



Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

POKO INNOVATIONS INC.

Corporate name / Dénomination sociale

1325071-7

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act* (CBCA).

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions* (LCSA).

Raymond Edwards

Director / Directeur

2021-08-10

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



Form 11
Articles of Continuance
Canada Business Corporations Act
(CBCA) (s. 187)

Formulaire 11
Clauses de prorogation
Loi canadienne sur les sociétés par
actions
(LCSA) (art. 187)

1	Corporate name Dénomination sociale POKO INNOVATIONS INC.
2	The province or territory in Canada where the registered office is situated La province ou le territoire au Canada où est situé le siège social QC
3	The classes and the maximum number of shares that the corporation is authorized to issue Catégories et le nombre maximal d'actions que la société est autorisée à émettre See attached schedule / Voir l'annexe ci-jointe
4	Restrictions on share transfers Restrictions sur le transfert des actions None
5	Minimum and maximum number of directors Nombre minimal et maximal d'administrateurs Min. 3 Max. 12
6	Restrictions on the business the corporation may carry on Limites imposées à l'activité commerciale de la société None
7	(1) If change of name effected, previous name S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure BRUNSWICK RESOURCES INC. (2) Details of incorporation Détails de la constitution Incorporated in the Province of Alberta under the Business Corporations Act (Alberta) on June 15, 2006.
8	Other Provisions Autres dispositions See attached schedule / Voir l'annexe ci-jointe
9	Declaration: I certify that I am a director or an officer of the company continuing into the CBCA. Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société se prorogeant sous le régime de la LCSA.

Original signed by / Original signé par

Christian Dupont

Christian Dupont

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 1

The Corporation is authorized to issue an unlimited number of Common shares and an unlimited number of Preferred shares without nominal or par value.

The rights and restrictions attached to the Common shares and the Preferred shares are as follows:

1. COMMON SHARES

- 1.1 **Voting:** The holders of the Common shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders of the Corporation. Each Common share shall entitle its holder to one (1) vote.
- 1.2 **Dividends:** Subject to the rights of the holders of the Preferred shares and any other class of shares ranking senior to the Common shares, the holders of the Common shares shall be entitled to receive and participate rateably in any dividends declared by the board of directors of the Corporation.
- 1.3 **Liquidation, Dissolution or Winding-Up:** Subject to the rights of the holders of the Preferred shares and any other class of shares ranking senior to the Common shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up or its affairs, the holders of the Common shares shall participate rateably in the distribution of the assets of the Corporation.

2. PREFERRED SHARES

- 2.1 **Voting:** The holders of the Preferred shares shall not be entitled to receive notice of, attend and vote at all meetings of shareholders of the Corporation.
- 2.2 **Issuance in Series:** The Preferred shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and to the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares.
- 2.3 **Ranking of Preferred Shares:** The Preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the Preferred shares of every other series and be entitled to preference over the Common shares and the shares of any other class ranking junior to the Preferred shares. The Preferred shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Common shares and the shares of any other class ranking junior to the Preferred shares, or as maybe fixed in accordance with section 2.2 hereinabove.

2.4 **Approval by holders of Preferred Shares:** The approval by the holders of the Preferred shares with respect to any and all matters referred to herein may, subject to the provisions of the *Canada Business Corporations Act*, be given in writing by the holders of all of the Preferred shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Preferred shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Preferred shares then outstanding are present in person or represented by proxy. If at any such meeting, when originally held, the holders of at least a majority of all Preferred shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of the such meeting. At such adjourned meeting the holders of Preferred shares present in person or represented by proxy, whether or not they hold a majority of all Preferred shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the Preferred shares previously mentioned. Notice of any meeting of the holders of the Preferred shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, in which case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct there of shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

SCHEDULE 2

1. LIEN

The Corporation shall have a lien on all securities registered in the name of a security holder or such security holder's representative for a debt of that security holder to the Corporation.

2. FINANCING

Without in any way limiting the powers conferred upon the Corporation or its directors by any of the provisions of the *Canada Business Corporations Act*, and subject to the provisions thereof, and to any Unanimous Shareholders Agreement, as the case may be, the directors of the Corporation may, without authorization of the shareholders, cause the Corporation to:

- (a) hypothecate or otherwise create a security interest in any property, moveable or immovable, present or future, which the Corporation may presently own or subsequently acquire, for the purpose of securing any bonds, debentures or securities which the Corporation is by law entitled to issue or for the purpose of securing the performance of any obligations of the Corporation;
- (b) borrow money, without limitation or restriction, upon the credit of the Corporation;
- (c) issue, re-issue, sell or hypothecate debt obligations of the Corporation; or
- (d) guarantee the performance of any obligation of any person.

3. APPOINTMENT OF DIRECTORS

The directors may appoint one or more additional directors, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders. The total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.



Form 2
**Initial Registered Office Address
and First Board of Directors**
*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2
**Siège social initial et premier
conseil d'administration**
*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale

POKO INNOVATIONS INC.

2 Address of registered office
Adresse du siège social

1000 Sherbrooke Street West
Suite 2700
Montréal QC H3A 3G4

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

		Resident Canadian Résident Canadien
Christian Dupont	15 Gamble Street E, Suite 204, Rouyn-Noranda QC J9T 2K6, Canada	Yes / Oui
Laurent Hallé	1967 Chemin de la Galère, Fabre QC J0Z 1Z0, Canada	Yes / Oui
Mario Colantonio	185 Bannerman Avenue, Timmins ON P4N 2Y7, Canada	Yes / Oui

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Christian Dupont

Christian Dupont
705 266-6795

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