



Certificate of Incorporation

Canada Business Corporations Act

Certificat de constitution

Loi canadienne sur les sociétés par actions

DUCKWORTH CAPITAL CORP.

Corporate name / Dénomination sociale

1021628-3

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Virginie Ethier

Director / Directeur

2017-05-01

Date of Incorporation (YYYY-MM-DD)

Date de constitution (AAAA-MM-JJ)



Form 1
Articles of Incorporation
*Canada Business Corporations
Act (s. 6)*

Formulaire 1
Statuts constitutifs
*Loi canadienne sur les sociétés
par actions (art. 6)*

- 1 Corporate name
Dénomination sociale
DUCKWORTH CAPITAL CORP.
- 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
NS
- 3 The classes and any 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. 15
- 6 Restrictions on the business the corporation may carry on
Limites imposées à l'activité commerciale de la société
None
- 7 Other Provisions
Autres dispositions
See attached schedule / Voir l'annexe ci-jointe
- 8 **Incorporator's Declaration:** I hereby certify that I am authorized to sign and submit this form.
Déclaration des fondateurs : J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

Name(s) - Nom(s)

Original Signed by - Original signé par

Andrew V. Burke

Andrew V. Burke

Andrew V. Burke

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

An unlimited number of common shares; and

An unlimited number of preferred shares without nominal or par value, the conditions attaching to which are as follows:

1. Series of Preferred Shares

1.1 The board of directors of the Corporation may at any time and from time to time issue the Preferred Shares in one (1) or more series, each series to consist of such number of shares as may before issuance thereof be determined by the board of directors.

1.2 The board of directors of the Corporation may from time to time determine, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, the rate of preferential dividends, the dates of payment thereof, the redemption price and the terms of redemption, voting rights and conversion rights (if any), the whole subject to the filing of articles of amendment setting forth the designation, rights, privileges, restrictions, conditions and limitations attaching to the Preferred Shares of such series and the issuance of a certificate of amendment in respect thereof.

1.3 If any cumulative dividends or amounts payable on return of capital in respect of a series of Preferred Shares are not paid in full, the Preferred Shares of all series shall participate rateably in respect of accumulated dividends and return of capital.

1.4 The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets in the event of 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. Except with the consent in writing of all of Preferred Shares, no series of Preferred Shares shall be authorized which shall entitle the holders to receive upon liquidation, dissolution or redemption a sum in excess of the value of the consideration received by the Corporation on the issuance of that series plus a sum equivalent to all unpaid dividends accumulated thereon.

2. Dividends

2.1 The holders of the Preferred Shares shall be entitled to priority over the Common Shares of the Corporation and over any other shares of the Corporation ranking junior to the Preferred Shares with respect to priority in the payment of dividends.

2.2 Subject to the prior rights of the holders of the Preferred Shares and any other shares ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of the 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 of the Corporation may from time to time determine and all dividends which the board of directors of 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.

3. Liquidation

3.1 The holders of the Preferred Shares shall be entitled to priority over holders of any Common Shares or shares of any other class ranking junior to the Preferred Shares with respect to the distribution of assets 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 to its shareholders for the purpose of winding up its affairs.

3.2 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 to its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the Preferred Shares and any other shares ranking senior to the Common Shares with respect to priority in the distribution of assets upon liquidation, dissolution, winding-up or distribution for the purpose of winding-up, the holders of Common Shares shall be entitled to receive, pro rata, to the number of Common Shares held, all the remaining property and assets of the Corporation.

4. Voting Rights

4.1 Except as hereinafter referred to or as otherwise required by law or in accordance with any voting rights which may from time to time be attached to any series of Preferred Shares, the holders of the Preferred Shares as a class shall not be entitled to receive notice of, to attend or to vote at any meetings of the shareholders of the Corporation.

4.2 The holders of the Common Shares shall be entitled to receive notice of and to attend and to vote at all meetings of the shareholders of the Corporation and each Common Share shall, when represented at any meeting of the shareholders of the Corporation, carry the right to one vote.

5. Priority

5.1 The Preferred Shares shall rank senior to the Common Shares. The Preferred Shares of any series may be given such other preferences, not inconsistent with the provisions hereof, over the Common Shares and over any other class ranking junior to the Preferred Shares of that series as may be determined in the case of such series of Preferred Shares.

Schedule / Annexe

Restrictions on Share Transfers / Restrictions sur le transfert des actions

No shares of the Corporation may be transferred without either:

- (a) the previous consent of the directors of the Corporation expressed by resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
 - (b) the previous consent of the holders of at least fifty-one percent (51%) of the outstanding voting shares expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.
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Schedule / Annexe
Other Provisions / Autres dispositions

- (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation 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 joint registered owners of one or more shares being counted as one shareholder; and
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

DUCKWORTH CAPITAL CORP.

Corporate name / Dénomination sociale

1021628-3

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2017-05-11

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

1 Corporate name
Dénomination sociale
DUCKWORTH CAPITAL CORP.

2 Corporation number
Numéro de la société
1021628-3

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation amends the restrictions on share transfers as follows:
Les restrictions sur le transfert d'actions sont modifiées comme suit :
See attached schedule / Voir l'annexe ci-jointe

The corporation amends the other provisions as follows:
Les autres dispositions sont modifiées comme suit :
See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Andrew V. Burke
Andrew V. Burke
902-420-3200

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Schedule / Annexe

Restrictions on Share Transfers / Restrictions sur le transfert des actions

The Articles of Incorporation are amended to remove the restrictions on share transfers set out in Section 4, thereof. For greater certainty, there shall be no restrictions of the transfer of shares of the Corporation.

Schedule / Annexe
Other Provisions / Autres dispositions

The Articles of Incorporation are also amended to remove the other provisions regarding the number of shareholders and the prohibition on public subscriptions set out in in Section 7, thereof. For greater certainty, there shall be no restrictions on the number of shareholders or public subscriptions.