



The articles of the Company are amended as follows:

1. To change the name of the Company to Prophecy DeFi Inc.
2. To change Section 5 of the articles of amendment of the Company dated December 30, 2015, and any references to subordinate voting shares or multiple voting shares in the articles of amendment shall be deleted in its entirety and substituted by the following:

“5. The classes and maximum number of shares that the Company is authorized to issue:

- (a) an unlimited number of common shares; and
- (b) an unlimited number of special shares, issuable in series.

#### Common Shares

- (1) Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Company, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each common share held by such holder.
- (2) The holders of common shares shall be entitled to receive dividends if and when declared by the board of directors.
- (3) In the event of any liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of common shares shall be entitled, subject to the rights of holders of shares of any class ranking prior to the common shares, to receive the remaining property or assets of the Company.

#### Special Shares

- (1) The special shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the endorsement thereon of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares that is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of special shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.

(2) The special shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs, rank on a parity with the special shares of every other series and be entitled to preference over the common shares and over any other shares of the Company ranking junior to the special shares. The special shares of any series may also be given such other preferences, not inconsistent with these articles, over the special shares and any other shares of the Company ranking junior to the special shares as may be fixed.”

3. The rights, privileges, restrictions and conditions attaching to the holders of subordinate voting shares shall be amended as follows:

“With effect from 12:01 a.m., Toronto time, on such date as determined by the Company following receipt of all regulatory approvals, if necessary, all subordinate voting shares shall be automatically converted to common shares in the capital of the Company at a conversion ratio of 1 common share for each subordinate voting share. All common shares resulting from such conversion shall be fully-paid and non-assessable. No fractional shares shall be issued to any holder of common shares upon such conversion, and in lieu thereof the Company shall round down to the nearest whole number. It shall not be necessary for a holder of subordinate voting shares to surrender certificates representing such subordinate voting shares in order to become a holder of common shares, and the Company shall register all registered holders of subordinate voting shares at the appropriate time as registered holders of the applicable number of common shares”.

4. The rights, privileges, restrictions and conditions attaching to the holders of multiple voting shares shall be amended as follows:

“With effect from 12:01 a.m., Toronto time, on such date as determined by the Company following receipt of all regulatory approvals, if necessary, all multiple voting shares shall be automatically converted to common shares in the capital of the Company at a conversion ratio of 1 common share for each multiple voting share. All common shares resulting from such conversion shall be fully-paid and non-assessable. No fractional shares shall be issued to any holder of common shares upon such conversion, and in lieu thereof the Company shall round down to the nearest whole number. It shall not be necessary for a holder of multiple voting shares to surrender certificates representing such multiple voting shares in order to become a holder of common shares, and the Company shall register all registered holders of multiple voting shares at the appropriate time as registered holders of the applicable number of 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

2021/06/08

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

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

BUCEPHALUS CAPITAL CORP.

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(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 :



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(Signature)  
(Signature)

Chief Executive Officer

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(Description of Office)  
(Fonction)