



## Certificate of Incorporation

*Canada Business Corporations Act*

## Certificat de constitution

*Loi canadienne sur les sociétés par actions*

Metafold Inc.

Corporate name / Dénomination sociale

1260232-6

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Raymond Edwards

Director / Directeur

2020-12-29

Date of Incorporation (YYYY-MM-DD)

Date de constitution (AAAA-MM-JJ)



**Form 1**  
**Articles of Incorporation**  
*Canada Business Corporations  
Act (s. 6)*

**Formulaire 1**  
**Statuts constitutifs**  
*Loi canadienne sur les sociétés  
par actions (art. 6)*

- 1 Corporate name  
Dénomination sociale  
**Metafold 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  
**ON**
- 3 The classes and any 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  
**See attached schedule / Voir l'annexe ci-jointe**
- 5 Minimum and maximum number of directors  
Nombre minimal et maximal d'administrateurs  
**Min. 1 Max. 10**
- 6 Restrictions on the business the corporation may carry on  
Limites imposées à l'activité commerciale de la société  
**None**
- 7 Other Provisions  
Autres dispositions  
**See attached schedule / Voir l'annexe ci-jointe**
- 8 **Incorporator's Declaration:** I hereby certify that I am authorized to sign and submit this form.  
**Déclaration des fondateurs :** J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

Name(s) - Nom(s)

Original Signed by - Original signé par

Elissa Ross

Elissa Ross

Elissa Ross

Daniel Hambleton

Daniel Hambleton

Daniel Hambleton

Tomasz Reslinski

Tomasz Reslinski

Tomasz Reslinski

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**

An unlimited number of Class A Special shares;  
An unlimited number of Class B Special shares;  
An unlimited number of Class A Common shares;  
An unlimited number of Class B Common shares;  
An unlimited number of Class C Common shares; and  
An unlimited number of Class D Common shares.

**1. CLASS A SPECIAL SHARES**

The rights, privileges, restrictions and conditions attached to the Class A Special shares are as follows:

**Retraction**

(a) A holder of the Class A Special shares shall, at their option, be entitled to require the corporation to redeem at any time or times any Class A Special share(s) registered in the name of such holder on the books of the corporation by tendering to the corporation at its registered office a share certificate or certificates representing the Class A Special shares which the registered holder desires to have the corporation redeem together with a request in writing specifying:

(i) that the holder desires to have the Class A Special shares represented by such certificate(s) redeemed by the corporation;

(ii) if part only of the Class A Special shares represented by such certificate(s) is to be redeemed, the number thereof to be so redeemed; and

(iii) the business day (in this paragraph 1(a) referred to as the "Redemption Date") on which the holder desires to have the corporation redeem such Class A Special shares, which shall not be less than thirty (30) days after the date on which the request in writing is given to the corporation or such shorter period of time as the holder and the corporation may agree upon.

Upon receipt of share certificate(s) representing the Class A Special shares which the holder desires to have the corporation redeem together with such a request, the corporation shall, on the Redemption Date, redeem such Class A Special shares by paying to such holder an amount equal to the aggregate Redemption Amount (as defined in paragraph 1(c) hereof) plus all declared and unpaid dividends thereon. Such payment shall be made by cheque payable at par at any branch of the corporation's bankers for the time being in Canada. The certificate(s) for such Class A Special shares shall thereupon be cancelled. If less than all of the Class A Special shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A Special shares represented by the original certificate which are not redeemed. From and after the Redemption Date the holder thereof shall not be entitled to exercise any of the rights of holders of Class A Special shares in respect thereof unless payment of the Redemption Amount plus all declared and unpaid dividends thereon is not made on the Redemption Date, in which event the rights of

the holder of the said Class A Special shares shall remain unaffected until such holder delivers another request in writing and the Redemption Amount plus all declared and unpaid dividends thereon is paid.

## Redemption

(b) The corporation shall, at its option, be entitled to redeem at any time or times all or any part of the Class A Special shares registered in the name of any holder of any such Class A Special shares on the books of the corporation with or without the consent of such holder by giving notice in writing by registered mail to such holder specifying:

(i) that the corporation desires to redeem all or any part of the Class A Special shares registered in the name of such holder;

(ii) if part only of the Class A Special shares registered in the name of such holder is to be redeemed, the number thereof to be so redeemed; and

(iii) the business day (in this paragraph 1(b) referred to as the "Redemption Date") on which the corporation desires to redeem such Class A Special shares, which shall be not less than thirty (30) days after the date on which the notice is given by the corporation or such shorter period of time as the corporation and the holder of any such Class A Special shares may agree.

The corporation shall, on the Redemption Date, redeem such Class A Special shares by paying to such holder an amount equal to the Redemption Amount (as defined in paragraph 1(c) hereof) plus all declared and unpaid dividends thereon on presentation and surrender of the certificate(s) for the Class A Special shares so called for redemption by cheque payable at par at any branch of the corporation's bankers for the time being in Canada. The certificate(s) for such Class A Special shares shall thereupon be cancelled. If less than all of the Class A special shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A Special shares represented by the original certificate which are not redeemed. From and after the Redemption Date the holder thereof shall not be entitled to exercise any of the rights of holders of Class A Special shares in respect thereof unless payment of the said Redemption Amount plus all declared and unpaid dividends thereon is not made on the Redemption Date, in which event the rights of the holder of the said Class A Special shares shall remain unaffected until payment of the said Redemption Amount plus all declared and unpaid dividends thereon.

On or before the Redemption Date, the corporation shall have the right to deposit the Redemption Amount of the Class A Special shares called for redemption plus all declared and unpaid dividends thereon in a special account with any chartered bank or trust company in Canada, to be paid, without interest, to or to the order of the respective holders of such Class A Special shares called for redemption upon presentation and surrender of the certificate(s) representing the same and, upon such deposit being made, the Class A Special shares in respect of which such deposit shall have been made shall be redeemed and the rights of the several holders thereof, after such deposit, shall be limited to receiving, out of the monies so deposited, without interest, the Redemption Amount plus all declared and unpaid dividends thereon applicable to their respective Class A Special shares against presentation and surrender of the certificate(s) representing such Class A Special shares.

## Redemption Amount

(c) The "Redemption Amount" of each Class A Special share shall mean an amount equal to the aggregate fair market value of the property (the "Property") sold to, transferred to, or exchanged with the corporation on the date of first issuance of the Class A Special shares (the "Valuation Date"), less the amount of non-share consideration, if any, paid or assumed by the corporation as partial consideration for the purchase, transfer, or exchange of such Property, and less any subsequent reductions in paid-up capital thereon, divided by the number of Class A Special shares issued as consideration, or partial consideration, for the purchase, transfer, or exchange of such Property, which amount shall be agreed upon by the directors of the corporation and the transferor of such Property; provided that such amount shall be subject to being increased or decreased pursuant to the applicable provisions set out hereinafter in this paragraph 1(c). If at any time the Canada Revenue Agency or other taxing authority shall assert by assessment, re-assessment or otherwise that the fair market value of the Property at the Valuation Date was other than as determined pursuant to the preceding sentence, then, with respect to all redemptions made on or after such time, the aggregate Redemption Amount for all of the Class A Special shares on the Redemption Date shall be varied to an amount which shall be equal to:

(i) such amount as may be agreed to by the taxing authority, the corporation and the Class A Special shareholder(s) to have been the fair market value of the Property on the Valuation Date, less the amount of non-share consideration, if any, paid or assumed by the corporation as partial consideration for the purchase, transfer, or exchange of the Property; or

(ii) in the absence of such agreement, such amount as shall be determined by a court having jurisdiction in the matter (after all appeal rights have been exhausted or all times for appeal have expired without appeals having been taken) to be the fair market value of the Property on the Valuation Date, less the amount of non-share consideration, if any, paid or assumed by the corporation as partial consideration for the purchase, transfer, or exchange of the Property; and

the Redemption Amount per share with respect to all redemptions on or after such time shall be varied to an amount equal to the aggregate Redemption Amount on the Valuation Date as varied, less the amount paid for redemption of Class A Special shares prior to such time divided by the number of Class A Special shares not redeemed at such time.

Any such increase or decrease in the Redemption Amount shall be deemed to be effective retroactively to the date of first issuance of the Class A Special shares. In the event that the corporation has made payments to the holders of the Class A Special shares by way of dividends or other distribution of capital prior to the date of increase or decrease in the Redemption Amount, then appropriate cash settlements will be made between the holders of the Class A Special shares and the corporation, in order to give effect to the increase or decrease in the Redemption Amount.

## Purchase For Cancellation

(d) The corporation may, at any time and from time to time, purchase for cancellation the whole or any

part of the Class A Special shares at the lowest price at which in the opinion of the directors of the corporation, such shares are obtainable but not exceeding an amount per share equal to the Redemption Amount as defined in paragraph 1(c) hereof.

#### Dividends

(e) The holders of the Class A Special shares shall in each fiscal year, in the discretion of the board of directors, be entitled to receive and the corporation shall pay thereon, as and when declared by the board of directors of the corporation out of monies properly applicable to the payment of dividends, a non-cumulative dividend at a rate not to exceed eight percent (8%) of the Redemption Amount (as defined in paragraph 1(c) herein) per annum in the aggregate, and all dividends which the directors may declare on the Class A Special shares shall be declared and paid in equal amounts per share on all Class A Special shares at the time outstanding. Each holder of Class A Special shares shall not be entitled to any dividend or dividends other than or in excess of the dividends hereinbefore provided for. The board of directors may, in their sole discretion, declare dividends on the Class A Special shares to the exclusion of any other class of shares of the corporation.

#### Dissolution

(f) In the event of the dissolution, liquidation, or winding-up of the corporation, whether voluntary or involuntary, or any other distribution of its assets among its shareholders for the purposes of winding up its affairs, the holders of the Class A Special shares shall be entitled to receive, before any distribution of any part of the assets of the corporation among the holders of the Class B Special shares, Class A Common shares, Class B Common shares, Class C Common shares and Class D Common shares, the said Redemption Amount (as defined in paragraph 1(c) hereof) for each Class A Special share held plus any declared and unpaid dividends thereon. After payment to the holders of the Class A Special shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the corporation.

#### Voting Rights

(g) Except as otherwise provided by law, the holders of the Class A Special shares shall not, as such, have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings, unless the meeting is called to consider any matter in respect of which the holders of the Class A Special shares would be entitled to vote separately as a class, in which case, the holders of the Class A Special shares shall be entitled to receive notice of and to attend and vote at such meeting.

## 2. CLASS B SPECIAL SHARES

The rights, privileges, restrictions and conditions attached to the Class B Special shares are as follows:

#### Retraction

(a) A holder of the Class B Special shares shall, at their option, be entitled to require the corporation to redeem at any time or times any Class B Special share(s) registered in the name of such holder on the books of the corporation by tendering to the corporation at its registered office a share certificate or certificates representing the Class B Special shares which the registered holder desires to have the corporation redeem together with a request in writing specifying:

(i) that the holder desires to have the Class B Special shares represented by such certificate(s) redeemed by the corporation;

(ii) if part only of the Class B Special shares represented by such certificate(s) is to be redeemed, the number thereof to be so redeemed; and

(iii) the business day (in this paragraph 2(a) referred to as the "Redemption Date") on which the holder desires to have the corporation redeem such Class B Special shares, which shall not be less than thirty (30) days after the date on which the request in writing is given to the corporation or such shorter period of time as the holder and the corporation may agree upon.

Upon receipt of share certificate(s) representing the Class B Special shares which the holder desires to have the corporation redeem together with such a request, the corporation shall, on the Redemption Date, redeem such Class B Special shares by paying to such holder an amount equal to the aggregate Redemption Amount (as defined in paragraph 2(c) hereof) plus all declared and unpaid dividends thereon. Such payment shall be made by cheque payable at par at any branch of the corporation's bankers for the time being in Canada. The certificate(s) for such Class B Special shares shall thereupon be cancelled. If less than all of the Class B Special shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class B Special shares represented by the original certificate which are not redeemed. From and after the Redemption Date the holder thereof shall not be entitled to exercise any of the rights of holders of Class B Special shares in respect thereof unless payment of the Redemption Amount plus all declared and unpaid dividends thereon is not made on the Redemption Date, in which event the rights of the holder of the said Class B Special shares shall remain unaffected until such holder delivers another request in writing and the Redemption Amount plus all declared and unpaid dividends thereon is paid.

#### Redemption

(b) The corporation shall, at its option, be entitled to redeem at any time or times all or any part of the Class B Special shares registered in the name of any holder of any such Class B Special shares on the books of the corporation with or without the consent of such holder by giving notice in writing by registered mail to such holder specifying:

(i) that the corporation desires to redeem all or any part of the Class B Special shares registered in the name of such holder;

(ii) if part only of the Class B Special shares registered in the name of such holder is to be redeemed, the number thereof to be so redeemed; and

(iii) the business day (in this paragraph 2(b) referred to as the "Redemption Date") on which the corporation desires to redeem such Class B Special shares, which shall be not less than thirty (30) days after the date on which the notice is given by the corporation or such shorter period of time as the corporation and the holder of any such Class B Special shares may agree.

The corporation shall, on the Redemption Date, redeem such Class B Special shares by paying to such holder an amount equal to the Redemption Amount (as defined in paragraph 2(c) hereof) plus all declared and unpaid dividends thereon on presentation and surrender of the certificate(s) for the Class B Special shares so called for redemption by cheque payable at par at any branch of the corporation's bankers for the time being in Canada. The certificate(s) for such Class B Special shares shall thereupon be cancelled. If less than all of the Class B Special shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class B Special shares represented by the original certificate which are not redeemed. From and after the Redemption Date the holder thereof shall not be entitled to exercise any of the rights of holders of Class B Special shares in respect thereof unless payment of the said Redemption Amount plus all declared and unpaid dividends thereon is not made on the Redemption Date, in which event the rights of the holder of the said Class B Special shares shall remain unaffected until payment of the said Redemption Amount plus all declared and unpaid dividends thereon.

On or before the Redemption Date, the corporation shall have the right to deposit the Redemption Amount of the Class B Special shares called for redemption plus all declared and unpaid dividends thereon in a special account with any chartered bank or trust company in Canada, to be paid, without interest, to or to the order of the respective holders of such Class B Special shares called for redemption upon presentation and surrender of the certificate(s) representing the same and, upon such deposit being made, the Class B Special shares in respect of which such deposit shall have been made shall be redeemed and the rights of the several holders thereof, after such deposit, shall be limited to receiving, out of the monies so deposited, without interest, the Redemption Amount plus all declared and unpaid dividends thereon applicable to their respective Class B Special shares against presentation and surrender of the certificate(s) representing such Class B Special shares.

#### Redemption Amount

(c) The "Redemption Amount" of each Class B Special share shall mean an amount equal to the aggregate fair market value of the property (the "Property") sold to, transferred to, or exchanged with the corporation on the date of first issuance of the Class B Special shares (the "Valuation Date"), less the amount of non-share consideration, if any, paid or assumed by the corporation as partial consideration for the purchase, transfer, or exchange of such Property, and less any subsequent reductions in paid-up capital thereon, divided by the number of Class B Special shares issued as consideration, or partial consideration, for the purchase, transfer, or exchange of such Property, which amount shall be agreed upon by the directors of the corporation and the transferor of such Property; provided that such amount shall be subject to being increased or decreased pursuant to the applicable provisions set out hereinafter in this paragraph 2(c). If at any time the Canada Revenue Agency or other taxing authority shall assert by assessment, re-assessment or otherwise that the fair market value of the Property at the Valuation Date was other than as determined pursuant to the preceding sentence, then, with respect to all redemptions made on or after such time, the aggregate Redemption Amount for all of the Class B Special shares on the Redemption Date shall be varied to



an amount which shall be equal to:

- (i) such amount as may be agreed to by the taxing authority, the corporation and the Class B Special shareholder(s) to have been the fair market value of the Property on the Valuation Date, less the amount of non-share consideration, if any, paid or assumed by the corporation as partial consideration for the purchase, transfer, or exchange of the Property; or
- (ii) in the absence of such agreement, such amount as shall be determined by a court having jurisdiction in the matter (after all appeal rights have been exhausted or all times for appeal have expired without appeals having been taken) to be the fair market value of the Property on the Valuation Date, less the amount of non-share consideration, if any, paid or assumed by the corporation as partial consideration for the purchase, transfer, or exchange of the Property; and

the Redemption Amount per share with respect to all redemptions on or after such time shall be varied to an amount equal to the aggregate Redemption Amount on the Valuation Date as varied, less the amount paid for redemption of Class B Special shares prior to such time divided by the number of Class B Special shares not redeemed at such time.

Any such increase or decrease in the Redemption Amount shall be deemed to be effective retroactively to the date of first issuance of the Class B Special shares. In the event that the corporation has made payments to the holders of the Class B Special shares by way of dividends or other distribution of capital prior to the date of increase or decrease in the Redemption Amount, then appropriate cash settlements will be made between the holders of the Class B Special shares and the corporation, in order to give effect to the increase or decrease in the Redemption Amount.

#### Purchase For Cancellation

- (d) The corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the Class B Special shares at the lowest price at which in the opinion of the directors of the corporation, such shares are obtainable but not exceeding an amount per share equal to the Redemption Amount as defined in paragraph 2(c) hereof.

#### Dividends

- (e) Subject to the prior rights of the holders of any other shares ranking senior to the Class B Special shares, the holders of Class B Special shares shall be entitled to receive non-cumulative dividends and the corporation shall pay non-cumulative dividends thereon, as and when declared by the board of directors of the Corporation out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine. All dividends which the directors may declare on the Class B Special shares shall be declared and paid in equal amounts per share on all Class B Special shares at the time outstanding. The board of directors may, in their sole discretion, declare dividends on the Class B Special shares to the exclusion of any other class of shares of the corporation.

#### Dissolution

(f) In the event of the dissolution, liquidation, or winding-up of the corporation, whether voluntary or involuntary, or any other distribution of its assets among its shareholders for the purposes of winding up its affairs, the holders of the Class B Special shares shall be entitled to receive, subject to the prior rights of the holders of the Class A Special shares, but before any distribution of any part of the assets of the corporation among the holders of the Class A Common shares, Class B Common shares, Class C Common shares and Class D Common shares, the said Redemption Amount (as defined in paragraph 2(c) hereof) for each Class B Special share held plus any declared and unpaid dividends thereon. After payment to the holders of the Class B Special shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the corporation.

#### Voting Rights

(g) Except as otherwise provided by law, the holders of the Class B Special shares shall not, as such, have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings, unless the meeting is called to consider any matter in respect of which the holders of the Class B Special shares would be entitled to vote separately as a class, in which case, the holders of the Class B Special shares shall be entitled to receive notice of and to attend and vote at such meeting.

### 3. CLASS A COMMON SHARES, CLASS B COMMON SHARES, CLASS C COMMON SHARES AND CLASS D COMMON SHARES

The rights, privileges, restrictions and conditions attached to the Class A Common shares, Class B Common shares, Class C Common shares and Class D Common shares are as follows:

#### Dividends

(a) Subject to the prior rights of the holders of any other shares ranking senior to the Class A Common shares the holders of the Class A Common shares shall be entitled to receive non-cumulative dividends and the corporation shall pay non-cumulative dividends thereon, as and when declared by the board of directors of the corporation out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine. All dividends which the directors may declare on the Class A Common shares shall be declared and paid in equal amounts per share on all Class A Common shares at the time outstanding. The board of directors may, in their sole discretion, declare dividends on the Class A Common shares to the exclusion of any other class of shares of the corporation.

(b) Subject to the prior rights of the holders of any other shares ranking senior to the Class B Common shares, the holders of Class B Common shares shall be entitled to receive non-cumulative dividends and the corporation shall pay non-cumulative dividends thereon, as and when declared by the board of directors of the Corporation out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine. All dividends which the directors may declare on the Class B Common shares shall be declared and paid in equal amounts per share on all Class B Common shares at the time outstanding. The board of directors may, in their sole discretion, declare dividends on the Class B Common shares to the exclusion of any other class of shares of the corporation.

(c) Subject to the prior rights of the holders of any other shares ranking senior to the Class C Common shares the holders of the Class C Common shares shall be entitled to receive non-cumulative dividends and the corporation shall pay non-cumulative dividends thereon, as and when declared by the board of directors of the corporation out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine. All dividends which the directors may declare on the Class C Common shares shall be declared and paid in equal amounts per share on all Class C Common shares at the time outstanding. The board of directors may, in their sole discretion, declare dividends on the Class C Common shares to the exclusion of any other class of shares of the corporation.

(d) Subject to the prior rights of the holders of any other shares ranking senior to the Class D Common shares the holders of the Class D Common shares shall be entitled to receive non-cumulative dividends and the corporation shall pay non-cumulative dividends thereon, as and when declared by the board of directors of the corporation out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine. All dividends which the directors may declare on the Class D Common shares shall be declared and paid in equal amounts per share on all Class D Common shares at the time outstanding. The board of directors may, in their sole discretion, declare dividends on the Class D Common shares to the exclusion of any other class of shares of the corporation.

#### Dissolution

(e) In the event of the dissolution, liquidation or winding-up of the corporation, whether voluntary or involuntary, or any other distribution of assets of the corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Class A Special shares and Class B Special shares and any class of shares ranking senior to the Class A Common shares, Class B Common shares, Class C Common shares and Class D Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the Class A Common shares, Class B Common shares, Class C Common shares and Class D Common shares shall be entitled to receive the remaining property and assets of the corporation equally, share for share.

#### Voting Rights

(f) The holders of the Class A Common shares shall be entitled to receive 10 days notice of and to attend all meetings of the shareholders of the corporation and shall have one (1) vote for each Class A Common share held at all meetings of the shareholders of the corporation, except for meetings at which only holders of another specified class or series of shares of the corporation are entitled to vote separately as a class or series.

(g) The holders of the Class B Common shares shall be entitled to receive 11 days notice of and to attend all meetings of the shareholders of the corporation and shall have one (1) vote for each Class B Common share held at all meetings of the shareholders of the corporation, except for meetings at which only holders of another specified class or series of shares of the corporation are entitled to vote separately as a class or series.

(h) Except as otherwise provided by law, the holders of the Class C Common shares shall not, as such, have any voting rights for the election of directors, or for any other purpose nor shall they be entitled to attend shareholders' meetings, unless the meeting is called to consider any matter in respect of which the holders of the Class C Common shares would be entitled to vote separately as a class, in which case the holders of the Class C Common shares shall be entitled to receive 12 days notice of and to attend and vote at such meeting.

(i) Except as otherwise provided by law, the holders of the Class D Common shares shall not, as such, have any voting rights for the election of directors, or for any other purpose nor shall they be entitled to attend shareholders' meetings, unless the meeting is called to consider any matter in respect of which the holders of the Class D Common shares would be entitled to vote separately as a class, in which case the holders of the Class D Common shares shall be entitled to receive 13 days notice of and to attend and vote at such meeting.

## **Schedule / Annexe**

### **Restrictions on Share Transfers / Restrictions sur le transfert des actions**

The right to transfer shares of the corporation shall be restricted in that no share of the corporation shall be transferred without the consent of the directors, expressed by a resolution passed by the directors, or by an instrument or instruments in writing signed by the directors.

**Schedule / Annexe**  
**Other Provisions / Autres dispositions**

(a) The number of shareholders of the corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the corporation, were, while in that employment, and have continued, after the termination of that employment, to be shareholders of the corporation, is limited to not more than fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.

(b) Any invitation to the public to subscribe for any securities of the corporation is prohibited.



**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

Metafold Inc.

2 Address of registered office  
Adresse du siège social

401  
WELLINGTON STREET  
TORONTO ON M5V 1E7

3 Additional address  
Autre adresse

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

		Resident Canadian Résident Canadien
Elissa Ross	401, WELLINGTON STREET, TORONTO ON M5V 1E7, Canada	Yes / Oui
Daniel Hambleton	401, WELLINGTON STREET, TORONTO ON M5V 1E7, Canada	Yes / Oui
Tomasz Reslinski	401, WELLINGTON STREET, TORONTO ON M5V 1E7, 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  
Elissa Ross

Elissa Ross  
647-546-9597

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.