

# Delaware

The First State

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*I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE  
STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE  
AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF  
"ELECTRIC METALS (USA) LIMITED" FILED IN THIS OFFICE ON THE  
THIRTIETH DAY OF DECEMBER, A.D. 2025, AT 2:42 O'CLOCK P.M.*

10454989 8100D  
SR# 20255033688



You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*C. F. Sanchez*

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 205755383  
Date: 12-30-25

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:42 PM 12/30/2025  
FILED 02:42 PM 12/30/2025  
SR 20255033688 - File Number 10454989

## **CERTIFICATE OF INCORPORATION OF ELECTRIC METALS (USA) LIMITED**

### **ARTICLE I**

The name of the corporation (the "**Corporation**") is Electric Metals (USA) Limited.

### **ARTICLE II**

The address of the registered office of the Corporation in the State of Delaware is 108 West 13th Street, New Castle County, Wilmington, DE, 19801. The name of the registered agent of the Corporation at such address is Business Filings Incorporated.

### **ARTICLE III**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

### **ARTICLE IV**

The total number of shares of capital stock the Corporation shall have authority to issue is 1,000,000,000 shares of Common Stock, par value \$0.0001 per share (the "**Common Stock**"). The Common Stock shall be the only class of capital stock of the Corporation.

### **ARTICLE V**

The name and mailing address of the incorporator are as follows: Elannie Damianos, Serus Legal PLLC, 48 Wall Street, Suite 1100, New York, NY 10005.

### **ARTICLE VI**

Unless and except to the extent that the bylaws of the Corporation (the "**Bylaws**") shall so require, the election of directors of the Corporation need not be by written ballot.

### **ARTICLE VII**

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

## ARTICLE VIII

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the board of directors of the Corporation. Any amendment, repeal or modification of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

## ARTICLE IX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws or adopt new Bylaws without any action on the part of the stockholders; provided that any Bylaw adopted or amended by the board of directors, and any powers thereby conferred, may be amended, altered or repealed by the stockholders.

## ARTICLE X

The Corporation shall have the right, subject to any express provisions or restrictions contained in the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") or the Bylaws, from time to time, to amend, alter or repeal any provision of the Certificate of Incorporation in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Certificate of Incorporation or any amendment thereof are conferred subject to such right; provided, however, that, for so long as the Corporation is listed on any stock exchange that is part of the TMX Group:

- (a) the Corporation shall not amend, alter or repeal any provision of this Certificate of Incorporation or the Bylaws, or adopt any new certificate of incorporation or bylaws, without the prior written approval of the applicable exchange, to the extent and in the circumstances required by the rules and policies of such exchange (including, without limitation, section 9.1 of Exchange Policy 3.2 – Filing Requirements and Continuous Listing Requirements); and

(b) any amendment, alteration or repeal of any provision of this Certificate of Incorporation or the Bylaws relating to (i) the requirement for an annual meeting of stockholders, (ii) the prohibition on stockholder action by written consent in lieu of a meeting, (iii) the issuance of shares only for consideration consisting of money, property or past service at not less than fair market value, (iv) the status of issued shares as fully paid and non-assessable, (v) equal voting rights of directors, (vi) the indemnification or exculpation of directors and officers, or (vii) the foregoing provisions of this Article X, shall, in addition to any other vote required by applicable law, this Certificate of Incorporation or the Bylaws, require the approval of stockholders at not less than the percentage of votes that would be required to approve a comparable amendment under the Canada Business Corporations Act (as such statute is in effect on the date of adoption of this Certificate of Incorporation), or any successor statute thereto, if the Corporation were incorporated thereunder.

## **ARTICLE XI**

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL, the Certificate of Incorporation or the Bylaws or (iv) any action asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

## **ARTICLE XII**

Except as otherwise provided by law, no action required or permitted to be taken by the stockholders of the Corporation shall be taken by written consent in lieu of a meeting. Any such action shall be taken only at a duly called meeting of stockholders.

## **ARTICLE XIII**

Special meetings of the stockholders may be called only by or at the direction of the Board of Directors, the Chairperson of the Board, or the Chief Executive Officer, and may be held at such time and place as determined by them.

## **ARTICLE XIV**

Any vacancy on the Board of Directors, however occurring, shall be filled exclusively by the affirmative vote of a majority of the remaining directors then in office, even if less than a quorum, and not by the stockholders.

## **ARTICLE XV**

The Board of Directors shall consist of one or more directors. The total number of directors shall be fixed from time to time exclusively by resolution adopted by the Board of Directors.

## ARTICLE XVI

This Certificate of Incorporation shall become effective as of the date and time of filing.

IN WITNESS WHEREOF, this Certificate of Incorporation has been duly executed by the undersigned incorporator in accordance with the DGCL as of December 26, 2025.

A handwritten signature in black ink, appearing to read "Elannie Damianos".

Elannie Damianos, Incorporator