

CORPORATE ACCESS NUMBER: 2023171883

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

**SLEEPING GIANT CAPITAL CORP.
WAS INCORPORATED IN ALBERTA ON 2021/01/18.**



This information is collected in accordance with the *Business Corporations Act*. It is required to collect an Alberta corporation's articles for the purpose of issuing a certificate of incorporation. Collection is authorized under s. 33(a) of the *Freedom of Information and Protection of Privacy Act*. Questions about the collection can be directed to Service Alberta Contact Centre staff at cr@gov.ab.ca or 780-427-7013 (toll-free 310-0000 within Alberta).

1. Name of Corporation

SLEEPING GIANT CAPITAL CORP.

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

See Schedule re Authorized Shares

3. Restrictions on share transfers (if any):

None

4. Number, or minimum and maximum number of directors that the corporation may have:

Minimum 3 - Maximum 10

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restrictions

None

6. Other rules or provisions (if any):

See Schedule re Other Provisions

7. Authorized Representative/Authorized Signing Authority for the Corporation

Cameron, Gordon

Solicitor

Last Name, First Name, Middle Name (optional)

Relationship to Corporation

Telephone Number (optional)

Email Address (optional)

2021/01/18

(signed) "Gordon Cameron"

Date of submission (yyyy-mm-dd)

Signature

SCHEDULE RE AUTHORIZED SHARES

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares without nominal or par value and an unlimited number of First Preferred Shares without nominal or par value.

1. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:
 - (a) **Payment of Dividends:** The holders of the Common Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common Shares, the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.
 - (b) **Participation upon Liquidation, Dissolution or Winding Up:** 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 Common Shares will, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common Shares, be entitled to participate in the distribution. Such distribution will be made in equal amounts per share on all the Common Shares at the time outstanding without preference or distinction.
 - (c) **Voting Rights:** Subject to the rights of the holders of any other class, or of any series of any other class, of shares of the Corporation to have separate meetings of that class or series or to vote separately as a class or series, the holders of the Common Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.
2. The rights, privileges, restrictions and conditions attaching to the First Preferred Shares are as follows:
 - (a) **Series:** The First Preferred Shares may at any time and from time to time be issued in one or more series. Subject to the provisions of clauses 2(b) and (c), the board of directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of First Preferred Shares.
 - (b) **Idem:** The First Preferred Shares are entitled to priority over the Common Shares and all other shares ranking junior to the First Preferred Shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of any 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.

- (c) **Idem:** The First Preferred Shares of each series will rank on a parity with the First Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets of the Corporation in the event of any 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.

SCHEDULE RE OTHER PROVISIONS

1. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting.
2. Meetings of shareholders may be held outside of Alberta.