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Province of Ontario  
Province de l'Ontario  
Ministry of Government Services  
Ministère des Services gouvernementaux

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# Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**NOVICIUS ACQUISITION CORP.**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002627391**

is a corporation incorporated,  
under the laws of the Province of Ontario.

est une société constituée aux termes  
des lois de la province de l'Ontario.

These articles of incorporation  
are effective on

Les présents statuts constitutifs  
entrent en vigueur le

**MARCH 26 MARS, 2018**



Director/Directrice

Business Corporations Act/Loi sur les sociétés par actions

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Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2627391

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*  
NOVICIUS ACQUISITION CORP.
2. The address of the registered office is: *Adresse du siège social:*
- 1 KING STREET WEST Suite 1505
- (Street & Number, or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)
- TORONTO ONTARIO  
CANADA M5H 1A1  
(Name of Municipality or Post Office) (Postal Code/Code postal)  
(Nom de la municipalité ou du bureau de poste)
3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
- Minimum 1 Maximum 10
4. The first director(s) is/are: *Premier(s) administrateur(s):*
- First name, initials and surname *Resident Canadian State Yes or No*  
*Prénom, initiales et nom de famille Résident Canadien Oui/Non*
- Address for service, giving Street & No. *Domicile élu, y compris la rue et le*  
or R.R. No., Municipality and Postal Code *numéro, le numéro de la R.R., ou le nom*  
*de la municipalité et le code postal*
- \* RITWIK YES  
UBAN  
318 RICHMOND STREET WEST Suite 3806  
  
TORONTO ONTARIO  
CANADA M5V 0B4

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

Premier(s) administrateur(s):

First name, initials and surname  
Prénom, initiales et nom de famille

Resident Canadian State Yes or No  
Résident Canadien Oui/Non

Address for service, giving Street & No.  
or R.R. No., Municipality and Postal Code

Domicile élu, y compris la rue et le  
numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal

\* DIKSHANT

YES

BATRA

33 BAY STREET Suite 4502

TORONTO ONTARIO

CANADA M5J 2Z3

\* JAMES

NO

CASSINA

2ND TERRACE WEST CENTREVILLE

NASSAU

BAHAMAS

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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

N/A

6. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

The Corporation is authorized to issue an unlimited number of Common Shares.

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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: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(a) Dividends. Subject to the provisions of the Business Corporations Act (Ontario) (the "Act") and the rights of the holders of any class of shares entitled to receive dividends in priority to the Common Shares, the holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the Common Shares, the board of directors may in their sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding-Up. In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to the Common Shares, be entitled to participate rateably in any distribution of the assets of the Corporation.

(c) Voting Rights. The holders of the Common Shares shall be entitled to receive notice of and to attend any meeting of shareholders of the Corporation, other than meetings of the holders of another class or series of shares, at which meeting each holder shall be entitled to one (1) vote for each Common Share held.

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8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

*L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

(a) the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors of the Corporation; or

(b) the shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the shareholders who voted in respect of the resolution or signed by all shareholders entitled to vote on that resolution.

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9. Other provisions, (if any, are):  
*Autres dispositions, s'il y a lieu:*

(a) The number of security holders that beneficially own, directly or indirectly, securities of the Corporation, other than non-convertible debt securities, is limited to 50, not including employees or former employees of the Corporation or its affiliates, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner.

(b) The securities of the Corporation, other than non-convertible debt securities, may be distributed only to persons described in Section 2.4 of National Instrument 45-106 - Prospectus Exemptions, as promulgated by the Canadian Securities Administrators, as the same may be amended, replaced or substituted for from time to time.

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10. The names and addresses of the incorporators are  
*Nom et adresse des fondateurs*

First name, initials and last name                      *Prénom, initiale et nom de*  
or corporate name    *famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code  
*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris*  
*la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

\* RITWIK UBAN  
318 RICHMOND STREET WEST    Suite 3806  
  
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\* JAMES CASSINA  
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NASSAU  
BAHAMAS