

**BY-LAW NO. 2018-1**

A by-law relating generally to the transaction of the business and affairs of

**GOD'S LAKE RESOURCES INC.**

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**IT IS HEREBY ENACTED** as By-Law No. 2018-1 of God's Lake Resources Inc. (the **Company**) as follows:

## **1 Interpretation**

### **1.1 Statutory References**

In the by-laws of the Company, **Act** means the *Canada Business Corporations Act* and the regulations made thereto, as from time to time amended, and every statute that may be substituted therefor, and in the case of such amendment or substitution, any reference to the Act in the by-laws of the Company refers to the amended or substituted provisions therefor.

### **1.2 Conflict with the Act and Articles**

To the extent that there is any conflict or inconsistency between by-laws and the Act or the articles of the Company, the Act or articles will govern.

### **1.3 Number and Gender**

Any reference in this Agreement to gender includes all genders and words importing the singular include the plural and *vice versa*.

## **2 Directors**

### **2.1 Place**

Meetings of the board of directors (**the board**) may be held at the registered office of the Company or any other place within or outside Canada.

### **2.2 Notice**

Subject to any resolution of the board, meetings of the board may be called at any time by the chair of the board or the president or any vice-president who is a director, or any two directors. Notice of the time and place for holding any meeting of the board and the general nature of the business to be transacted thereat will be given by the secretary of the Company at least 24 hours prior to the time fixed for the meeting.

### **2.3 Quorum**

The board may, from time to time, fix by resolution the quorum for meetings of the board. Until otherwise fixed, a majority of directors in office, from time to time, will constitute a quorum.

### **2.4 First Meeting of the New Board**

For the first meeting of the board to be held following the election of directors at an annual or special meeting of the shareholders, or for a meeting of the board at which a director is appointed to fill a vacancy on the board, no notice of such meeting need be given to the newly elected or appointed director(s) in order for the meeting to be duly constituted, provided a quorum of the directors is present.

### **2.5 Chair**

The chair of any meeting of the board shall be the first mentioned of the following officers who is a director and present at the meeting: the chair of the board, the chief executive officer or the

president. If such officer is not present, the directors present will choose one of their number to be chair of the meeting.

## **2.6 Votes to Govern**

All questions arising at any meeting of the board will be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote in addition to his original vote.

## **3 Protection of Directors, Officers and Others**

### **3.1 Indemnity**

Subject to the Act and any other applicable law, the Company shall indemnify each director and officer of the Company, each former director and officer of the Company, and each other individual who acts or acted at the Company's request as a director or officer or in a similar capacity of another entity against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, investigative or other proceeding to which he is made a party or involved in by reason of being or having been a director or officer of the Company or such other entity at the request of the Company or in a similar capacity (excluding any proceeding initiated by such individual other than to establish a right of indemnification), provided:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Company, or, as the case may be, to the best interest of the other entity for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds to believe that his conduct was lawful.

### **3.2 Advances for Costs**

The Corporation shall, to the full extent permitted by law, advance monies to an individual referred to in section 3.1 for costs, charges, and expenses of a proceeding referred to in section 3.1 provided such individual shall repay the monies advanced if the individual does not fulfill the conditions of indemnification set out in the Act.

### **3.3 Indemnification Agreements**

The Corporation is authorized to enter into any agreement evidencing and setting out the terms and conditions of, an indemnity in favour of any of the persons referred to in section 3.1.

### **3.4 Director and Officer Insurance**

The Corporation may purchase, maintain or participate in insurance against the risk of its liability to indemnify pursuant to this by-law or otherwise.

### **3.5 Right not Exclusive**

The right of any person to indemnification granted by this by-law is not exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of shareholders or directors, at law or otherwise.

## **4 Shareholders**

### **4.1 Notice of Meeting**

If the Company is not a distributing company, notice of the time and place of a meeting of shareholders shall be given not less than ten days and not more than fifty days before the meeting.

### **4.2 Chair, Secretary and Scrutineer**

The chair of any meeting of shareholders will be the first mentioned of such of the following officers who is present at the meeting and is a shareholder: chair of the board, chief executive officer, president or a vice-president. If no such officer is present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote thereat will choose one of their number to be chair of the meeting. If present, the secretary of the Company shall be secretary of the meeting. If the secretary is absent, the chair of the meeting shall appoint another person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more persons, who need not be shareholders, may be appointed to act as scrutineers by the chair of the meeting.

### **4.3 Quorum**

A quorum of shareholders is present at a meeting of shareholders if two persons, each of whom is a shareholder or a duly appointed proxy or representative for an absent shareholder, representing in the aggregate not less than 5% of the outstanding voting shares of the Company entitled to vote at a meeting of shareholders, are present in person at the start of any meeting of shareholders.

### **4.4 Adjournment**

The chair of any meeting of shareholders may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to conditions as such persons may decide. Any adjourned meeting is duly constitute if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which could have been considered and transacted at the original meeting of shareholders.

### **4.5 Votes to Govern**

A vote at a meeting of shareholders may be held by telephone or electronic or other means of communication facility made available by the Company. In the case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

### **4.6 Meeting Held by Telephonic, Electronic or Other Communications Facility**

A meeting of shareholders may be held by telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting. A shareholder, proxyholder or shareholder's representative who participates through those means at a meeting or establishes a communication link to the meeting shall be deemed to be present at that meeting.

## **5 Repeal of Existing By-Law No. 1**

As of the coming into force of this By-Law No. 2018-1, the existing By-law No. 1 of the Company made as of the 28<sup>th</sup> day of May, 2007, and confirmed as of the 27<sup>th</sup> day of June, 2007, is

repealed. Such repeal does not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under such by-law prior to its repeal.

**6 Effective Date**

This by-law will come into force on the date when made by the board in accordance with the Act.

**ENACTED AND MADE** by the board of the Company the 17<sup>th</sup> day of July, 2018.

*“Blair Driscoll”*

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Chief Executive Officer

*“Edward Merchand”*

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Corporate Secretary

At a Special Meeting of Shareholders held on November 23, 2018, the shareholders of the Company confirmed By-Law No. 2018-1 as a by-law of the Corporation.

*“Edward Merchand”*

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Secretary