

Certificate of Continuance

Certificat de maintien

Business Corporations Act

Loi sur les sociétés par actions

GIVEX CORP.

Corporation Name / Dénomination sociale

1000360410

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

November 10, 2022 / 10 novembre 2022

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Continuance is not complete
without the Articles of Continuance

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

V. Quintanilla W.

Director/Registrar



Le certificat de maintien n'est pas complet s'il ne
contient pas les statuts de maintien

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

V. Quintanilla W.

Directeur ou registrateur



Articles of Continuance

Business Corporations Act

1. Corporation Name

GIVEX INFORMATION TECHNOLOGY GROUP LIMITED

2. Date of Incorporation/Amalgamation

October 15, 2019

3. Name of jurisdiction the corporation is leaving

Canada - British Columbia

4. The continuance was authorized by home jurisdiction on

October 01, 2022

5. The corporation is continued in Ontario under the name

GIVEX CORP.

6. Registered Office Address

134 Peter Street, Suite 1400, Toronto, Ontario, Canada, M5V 2H2

7. Number of Directors

Minimum/Maximum

Min 1 / Max 10

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V. Quintanilla W.
Director/Registrar, Ministry of Government and Consumer Services

8. The director(s) is/are:

Full Name	Michael CARR
Address for Service	[REDACTED] Toronto, Ontario, Canada, [REDACTED]
Full Name	Miles EVANS
Address for Service	[REDACTED] Nassau, New Providence, Bahamas, [REDACTED]
Full Name	Don GRAY
Address for Service	[REDACTED] Nassau, New Providence, Bahamas, [REDACTED]
Full Name	Divya KULKARNI
Address for Service	[REDACTED] Brampton, Ontario, Canada, [REDACTED]
Full Name	Robert MUNRO
Address for Service	[REDACTED] Toronto, Ontario, Canada, [REDACTED]
Full Name	Jim WOODSIDE
Address for Service	[REDACTED] Toronto, Ontario, Canada, [REDACTED]

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

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

The corporation is authorized to issue an unlimited number of Preferred shares and an unlimited number of Common shares.

11. 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":

A. Preferred Shares
1. Dividends The holders of the Preferred shares shall be entitled to receive dividends as and when declared from time to time by the board of directors out of moneys of the Corporation properly applicable to the payment of dividends and the amount per share of each such dividend shall be determined by the board of directors at the time of declaration. The board of directors may declare in its absolute discretion dividends on any of the said classes of shares in priority to or after dividends, if any, which may be declared or paid on any other of the said classes of shares in the same amounts or in such differing amounts as they may decide, together with or wholly to the exclusion of any other of the said classes of shares.
2. Voting Rights Except as required by the provisions of the Business Corporations Act, and except as provided in this clause, the holders of the Preferred shares shall not, as such, be entitled to receive notice of any meetings of the shareholders of the Corporation and shall not be entitled to attend or to vote at any such meetings, but the holders of the Preferred shares shall be entitled to notice of

meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 184(3) of the Business Corporations Act. 3. Redemption Rights The Corporation may, upon giving ten (10) days' written notice to the holders of the Preferred shares, redeem at any time the whole or from time to time any part of the then outstanding Preferred shares. Upon redemption, the Corporation shall pay to the holders of the shares to be redeemed, in respect of each share to be redeemed, an amount (the "Preferred Redemption Amount") equal to the sum of: a) all dividends declared thereon and unpaid; and b) the stated capital of the shares to be redeemed. If notices of any redemption are given by the Corporation and if amounts sufficient to redeem the shares are deposited with any trust company or chartered bank in Canada, as specified in the notice, in trust for the holders of the shares to be redeemed on or before the date fixed for redemption, dividends on the 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 evidencing such shares, to receive payment therefor out of the moneys so deposited. In case part only of the then outstanding Preferred shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the board of directors in its discretion shall decide or, if the board of directors so determines may be redeemed pro rata, disregarding fractions, and the board of directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares. 4. Retraction Rights A holder of Preferred shares shall be entitled to require the Corporation to redeem at any time the whole or any part of such holder's Preferred shares. Upon such redemption the Corporation shall pay to such holder in respect of each share to be redeemed an amount equal to the Preferred Redemption Amount. A holder of Preferred shares desiring to have shares redeemed by the Corporation as herein provided shall deposit with the Corporation the certificates evidencing the shares which the holder wishes to have redeemed, together with a notice requiring the redemption of all or a specific number of such shares. The Corporation shall redeem such number of shares and pay such amount within ten (10) days after such deposit. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. If the holder specifies in the notice requiring redemption that a part only of the Preferred shares evidenced by any deposited share certificate is to be redeemed, the Corporation shall issue and deliver to such holder, at the expense of the Corporation, a new certificate evidencing the shares which are not to be redeemed. Upon redemption and payment as aforesaid, dividends on the shares redeemed shall cease and the holder thereof shall thereafter have no rights against the Corporation in respect thereof. 5. Liquidation In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Preferred shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate Preferred Redemption Amount (as hereinbefore defined) of all Preferred shares held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of any common shares or any other shares ranking junior to the Preferred shares. After payment to the holders of the Preferred shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets of the Corporation. B. Common Shares 1. Voting Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the corporation, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each common share held by such holder. 2. Dividends Subject to the rights of the holders of the Preferred shares and the rights of the holders of any other class or series of shares ranking senior to the common shares, the holders of common shares shall be entitled to receive dividends if and when declared by the board of directors. 3. Liquidation In the event of any liquidation, dissolution or winding-up of the corporation or other distribution of the assets of the corporation among its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall be entitled, subject to the rights of the holders of the Preferred shares and the rights of the holders of any other class or series of shares ranking senior to the common shares, to receive the remaining property or assets of the Corporation.

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

None.

13. Other provisions

None.

14. The corporation is to be continued under the Business Corporations Act to the same extent as if it had been incorporated under this Act.

15. The corporation has complied with subsection 180(3) of the Business Corporations Act.

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

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Supporting Document -Constating Document from Governing Jurisdiction

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

V. Quintanilla W.
Director/Registrar, Ministry of Government and Consumer Services

Supporting Information - Nuans Report Information

Nuans Report Reference #

Nuans Report Date

121682969

August 31, 2022

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