



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

RYAH Group inc.
Groupe RYAH inc.

Corporate name / Dénomination sociale

618069-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Raymond Edwards

Director / Directeur

2020-10-28

Date of amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

1 Corporate name
Dénomination sociale
Prime Blockchain Inc.

2 Corporation number
Numéro de la société
618069-8

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation changes its name to:
La dénomination sociale est modifiée pour :
RYAH Group inc.
Groupe RYAH inc.

The corporation amends the description of classes of shares as follows:
La description des catégories d'actions est modifiée comme suit :
See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Francois Desrosiers
Francois Desrosiers
4388740558

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe
Description of Classes of Shares / Description des catégories d'action

The Common shares will be replaced by Class A Subordinated Voting Shares.

The Corporation wishes to add a another class of shares which will be Class B Super Voting Shares.

The two classes of shares can be exchanged one for the other under the following conditions:

Generally, the Class A Subordinated Voting and the Class B Super Voting Shares have the same rights, are equal in all respects and are treated by the Corporation as if they were part of only one class of shares.

Conversion Rights

The Class B Super Voting Shares issued and outstanding, including fractions of shares, can, at all times, be converted at the holder's choice, in Class A Subordinated Voting Shares on the basis of one hundred (100) Class A Subordinated Voting Shares for each Class B Super Voting Share.

In addition, the Board of Directors can determine in the future if it isn't desirable to keep the Class B Super Voting Shares as a separate share class (a "Conversion Event") and could cause that all the Class B Super Voting Shares issued and outstanding be converted into Class A Subordinated Voting Shares on the basis of one hundred (100) Class A Subordinated Voting Shares for each Class B Super Voting Share and afterwards the Board of Directors will no longer have the authority to issue other Class B Super Voting Shares in accordance with the Corporation's Bylaws.

Conditions of Conversion

A Class A Subordinated Voting Shareholder can, at all times, at the choice of the holder and with the Corporation's consent, convert his Class A Subordinated Voting Shares in Class B Super Voting Shares on the basis of one hundred (100) Class A Subordinated Voting Shares for each one (1) Class B Super Voting Share.

No fraction of a Class A Subordinated Voting Share will be issued following all conversion of Class B Super Voting Share and all fraction of Class A Subordinated Voting Share will be rounded out downwards to the next whole number.

Voting Rights

All shareholders have the right to receive the Notice for any and all meeting of shareholders of the Corporation, and to attend such meetings, to vote and to speak, except for meetings called for certain classes of shares to vote separately in accordance with CBCA.

For all subjects where shareholders will be called to vote:

- Each Class A Subordinated Voting Shares will have the right to one (1) vote per Class A Subordinated Voting Share; and
- Each Class B Super Voting Share will have the right to one hundred (100) votes for each Class B

Super Voting Share and each fraction of a Class B Super Voting Share will have the right to vote the number of votes calculated by multiplying the fraction by 100.

The number of votes represented by the fractional Class B Super Voting Shares will be rounded out downwards to the next whole number. Unless specific majority of votes are required by law or the Corporation's Bylaws, the resolutions will be approved by a simple majority of the total number of votes for all the classes of shares voted at a shareholders meeting to which a quorum is reached based on the requirements of each class of shares described above.

Right to dividends

The shareholders will have the right to receive dividends coming from assets available for the payment or distribution of dividends at such a time and in the amounts and established methods by the board of directors, from time to time, subject to the privileges of the holders of all classes of Preferred shares, issued and outstanding, under the following basis, and otherwise without privilege or distinction between and amongst the shares:

-Each Class B Super Voting Share will have the right to receive 100 times the amount paid and distributed per each Class A Subordinated Voting Share (including by way of a share dividend, for which the holders of Class B Super Voting Shares will receive Class B Super Voting Shares, except of a different decision by the board of directors) and each fraction of a Class B Super Voting Share will have to right to receive the applicable fraction.

Liquidation rights

In the case of a liquidation, dissolution or the end of the Corporation's activities or any other distribution of its assets to its shareholders towards putting an end to the Corporation's activities, either voluntarily or unvoluntarily, the shareholders will have the right to receive all the Corporation's assets left over after having paid all of the debts and liabilities, on the basis that each Class B Super Voting Share will receive 100 times the amount to be distributed to each Class A Subordinated Voting Share (and each fraction of a Class B Super Voting Share will have the right to receive the amount obtained by multiplying the fraction by the amount otherwise payable for each whole Class B Super Voting Share), and otherwise without preference or distinction between the shares.

Pre-emptive and redemption rights

The shareholders will have no pre-emptive or redemption rights.

Subdivision or consolidation

No subdivision or consolidation of any class of shares can happen without, that at the same time, the Class A Subordinated and Class B Super Voting Shares, in each case, will be subdivided or consolidated in the same manner and on the same basis, so as to preserve the relative rights of holders of each class of shares.

Certain amendments

In addition to the right to vote or any other right to which holders of Class A Subordinated and Class B Super Voting Shares have a right to under the law, regulations or other provisions of the Bylaws, in effect from time to time, but subject to the provisions of the Bylaws the holders of Class A Subordinated and Class B Super Voting shares will each have the right to vote separately as a class, in addition to all other shareholder votes that could be required, to change, reject, or modify the Bylaws that could negatively impact the rights or special rights of the holders of Class A Subordinated or Class B Super Voting Shares, or that could affect the rights of the Holders of the Class A Subordinated or Class B Super Voting shares differently, on a per share basis.

In accordance with the Bylaws, the shareholders have to be treated in equal and identical manner, on a share basis, in certain transactions changing the control of the Corporation which require the approval of our shareholders in accordance with the CBCA, unless a different treatment of each class of shares is approved by a majority of the votes presented by the holders of Class A Subordinated and Class B Super Voting Shares, each class voting separately.

Issuance of supplementary Class B Super Voting Shares

The Corporation can issue supplementary Class B Super Voting Shares subject to the approval of the board of directors. The approval is not required in regard to a share split or consolidation on a pro-rata basis between the Class A Subordinated and Class B Super Voting Shares.

Protection in the case of take-over offers

If an offer is made for the Class B Super Voting Shares (an "SVS Offer") or:

- (i) according to the Securities legislation or the requirements of a stock exchange, the Offer must be made to all holders of the Class B Super Voting Share class; and
- (ii) no equivalent offer is made for the Class A Subordinated Voting Shares, the holders of Class A Subordinated Voting Shares have the right, in accordance with the Bylaws, at their option, to convert their Class A Subordinated Voting Shares into Class B Super Voting Shares in a way allowing the holders of Class A Subordinated Voting Shares to present their shares to accept the SVS Offer as long as the conversion into Class B Super Voting Shares is effected only with the goal to present the Class B Super Voting Shares to the SVS Offer in question and that all Class B Super Voting Share presented under the SVS Offer, that are not accepted or paid for, for whatever reason by the Offeror will automatically be reconverted into Class A Subordinated Voting Shares as they were prior to their conversion.

In the event where the Class A Subordinated Voting Shareholders have the right to convert their Class A Subordinated Voting Shares into Class B Super Voting Shares in accordance with the SVS Offer according to point (ii) above, the holders of a number of share of less than 100 (an "Odd Lot") will have the right to convert

all but not less than all the shares in such an Odd Lot of Class A Subordinated Voting Shares into an applicable fraction of Class B Super Voting Share, as long as such a conversion into a fraction of a Class B Super Voting Share is only for the purpose of presenting this fraction of a Class B Super Voting Share to the SVS Offer in question and that all fraction of a Class B Super Voting Share which is presented for a SVS Offer that is not accepted or paid for, for whatever reason, will automatically be reconverted into Class A Subordinated Voting Shares in existence before such a conversion.