>																	
<b>7. Purpose/Profession to be practiced:</b> (Required for NRS 80, NRS 89 and any entity selecting Benefit Corporation. See instructions.)																		
<b>8. Authorized Shares:</b> (Number of shares corporation is authorized to issue)	<table border="0"> <tr> <td>Number of Authorized shares with Par value:</td> <td>Par value: \$</td> </tr> <tr> <td>Number of Common shares with Par value: <u>70,000,000</u></td> <td>Par value: \$ <u>0.0010000000</u></td> </tr> <tr> <td>Number of Preferred shares with Par value:</td> <td>Par value: \$</td> </tr> <tr> <td colspan="2">Number of shares with no par value:</td> </tr> </table> <p>If more than one class or series of stock is authorized, please attach the information on an additional sheet of paper.</p>		Number of Authorized shares with Par value:	Par value: \$	Number of Common shares with Par value: <u>70,000,000</u>	Par value: \$ <u>0.0010000000</u>	Number of Preferred shares with Par value:	Par value: \$	Number of shares with no par value:									
Number of Authorized shares with Par value:	Par value: \$																	
Number of Common shares with Par value: <u>70,000,000</u>	Par value: \$ <u>0.0010000000</u>																	
Number of Preferred shares with Par value:	Par value: \$																	
Number of shares with no par value:																		
<b>9. Name and Signature of: Officer making the statement or Authorized Signer for NRS 80.</b>  <b>Name, Address and Signature of the Incorporator for NRS 78, 78A, and 89. NRS 89 - Each Organizer/Incorporator must be a licensed professional.</b>	<p>I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.</p> <table border="0"> <tr> <td colspan="2"><u>Craig A. Stoner</u></td> <td colspan="2"><u>United States</u></td> </tr> <tr> <td>Name</td> <td></td> <td>Country</td> <td></td> </tr> <tr> <td><u>4646 Whitehall Lane</u></td> <td><u>Highlands Ranch</u></td> <td><u>CO</u></td> <td><u>80126</u></td> </tr> <tr> <td>Address</td> <td>City</td> <td>State</td> <td>Zip/Postal Code</td> </tr> </table> <p><b>X</b> </p> <p style="text-align: right;">(attach additional page if necessary)</p>		<u>Craig A. Stoner</u>		<u>United States</u>		Name		Country		<u>4646 Whitehall Lane</u>	<u>Highlands Ranch</u>	<u>CO</u>	<u>80126</u>	Address	City	State	Zip/Postal Code
<u>Craig A. Stoner</u>		<u>United States</u>																
Name		Country																
<u>4646 Whitehall Lane</u>	<u>Highlands Ranch</u>	<u>CO</u>	<u>80126</u>															
Address	City	State	Zip/Postal Code															

### AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:  
(attach additional page(s) if necessary)

See Attached - ADDITIONAL PROVISIONS TO ARTICLES OF INCORPORATION OF AGUILA GOLD INC.

OFFICE

This form must be accompanied by appropriate fees.

Page 2 of 2  
Revised: 10/9/2019



**ADDITIONAL PROVISIONS  
TO  
ARTICLES OF INCORPORATION  
OF  
AGUILA GOLD INC.**

<b>10. Capital Stock</b>	<p>The amount of total authorized capital stock, which the Corporation shall have authority to issue, is 70,000,000 shares of common stock, each with \$0.001 par value. The shares of common stock shall (a) have unlimited voting rights and (b) be entitled to receive the net assets of the Corporation upon dissolution.</p> <p>No cumulative voting, on any matter to which stockholders shall be entitled to vote, shall be allowed for any purpose.</p> <p>Stockholders shall not have preemptive rights to acquire unissued shares of the stock of this Corporation.</p>
<b>11. Indemnification</b>	<p>The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person against all liability and expense (including attorney's fees) incurred by reason of the fact that he or she is or was a director or officer of the Corporation, or that he or she is or was serving at the request of the Corporation as a director, officer, employee, or agent of, or in any similar managerial or fiduciary position of, another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall also indemnify any person who is serving or has served the Corporation as a director, officer, employee, or agent of the Corporation to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.</p>
<b>12. Certain Provisions Not Applicable</b>	<p>The provisions of NRS 78.378 to 78.3793 inclusive and NRS 78.411 to 78.444 inclusive, shall not apply to the Corporation.</p>





BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5761  
Website: www.nv.gov

## Registered Agent Acceptance/Statement of Change

(PURSUANT TO NRS 77.310, 77.340, 77.350, 77.380)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity information:</b>	Name of represented entity: <u>Aguila Gold Inc.</u> Entity or Nevada Business Identification Number (NVID): (for entities currently on file)		
<b>2. Registered Agent Acceptance:</b>	<input checked="" type="checkbox"/> Registered Agent Acceptance		
<b>3. Information Being Changed:</b>	Statement of Change takes the following effect: (select only one) <input type="checkbox"/> Appoints New Agent (complete section 5) <input type="checkbox"/> Update Represented Entity Acting as Registered Agent (complete sections 5) <input type="checkbox"/> Update Registered Agent Name (complete sections 4 & 5) <input type="checkbox"/> Update Registered Agent Address (complete sections 4 & 5)		
<b>4. Registered Agent Information Before the Change: (Non-commercial registered agents ONLY)</b>	<div style="display: flex; justify-content: space-between;"> <div>           Name of Registered Agent OR Title of Office or Position with Entity            Nevada 89701-4201            Street Address            City            Mailing Address (if different from street address)            City         </div> <div>           Nevada            Zip Code            Nevada            Zip Code         </div> </div>		
<b>5. Newly Appointed Registered Agent or Registered Agent Information After the Change:</b>	<div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="checkbox"/> Commercial Registered Agent (name only below)            Paracorp Incorporated            Name of Registered Agent OR Title of Office or Position within Entity            Street Address            City            Mailing Address (if different from street address)            City         </div> <div> <input type="checkbox"/> Noncommercial Registered Agent (name and address below)  <input type="checkbox"/> Office or Position with Entity (title or position and address below)         </div> </div> <div style="display: flex; justify-content: space-between;"> <div>           Nevada            Zip Code            Nevada            Zip Code         </div> </div>		
<b>6. Electronic Notification: (Optional)</b>	Email address for electronic notifications for "Non-Commercial" or "Office or Positions with Entity" registered agents only:		
<b>7. Certificate of Acceptance of Appointment of Registered Agent: (Required)</b>	I hereby accept appointment as Registered Agent for the above named Entity. <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;">             X _____            Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity         </div> <div style="text-align: center;">           for Paracorp Incorporated            11/9/2020            Date         </div> </div>		
<b>8. Signature of Represented Entity: (Required)</b>	<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;">             X _____            Authorized Signature On Behalf of the Entity         </div> <div style="text-align: center;">           Incorporated            11/10/2020            Date         </div> </div>		

FEE: \$60.00

This form must be accompanied by appropriate fees.

Page 1 of 1  
Revised: 1/1/2019