



Number: BC1144211

CERTIFICATE OF INCORPORATION

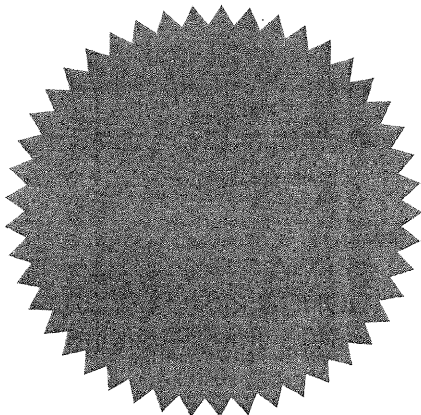
BUSINESS CORPORATIONS ACT

I Hereby Certify that SCHOONER CAPITAL CORP. was incorporated under the Business Corporations Act on December 7, 2017 at 02:30 PM Pacific Time.

*Issued under my hand at Victoria, British Columbia
On December 7, 2017*



CAROL PREST
Registrar of Companies
Province of British Columbia
Canada





BC Registry
Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard Street
Victoria BC
1 877 526-1526

CERTIFIED COPY

Of a Document filed with the Province of
British Columbia Registrar of Companies

Notice of Articles

BUSINESS CORPORATIONS ACT

CAROL PREST

This Notice of Articles was issued by the Registrar on: December 7, 2017 02:30 PM Pacific Time

Incorporation Number: **BC1144211**

Recognition Date and Time: *Incorporated on December 7, 2017 02:30 PM Pacific Time*

NOTICE OF ARTICLES

Name of Company:

SCHOONER CAPITAL CORP.

REGISTERED OFFICE INFORMATION

Mailing Address:

1200 WATERFRONT CENTRE
200 BURNARD STREET, P.O. BOX 48600
VANCOUVER BC V7X 1T2
CANADA

Delivery Address:

1200 WATERFRONT CENTRE
200 BURNARD STREET
VANCOUVER BC V6C 3L6
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

1200 WATERFRONT CENTRE
200 BURNARD STREET, P.O. BOX 48600
VANCOUVER BC V7X 1T2
CANADA

Delivery Address:

1200 WATERFRONT CENTRE
200 BURNARD STREET
VANCOUVER BC V6C 3L6
CANADA



DIRECTOR INFORMATION

First Name, First Name, Middle Name:
Jones, William J.E.

Mailing Address:
238 ROSEDALE HEIGHTS DRIVE
TORONTO ON M4T 1E1
CANADA

Delivery Address:
238 ROSEDALE HEIGHTS DRIVE
TORONTO ON M4T 1E1
CANADA

Last Name, First Name, Middle Name:
Graham, Michael

Mailing Address:
300 FRONT STREET WEST, SUITE 4009
TORONTO ON M5V 0E9
CANADA

Delivery Address:
300 FRONT STREET WEST, SUITE 4009
TORONTO ON M5V 0E9
CANADA

Last Name, First Name, Middle Name:
Spencer, Adam

Mailing Address:
93 EARL GREY ROAD
TORONTO ON M4J 3L6
CANADA

Delivery Address:
93 EARL GREY ROAD
TORONTO ON M4J 3L6
CANADA



AUTHORIZED SHARE STRUCTURE

1.	No Maximum	Common Shares	Without Par Value
			Without Special Rights or Restrictions attached



BC Registry
Services

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard Street
Victoria BC
1 877 526-1526

Incorporation Application

FORM 1
BUSINESS CORPORATIONS ACT
Section 10

CERTIFIED COPY

Of a Document filed with the Province of
British Columbia Registrar of Companies

CAROL PREST

FILING DETAILS:

Incorporation Application for:
SCHOONER CAPITAL CORP.

Incorporation Number: **BC1144211**

Filed Date and Time: **December 7, 2017 02:30 PM Pacific Time**

Recognition Date and Time: **Incorporated on December 7, 2017 02:30 PM Pacific Time**

INCORPORATION APPLICATION

Name Reservation Number:

NR7311454

Name Reserved:

SCHOONER CAPITAL CORP.

INCORPORATION EFFECTIVE DATE:

The incorporation is to take effect at the time that this application is filed with the Registrar.

INCORPORATOR INFORMATION

Last Name, First Name, Middle Name:

Spencer, Adam

Mailing Address:

93 EARL GREY ROAD
TORONTO ON M4J 3L6
CANADA

COMPLETING PARTY

Full Name, First Name, Middle Name:

Juch, Anna

Mailing Address:

1200 WATERFRONT CENTRE
200 BURRARD STREET
VANCOUVER BC V6C 3L6
CANADA

Completing Party Statement

I, Anna Juch, the completing party, have examined the articles and the incorporation agreement applicable to the company that is to be incorporated by the filing of the Incorporation Application and confirm that:

- a) the Articles and the Incorporation Agreement both contain a signature line for each person identified as an incorporator in the Incorporation Application with the name of that person set out legibly under the signature lines,
- b) an original signature has been placed on each of those signature lines, and
- c) I have no reason to believe that the signature placed on a signature line is not the signature of the person whose name is set out under that signature line.

NOTICE OF ARTICLES

Name of Company:

SCHOONER CAPITAL CORP.

REGISTERED OFFICE INFORMATION

Mailing Address:

1200 WATERFRONT CENTRE
200 BURRARD STREET, P.O. BOX 48600
VANCOUVER BC V7X 1T2
CANADA

Delivery Address:

1200 WATERFRONT CENTRE
200 BURRARD STREET
VANCOUVER BC V6C 3L6
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

1200 WATERFRONT CENTRE
200 BURRARD STREET, P.O. BOX 48600
VANCOUVER BC V7X 1T2
CANADA

Delivery Address:

1200 WATERFRONT CENTRE
200 BURRARD STREET
VANCOUVER BC V6C 3L6
CANADA



DIRECTOR INFORMATION

L Name, First Name, Middle Name:
Jones, William J.E.

Mailing Address:
238 ROSEDALE HEIGHTS DRIVE
TORONTO ON M4T 1E1
CANADA

Delivery Address:
238 ROSEDALE HEIGHTS DRIVE
TORONTO ON M4T 1E1
CANADA

Last Name, First Name, Middle Name:
Graham, Michael

Mailing Address:
300 FRONT STREET WEST, SUITE 4009
TORONTO ON M5V 0E9
CANADA

Delivery Address:
300 FRONT STREET WEST, SUITE 4009
TORONTO ON M5V 0E9
CANADA

Last Name, First Name, Middle Name:
Spencer, Adam

Mailing Address:
93 EARL GREY ROAD
TORONTO ON M4J 3L6
CANADA

Delivery Address:
93 EARL GREY ROAD
TORONTO ON M4J 3L6
CANADA



AUTHORIZED SHARE STRUCTURE

1.	No Maximum	Common Shares	Without Par Value
			Without Special Rights or Restrictions attached





Ministry of Finance
Corporate and Personal
Property Registries
www.fin.gov.bc.ca/registries

INCORPORATION APPLICATION

FORM 1 – BC COMPANY

Section 10 *Business Corporations Act*

Telephone: 250 356 – 8626

DO NOT MAIL THIS FORM to the Corporate and Personal Property Registries unless you are instructed to do so by registry staff. The Regulation under the *Business Corporations Act* requires the electronic version of this form to be filed on the Internet at www.corporateonline.gov.bc.ca

Freedom of Information and Protection of Privacy Act (FIPPA)

The personal information requested on this form is made available to the public under the authority of the *Business Corporations Act*. Questions about how the FIPPA applies to this personal information can be directed to the Administrative Assistant of the Corporate and Personal Property Registries at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

A. NAME OF COMPANY – Choose **one** of the following:



The name **SCHOONER CAPITAL CORP.** is the name reserved for the company to be incorporated. The name reservation number is **NR 7311454 OR**



The company is to be incorporated with a name created by adding "B.C. Ltd." after the incorporation number of the company.

B. INCORPORATION EFFECTIVE DATE – Choose **one** of the following:



The incorporation is to take effect at the time that this notice is filed with the registrar.



The incorporation is to take effect at 12:01 a.m. Pacific Time on _____ being a date that is not more than ten days after the date of the filing of this application.



The incorporation is to take effect at _____ ☐ a.m. or ☐ p.m. Pacific Time on _____ being a date and time that is not more than ten days after the date of the filing of this application.

C. INCORPORATOR NAME(S) AND MAILING ADDRESS(ES)

If an incorporator is a corporation or firm, enter the full name of the corporation or firm. Attach an additional sheet if more space is required.

CORPORATION OR FIRM NAME OR

LAST NAME

FIRST NAME

MIDDLE NAME

MAILING ADDRESS INCLUDING

PROVINCE/STATE, COUNTRY AND POSTAL/ZIP CODE

Spencer, Adam

93 Earl Grey Road, Toronto, Ontario M4J 3L6

D. COMPLETING PARTY – The completing party must be an individual, not a corporation or firm.

LAST NAME

FIRST NAME

MIDDLE NAME

Juch, Anna

E. MAILING ADDRESS OF COMPLETING PARTY INCLUDING PROVINCE/STATE, COUNTRY AND POSTAL/ZIP CODE

1200 Waterfront Centre, 200 Burrard Street, Vancouver, BC V6C 3L6

F. COMPLETING PARTY STATEMENT

FIRST NAME

MIDDLE NAME

LAST NAME

I, Anna Juch,

the completing party, have examined the Articles and Incorporation Agreement applicable to the company that is to be incorporated by the filing of this Incorporation Application and confirm that:

- (a) the Articles and Incorporation Agreement both contain a signature line for each person identified as an incorporator in the Incorporation Application with the name of that person set out legibly under the signature line,
- (b) an original signature has been placed on each of those signature lines, and
- (c) I have no reason to believe that the signature placed on a signature line is not the signature of the person whose name is set out under that signature line.

NAME OF COMPLETING PARTY

SIGNATURE OF COMPLETING PARTY

DATE SIGNED

YYYY / MM / DD

Anna Juch

x

Anna Juch

2017/12/07

NOTICE OF ARTICLES

A. NAME OF COMPANY

Set out the name of the company as set out in Item A of the Incorporation Application.

SCHOONER CAPITAL CORP.

B. TRANSLATION OF COMPANY NAME

Set out every translation of the company name that the company intends to use outside of Canada

C. DIRECTOR NAME(S) AND ADDRESS(ES)

Set out the full name, delivery address and mailing address (if different) of every director of the company. The director may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9:00 a.m. and 4 p.m. on business days or (b) the delivery address and, if different, the mailing address of the individual's residence. The delivery address must not be a post office box. Attach an additional sheet if more space is required.

LAST NAME	FIRST NAME	MIDDLE NAME	DELIVERY ADDRESS INCLUDING PROVINCE/STATE, COUNTRY AND POSTAL/ZIP CODE	MAILING ADDRESS INCLUDING PROVINCE/STATE, COUNTRY AND POSTAL/ZIP CODE
Spencer, Adam			93 Earl Grey Road Toronto, Ontario M4J 3L6	93 Earl Grey Road Toronto, Ontario M4J 3L6
Jones, William J.E.			238 Rosedale Heights Drive Toronto, Ontario M4T 1E1	238 Rosedale Heights Drive Toronto, Ontario M4T 1E1
Graham, Michael			300 Front Street West, Suite 4009 Toronto, Ontario M5V 0E9	300 Front Street West, Suite 4009 Toronto, Ontario M5V 0E9

D. REGISTERED OFFICE ADDRESSES

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE (INCLUDING BC and POSTAL CODE)

1200 Waterfront Centre, 200 Burrard Street, Vancouver, BC V6C 3L6

MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE (INCLUDING BC and POSTAL CODE)

1200 Waterfront Centre, 200 Burrard Street, Vancouver, BC V6C 3L6

E. RECORDS OFFICE ADDRESSES

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE (INCLUDING BC and POSTAL CODE)

1200 Waterfront Centre, 200 Burrard Street, Vancouver, BC V6C 3L6

MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE (INCLUDING BC and POSTAL CODE)

1200 Waterfront Centre, 200 Burrard Street, Vancouver, BC V6C 3L6

F. AUTHORIZED SHARE STRUCTURE

Identifying name of class or series of shares	Maximum number of shares of this class or series of shares that the company is authorized to issue, or indicate there is no maximum number	Kind of shares of this class or series of shares		Are there special rights or restrictions attached to the shares of this class or series of shares?
	MAXIMUM NUMBER OF SHARES AUTHORIZED OR "NO MAXIMUM NUMBER"	PAR VALUE OR WITHOUT PAR VALUE	TYPE OF CURRENCY	YES/NO
Common	no maximum number	without par value	n/a	No