

CORPORATE ACCESS NUMBER: 2020795932

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

MG CAPITAL CORPORATION
WAS INCORPORATED IN ALBERTA ON 2017/11/09.



**Articles of Incorporation
For
MG CAPITAL CORPORATION**

Share Structure: SEE SCHEDULE

Share Transfers Restrictions: NO SECURITIES (OTHER THAN NON-CONVERTIBLE DEBT SECURITIES) OF THE CORPORATION SHALL BE TRANSFERRED WITHOUT THE APPROVAL OF THE BOARD OF DIRECTORS.

Number of Directors:

Min Number of Directors: 3

Max Number of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE SCHEDULE

**Registration Authorized By: JOSHUA WEINBERGER
SOLICITOR**

SCHEDULE: SHARE STRUCTURE

THE CLASSES OF SHARES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE ARE:

1. An unlimited number of Common shares, the holders of which are entitled:

(a) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

(b) to receive any dividend declared by the Corporation on this class of shares; provided that the Corporation shall be entitled to declare dividends on the Preferred shares, or on any of such classes of shares without being obliged to declare any dividends on the Common shares of the Corporation;

(c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common shares of the Corporation.

2. An unlimited number of Preferred shares, which as a class, have attached thereto the following rights, privileges, restrictions and conditions:

(a) the Preferred shares may from time to time be issued in one or more series, and the Directors may fix from time to time before such issue the number of Preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;

(b) the Preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation amongst its shareholders for the purpose of winding up its affairs, be entitled to preference over the Common shares and over any other shares of the Corporation ranking by their terms junior to the Preferred shares of that series. The Preferred shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common shares and any other such Preferred shares as may be fixed in accordance with clause (2)(a); and

(c) if any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred shares are not paid in full, all series of Preferred shares shall participate rateably in respect of accumulated dividends and return of capital.

SCHEDULE: OTHER RULES OR PROVISIONS

The directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual 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 of the Corporation.

Meetings of the shareholders may be held outside of Alberta.

Incorporate Alberta Corporation - Registration Statement

Alberta Registration Date: 2017/11/09

Corporate Access Number: 2020795932

Service Request Number: 27987919
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: MG CAPITAL CORPORATION
French Equivalent Name:
Nuans Number: 120339942
Nuans Date: 2017/11/08
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 1900, 520 - 3RD AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0R3

RECORDS ADDRESS

Street: 1900, 520 - 3RD AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 0R3

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:

Internet Mail ID:

Share Structure: SEE SCHEDULE

Share Transfers Restrictions: NO SECURITIES (OTHER THAN NON-CONVERTIBLE DEBT SECURITIES) OF THE CORPORATION SHALL BE TRANSFERRED WITHOUT THE APPROVAL OF THE BOARD OF DIRECTORS.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 15

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE SCHEDULE

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2017/11/09

Director

Last Name: MCKEOWN

First Name: PETER

Middle Name: L.

Street/Box Number: 213 BENCHLANDS TERRACE

City: CANMORE

Province: ALBERTA

Postal Code: T1W 1G1

Country:

Resident Canadian: Y

Last Name: MCVICAR

First Name: JAMES

Middle Name:

Street/Box Number: 605 FIRST STREET

City: CANMORE

Province: ALBERTA

Postal Code: T1W 3B9

Country:

Resident Canadian: Y

Last Name: JAMIESON

First Name: GLENN

Middle Name:

Street/Box Number: 2178 ARBOURVIEW DRIVE

City: OAKVILLE

Province: ONTARIO

Postal Code: L6M 3N9

Country:

Resident Canadian: Y

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2017/11/09
Other Rules or Provisions	ELECTRONIC	2017/11/09

Registration Authorized By: JOSHUA WEINBERGER
SOLICITOR

Articles Of Incorporation

Business Corporations Act
Section 6

1. Name of Corporation

MG CAPITAL CORPORATION

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

See Schedule

3. Restrictions on share transfers (if any):

No securities (other than non-convertible debt securities) of the Corporation shall be transferred without the approval of the Board of Directors.

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

Minimum 3; Maximum 15

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 Schedule

7. Date authorized by Incorporators: 2017/11/09
Year/ Month / Day



Incorporators

Name of Person Authorizing (please print)	Address: (including postal code)	Signature
Joshua Weinberger	1900, 520 – 3 rd Avenue SW Calgary, Alberta T2P 0R3	

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.

SCHEDULE: SHARE STRUCTURE

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 - (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common shares of the Corporation.
2. **An unlimited number of Preferred shares**, which as a class, have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) the Preferred shares may from time to time be issued in one or more series, and the Directors may fix from time to time before such issue the number of Preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;
 - (b) the Preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation amongst its shareholders for the purpose of winding up its affairs, be entitled to preference over the Common shares and over any other shares of the Corporation ranking by their terms junior to the Preferred shares of that series. The Preferred shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common shares and any other such Preferred shares as may be fixed in accordance with clause (2)(a); and
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