



**Certificate of Discontinuance** **Certificat de changement de régime**

*Canada Business Corporations Act*

*Loi canadienne sur les sociétés par actions*

CLIP MONEY INC.

Corporate name / Dénomination sociale

1405580-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation was discontinued under section 188 of the *Canada Business Corporations Act* and continued under the laws of another jurisdiction as specified in the attached document.

Je certifie que la société susmentionnée a changé de régime aux termes de l'article 188 de la *Loi canadienne sur les sociétés par actions* et a été prorogée sous le régime de la loi d'une autre autorité législative tel que spécifié dans le document ci-joint.

Hantz Prosper

Director / Directeur

2024-07-04

Date of Discontinuance (YYYY-MM-DD)  
Date du changement de régime (AAAA-MM-JJ)

## Certificate of Continuance

## Certificat de maintien

Business Corporations Act

Loi sur les sociétés par actions

**CLIP MONEY INC.**

Corporation Name / Dénomination sociale

**1000940756**

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en  
vigueur le

**July 04, 2024 / 04 juillet 2024**

*V. Quintanilla W.*

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Continuance is not complete  
without the Articles of Continuance

Certified a true copy of the record of the  
Ministry of Public and Business Service Delivery.

*V. Quintanilla W.*

Director/Registrar



Le certificat de maintien n'est pas complet s'il ne  
contient pas les statuts de maintien

Copie certifiée conforme du dossier du  
ministère des Services au public et aux  
entreprises.

*V. Quintanilla W.*

Directeur ou registrateur



# Articles of Continuance

Business Corporations Act

## 1. Corporation Name

CLIP MONEY INC.

## 2. Date of Incorporation/Amalgamation

May 20, 2022

## 3. Name of jurisdiction the corporation is leaving

Canada - Federal

## 4. The continuance was authorized by home jurisdiction on

June 24, 2024

## 5. The corporation is continued in Ontario under the name

CLIP MONEY INC.

## 6. Registered Office Address

333 Bay Street, Unit 3400, Toronto, Ontario, M5H2S7, Canada

## 7. Number of Directors

Minimum/Maximum

Min 1 / Max 20

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Director/Registrar, Ministry of Public and Business Service Delivery

**8. The director(s) is/are:**

Full Name	JOSEPH ARRAGE
Address for Service	333 Bay Street, Suite 3400, Toronto, Ontario, M5H2S7, Canada
Full Name	JOHN DESMOND
Address for Service	333 Bay Street, Suite 3400, Toronto, Ontario, M5H2S7, Canada
Full Name	PETER DORSMAN
Address for Service	333 Bay Street, Suite 3400, Toronto, Ontario, M5H2S7, Canada
Full Name	JEFF GIBSON
Address for Service	333 Bay Street, Suite 3400, Toronto, Ontario, M5H2S7, Canada
Full Name	STUART MACKINNON
Address for Service	16330 Sunset Valley Drive, Dallas, Texas, 75248, United States

**9. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":**

There are no restrictions on business the Corporation may carry on or on powers the Corporation may exercise.

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

The Corporation is authorized to issue an unlimited number of Common shares and an unlimited number of Preferred shares, issuable in series.

**11. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":**

The rights, privileges, restrictions and conditions attaching to the Common Shares as a class and the Preferred Shares issuable in series as a class, are as follows:

**A. COMMON SHARES**

**1. Voting Rights**

The holder of a Common Share shall be entitled to one vote for each Common Share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series.

**2. Dividend**

Subject to the prior rights of the holders of any Preferred Shares and to any other shares ranking senior to the Common Shares

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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, if as and when declared by the directors out of the moneys of the Corporation 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 directors 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. Dissolutions

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, subject to the prior rights of the holders of an Preferred Shares and to any other shares ranking senior to the Common Shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation.

## B. PREFERRED SHARES

### 1. Preferred Shares Issuable in Series

The Preferred Shares may, at any time and from time to time, be issued in one or more series, each series to consist of such number of shares as may, before issuance and subject as hereinafter provided, determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series including, without limiting the generality of the foregoing:

- (a) the rate, amount or method of calculation of any dividends, whether cumulative, non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which any such dividends shall accrue and any preferences of such dividends;
- (b) any rights of redemption and/or purchase and the redemption or purchase prices and terms and conditions of any such rights;
- (c) any rights of retraction vested in the holders of Preferred Shares of such series and the prices and terms and conditions of any such rights and whether any other rights of retraction may be vested in such holders in the future;
- (d) any voting rights;
- (e) any conversion rights;
- (f) any rights to receive the remaining property of the Corporation upon dissolution, liquidation or winding-up and the amount and preferences of any such rights;
- (g) any sinking fund or purchase fund; and
- (h) any other provisions attaching to any such series of the Preferred Shares

**12. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":**

Not applicable.

### 13. Other provisions

None

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14. The corporation is to be continued under the Business Corporations Act to the same extent as if it had been incorporated under this Act.

15. The corporation has complied with subsection 180(3) of the Business Corporations Act.

The articles have been properly executed by the required person(s).

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Supporting Document -Constating Document from Governing Jurisdiction

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**Supporting Document - Legal Opinion**

**Name of the Lawyer Signing the Opinion**

**Law Firm**

**Telephone**

**Address of Lawyer or Firm**

LEGAL OPINION IS NOT REQUIRED PER SUBSECTION 5(2) O.REG  
398/21  
Not applicable  
1 800 3613223  
393 University Avenue, Suite 200, Toronto, Ontario, M5G2M2,  
Canada

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**Supporting Information - Nuans Report Information**

**Nuans Report Reference #**

122200498

**Nuans Report Date**

April 15, 2024

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