



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

Mijem Newcomm Tech Inc.

Corporate name / Dénomination sociale

1055763-3

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.

Isabelle Foley

Deputy Director / Directeur adjoint

2021-12-30

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
Mijem Newcomm Tech Inc.

2 Corporation number
Numéro de la société
1055763-3

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

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
Catherine Beckett
Catherine Beckett
416-642-1807x303

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

Article 3 of the Articles of Incorporation is hereby removed in its entirety and replaced with the following:

1. To increase the authorized capital of the Corporation by creating a new class of unlimited New Common Shares and to provide the rights, privileges, restrictions and conditions attached to the New Common Shares are as follows:

(a) The holders of the New Common Shares are entitled to vote at meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote and to one (1) vote in respect of each New Common Share held at all such meetings.

(b) Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, the holders of the New Common Shares are entitled to share equally in the remaining property of the Corporation upon liquidation, dissolution or winding-up of the Corporation.

(c) Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, the holders of the New Common Shares shall be entitled to receive dividends if, as and when declared by the directors of the Corporation.

2. To increase the authorized capital of the Corporation by creating a new class of unlimited Class A Shares and to provide the rights, privileges, restrictions and conditions attached to the Class A Shares are as follows:

(a) The holders of the Class A Shares are entitled to vote at meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote.

(b) 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 Shares, the holders of the Class A Shares shall be entitled to receive dividends if, as and when declared by the directors of the Corporation to the exclusion of any other class of shares of the Corporation.

(c) Subject to the rights of any other class of shares of the Corporation ranking in priority to the Class A Shares, the holders of the Class A Shares are entitled to share equally with all other classes of shares of the Corporation in the remaining property of the Corporation upon 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.

(d) The Class A Shares shall automatically convert into New Common Shares of the Corporation upon the date that is four months from the Date of Closing (as hereinafter defined) of the reverse take-over transaction as approved at the Annual and Special Meeting of Shareholders on October 22, 2021 (the "Date of Closing") (the "Class A Conversion Date"), upon the basis of one (1) Common Share for each Class A Share issued and outstanding as at the Class A Conversion Date. Upon the foregoing conversion, the stated capital

accounts maintained for each of the Class A Shares and the New Common Shares shall be adjusted in the manner required by the Act.

(i) Within 2 days of the Class A Conversion Date the Corporation shall send notice of such conversion requesting surrender of the share certificate(s) representing the Class A Shares to each holder of Class A Shares at his or her address as it appears on the securities register of the Corporation or, in the event of the address of any such shareholder not so appearing then, to the last known address of such shareholder; provided, however that accidental failure to give this notice of conversion to one or more shareholders shall not affect the validity of such conversion, but upon such failure or omission being discovered the notice shall be given forthwith to such holder or holders and such notice shall have the same force and effect as if given in due time. On and after the Class A Conversion Date, all issued Class A Shares shall cease to be outstanding. Upon presentation and surrender of the share certificates representing the Class A Shares converted into New Common Shares, the Corporation will issue to the holders of record of the Class A Shares certificates representing the New Common Shares to which such holder is entitled. Upon the Class A Conversion Date, the registered holders of Class A Shares shall be deemed to have become holders of New Common Shares on the aforesaid basis, notwithstanding any delay in the issuance of share certificates representing the New Common Shares into which such Class A Shares have been converted. All converted shares resulting from any conversion provided for herein shall be fully paid and non-assessable.

(ii) In the event that the Class A Shares or the New Common Shares are at any time subdivided, consolidated or changed into a greater or lesser number of shares of the same or another class, an appropriate adjustment shall be made in the rights and conditions attached to the Class A Shares so as to maintain the relative rights of the holders of those shares.

3. To increase the authorized capital of the Corporation by creating a new class of unlimited Class B Shares and to provide the rights, privileges, restrictions and conditions attached to the Class B Shares are as follows:

(a) The holders of the Class B Shares are entitled to vote at meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote.

(b) 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 Shares, the holders of the Class B Shares shall be entitled to receive dividends if, as and when declared by the directors of the Corporation to the exclusion of any other class of shares of the Corporation.

(c) Subject to the rights of any other class of shares of the Corporation ranking in priority to the Class B Shares, the holders of the Class B Shares are entitled to share equally with all other classes of shares of the Corporation in the remaining property of the Corporation upon 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.

(d) The Class B Shares shall automatically convert into New Common Shares of the Corporation upon the date that is eight months from the Date of Closing (the "Class B Conversion Date"), upon the basis of one

(1) Common Share for each Class B Share issued and outstanding as at the Class B Conversion Date. Upon the foregoing conversion, the stated capital accounts maintained for each of the Class B Shares and the New Common Shares shall be adjusted in the manner required by the Act.

(i) Within 2 days of the Class B Conversion Date the Corporation shall send notice of such conversion requesting surrender of the share certificate(s) representing the Class B Shares to each holder of Class B Shares at his or her address as it appears on the securities register of the Corporation or, in the event of the address of any such shareholder not so appearing then, to the last known address of such shareholder; provided, however that accidental failure to give this notice of conversion to one or more shareholders shall not affect the validity of such conversion, but upon such failure or omission being discovered the notice shall be given forthwith to such holder or holders and such notice shall have the same force and effect as if given in due time. On and after the Class B Conversion Date, all issued Class B Shares shall cease to be outstanding. Upon presentation and surrender of the share certificates representing the Class B Shares converted into New Common Shares, the Corporation will issue to the holders of record of the Class B Shares certificates representing the New Common Shares to which such holder is entitled. Upon the Class B Conversion Date, the registered holders of Class B Shares shall be deemed to have become holders of New Common Shares on the aforesaid basis, notwithstanding any delay in the issuance of share certificates representing the New Common Shares into which such Class B Shares have been converted. All converted shares resulting from any conversion provided for herein shall be fully paid and non-assessable.

(ii) In the event that the Class B Shares or the New Common Shares are at any time subdivided, consolidated or changed into a greater or lesser number of shares of the same or another class, an appropriate adjustment shall be made in the rights and conditions attached to the Class B Shares so as to maintain the relative rights of the holders of those shares.

4. To increase the authorized capital of the Corporation by creating a new class of unlimited Class C Shares and to provide the rights, privileges, restrictions and conditions attached to the Class C Shares are as follows:

(a) The holders of the Class C Shares are entitled to vote at meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote.

(b) 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 C Shares, the holders of the Class C Shares shall be entitled to receive dividends if, as and when declared by the directors of the Corporation to the exclusion of any other class of shares of the Corporation.

(c) Subject to the rights of any other class of shares of the Corporation ranking in priority to the Class C Shares, the holders of the Class C Shares are entitled to share equally with all other classes of shares of the Corporation in the remaining property of the Corporation upon 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.

(d) The Class C Shares shall automatically convert into New Common Shares of the Corporation upon

the date that is twelve months from the Date of Closing (the "Class C Conversion Date"), upon the basis of one (1) Common Share for each Class C Share issued and outstanding as at the Class C Conversion Date. Upon the foregoing conversion, the stated capital accounts maintained for each of the Class C Shares and the New Common Shares shall be adjusted in the manner required by the Act.

(i) Within 2 days of the Class C Conversion Date the Corporation shall send notice of such conversion requesting surrender of the share certificate(s) representing the Class C Shares to each holder of Class C Shares at his or her address as it appears on the securities register of the Corporation or, in the event of the address of any such shareholder not so appearing then, to the last known address of such shareholder; provided, however that accidental failure to give this notice of conversion to one or more shareholders shall not affect the validity of such conversion, but upon such failure or omission being discovered the notice shall be given forthwith to such holder or holders and such notice shall have the same force and effect as if given in due time. On and after the Class C Conversion Date, all issued Class C Shares shall cease to be outstanding. Upon presentation and surrender of the share certificates representing the Class C Shares converted into New Common Shares, the Corporation will issue to the holders of record of the Class C Shares certificates representing the New Common Shares to which such holder is entitled. Upon the Class C Conversion Date, the registered holders of Class C Shares shall be deemed to have become holders of New Common Shares on the aforesaid basis, notwithstanding any delay in the issuance of share certificates representing the New Common Shares into which such Class C Shares have been converted. All converted shares resulting from any conversion provided for herein shall be fully paid and non-assessable.

(ii) In the event that the Class C Shares or the New Common Shares are at any time subdivided, consolidated or changed into a greater or lesser number of shares of the same or another class, an appropriate adjustment shall be made in the rights and conditions attached to the Class C Shares so as to maintain the relative rights of the holders of those shares.

5. To provide that, upon creation of the new class of unlimited New Common, Class A, Class B and Class C Shares:

(a) every ten (10) Common Shares held be exchanged for one (1) New Common Share, three (3) Class A Shares, three (3) Class B Shares and three (3) Class C Shares and such exchanged shares shall be retired and cancelled; and

(b) no fractional New Common Shares shall be issued to a holder upon exchange. Instead, any fractional New Common Share to be issued to a holder as a result of the exchange of their Common Shares shall be rounded down to the next whole share.

6. Upon completion of the foregoing exchange, no Common Shares will be issued and outstanding and the class of shares shall be cancelled and deleted.

7. In addition, the Corporation is authorised to issue First Preferred Shares as follows:

The First Preferred Shares of the Corporation will carry and be subject, as a class, to the rights, privileges, priorities, limitations, conditions, and restrictions hereinafter set forth:

- (a) The directors of the Corporation may at any time and from time to time issue the First Preferred Shares in one (1) or more series, each series to consist of such number of shares as may before issuance thereof be determined by the directors.
- (b) The directors of the Corporation may (subject as hereinafter provided) from time to time fix before issuance the designation, rights, restrictions, conditions and limitations to attach to the First Preferred Shares of each such series including, without limiting the generality of the foregoing, the rate of preferential dividends, the dates of payment thereof, redemption price (if any) and the terms and conditions of redemption, and purchase and conversion rights (if any) or other provisions attaching to the First Preferred Shares of any such series, the whole subject to the filing of articles of amendment confirming the designation, preferences, rights, conditions, restrictions, limitations and prohibitions attaching to any such series of the First Preferred Shares.
- (c) The holders of First Preferred Shares shall be entitled to receive from the amounts which the Corporation may set aside for the payment of dividends, as and when declared by the directors, a fixed, cumulative and preferential dividend to accrue as the directors of the Corporation may fix by resolution, such dividends to accrue from the dates fixed by the directors or in default of such dates from the date of issue of the shares, and to be payable, as and when so declared, by quarterly payments on the first days of January, April, July and October of each year, except where otherwise determined by the directors.
- (d) When any fixed cumulative dividends or amount payable on a return of capital are not paid in full, the First Preferred Shares of all series shall participate rateably in respect of such dividends including accumulations, if any, in accordance with sums which would be payable on the First Preferred Shares if all such dividends were declared and paid in full, and on any return of capital in accordance with the sums which would be payable on such return of capital if all sums so payable were paid in full.
- (e) The First Preferred Shares shall be entitled to preference over the common shares of the Corporation and over any other shares of the Corporation ranking junior to the First Preferred Shares with respect to payment of dividends and return of capital and in the distribution of assets in the event of liquidation, dissolution or wind-up of the Corporation whether voluntary or involuntary and may also be given such other preferences over the common shares of the Corporation and any other shares of the Corporation ranking junior to the First Preferred Shares as may be determined by the directors of the Corporation as to the respective series authorized to be issued.
- (f) The First Preferred Shares of each series shall rank on a parity with the First Preferred Shares of every other series with respect to priority in payment of dividends, return of capital and in the distribution of assets in the event of liquidation, dissolution or wind-up of the Corporation whether voluntary or involuntary.
- (g) No dividends shall at any time be declared or paid on or set apart for payment on any shares of the Corporation ranking junior to the First Preferred Shares unless all dividends up to and including the dividend payable for the last completed period for which such dividends shall be payable on each series of First Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on such shares of the Corporation ranking junior to the First Preferred Shares nor shall the Corporation call for redemption or redeem or purchase for

cancellation or reduce or otherwise pay off any of the First Preferred Shares (less than the total amount then outstanding) or any shares of the Corporation ranking junior to the First Preferred Shares unless all dividends up to and including the dividend payable for the last completed period for which such dividends shall be payable on each series of the First Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment.

(h) First Preferred Shares of any series may be purchased for cancellation or made subject to redemption by the Corporation pursuant to the provisions of the Canada Business Corporations Act at such time and at such places and upon such other terms and conditions as may be specified in the preferences, rights, conditions, restrictions, limitations, and prohibitions attaching to the First Preferred Shares of such series as set forth in the resolution of the board of directors of the Corporation.

(i) The holders of the First Preferred Shares shall not, as such, be entitled as of right to subscribe for or purchase or receive any part of any issue of shares, bonds, debentures, or other securities of the Corporation now or hereafter authorized.

(j) No class of shares may be created ranking as to capital or dividends prior to the First Preferred Shares without the approval of the holders of the First Preferred Shares given as hereinafter specified.

(k) The provisions of clauses (a) to (j) hereof inclusive, the provision of this clause and the provisions of clause (l) hereof may be repealed, altered, modified, amended, or amplified by articles of amendment but only with the approval of the holders of the First Preferred Shares given as hereinafter specified in addition to any other approval required by the Canada Business Corporations Act.

(l) The approval of holders of the First Preferred Shares as to any and all matters referred to herein may be given by resolution passed or by-law sanctioned at a meeting of holders of First Preferred Shares duly called and held upon at least twenty-one (21) days' notice at which the holders of at least a majority of the outstanding First Preferred Shares are present or represented by proxy and carried by the affirmative vote of the holders of not less than two-thirds (2/3) of the First Preferred Shares represented and voting at any such meeting cast on a poll, in addition to such other votes (including the vote of other classes of shareholders) as may be required by the Canada Business Corporations Act or by an instrument in writing signed by the holders of not less than two-thirds (2/3) of the First Preferred Shares. If at any such meeting the holders of a majority of the outstanding First Preferred Shares are not present or represented by proxy within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such date being not less than twenty-one (21) days later and to such time and place as may be appointed by the chairman and at least fifteen (15) days written notice shall be given of such adjourned meeting but it shall not be necessary in such notice to specify the purpose for which the meeting was originally called. At such adjourned meeting the holders of First Preferred Shares present or represented by proxy may transact the business for which the meeting was originally convened, and a resolution passed thereat by the affirmative votes of the holders of not less than two-thirds (2/3) of the First Preferred Shares represented and voting at such adjourned meeting cast on a poll shall constitute the approval of the holders of First Preferred Shares referred to above. The formalities to be observed with respect to the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of

shareholders. On every poll taken at every such meeting or adjourned meeting, every holder of First Preferred Shares shall be entitled to one (1) vote in respect of each First Preferred Share held.

8. To declare that after giving effect to the foregoing, the authorized capital of the Corporation shall consist of:

- (i) an unlimited number of New Common Shares;
- (ii) an unlimited number of Class A Shares;
- (iii) an unlimited number of Class B Shares; and
- (iv) an unlimited number of Class C Shares.
- (v) an unlimited number of First Preferred Shares.