

Ontario CERTIFICATE This is to certify that these articles are effective on

CERTIFICAT Ceci certifie que les présents statuts entrent en vigueur le

2627391

NOVEMBER 05 NOVEMBRE, 2018

Barbara Duckitt

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Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 3 Business Corporations Act

Formule 3 Loi sur les sociétés par actions

ARTICLES OF AMENDMENT / STATUTS DE MODIFICATION

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

Table with 20 columns and 4 rows containing the text 'NOVICIUS ACQUISITION CORP.'

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):

Table with 20 columns and 4 rows for a new name.

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

2018/03/26

(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: minimum and maximum number of directors is/are: / Nombre d'administrateurs: nombres minimum et maximum d'administrateurs:

Number / Nombre minimum and maximum / minimum et maximum

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

See pages 1A & 1B incorporated into this form.

The articles of the Corporation are hereby amended as follows:

- A. by re-designating the existing issued and unissued Common Shares as Class A Common Shares;
- B. by increasing the classes and maximum number of shares the Corporation is authorized to issue by creating a new class of an unlimited number of Class B Common Shares;
- C. following the amendment of the articles as set out above, the authorized capital of Corporation shall consist of:
 - (i) an unlimited number of Class A Common Shares; and
 - (ii) an unlimited number of Class B Common Shares.
- D. the rights, privileges, restrictions and conditions attaching to the Class A Common Shares and Class B Common Shares shall be as follows:

CLASS A COMMON SHARES

- (a) Voting. The holders of the Class A Common Shares shall be entitled to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote, with each Class A Common Share being entitled to one (1) vote.
- (b) Dividends. Subject to the provisions of the *Business Corporation Act (Ontario)* (the “Act”), and subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to the Class A Common shares, the holders of record of the Class A Common Shares shall be entitled to receive and the Corporation shall pay thereon in each fiscal year of the Corporation, if and when declared by the directors of the Corporation, non-cumulative dividends in such amounts as the directors of the Corporation may determine. At the discretion of the Board of Directors, dividends can be declared to the holders of Class A Common Shares to the exclusion of the holders of any other class of shares of the Corporation then outstanding.
- (c) 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 Class A 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 Class A common shares, be entitled to participate rateably in any distribution of the assets of the Corporation *pari passu* on a share-per-share basis with the holders of the Class B Common shares.

CLASS B COMMON SHARES

- (a) Voting. The holders of the Class B Common Shares shall be entitled to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote, with each Class B Common Share being entitled to one (1) vote.
- (b) Dividends. Subject to the provisions of the *Business Corporation Act (Ontario)* (the “Act”), and subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to the Class B Common shares, the holders of record of the Class B Common Shares shall be entitled to receive and the Corporation shall pay thereon in each fiscal year of the Corporation, if and when declared by the directors of the Corporation, non-cumulative dividends in such amounts as the directors of the Corporation may determine. At the discretion of the Board of Directors, dividends can be declared to the holders of Class B Common Shares to the exclusion of the holders of any other class of shares of the Corporation then outstanding.
- (c) 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 Class B 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 Class B common shares, be entitled to participate rateably in any distribution of the assets of the Corporation *pari passu* on a share-per-share basis with the holders of the Class A Common shares.

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, 11, 02

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

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

NOVICIUS ACQUISITION CORP.

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par :

(Signature)
(Signature)



(Description of Office)
(Fonction)

SECRETARY