



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

2015/05/15

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

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

SPACEFY INC.

(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).

"Michael BRADLEY"

By/  
Par :

(Signature)  
(Signature)

Director

(Description of Office)  
(Fonction)



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

2017, 12, 21

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

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

SPACEFY INC.

(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/ "Judeh Siwadeh"  
Par:

(Signature)  
(Signature)

Authorized Signing Officer

(Description of Office)  
(Fonction)

#### Dividends

1. The holders of the Series 1 Convertible Preference Shares shall in each year, in the discretion of the directors, but always in preference and priority to any payment of dividends on the common shares for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative monthly dividends at the rate \$0.04 per Series 1 Convertible Preference Share. If within eighteen (18) months after the end of any financial year of the Corporation, the board of directors in its discretion shall not have declared the said dividend or any part thereof on the Series 1 Convertible Preference Shares for such financial year, then the rights of the holders of the Preference Shares to such dividend or to any undeclared part thereof for such month shall be forever extinguished.

#### Priority

2. The Series 1 Convertible Preference Shares shall rank as regards the payment of dividends in priority to the common shares of the Corporation, and as regards the repayment of capital, in priority to the common shares of the Corporation, but shall not confer any further right to participate in profits or assets.

#### Redemption

3. After May 15, 2018, the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Series 1 Convertible Preference Shares on payment for each share to be redeemed of an amount equal to one (\$1.00) per Series 1 Convertible Preference Share, together with all dividends declared thereon and unpaid (the "Preference Share Redemption Payment").

#### Automatic Conversion

4. A) In the event that the Corporation is issued a receipt for a prospectus in any province or territory that qualifies the distribution of common shares issuable upon conversion of the Series 1 Convertible Preference Shares as freely tradable, then all the then issued and outstanding Series 1 Convertible Preference shares shall then be converted into common shares at the rate of 20 common shares for each Series 1 Convertible Preference Share.

B) The holders of the Series 1 Convertible Preference Shares shall not be entitled to receive notice of and vote at meetings of the shareholders of the Corporation (except where the holders of a specified class of shares are entitled to vote separately as a class as provided in the Business Corporations Act).

#### Liquidation, Dissolution or Winding Up

5. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, a reduction of its capital or other distribution of assets among shareholders by way of repayment of capital, the holders of the Series 1 Convertible Preference Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Common Shares, the sum of \$1.00 per Series 1 Convertible Preference Share and no more.

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

CERTIFICAT Ceci certifie que les présents statuts entrent en vigueur le

002431288

JANUARY 1 8 JANVIER, 2018

Barbara Luckett

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Director / Directeur 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 10 columns and 4 rows for spelling out 'SPACEFY INC.'

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 10 columns and 4 rows for new name.

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

2014/08/25

(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: / Nombre d'administrateurs :

Form with boxes for minimum and maximum number of directors, with 'or' / 'ou' in between.

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

The restriction on the number of shareholders is removed. The prohibition against an invitation to the public to subscribe for securities of the Corporation is removed.

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

2018/01/16

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

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

SPACEFY INC.

(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 :

" Judeh Siwady "



(Signature)  
(Signature)

President

(Description of Office)  
(Fonction)





The right to transfer common shares of the Corporation that are issued and outstanding as of the date of these Articles of Amendment shall be restricted in that no shareholder shall be entitled to transfer any common share of the Corporation without the approval of 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 provided that the transfer restriction on:

- 1/3 of the issued and outstanding common shares as of the date of these Articles of Amendment, is removed pro rata to the then holders of such shares, (4) months after the date of issuance, by a Canadian securities regulator or regulatory authority, of a final receipt for a prospectus that qualifies the common shares of the Corporation for distribution in any jurisdiction of Canada;
- An additional 1/3 of the issued and outstanding common shares as of the date of these Articles of Amendment is removed pro rata to the then holders of such shares eight (8) months after the date of issuance, by a Canadian securities regulator or regulatory authority, of a final receipt for a prospectus that qualifies the common shares of the Corporation for distribution in any jurisdiction of Canada; and
- The remaining 1/3 of the issued and outstanding common shares as of the date of these Articles of Amendment is removed pro rata to the then holders of such shares twelve (12) months after the date of issuance, by a Canadian securities regulator or regulatory authority, of a final receipt for a prospectus that qualifies the common shares of the Corporation for distribution in any jurisdiction of Canada.

No other series of common or preferred shares of the Corporation existing as of the date hereof or authorized for issuance after the date hereof shall be subject to transfer restrictions.

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

2018/02/20

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

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

SPACEFY INC.

(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)

"Judeh Siwady"



President

(Description of Office)  
(Fonction)