



Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

TAAL Distributed Information Technologies Inc.

Corporate name / Dénomination sociale

1316952-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act* (CBCA).

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions* (LCSA).

Raymond Edwards

Director / Directeur

2021-07-08

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



Form 11
Articles of Continuance
Canada Business Corporations Act
(CBCA) (s. 187)

Formulaire 11
Clauses de prorogation
Loi canadienne sur les sociétés par
actions
(LCSA) (art. 187)

1	Corporate name Dénomination sociale TAAL Distributed Information Technologies Inc.
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 ON
3	The classes and the 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 None
5	Minimum and maximum number of directors Nombre minimal et maximal d'administrateurs Min. 3 Max. 15
6	Restrictions on the business the corporation may carry on Limites imposées à l'activité commerciale de la société None
7	(1) If change of name effected, previous name S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure Not Applicable / Sans objet (2) Details of incorporation Détails de la constitution See attached schedule / Voir l'annexe ci-jointe
8	Other Provisions Autres dispositions See attached schedule / Voir l'annexe ci-jointe
9	Declaration: I certify that I am a director or an officer of the company continuing into the CBCA. Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société se prorogeant sous le régime de la LCSA.

Original signed by / Original signé par

Stefan Matthews

Stefan Matthews

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 1
TO ARTICLES OF INCORPORATION
OF
TAAL DISTRIBUTED INFORMATION TECHNOLOGIES INC.**

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

The classes and number of shares that the Corporation is authorized to issue are as follows:

- (a) an unlimited number of Common Shares without nominal or par value; and
- (b) an unlimited number of Non-Voting Participating Shares without nominal or par value.

1. COMMON SHARES

- (a) **Voting Rights.** The holders of the Common Shares shall be entitled to receive notice, of and to attend, all meetings of the shareholders of the Corporation and shall have one (1) vote for each Common Share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.
- (b) **Dividends.** The holders of the Common Shares shall be entitled to receive, *pari passu* with the holders of the Non-Voting Participating Shares and subject to the rights of the holders of any other class of shares, any dividend declared by the Corporation.
- (c) **Dissolution.** In the event of 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 or any return of capital (whether on liquidation, dissolution, winding up or on the occurrence of another event that would result in shareholders being entitled to a return of capital), the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares, rank *pari passu* with the Non-Voting Participating Shares on a per share basis.

2. NON-VOTING PARTICIPATING SHARES

- (a) **No Voting Rights for Non-Voting Participating Shares.** Subject to the provisions of the Canada Business Corporations Act, the holders of the Non-Voting Participating Shares shall not, as such, have any right to vote at a general meeting of the Company, nor shall they be entitled, as such, to notice of or to attend shareholders' meetings other than a meeting of the class of shareholders holding Non-Voting Participating Shares.
- (b) **Separate Special Resolution of Non-Voting Participating Shares.** The majority of votes that is required for the Company to pass a separate special resolution of

the shareholders holding Non-Voting Participating Shares is two-thirds of the votes cast on the resolution.

- (c) **Dividends, Rights on Liquidation, Dissolution or Winding-Up.** The Non-Voting Participating Shares and the Common Shares shall be subject to and subordinate to the rights, privileges, restrictions and conditions attaching to any class ranking senior to the Non-Voting Participating Shares and the Common Shares and shall rank *pari passu* on a per share basis, as to the right to receive dividends, and to receive the remaining property and assets of the Company on the other distribution of assets of the Company among its shareholders for the purposes of winding up its affairs or any return of capital (whether on liquidation, dissolution, winding up or on the occurrence of another event that would result in shareholders being entitled to a return of capital).

For the avoidance of doubt, holders of Non-Voting Participating Shares and Common Shares shall, subject always to the rights of the holders of shares of any class ranking senior to the Non-Voting Participating Shares and Common Shares, be entitled to receive (i) such dividends as the board of directors of the Company shall determine, and (ii) in the event of the liquidation, dissolution, or winding up of the Company, whether voluntarily or involuntarily, or any other distribution of assets of the Company among its shareholders for the purposes of winding up its affairs, the remaining property and assets of the Company or any return of capital (whether on liquidation, dissolution, winding up or on the occurrence of another event that would result in shareholders being entitled to a return of capital), in the case of (i) and (ii) in an identical amount per share, at the same time and in the same form (whether in cash, in specie or otherwise) as if the Non-Voting Participating Shares and Common Shares were of one class only, provided, however, that in the event of a payment of a dividend in the form of shares of the Company, holders of Non-Voting Participating Shares shall receive Non-Voting Participating Shares and holders of Common Shares shall receive Common Shares, unless otherwise determined by the board of directors of the Company.

- (d) **Subdivision or Consolidation.** No subdivision or consolidation of the Non-Voting Participating Shares or the Common Shares shall be carried out unless, at the same time, the Common Shares or the Non-Voting Participating Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis.
- (e) **Non-Voting Participating Share Approval.** In addition to any other requirements of the Canada Business Corporations Act, as long as Non-Voting Participating Shares are outstanding, the Company shall not (by amendment, reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or otherwise) without first obtaining the approval of the shareholders, as a separate class, in writing holding at least a majority of the issued and outstanding Non-Voting Participating Shares:
- (i) create or issue any class or series of shares or any other equity security (including any other security convertible into, or exercisable or

exchangeable for, any such equity security) having special rights or restrictions ranking in any way senior to or *pari passu* with, the Non-Voting Participating Shares or amend the special rights or restrictions attaching to any class or series of shares existing at such time to rank in any way senior to or *pari passu* with, the Non-Voting Participating Shares;

- (ii) increase or decrease the number of authorized shares of any class or series of shares having special rights or restrictions ranking in any way senior to or on parity with, the Non-Voting Participating Shares that the Company is authorized to issue; or
- (iii) alter or change the special rights or restrictions of the Non-Voting Participating Shares in any manner.

Schedule / Annexe
Other Provisions / Autres dispositions

The directors may, within the maximum number permitted by the articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.

Schedule / Annexe
Company History / Historique de l'entreprise

Incorporated in British Columbia under the Business Corporations Act under Certificate of Incorporation No. BC0906251 on March 23, 2011.



Form 2
**Initial Registered Office Address
and First Board of Directors**
*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2
**Siège social initial et premier
conseil d'administration**
*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale

TAAL Distributed Information Technologies Inc.

2 Address of registered office
Adresse du siège social

Suite 4000, 199 Bay Street
Toronto ON M5L 1A9

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

See attached schedule / Voir l'annexe ci-jointe

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Stefan Matthews

Stefan Matthews
63 917 564 6154

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Schedule / Annexe

Members of the board of directors / Membres du conseil d'administration

Resident Canadian
Résident Canadien

Stefan Matthews	#42D South Tower, Pacific Plaza Towers, 4th Ave W. Crescent Park, Fort Bonifacio Global City, Taguig City 1634, Philippines	No / Non
Angela Holowaychuk	12016 Chestnut Crescent, Pitt Meadows BC V3Y 2L6, Canada	Yes / Oui
Marco Strub	Sonnenbergstrasse 14, Zufikon 5621, Switzerland	No / Non
Michael Darcy	213 Bain Avenue, Toronto ON M4K 1E9, Canada	Yes / Oui
Richard Baker	21 Babraham Road, Cambridge, England CB2 0RB, United Kingdom	No / Non
Deborah Rosati	812-7711 Green Vista Gate, Niagara Falls ON L2G 0Y9, Canada	Yes / Oui