



Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

9060669 CANADA INC.

Corporate name / Dénomination sociale

906066-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act* (CBCA).

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions* (LCSA).

Virginie Ethier

Director / Directeur

2014-10-23

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



-
- 1 Corporate name
Dénomination sociale
9060669 CANADA INC.
-
- 2 The province or territory in Canada where the registered office is situated
La province ou le territoire au Canada où est situé le siège social
ON
-
- 3 The classes and the maximum number of shares that the corporation is authorized to issue
Catégories et le nombre maximal d'actions que la société est autorisée à émettre
See attached schedule / Voir l'annexe ci-jointe
-
- 4 Restrictions on share transfers
Restrictions sur le transfert des actions
See attached schedule / Voir l'annexe ci-jointe
-
- 5 Minimum and maximum number of directors
Nombre minimal et maximal d'administrateurs
Min. 1 Max. 10
-
- 6 Restrictions on the business the corporation may carry on
Limites imposées à l'activité commerciale de la société
None
-
- 7 (1) If change of name effected, previous name
S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure
1011773 B.C. Ltd.
(2) Details of incorporation
Détails de la constitution
See attached schedule / Voir l'annexe ci-jointe
-
- 8 Other Provisions
Autres dispositions
See attached schedule / Voir l'annexe ci-jointe
-
- 9 Declaration: I certify that I am a director or an officer of the company continuing into the CBCA.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société se prorogeant sous le régime de la LCSA.

Original signed by / Original signé par

Jill Granat

Jill Granat

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe

Details of Incorporation / Détails de la constitution

The company was incorporated under the laws of the Province of British Columbia pursuant to the Business Corporations Act (British Columbia) on August 25, 2014 under the name 1011773 B.C. Unlimited Liability Company. On October 21, 2014 the company converted to a limited company under the Business Corporations Act (British Columbia) and its name was changed to 1011773 B.C. Ltd.

Schedule / Annexe
Description of Classes of Shares / Description des catégories d'action

The Corporation is authorized to issue an unlimited number of shares of one class to be designated as Common Shares. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

1. Dividends

1.1 The holders of Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and all dividends which the Corporation may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding.

2. Dissolution

2.1 In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation.

3. Voting Rights

3.1 The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Common Share held at all meetings of the shareholders of the Corporation.

Schedule / Annexe

Restrictions on Share Transfers / Restrictions sur le transfert des actions

No shares of the Corporation may be transferred without complying with the restrictions on transfer set out in paragraph 8 hereof.

Schedule / Annexe
Other Provisions / Autres dispositions

The right to transfer securities of the Corporation (other than debt securities that are not convertible into shares of the Corporation) shall be restricted in that no holder of such securities shall be entitled to transfer any such securities without either:

- (a) if the transfer of such securities is restricted by any security holders' agreement, complying with such restrictions in such agreement; or
- (b) if there are no such restrictions, either:
 - (i) the express sanction of the holders of more than 50% of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by the holders of more than 50% of such shares; or
 - (ii) the express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors entitled to vote on that resolution at a meeting of directors.

The board of directors of the Corporation may, at any time and from time to time, by resolution appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next following annual meeting of shareholders of the Corporation, provided that the total number of directors so appointed by the board of directors of the Corporation during the period between any two annual meetings of shareholders of the Corporation shall not exceed one-third of the number of directors elected at the earlier of such two annual meetings of shareholders of the Corporation.

Schedule / Annexe
Company History / Historique de l'entreprise

The company was incorporated under the laws of the Province of British Columbia pursuant to the Business Corporations Act (British Columbia) on August 25, 2014 under the name 1011773 B.C. Unlimited Liability Company. On October 21, 2014 the company converted to a limited company under the Business Corporations Act (British Columbia) and its name was changed to 1011773 B.C. Ltd.



**Initial Registered Office Address
and First Board of Directors**

**Siège social initial et premier
conseil d'administration**

*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale

9060669 CANADA INC.

2 Address of registered office
Adresse du siège social

155 Wellington Street West
Toronto ON M5V 3J7

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

		Resident Canadian Résident Canadien
Jill Granat	155 Wellington Street West, Toronto ON M5V 3J7, Canada	No / Non
Joshua Kobza	155 Wellington Street West, Toronto ON M5V 3J7, Canada	No / Non
Patricia L. Olasker	155 Wellington Street West, Toronto ON M5V 3J7, Canada	Yes / Oui

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Jill Granat

Jill Granat
305-378-3342

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.