



Articles of Incorporation

Business Corporations Act

1. Corporation Name

MAKE AND CREATE INCORPORATED

2. Registered Office Address

113 Ventura Way, Thornhill, Ontario, Canada, L4J7T4

3. Number of Directors

Minimum/Maximum

Min 1 / Max 10

4. The first director(s) is/are:

Full Name

Chen DANIELS

Resident Canadian

Yes

Address for Service

501 Thornhill Woods Drive, Thornhill, Ontario, Canada, L4J9A1

Full Name

Meytal DANIELS

Resident Canadian

Yes

Address for Service

113 Ventura Way, Thornhill, Ontario, Canada, L4J7T4

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

None

6. 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 Class A Common shares, an unlimited number of Class B Common shares, an unlimited number of Class C Common shares, an unlimited number of Class D Common shares, an unlimited number of Class E Common shares, an unlimited number of class F Common shares, an unlimited number of Class A Preference shares, an unlimited number of Class B Preference shares, an unlimited number of Class C Preference shares, an unlimited number of Class D Preference shares and an unlimited number of Class E Preference shares.

7. 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 Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares, Class F Common shares, Class A Preference shares, Class B Preference shares, Class C Preference shares, Class D Preference shares and Class E Preference shares shall have the following rights, privileges, restrictions and conditions: (a) Definitions. (1) Act means the Business Corporations Act (Ontario) as amended or re-enacted from time to time. (2) Common Shares means collectively the Class A Common shares, Class B Common shares, Class C Common share, Class D common shares, Class E Common shares, and Class F Common shares. (3) Directors means the directors of the Corporation. (4) Redeemable Shares means collectively the Class C Common shares, Class D Common shares, Class E Common shares, Class F Common shares, Class A Preference shares, Class B Preference shares, Class C Preference shares, Class D Preference shares and Class E Preference shares. (5) Redemption Amount means: (i) In the case of a Class C Common share, Class D Common share, Class E Common share, or Class F Common share, \$1.00 per shares; (ii) In the case of a Class A Preference share, an amount equal to the aggregate fair market value of the property (Class A Property) transferred to the Corporation as consideration for the issuance of Class A Preference shares, less the aggregate amount of any liabilities assumed by the Corporation on the transfer of the Class A Property, less the fair market value of any non-share consideration given by the Corporation on the transfer of the Class A Property, divided by the number of Class A Preference shares issued as consideration for such Class A Property. The fair market value of the Class A property shall be determined by the Directors at the time of transfer of the Class A Property to the Corporation (Initial Amount), provided that the Directors may in accordance with the terms of any agreement between the Corporation and the holders of Class A Preference shares amend from time to time their determination of the Initial Amount after the time of the issuance of such shares (Revised Amount). In the event that the fair market value of the Class A Property is an amount other than the Initial Amount, then the fair market value of the Class A Property for purposes of determining the Redemption Amount of a Class A Preference share shall be the Revised Amount. In addition, any return of stated capital in respect of the Class A Preference shares after their issuance shall reduce the Redemption Amount by an equivalent amount on a per shares basis. Provided that Class A Preference shares shall only be issued in respect of a transaction if no other Class A Preference shares of the Corporation are, at the time, outstanding; (6) Redemption Price where used with reference to a Redeemable Share means the respective Redemption Amount of such share together with all dividends declared thereon and unpaid. (b) Voting Rights. (1) Class A Common Shares. The holders of the Class A Common shares shall be entitled to receive notice of, and to attend and vote at all meetings of the shareholders of the Corporation, except for meetings at which only holders of shares of a different class are entitled to vote separately as a class, and each such Class A Common share shall confer on the holder thereof the right to one (1) vote in person or by proxy at all meetings of shareholders of the Corporation. (2) Class B Common Shares and Redeemable Shares. Except as otherwise provided by the Act, the holders of the Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares, Class F Common shares, Class A Preference shares, Class B Preference shares, Class C Preference shares, Class D Preference shares and Class E Preference shares shall not be entitled to receive notice of or to attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting. (c) Dividends. (1) Common Shares. Subject to the provisions of the Act, the Directors may at any time declare dividends (Common Dividends) on the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares, Class F Common shares, or on any class of shares wholly to the exclusion of the other classes of shares, in the same amounts or in differing amounts among classes as they may deem advisable. (2) Class A

Preference Shares. Subject to the provisions of the Act, the holders of the Class A Preference shares shall be entitled to receive, as and when declared by the Directors out of the moneys of the Corporation properly applicable to the payment of dividends, non-cumulative dividends at a rate per share per annum to be fixed by the Directors from time to time provided that such rate shall not exceed 6% of the Redemption Amount of a Class A Preference share in any financial year of the Corporation (Class A Dividends). The directors shall be entitled from time to time to declare a part of the Class A Dividends in any financial year notwithstanding that the Class A Dividends for such financial year shall not be declared in full. If within three (3) months after the expiration of any financial year of the Corporation the Directors in their discretion shall not have declared the Class A Dividends or any part thereof, then the rights of the holders of the Class A Preference shares to the Class A Dividends or to any undeclared part thereof for such financial year shall be forever extinguished. (3) Class B Preference Shares. Subject to the provisions of the Act, the holders of the Class B Preference shares shall be entitled to receive, as and when declared by the Directors out of the moneys of the Corporation properly applicable to the payment of dividends, non-cumulative dividends at a rate per share per annum to be fixed by the Directors from time to time provided that such rate shall not exceed 5% of the Redemption Amount of a Class B Preference share in any financial year of the Corporation (Class B Dividends). The directors shall be entitled from time to time to declare a part of the Class B Dividends in any financial year notwithstanding that the Class B Dividends for such financial year shall not be declared in full. If within three (3) months after the expiration of any financial year of the Corporation the Directors in their discretion shall not have declared the Class B Dividends or any part thereof, then the rights of the holders of the Class B Preference shares to the Class B Dividends or to any undeclared part thereof for such financial year shall be forever extinguished. (3) Class C Preference Shares. Subject to the provisions of the Act, the holders of the Class C Preference shares shall be entitled to receive, as and when declared by the Directors out of the moneys of the Corporation properly applicable to the payment of dividends, non-cumulative dividends at a rate per share per annum to be fixed by the Directors from time to time provided that such rate shall not exceed 5% of the Redemption Amount of a Class C Preference share in any financial year of the Corporation (Class C Dividends). The directors shall be entitled from time to time to declare a part of the Class C Dividends in any financial year notwithstanding that the Class C Dividends for such financial year shall not be declared in full. If within three (3) months after the expiration of any financial year of the Corporation the Directors in their discretion shall not have declared the Class C Dividends or any part thereof, then the rights of the holders of the Class C Preference shares to the Class C Dividends or to any undeclared part thereof for such financial year shall be forever extinguished. (4) Class D Preference Shares. Subject to the provisions of the Act, the holders of the Class D Preference shares shall be entitled to receive, as and when declared by the Directors out of the moneys of the Corporation properly applicable to the payment of dividends, non-cumulative dividends at a rate per share per annum to be fixed by the Directors from time to time provided that such rate shall not exceed 5% of the Redemption Amount of a Class D Preference share in any financial year of the Corporation (Class D Dividends). The directors shall be entitled from time to time to declare a part of the Class D Dividends in any financial year notwithstanding that the Class D Dividends for such financial year shall not be declared in full. If within three (3) months after the expiration of any financial year of the Corporation the Directors in their discretion shall not have declared the Class D Dividends or any part thereof, then the rights of the holders of the Class D Preference shares to the Class D Dividends or to any undeclared part thereof for such financial year shall be forever extinguished. (5) Class E Preference Shares. Subject to the provisions of the Act, the holders of the Class E Preference shares shall be entitled to receive, as and when declared by the Directors out of the moneys of the Corporation properly applicable to the payment of dividends, non-cumulative dividends at a rate per share per annum to be fixed by the Directors from time to time provided that such rate shall not exceed 5% of the Redemption Amount of a Class E Preference share in any financial year of the Corporation (Class E Dividends). The directors shall be entitled from time to time to declare a part of the Class E Dividends in any financial year notwithstanding that the Class E Dividends for such financial year shall not be declared in full. If within three (3) months after the expiration of any financial year of the Corporation the Directors in their discretion shall not have declared the Class E Dividends or any part thereof, then the rights of the holders of the Class E Preference shares to the Class E Dividends or to any undeclared part thereof for such financial year shall be forever extinguished. For greater certainty, the Directors may, in their discretion, declare the Common Dividends, Class A Dividends, Class B Dividends, Class C Dividends, Class D Dividends or Class E Dividends at any time as they may determine without preference or priority of one class of shares over another. (d) Redemption by the Corporation. Subject to the provisions of the Act, the Corporation may redeem the whole or any part of the Redeemable Shares on payment for each share to be redeemed of the Redemption Price and no more. Provided, however, that not less than 14 days written notice of such redemption be given to the registered holders of the Redeemable Shares to be redeemed specifying a date and place or places of redemption, unless the holders of the Redeemable Shares to be redeemed waive any notice required to be give under this

paragraph, which waiver, whether given before or after the redemption, will cure any default in giving such notice and if notice of any redemption be given by the Corporation and an amount sufficient to redeem the Redeemable Shares be deposited with any trust company or a chartered bank of Canada as specified in any notice given on or before the date fixed for redemption, the holders will have no rights against the Corporation in respect of such shares except upon the surrender of certificates for such Redeemable Shares to receive payment for them out of the moneys so deposited. If not all of the outstanding Redeemable Shares are to be redeemed, the Redeemable Shares to be redeemed may be selected in such manner as the Directors determine and need not be selected either in proportion to the number of Redeemable Shares registered in the name of each holder or from every or any particular holder of Redeemable Shares. (e) Redemption by the Shareholder. Subject to the provisions of the Act, the Corporation will, upon receiving notice from a holder of Class A Preference shares, Class B Preference shares, Class C Preference shares, Class D Preference shares or Class E Preference shares (collectively, the Retractable Shares), redeem the number of Retractable Shares registered in the name of the holder which are specified in the notice by paying to such holder for each Retractable Share to be redeemed the Redemption Price and no more. Provided, however that not less than 21 days notice in writing of such redemption must be given to the Corporation by the holder seeking to have the Retractable Shares redeemed, such notice to be delivered by mailing to the registered office of the Corporation a notice specifying the number of Retractable Shares to be redeemed and surrendering the necessary number of share certificates for cancellation unless the Corporation waives any notice required to be given under this paragraph which waiver, whether given before or after the redemption, cures any default in giving such notice. Notwithstanding anything in these Articles to the contrary, any redemption of Retractable Shares by the Corporation upon receipt of a retraction notice from any holder of Retractable Shares need not be made on a pro rata basis among every holder of Retractable Shares. (f) Return of Capital. (1) Class A preference Shares. In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntarily or involuntarily, the holders of the Class A Preference shares shall be entitled to receive out of the property or assets of the Corporation, before any amount shall be paid or any property or assets of Corporation distributed to the holders of the Common Shares, Class B Preference shares or Class C Preference shares, an amount equal to the Redemption Price of each Class A Preference share held by them and no more. (2) Class B Preference Shares. After payment to the holders of the class A Preference shares of the amount provided above, the holders of the class B Preference shares shall be entitled to receive out of the property and assets of the Corporation, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Common shares or Class C Preference shares, an amount equal to the Redemption Price of each Class B Preference share held by them and no more. (3) Class C Preference Shares. After payment to the holders of the class A Preference and class B Preference shares of the amount provided above, the holders of the class C Preference shares shall be entitled to receive out of the property and assets of the Corporation, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Common shares, an amount equal to the Redemption Price of each Class C Preference share held by them and no more. (4) Class D Preference Shares. After payment to the holders of the class A Preference, Class B Preference shares and Class C Preference shares of the amount provided above, the holders of the class D Preference shares shall be entitled to receive out of the property and assets of the Corporation, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Common shares, an amount equal to the Redemption Price of each Class D Preference share held by them and no more. (5) Class E Preference Shares. After payment to the holders of the class A Preference, Class B Preference shares, Class C Preference shares and Class E Preference shares of the amount provided above, the holders of the Class E Preference shares shall be entitled to receive out of the property and assets of the Corporation, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Common shares, an amount equal to the Redemption Price of each Class E Preference share held by them and no more. (6) Class C Common Shares, Class D Common shares, Class E Common shares, and Class F Common Shares. After payment to the holders of the Redeemable Shares of the amounts provided above, the holders of the Class C Common shares, Class D Common shares, Class E Common shares, and Class F Common shares shall be entitled to receive out of the property and assets of the Corporation, share for share without preference or distinction of one class of shares over another, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Class A Common shares or Class B Common shares, an amount equal to the Redemption Price of each Class C Common share, Class D Common share, Class E Common shares, or Class F Common share, as the case may be, held by them and no more. (7) Class A Common Shares and Class B Common Shares. After payment to the holders of the Redeemable Shares of the amounts provided above, all remaining property and assets of the Corporation shall be distributed, share for share without preference or distinction, to the holders of the Class A Common shares and Class B Common

shares. (g) Restriction on Dividends, Purchase or Redemption. Notwithstanding any other provision hereof but subject to the provisions of the Act, the Corporation shall not, without the prior written consent of all of the holders of the Remaining Shares, as defined below, pay any dividend, purchase, redeem or otherwise acquire or cancel, or return stated capital in respect of any outstanding shares of the Corporation if the payment of such dividend or the completion of such purchase, redemption, acquisition or cancellation or return of stated capital would cause the realizable value of the Corporation's assets to be less than the aggregate of: (I) Its liabilities; (II) The stated capital of the Remaining Shares; and (III) The amount by which the aggregate Redemption Price of the Remaining Shares exceeds the stated capital attributable to the Remaining Shares. In this paragraph (g) Remaining Shares means the Class A Preference shares, Class B Preference shares, Class C Preference shares, Class D Preference shares and Class E Preference shares of the Corporation that would be issued and outstanding immediately after the payment of the dividend or the completion of the purchase, redemption, acquisition, cancellation or return of stated capital giving rise to the application of this paragraph (g).

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

The right to transfer shares of the Corporation shall be restricted in that no shares of the Corporation shall be transferred without either: (a) The consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or (b) The consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such shares.

9. Other provisions, if any. Enter other provisions, or if no other provisions enter "None":

None

10. The name(s) and address(es) of incorporator(s) are:

Full Name

Chen DANIELS

Address for Service

501 Thornhill Woods Drive, Thornhill, Ontario, Canada, L4J9A1

Full Name

Meytal DANIELS

Address for Service

113 Ventura Way, Thornhill, Ontario, Canada, L4J7T4

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

Supporting Information - Nuans Report Information

Nuans Report Reference #

121534814

Nuans Report Date

March 09, 2022