

Certificate of Incorporation

Certificat de constitution

Business Corporations Act

Loi sur les sociétés par actions

SAMPLE INVESTMENTS INC.

Corporation Name / Dénomination sociale

1000818628

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

April 21, 2022 / 21 avril 2022

Barbara Doe

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Incorporation is not complete
without the Articles of Incorporation.

Certified a true copy of the record of the
Ministry of Government and Consumer Services.

Barbara Doe

Director/Registrar



Le certificat de constitution n'est pas complet s'il
ne contient pas les statuts constitutifs.

Copie certifiée conforme du dossier du
ministère des Services gouvernementaux et des
Services aux consommateurs.

Barbara Doe

Directeur ou registrateur



Articles of Incorporation

Business Corporations Act

1. Corporation Name

SAMPLE INVESTMENTS INC.

2. Registered Office Address

111 Street Name, Town, Ontario, Canada, N2V 2E7

3. Number of Directors

Minimum/Maximum

Min 1 / Max 10

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

Full Name

Jane Doe

Resident Canadian

Yes

Address for Service

111 Street Name, Town, Ontario, Canada, N2V 2E7

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

None.

6. The classes and any maximum number of shares that the corporation is authorized to issue:

An unlimited number of non-voting Class "A" Special shares; An unlimited number of non-voting Class "B" Special shares; An unlimited number of voting Class "A" Common shares; An unlimited number of voting Class "B" Common shares.

The endorsed Articles of Incorporation are not complete without the Certificate of Incorporation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

Barbara Doe
Director/Registrar, Ministry of Government and Consumer Services

7. 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. If there is only one class of shares, enter "Not Applicable":

CLASS "A" SPECIAL SHARES To attach to the non-cumulative, non-voting, redeemable, retractable, Class "A" Special shares (herein called the Class "A" Special shares) the following designations, rights, privileges, conditions, restrictions, limitations and prohibitions: (1) Redemption Amount - For the purpose of these Class "A" Special shares, Redemption Amount shall be equal to the quotient determined by dividing: a) The aggregate fair market value at the time of the transfer of any property transferred as consideration for the issuance of the Class "A" Special shares less the fair market value of any non-share consideration (if any) given and the paid-up capital of any other shares issued by the corporation as part of the transfer; by b) The total number of Class "A" Special shares issued at the time of the transfer. (2) Dividends - The holders of the Class "A" Special shares shall in each year and in the discretion of the directors, be entitled out of any or all profits or surplus available for dividends, to non-cumulative dividends at a rate determined annually by the directors of the Corporation but not to exceed 10% of the Redemption Amount of the Class "A" Special shares of the Corporation; if in any year, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the Directors, be applied to dividends on the shares of the corporation ranking junior to the Class "A" Special shares according to their respective rights, provided that no dividends be paid on any class of shares that will impair the value of the Class "A" Special shares; the holders of the Class "A" Special shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends at the rate determined by the directors as hereinbefore provided for. (3) Ranking - The Class "A" Special shares shall rank, in regard to repayment of capital, in priority to all other shares of the Corporation but shall not confer any further right to participate in profits or assets. (4) Redemption - The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class "A" Special shares on payment for each share to be redeemed of the Redemption Amount; not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class "A" Special shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited; provided that the Class "A" Special shareholders by acknowledgement in writing may waive the necessity of the thirty (30) days' notice in writing provided for herein. (5) Retraction - The holder of Class "A" Special shares shall be entitled to require the Corporation to redeem at any time or times all or any of the Class "A" Special shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate representing the Class "A" Special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class "A" Special shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class "A" Special shares. Requests in writing shall specify a Redemption Date which shall be not less than thirty (30) days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class "A" Special shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the Redemption Date redeem such Class "A" Special shares by paying to such registered holder the Redemption Amount. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class "A" Special shares shall be redeemed on the Redemption Date and from and after the Redemption Date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class "A" Special shares in respect thereof unless payment of the Redemption Amount is not made on the Redemption Date, in which event the rights of the holders of the said Class "A" Special shares shall remain unaffected. (6) Cancellation - The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the Class "A" Special shares at and for the Redemption Amount, together with all dividends declared thereon and unpaid. (7) Dissolution - In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class "A" Special shares shall be entitled to receive before any distribution of any part of the assets of the Corporation among the holders of any other shares the Redemption Amount and any

dividends declared thereon and unpaid and no more, before any amount is paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class "A" Special shares. (8) Non-Voting - The holders of the said Class "A" Special shares shall not be entitled to vote at any meetings of the shareholders of the Corporation other than the meetings referred to in clause 9 below but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale or its undertaking or a substantial part thereof. (9) Authorization to Amend - The authorization of an amendment to the articles to delete or vary any preference, right, condition, restriction, limitation, or prohibition attaching to the Class "A" Special shares or to create special shares ranking in priority to or on a parity with the Class "A" Special shares, in addition to the authorization by a special resolution, may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class "A" Special shares duly called for that purpose. (10) Price Adjustment Clause - Notwithstanding the foregoing, in the event that any holder of Class "A" Special shares, the Corporation or any taxing authority having jurisdiction shall subsequently allege that such Redemption Amount does not accurately reflect the fair market value of the net consideration for which all of the Class "A" Special shares were issued or proposes to make an assessment of tax on the basis that a benefit or advantage is or has been conferred on any person by reason of such Redemption Amount, such Redemption Amount may, ab initio, be amended by the independent accounting advisors of the Corporation, as the case may be, and such amended amount shall be and is always deemed to be and to have always been the "Redemption Amount"; and in the event that such amended amount is less than the original Redemption Amount, any excess dividends or Redemption Amount paid by the Corporation on the Class "A" Special shares as a result shall be repaid by the holder to the Corporation within sixty (60) days of the determination of the amended Redemption Amount and, conversely, if such amount is more than the original Redemption Amount, any deficiency with respect to the dividends or Redemption Amount previously paid by the Corporation in respect of the Class "A" Special shares as a result shall be paid by the Corporation to the holder within sixty (60) days of the determination of the amended Redemption Amount. CLASS "B" SPECIAL SHARES The non-cumulative, non-voting, redeemable, retractable, Class "B" Special shares (herein called the Class "B" Special shares) the following designations, rights, privileges, conditions, restrictions, limitations and prohibitions: (1) Redemption Amount - For the purpose of these Class "B" Special shares Redemption Amount shall be \$1.00 per Class "B" Special share. (2) Dividends - The holders of the Class "B" Special shares shall in each year and in the discretion of the directors, be entitled out of any or all profits or surplus available for dividends, to non-cumulative dividends at a rate determined annually by the directors of the Corporation; if in any year, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the Directors, be applied to dividends on the shares of the Corporation ranking junior to the Class "B" Special shares according to their respective rights, provided that no dividends be paid on any class of shares that will impair the value of the Class "B" Special shares; the holders of the Class "B" Special shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends at the rate determined by the directors as hereinbefore provided for. (3) Ranking: The Class "B" Special shares shall rank, in regard to repayment of capital, junior to the Class "A" Special shares and in priority to all other shares of the Corporation but shall not confer any further right to participate in profits or assets. (4) Redemption - The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class "B" Special shares on payment for each share to be redeemed of the Redemption Amount; not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class "B" Special shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited; provided that the Class "B" Special shareholders by acknowledgement in writing may waive the necessity of the thirty (30) days' notice in writing provided for herein. (5) Retraction - The holder of Class "B" Special shares shall be entitled to require the Corporation to redeem at any time or times all or any of the Class "B" Special shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate representing the Class "B" Special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class "B" Special shares represented by such certificate redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Class "B" Special shares. Requests in writing shall specify a Redemption Date which shall be not less than thirty (30) days after the day on which the request in writing is given to the Corporation. Upon

receipt of a share certificate representing the Class "B" Special shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the Redemption Date redeem such Class "B" Special shares by paying to such registered holder the Redemption Amount. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class "B" Special shares shall be redeemed on the Redemption Date and from and after the Redemption Date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class "B" Special shares in respect thereof unless payment of the Redemption Amount is not made on the Redemption Date, in which event the rights of the holders of the said Class "B" Special shares shall remain unaffected. (6) Cancellation - The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the Class "B" Special shares at and for the Redemption Amount, together with all dividends declared thereon and unpaid. (7) Dissolution - In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the prior rights of the holders of the Class "A" Special shares have been satisfied, the holders of Class "B" Special shares shall be entitled to receive from the assets and property of the Corporation the Redemption Amount and any dividends declared thereon and unpaid and no more, before any amount is paid or any property or assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Class "B" Special shares. (8) Non-Voting - The holders of the said Class "B" Special shares shall not be entitled to vote at any meetings of the shareholders of the Corporation other than the meetings referred to in clause 9 below but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale or its undertaking or a substantial part thereof. (9) Authorization to Amend - The authorization of an amendment to the articles to delete or vary any preference, right, condition, restriction, limitation, or prohibition attaching to the Class "B" Special shares or to create special shares ranking in priority to or on a parity with the Class "B" Special shares, in addition to the authorization by a special resolution, may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class "B" Special shares duly called for that purpose. (10) Price Adjustment Clause - Notwithstanding the foregoing, in the event that any holder of Class "B" Special shares, the Corporation or any taxing authority having jurisdiction shall subsequently allege that such Redemption Amount does not accurately reflect the fair market value of the net consideration for which all of the Class "B" Special shares were issued or proposes to make an assessment of tax on the basis that a benefit or advantage is or has been conferred on any person by reason of such Redemption Amount, such Redemption Amount may, ab initio, be amended by the independent accounting advisors of the Corporation, as the case may be, and such amended amount shall be and is always deemed to be and to have always been the "Redemption Amount"; and in the event that such amended amount is less than the original Redemption Amount, any excess dividends or Redemption Amount paid by the Corporation on the Class "B" Special shares as a result shall be repaid by the holder to the Corporation within sixty (60) days of the determination of the amended Redemption Amount and, conversely, if such amount is more than the original Redemption Amount, any deficiency with respect to the dividends or Redemption Amount previously paid by the Corporation in respect of the Class "B" Special shares as a result shall be paid by the Corporation to the holder within sixty (60) days of the determination of the amended Redemption Amount.

CLASS "A" COMMON AND CLASS "B" COMMON SHARES The Class "A" Common and Class "B" Common shares shall have attached thereto the following: (1) The Class "A" Common and Class "B" Common shares shall rank junior to the Class "A" Special and Class "B" Special shares and shall be subject in all respects to the preferences, rights, conditions, restrictions, limitations and prohibitions attaching to the Class "A" Special and Class "B" Special shares. (2) In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, upon the repayment of the Redemption Amount firstly to the holders of Class "A" Special and Class "B" Special shares as aforesaid, all the remaining property and assets of the Corporation shall be paid or distributed equally on a pro-rata basis to the holders of the Class "A" Common and Class "B" Common shares without preference or distinction. (3) Neither the Class "A" Common shares nor the Class "B" Common shares may be subdivided, consolidated, reclassified or otherwise changed unless contemporaneously therewith the other classes of shares are subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner and unless such subdivision, consolidation, reclassification, or change has been approved by the holders of all of the Class "A" Common and Class "B" Common shares. (4) Holders of the Class "A" Common and Class "B" Common shares on the record date for voting, if any, shall be entitled to one (1) vote for each Class "A" Common and Class "B" Common share held by them at all shareholders' meetings. (5) In the event that there shall be surplus or profits available for dividends, such surplus or profits or any part thereof may, in the discretion of the Directors, but only on the unanimous approval of all the Directors, be applied to dividends on one class of common shares at the exclusion of the other classes of common shares. **DIVIDEND PAYMENT** Notwithstanding anything set out

above, the Board of Directors may, from time to time, in its absolute discretion, cause the Corporation to distribute dividends of any amount it considers appropriate on any class of shares to the exclusion of other classes of shares provided that no dividend may be paid on any class of shares that would impair the value of the special shares of the Corporation.

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

That the transfer of shares is to be restricted in that no shares shall be transferred without the express consent of a majority of the directors, to be signified by a resolution passed by the Board; provided, that no such consent shall be required in the case of a transmission from a deceased shareholder to his or her executors or administrators.

9. Other provisions, if any. Enter other provisions, or if no other provisions enter "None":

(a) That the Corporation may be dissolved upon the authorization of a majority of the votes cast at a general meeting of the shareholders of the Corporation duly called for the purpose. (b) That the number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder; (c) That any invitation to the public to subscribe for securities of the Corporation is prohibited; and (d) That subject to the provisions of the Business Corporations Act, the Corporation shall have the right to purchase any of its issued and outstanding common shares.

10. The name(s) and address(es) of incorporator(s) are:

Full Name

Jane Doe

Address for Service

111 Street Name, Town, Ontario, Canada, N2V 2E7

The articles have been properly executed by the required person(s).

Supporting Information - Nuans Report Information

Nuans Report Reference #

121566504

Nuans Report Date

April 12, 2022

The endorsed Articles of Incorporation are not complete without the Certificate of Incorporation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

Barbara Doe
Director/Registrar, Ministry of Government and Consumer Services