

RECEIVED

FEB 13 2020

DEPARTMENT OF
WATER RESOURCESSTATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

ASSIGNMENT OF PERMIT

To change the ownership of a permit

I, Formation Capital Corporation, U.S., hereby assign to Jervois Mining USA Limited
Current owner(s) New owner(s)
 of, 1309 S. Challis Street, Salmon, ID 83467 (208) 756-4578
New owner's address including city, state and ZIP Phone x1106

All my right, title, and interest in and to Permit No(s).: 75-13977 to
 appropriate the public waters of the State of Idaho.

OR (for partial assignments)

The following described portion of my right, title, and interest in and to Permit Number(s).:

_____, to appropriate the public waters of the State of Idaho.

Describe in detail the portion of the permit assigned, listing the number of acres in each 40 acre subdivision, point of
 diversion location, and amount of the water in cubic feet per second.

Does the new permit holder own the property at the:

Point of diversion? ☐ Yes ☒ No
 Place of use? ☐ Yes ☒ No

If no, describe the arrangement enabling the new owner to access the point of diversion and/or the place of use:

The POD and POU are located on US Forest Service property. Access is
provided by USFS Road Use Permit and right-of-way agreement with the
Dated this 10th day of February, 2020. adjacent Blackbird Mine
Superfund Site.

Environmental Specialist.

Permit holder

Title (if applicable)

Permit holder

Title (if applicable)

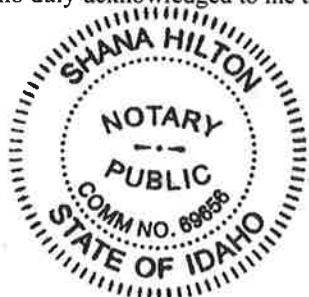
State of Idaho

County of

Lemhi

On this 10th day of February, 2020, personally appeared before me the signer(s) of the above
 instrument, who duly acknowledged to me that he/she/they executed the same.

SEAL



Notary Public

My commission expires:

03/31/2023

BARBARA K. CEGAVSKE

Secretary of State

KIMBERLEY PERONDI

*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

Commercial Recordings Division

202 N. Carson Street

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

Business Entity - Filing Acknowledgement

01/17/2020

Work Order Item Number: W2020011701091-355353
Filing Number: 20200425237
Filing Type: Amendment After Issuance of Stock
Filing Date/Time: 1/17/2020 9:05:00 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: C5947-1988

Entity Name: Jervois Mining USA Limited

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

WILSON BARROWS SALYER JONES

442 COURT STREET, Elko, NV 89801, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE

Secretary of State



IDAHO COBALT OPERATIONS

RECEIVED

FEB 18 2020

DEPARTMENT OF
WATER RESOURCES

February 13, 2020

**Re: Supporting Documentation for IDWR Assignment of Permit form for
Ground Water Permit 75-13977**

Dear Sir or Madam,

Please note the attached certificate and corporate resolution document from Jervois Mining USA Limited which support the IDWR Assignment of Permit form submitted to IDWR 2/10/2020 for Ground Water Permit 75-13977.

If you need more information, please contact me directly.

Thank you for your assistance.

A handwritten signature in blue ink, appearing to read "Theresa Hughes", is written over a horizontal line.

Theresa Hughes
Environmental Specialist
Jervois Mining USA Limited
Office: (208) 756-4578 x 1106

Enclosures:

- Jervois Mining USA Limited Certificate
- Jervois Mining USA Limited Corporate Resolution
- State of Nevada Secretary of State Certificate of Amendment to Articles of Incorporation
- State of Nevada Secretary of State Business Entity Filing Acknowledgement
- State of Nevada Secretary of State Nevada State Business License

Rev. 04/12

RECEIVED

FEB 18 2020

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

\$25 fee per permit

Received by _____

Receipt amt \$ _____

Receipt no. _____

Date _____

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of, 1309 S. Challis Street, Salmon, ID 83467 (208) 756-4578
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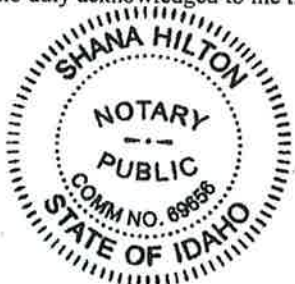
The POD and POU are located on US Forest Service property. Access is provided by USFS Road Use Permit and right-of-way agreement with the adjacent Blackbird Mine Superfund Site.
Dated this 10th day of February, 2020.

[Signature] Environmental Specialist.
Permit holder Title (if applicable) Permit holder Title (if applicable)

State of Idaho)
County of Lemhi)ss

On this 10th day of February, 2020, personally appeared before me the signer(s) of the above instrument, who duly acknowledged to me that he/she/they executed the same.

SEAL



[Signature]
Notary Public
My commission expires: 03/31/2023

Certificate

TO: State of Idaho

FROM: Jervois Mining USA Limited

DATE: February 10, 2020

RE: Request for Certification of Name Change of Formation Capital Corporation
to Jervois Mining USA Limited, was Duly Authorized

The undersigned, for and on behalf of Jervois Mining USA Limited (formerly, Formation Capital Corporation) (the "**Company**") and not in his personal capacity, Kenneth G. Klassen, as Secretary of the Company, hereby certifies as follows as of the date above:

1. the attached resolution of Formation Capital Corporation authorizing the change of its corporate name to Jervois Mining USA Limited was duly authorized and remains in full, force and effect as of the date hereof; and
2. the change of corporate name to Jervois Mining USA Limited from Formation Capital Corporation is the only change resulting from the attached resolution. The Company remains the same company both before and after the corporate name change, other than the change of its name, including without limitation that the Company's ownership of its assets and it being subject to its liabilities, remains unchanged by the change in corporate name.

Dated this 10th of February, 2020.



Kenneth G. Klassen
Secretary, Jervois Mining USA Limited

**JOINT UNANIMOUS WRITTEN CONSENT
OF THE SOLE STOCKHOLDER AND BOARD OF DIRECTORS
OF
FORMATION CAPITAL CORPORATION, U.S.**

In accordance with Sections 78.315 and 78.320 of the Nevada Revised Statutes and the Articles of Incorporation and Bylaws of Formation Capital Corporation, U.S., a Nevada corporation (the “**Corporation**”), the undersigned, being the sole stockholder (the “**Stockholder**”) and all of the members of the Board of Directors (the “**Board**”) of Corporation, hereby consent to, authorize, and adopt the following resolutions:

1. Ratification of Increase in Number of Directors and Election of Directors

RESOLVED: The Board of Directors consists of two (2) members as follows:

Bryce Crocker

Simon Clarke

2. Amendment to the Articles of Incorporation

RESOLVED: The Corporation’s Board and Stockholder have determined that it is in the best interests of the Corporation and its Stockholder for the Corporation to change its legal name to Jervois Mining USA Limited and have approved an amendment to the Corporation’s Articles of Incorporation to accomplish such a name change.

RESOLVED FURTHER: That the Stockholder hereby authorizes and approves the amendment of the Corporation’s Articles of Incorporation to change the Corporation’s legal name to Jervois Mining USA Limited.

RESOLVED FURTHER: That the officers and directors of the Corporation are hereby authorized and directed to take such further steps as may be necessary or appropriate to give effect to the foregoing resolution, including, without limitation, execution of all documents necessary to cause the filing of the appropriate amendment with the appropriate authorities.

3. Omnibus Resolutions

RESOLVED: That the authority given hereunder shall be deemed retroactive and any and all acts authorized hereunder which were performed by the Board or any officer, agent or representative of the Corporation or any person acting for or on behalf of the Corporation, are hereby ratified, confirmed and approved as of the date such actions were taken.

RESOLVED FURTHER: This Action by Written Consent may be executed (including by manual or electronic signature) in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action, and any copy,

facsimile, or other reliable reproduction of this Action by Written Consent, including an electronic copy, may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used.

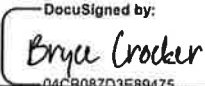
Resolved, this Action by Written Consent shall be effective on the date specified below.

[Signature page follows.]

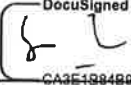
The undersigned has executed this Joint Action by Written Consent on the date stated opposite the undersigned's signature to be effective of January 17, 2020.

Directors:

Date: January 17, 2020

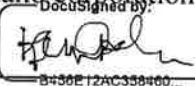
By: 
04C9087D3E80475
Bryce Crocker

Date: January 17, 2020

By: 
CA3E1884806F4DF
Simon Clarke

Stockholder:

Date: January 17, 2020

Formation Holdings US, Inc.,
an Idaho corporation
By: 
B436E12AC358460
Kenneth Klassen, Corporate Secretary

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

Jervois Mining USA Limited

Nevada Business Identification # NV19881021843

Expiration Date: 07/31/2020

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.



Certificate Number: B20200117519022

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

IN WITNESS WHEREOF, I have hereunto set my
hand and affixed the Great Seal of State, at my
office on 01/17/2020.

Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State



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

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number C5947-1988
Secretary of State State Of Nevada	Filing Number 20200425237
	Filed On 1/17/2020 9:05:00 AM
	Number of Pages 2

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

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

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State: <div>Formation Capital Corporation, U.S.</div> Entity or Nevada Business Identification Number (NVID): <div>NV19881021843</div>
2. Restated or Amended and Restated Articles: (Select one) (If <u>amending and restating only</u> , complete section 1, 2 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <div></div> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <div>100%</div> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <div></div> Jurisdiction of formation: <div></div> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

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Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional)

Date: _____

Time: _____

(must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)

Changes to take the following effect:

- ☒ The entity name has been amended.
☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
☐ The purpose of the entity has been amended.
☐ The authorized shares have been amended.
☐ The directors, managers or general partners have been amended.
☐ IRS tax language has been added.
☐ Articles have been added.
☐ Articles have been deleted.
☐ Other.

The articles have been amended as follows: (provide article numbers, if available)

Article I. The name of the corporation is: Jervois Mining USA Limited

(attach additional page(s) if necessary)

6. Signature:
(Required)

X

DocuSigned by:

Signature of Officer or Authorized Signer

President

Title

X

Signature of Officer or Authorized Signer

Title

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

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

As referenced on No. 5 above, the name of the entity is to be amended to: Jervois Mining USA Limited

This form must be accompanied by appropriate fees.

BARBARA K. CEGAVSKE

Secretary of State

KIMBERLEY PERONDI

*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

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01/17/2020

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Indexed Entity Information:

Entity ID: C5947-1988

Entity Name: Jervois Mining USA Limited

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

WILSON BARROWS SALYER JONES

442 COURT STREET, Elko, NV 89801, USA

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Respectfully,

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BARBARA K. CEGAVSKE

Secretary of State

COPY.

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

Jervois Mining USA Limited

Nevada Business Identification # NV19881021843

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IN WITNESS WHEREOF, I have hereunto set my
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Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State



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