

# Articles Of Amendment

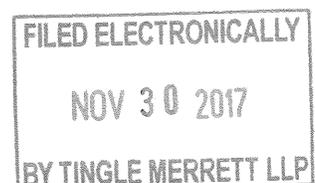
Business Corporations Act  
Section 29 or 177

1. Name of Corporation	2. Corporate Access Number
NAVION CAPITAL INC.	2020751075

3. The Articles of the above named corporation are amended as follows:

1. Pursuant to subsection 173(1)(m) of the *Business Corporations Act* (Alberta), the restrictions on share transfers as set out in the Articles of the Corporation are hereby amended by deleting the existing restrictions and inserting therefor the word "None".
2. Pursuant to subsection 173(1)(n) of the *Business Corporations Act* (Alberta), the other rules and provisions as set out in the Articles of the Corporation are hereby amended by deleting the existing provisions and inserting therefor the Schedule of Other Rules or Provisions attached hereto and forming a part of this form.

Date	Signature	Title
November 30, 2017	 x _____ Scott M. Reeves	Solicitor & Agent



## **SCHEDULE OF OTHER RULES OR PROVISIONS**

- (a) The Directors of the Corporation 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 anytime exceed one-third of the number of Directors who held office at the expiration of the last annual general meeting of the Corporation.
  
- (b) The Corporation shall have a lien on the shares registered in the name of a Shareholder or his legal representative for a debt of that Shareholder to the Corporation.
  
- (c) The holder of a fractional share of the Corporation shall be entitled to exercise any voting rights and to receive any dividend in respect of the fractional share.

# Name/Structure Change Alberta Corporation - Registration Statement

**Alberta Amendment Date: 2017/11/30**

**Service Request Number:** 28092945

**Corporate Access Number:** 2020751075

**Legal Entity Name:** NAVION CAPITAL INC.

**French Equivalent Name:**

**Legal Entity Status:** Active

**Alberta Corporation Type:** Named Alberta Corporation

**New Legal Entity Name:** NAVION CAPITAL INC.

**New French Equivalent Name:**

**Nuans Number:** 120325256

**Nuans Date:** 2017/10/18

**French Nuans Number:**

**French Nuans Date:**

**Share Structure:** SEE THE ATTACHED SCHEDULE OF SHARE CAPITAL.

**Share Transfers Restrictions:** NONE.

**Number of Directors:**

**Min Number Of Directors:** 1

**Max Number Of Directors:** 10

**Business Restricted To:** NONE.

**Business Restricted From:** NONE.

**Other Provisions:** SEE THE ATTACHED SCHEDULE OF OTHER RULES OR PROVISIONS.

**BCA Section/Subsection:** 173(1)(M),(N)

**Professional Endorsement Provided:**

**Future Dating Required:**

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**Annual Return**

**No Records returned**

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**Attachment**

<b>Attachment Type</b>	<b>Microfilm Bar Code</b>	<b>Date Recorded</b>
Share Structure	ELECTRONIC	2017/10/18
Restrictions on Share Transfers	ELECTRONIC	2017/10/18
Other Rules or Provisions	ELECTRONIC	2017/10/18
Other Rules or Provisions	ELECTRONIC	2017/11/30

**Registration Authorized By: SCOTT M. REEVES**  
SOLICITOR

# Articles Of Incorporation

Business Corporations Act  
Section 6

1. Name of Corporation

NAVION CAPITAL INC.

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

See the attached Schedule of Share Capital.

3. Restrictions on share transfers (if any):

See the attached Schedule of Share Transfer Restrictions.

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

Minimum 1; Maximum 10

5. If the corporation is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restriction(s):

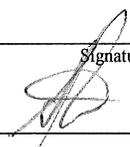
None.

6. Other rules or provisions (if any):

See the attached Schedule of Other Rules or Provisions.

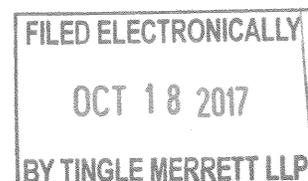
7. Date: 2017 / 10 / 18  
Year / Month / Day

**Incorporators**

Name of Person Authorizing (please print)	Address: (including postal code)	Signature
Scott M. Reeves	1250, 639 - 5th Avenue S.W. Calgary, AB T2P 0M9	

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator, Box 3140, Edmonton, Alberta T5J 4L4, (780) 427-7013.

REG 3047 (Rev. 2003/05)



## SCHEDULE OF SHARE CAPITAL

The Corporation is hereby authorized to issue an unlimited number of Class A Common Shares, an unlimited number of Class B Common Shares, and an unlimited number of Preferred Shares, having attached thereto the following rights, privileges, restrictions and conditions:

### 1. CLASS A COMMON SHARES

#### (a) Voting

The holders of Class A Common Shares shall be entitled to receive notice of, attend at and vote at all meetings of Shareholders on the basis of one (1) vote for each Class A Common Share held.

#### (b) Dividends

Subject to the rights of the holders of any class of shares ranking senior to the Class A Common Shares, the holders of the Class A Common Shares shall be entitled to receive and participate rateably in any dividends declared by the Board of Directors of the Corporation except in respect of such dividends as may be declared in favour of the holders of Class B Common Shares, Preferred Shares, or any other class of shares issued by the Corporation to the exclusion of the holders of Class A Common Shares. Holders of Class A Common Shares shall be entitled to receive dividends on the Class A Common Shares exclusive of any other shares of the Corporation. No dividend shall be declared or paid on Class A Common Shares in respect of entitlement to share in the remaining property of the Corporation in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets or property for the purpose of winding up the affairs of the Corporation, if such declaration or payment would cause the realizable value of the assets of the Corporation to be less than the aggregate of:

- (i) its liabilities;
- (ii) the stated capital of all issued and outstanding shares of the Corporation; and
- (iii) the amount the Corporation would be required to pay on a complete redemption or purchase of any issued and outstanding redeemable preferred shares in the capital of the Corporation.

#### (c) Liquidation, Dissolution or Winding-up

Subject to the rights of the holders of any class of shares ranking senior to the Class A Common Shares, in the event of the liquidation, dissolution or

winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of Class A Common Shares and Class B Common Shares shall be entitled to share rateably in the distribution of the remaining assets of the Corporation.

## 2. CLASS B COMMON SHARES

### (a) Voting

Subject to the provisions of the *Business Corporations Act* (Alberta), the holders of Class B Common Shares shall **not** be entitled to receive notice of, attend at or vote at any meetings of Shareholders.

### (b) Dividends

Subject to the rights of the holders of any class of shares ranking senior to the Class B Common Shares, the holders of the Class B Common Shares shall be entitled to receive and participate rateably in any dividends declared by the Board of Directors of the Corporation except in respect of such dividends as may be declared in favour of the holders of Class A Common Shares, Preferred Shares, or any other class of shares issued by the Corporation to the exclusion of the holders of Class B Common Shares. Holders of Class B Common Shares shall be entitled to receive dividends on the Class B Common Shares exclusive of any other shares of the Corporation. No dividend shall be declared or paid on Class B Common Shares in respect of entitlement to share in the remaining property of the Corporation in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets or property for the purpose of winding up the affairs of the Corporation, if such declaration or payment would cause the realizable value of the assets of the Corporation to be less than the aggregate of:

- (i) its liabilities;
- (ii) the stated capital of all issued and outstanding shares of the Corporation; and
- (iii) the amount the Corporation would be required to pay on a complete redemption or purchase of any issued and outstanding redeemable preferred shares in the capital of the Corporation.

### (c) Liquidation, Dissolution or Winding-up

Subject to the rights of the holders of any class of shares ranking senior to the Class B Common Shares, in the event of the liquidation, dissolution or

winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of Class A Common Shares and Class B Common Shares shall be entitled to share rateably in the distribution of the remaining assets of the Corporation.

**3. PREFERRED SHARES**

- (a) The Preferred Shares shall be issuable in one or more series at any time and from time to time.
- (b) The Directors of the Corporation, by resolution made prior to the issuance of Preferred Shares of a particular series, shall fix the number of Preferred Shares in the particular series and shall determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of the particular series.
- (c) The Directors of the Corporation may change the rights, privileges, restrictions and conditions attached to unissued shares of any series.

## **SCHEDULE OF SHARE TRANSFER RESTRICTIONS**

No transfer, assignment or conveyance of any securities of the Corporation shall be made or registered in the securities register of the Corporation without the approval of a majority of the directors of the Corporation.

## SCHEDULE OF OTHER RULES OR PROVISIONS

- (a) The Directors of the Corporation 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 anytime exceed one-third of the number of Directors who held office at the expiration of the last annual general meeting of the Corporation.
- (b) The Corporation shall have a lien on the shares registered in the name of a Shareholder or his legal representative for a debt of that Shareholder to the Corporation.
- (c) The holder of a fractional share of the Corporation shall be entitled to exercise any voting rights and to receive any dividend in respect of the fractional share.
- (d) The right to transfer securities of the Corporation, other than non-convertible debt securities, is restricted in that no securityholder shall be entitled to transfer any securities of the Corporation to any person who is not a securityholder of the Corporation unless the transfer has been approved by the board of directors of the Corporation.

**Articles of Incorporation  
For  
NAVION CAPITAL INC.**

**Share Structure:** SEE THE ATTACHED SCHEDULE OF SHARE CAPITAL.  
**Share Transfers  
Restrictions:** SEE THE ATTACHED SCHEDULE OF SHARE TRANSFER  
RESTRICTIONS.  
**Number of Directors:**  
**Min Number of Directors:** 1  
**Max Number of Directors:** 10  
**Business Restricted To:** NONE.  
**Business Restricted From:** NONE.  
**Other Provisions:** SEE THE ATTACHED SCHEDULE OF OTHER RULES OR  
PROVISIONS.

**Registration Authorized By: SCOTT M. REEVES  
SOLICITOR**

# Incorporate Alberta Corporation - Registration Statement

**Alberta Registration Date: 2017/10/18**

**Corporate Access Number: 2020751075**

**Service Request Number:** 27858416  
**Alberta Corporation Type:** Named Alberta Corporation  
**Legal Entity Name:** NAVION CAPITAL INC.  
**French Equivalent Name:**  
**Nuans Number:** 120325256  
**Nuans Date:** 2017/10/18  
**French Nuans Number:**  
**French Nuans Date:**

## REGISTERED ADDRESS

**Street:** 1250, 639 - 5TH AVENUE S.W.  
**Legal Description:**  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 0M9

## RECORDS ADDRESS

**Street:** 1250, 639 - 5TH AVENUE S.W.  
**Legal Description:**  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 0M9

## ADDRESS FOR SERVICE BY MAIL

**Post Office Box:**  
**City:**  
**Province:**  
**Postal Code:**  
**Internet Mail ID:**

**Share Structure:** SEE THE ATTACHED SCHEDULE OF SHARE CAPITAL.  
**Share Transfers Restrictions:** SEE THE ATTACHED SCHEDULE OF SHARE TRANSFER RESTRICTIONS.

**Number of Directors:**

**Min Number Of Directors:** 1

**Max Number Of Directors:** 10

**Business Restricted To:** NONE.

**Business Restricted From:** NONE.

**Other Provisions:** SEE THE ATTACHED SCHEDULE OF OTHER RULES OR PROVISIONS.

**Professional Endorsement  
Provided:**

**Future Dating Required:**

**Registration Date:** 2017/10/18

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**Director**

**Last Name:** SUSIN

**First Name:** LIVIO

**Middle Name:**

**Street/Box Number:** 103 - 2197 W. 2ND AVE.

**City:** VANCOUVER

**Province:** BRITISH COLUMBIA

**Postal Code:** V6K 1H7

**Country:**

**Resident Canadian:** Y

**Last Name:** HUGHES

**First Name:** PETER

**Middle Name:**

**Street/Box Number:** #6 - 2017 W. 15TH AVE.

**City:** VANCOUVER

**Province:** BRITISH COLUMBIA

**Postal Code:** V6J 2L4

**Country:**

**Resident Canadian:** Y

**Last Name:** REEVES

**First Name:** SCOTT

**Middle Name:** M.

**Street/Box Number:** 210 GRIZZLY RISE

**City:** COCHRANE

**Province:** ALBERTA

**Postal Code:** T4C 0B5

**Country:**

**Resident Canadian:** Y

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**Attachment**

<b>Attachment Type</b>	<b>Microfilm Bar Code</b>	<b>Date Recorded</b>
Share Structure	ELECTRONIC	2017/10/18
Other Rules or Provisions	ELECTRONIC	2017/10/18
Restrictions on Share Transfers	ELECTRONIC	2017/10/18

**Registration Authorized By:** SCOTT M. REEVES  
SOLICITOR