



**CERTIFICATE**

This is to certify that these  
 articles are effective on

**CERTIFICAT**

Ceci certifie que les présents  
 statuts entrent en vigueur le

Ontario Corporation Number  
 Numéro de la société en Ontario  
**236144**

**NOVEMBER 26 NOVEMBRE, 2018**

*Barbara Duckitt*

(17)

Director / Directrice  
 Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT  
 STATUTS DE MODIFICATION**

Form 3  
 Business  
 Corporations  
 Act

*Formule 3  
 Loi sur les  
 sociétés par  
 actions*

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
*Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT):*

A	C	A	D	E	M	Y	E	X	P	L	O	R	A	T	I	O	N	S	L	I	M	I	T	E	D										

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)  
*Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT):*

D	I	X	I	E	B	R	A	N	D	S	I	N	C	.						

3. Date of incorporation/amalgamation:  
*Date de la constitution ou de la fusion:*

**1976-07-20**

(Year, Month, Day)  
 (année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.  
 Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: **or** minimum and maximum number of directors is/are:  
*Nombre d'administrateurs: ou nombres minimum et maximum d'administrateurs:*

Number **or** minimum and maximum  
 Nombre **ou** minimum et maximum

5. The articles of the corporation are amended as follows:  
*Les statuts de la société sont modifiés de la façon suivante:*

The annexed pages 1 to 6 are incorporated into this form.

**SCHEDULE TO THE ARTICLES OF AMENDMENT  
OF  
ACADEMY EXPLORATIONS LIMITED**

The Articles of the Corporation are amended as follows:

- A. The name of the corporation is changed to "**Dixie Brands Inc.**";
- B. The common shares are consolidated on the basis of one resulting common share for every four currently outstanding common shares. Shareholders shall not receive fractional shares as a result of the consolidation and the number of common shares held by each shareholder at the time of the consolidation shall be rounded to the nearest whole number of common shares;
- C. To increase the authorized capital of the Corporation by creating a new class of Non-Participating Voting Shares;
- D. To re-designate the existing common shares (subsequent to consolidation pursuant to part B above) as Subordinate Voting Shares;
- E. To delete the authorized Special Shares and to delete the rights, privileges, restrictions attached thereto;
- F. After giving effect to the foregoing, the classes and the maximum number of shares that the Corporation is authorized to issue shall be 500,000 Non-Participating Voting Shares and an unlimited number of Subordinate Voting Shares; and
- G. To provide that the Non-Participating Voting Shares and the Subordinate Voting Shares shall have attached thereto and be subject to the following rights, privileges, restrictions and conditions:

**1. NON-PARTICIPATING VOTING SHARES AND SUBORDINATE VOTING SHARES**

**1.1 Dividends, Rights on Liquidation, Dissolution or Winding-Up**

The Non-Participating Voting Shares shall be subject to and subordinate to the rights, privileges, restrictions and conditions attaching to any class ranking senior to the Non-Participating Voting Shares, and the Non-Participating Voting Shares will have no right to receive dividends or to receive the remaining property and assets of the Corporation on the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs. For the avoidance of doubt, holders of Subordinate Voting Shares (not holders of the Non-Participating Voting Shares) shall, subject always to the rights of the holders of shares of any class ranking senior to the Subordinate Voting Shares, be entitled to receive (i) such dividends as the board of directors of the Corporation shall determine, and (ii) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or

involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs, the remaining property and assets of the Corporation, provided, however, that in the event of a payment of a dividend in the form of shares of the Corporation, holders of Non-Participating Voting Shares shall receive a proportionate number Non-Participating Voting Shares (based on voting) and holders of Subordinate Voting Shares shall receive Subordinate Voting Shares, unless otherwise determined by the board of directors of the Corporation.

## 1.2 Meetings and Voting Rights

- 1.2.1 Each holder of Non-Participating Voting Shares and each holder of Subordinate Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of a particular class or series shall have the right to vote pursuant to the *Business Corporations Act* (Ontario) (the "**Act**"). At each such meeting, each Non-Participating Voting Share shall entitle the holder thereof to one hundred (100) votes and each Subordinate Voting Share shall entitle the holder thereof to one vote, voting together as a single class, except as otherwise expressly provided herein or as provided by law.
- 1.2.2 Neither the holders of the Non-Participating Voting Shares nor the holders of the Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (a) or (e) of subsection 170(1) of the Act. Neither the holders of the Non-Participating Voting Shares nor the holders of the Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (b) of subsection 170(1) of the Act unless such exchange, reclassification or cancellation: (X) affects only the holders of that class; or (Y) affects the holders of Non-Participating Voting Shares and Subordinate Voting Shares differently, on a *per* share basis, and such holders are not otherwise entitled to vote separately as a class under any applicable law or subsection 1.2.3 in respect of such exchange, reclassification or cancellation.
- 1.2.3 Subject to subsection 1.2.1, in connection with any Change of Control Transaction (as defined below) requiring approval of the holders of Non-Participating Voting Shares and Subordinate Voting Shares under the Act, holders of Non-Participating Voting Shares and Subordinate Voting Shares shall be treated equally and identically, on a per share basis, unless different treatment of the shares of each such class is approved by a majority of the votes cast by the holders of outstanding Non-Participating Voting Shares who voted in respect of that resolution and by a majority of the votes cast by the holders of outstanding Subordinate Voting Shares who voted in respect of that resolution, each voting separately as a class at a meeting of the holders of that class called and held for such purpose.
- 1.2.4 For purposes of subsection 1.2.3, "**Change of Control Transaction**" means
- (a) The direct or indirect acquisition by an unrelated "Person" or "Group" of "Beneficial Ownership" (as such terms are defined below) of more than 50% of

the voting power of the issued and outstanding voting securities of the Corporation in a single transaction or a series of related transactions;

- (b) The direct or indirect sale or transfer by the Corporation of substantially all of its assets to one or more unrelated Persons or Groups in a single transaction or a series of related transactions;
- (c) The amalgamation, arrangement, consolidation or reorganization of the Corporation with or into another corporation or other entity in which the Beneficial Owners (as such term is defined below) of more than 50% of the voting power of the issued and outstanding voting securities of the Corporation immediately before such merger or consolidation do not own more than 50% of the voting power of the issued and outstanding voting securities of the surviving corporation or other entity immediately after such merger, consolidation or reorganization; or
- (d) During any consecutive 12-month period, individuals who at the beginning of such period constituted the board of directors of the Corporation (together with any new directors whose election to such board or whose nomination for election by the shareholders of the Corporation was approved by a vote of a majority of the directors of the Corporation then still in office who were either directors at the beginning of such period or whose election or nomination for election was previously so approved) cease for any reason to constitute a majority of the board of directors of the Corporation thereafter in office.

### **1.3 Subdivision or Consolidation**

No subdivision or consolidation of the Non-Participating Voting Shares or the Subordinate Voting Shares shall be carried out unless, at the same time, the Subordinate Voting Shares or the Non-Participating Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis.

### **1.4 Voluntary Conversion**

The Subordinate Voting Shares cannot be converted into any other class of shares. Each outstanding Non-Participating Voting Share may at any time, at the option of the holder, be converted into one (1) fully paid and non-assessable Subordinate Voting Share, in the following manner.

- 1.4.1 The conversion privilege for which provision is made in this subsection 1.4 shall be exercised by notice in writing given to the Corporation at its registered office, accompanied by a certificate or certificates representing the Non-Participating Voting Shares in respect of which the holder desires to exercise such conversion privilege. Such notice shall be signed by the holder of the Non-Participating Voting Shares in respect of which such conversion privilege is being exercised, or by the duly authorized representative thereof, and shall specify the number of Non-Participating Voting Shares which such holder desires to have converted. On any conversion of Non-Participating Voting Shares, the Subordinate Voting Shares resulting therefrom shall be registered in

the name of the registered holder of the Non-Participating Voting Shares converted or, subject to payment by the registered holder of any stock transfer or other applicable taxes and compliance with any other reasonable requirements of the Corporation in respect of such transfer, in such name or names as such registered holder may direct in writing. Upon receipt of such notice and certificate or certificates and, as applicable, compliance with such other requirements, the Corporation shall, at its expense, effective as of the date of such receipt and, as applicable, compliance, remove or cause the removal of such holder from the register of holders in respect of the Non-Participating Voting Shares for which the conversion privilege is being exercised, add the holder (or any person or persons in whose name or names such converting holder shall have directed the resulting Subordinate Voting Shares to be registered) to the register of holders in respect of the resulting Subordinate Voting Shares, cancel or cause the cancellation of the certificate or certificates representing such Non-Participating Voting Shares and issue or cause to be issued a certificate or certificates representing the Subordinate Voting Shares issued upon the conversion of such Non-Participating Voting Shares. If less than all of the Non-Participating Voting Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate representing the Non-Participating Voting Shares represented by the original certificate which are not converted.

## **1.5 Automatic Conversion**

- 1.5.1 Upon the first date that a Non-Participating Voting Share is Transferred by a holder of Non-Participating Voting Shares, other than to a Permitted Holder or from any such Permitted Holder back to such holder of Non-Participating Voting Shares and/or any other Permitted Holder of such holder of Non-Participating Voting Shares, the holder thereof, without any further action, shall automatically be deemed to have exercised his, her or its rights to convert such Non-Participating Voting Share into one (1) fully paid and non-assessable Subordinate Voting Shares, effective immediately upon such Transfer, and the Corporation shall, at its expense, effective as of such date, remove or cause the removal of such holder from the register of holders in respect of the Non-Participating Voting Shares subject to such automatic conversion, add such holder to the register of holders in respect of the resulting Subordinate Voting Shares, cancel or cause the cancellation of the certificate or certificates representing the Non-Participating Voting Shares so deemed to have been converted for Subordinate Voting Shares, and issue or cause to be issued to such holder a certificate representing the Subordinate Voting Shares issued to the holder upon the foregoing automatic conversion of such Non-Participating Voting Shares registered in the name of such holder and, against receipt from such holder of the certificate or certificates representing the Non-Participating Voting Shares in respect of which such conversion has been deemed to have been exercised, deliver to such holder the certificate representing such Subordinate Voting Shares. If less than all of the Non-Participating Voting Shares represented by any certificate are automatically converted into Subordinate Voting Shares, the holder shall be entitled to receive a new certificate representing the Non-Participating Voting Shares represented by the original certificate which have not been conveyed against delivery of such original certificate.
- 1.5.2 The Corporation may, from time to time, establish such policies and procedures relating to the conversion of the Non-Participating Voting Shares to Subordinate Voting Shares

and the general administration of this dual class share structure as it may deem necessary or advisable, and may from time to time request that holders of Non-Participating Voting Shares furnish certifications, affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Non-Participating Voting Shares and to confirm that a conversion to Subordinate Voting Shares has not occurred. A determination by the Secretary of the Corporation that a Transfer results in a conversion to Subordinate Voting Shares shall be conclusive and binding.

1.5.3 For purposes of this subsection 1.5:

**"Affiliate"** means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such specified Person;

**"Members of the Immediate Family"** means with respect to any individual, each parent (whether by birth or adoption), spouse, child or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons, and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the *Income Tax Act* (Canada) as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual;

**"Permitted Holders"** means, in respect of a holder of Non-Participating Voting Shares that is an individual, an officer, or employee of Dixie Brands (USA), Inc. or the Members of the Immediate Family of such individual or any Person controlled, directly or indirectly, by any such holder or holders, or in respect of a holder of Non-Participating Voting Shares that is not an individual, an Affiliate of that holder or holders.

**"Person"** means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company;

**"Transfer"** of a Non-Participating Voting Share shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A "Transfer" shall also include, without limitation, (1) a transfer of a Non-Participating Voting Share to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership) or (2) the transfer of, or entering into a binding agreement with respect to, Voting Control over a Non-Participating Voting Share by proxy or otherwise, provided, however, that the

following shall not be considered a "**Transfer**": (a) the grant of a proxy to the Corporation's officers or directors at the request of board of directors of the Corporation in connection with actions to be taken at an annual or special meeting of shareholders; or (b) the pledge of a Non-Participating Voting Share that creates a mere security interest in such share pursuant to a *bona fide* loan or indebtedness transaction so long as the holder of the Non-Participating Voting Share continues to exercise Voting Control over such pledged shares; provided, however, that a foreclosure on such Non-Participating Voting Share or other similar action by the pledgee shall constitute a "**Transfer**"; and

"**Voting Control**" with respect to a Non-Participating Voting Share means the exclusive power (whether directly or indirectly) to vote or direct the voting of such Non-Participating Voting Share by proxy, voting agreement or otherwise.

A Person is "**controlled**" by another Person or other Persons if: (1) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate at least a majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons; and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (2) in the case of a Person that is not a company or other body corporate, at least a majority of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and "**controls**", "**controlling**" and "**under common control with**" shall be interpreted accordingly.

## 1.6 Single Class

Except as otherwise provided above, Non-Participating Voting Shares and Subordinate Voting Shares are equal in all respects and shall be treated as shares of a single class for all purposes under the Act.

- 6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*
- 7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2018-Nov-26

(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

**ACADEMY EXPLORATIONS LIMITED**

(Name of Corporation) (If the name is to be changed by these articles set out current name)  
*(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).*

By/  
Par :



(Signature)  
(Signature)

Secretary

(Description of Office)  
(Fonction)