Ontario

Ministry of Government and Consumer Services
Ministère des Services gouvernementaux et des Services aux consommateurs

Certificate of Amendment

Certificat de modification

Business Corporations Act

Loi sur les sociétés par actions

Q4 INC.

Corporation Name / Dénomination sociale

1955559

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en vigueur le

October 26, 2021 / 26 octobre 2021

Barbara Ducketts

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amendment is not complete without the Articles of Amendment

Certified a true copy of the record of the Ministry of Government and Consumer Services.

Barbara Ducketts

Director/Registrar

Ce certificat de modification n'est pas complet s'il ne contient pas les statuts de modification

Copie certifiée conforme du dossier du ministère des Services gouvernementaux et des Services aux consommateurs.

Barbara Ducketts

Directeur ou registrateur

Ontario

Ministry of Government and Consumer Services

Articles of Amendment

Business Corporations Act

Corporation Name (Date of Incorporation/Amalgamation)
Q4 INC. (May 13, 2016)

1. The name of the corporation is changed to:
Not amended

2. The number of directors or the minimum/maximum number of directors are amended as follows:
Not amended

3. The articles are amended as follows:

A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":
Not amended

B. The classes and any maximum number of shares that the corporation is authorized to issue:
(a) to create an unlimited number of common shares; (b) to create an unlimited number of preferred shares, issuable in one or more series; (c) to change each issued and outstanding Class A Preferred Share into one Series 1 Voting Common Share; (d) to change each issued and outstanding Class B Preferred Share into one Series 3 Voting Common Share; (e) to change each issued and outstanding Class C-3 Preferred Share into one Series 4 Voting Common Share; (f) to change each issued and outstanding Class C-1 Preferred Share into 1.078565 Series 4 Voting Common Shares (provided that if any shareholder would, as a result of the foregoing, hold a fraction of a Series 4 Voting Common Share, then such number of Series 4 Voting Common Shares held by such shareholder shall be rounded down to the nearest whole share); (g) to change each issued and outstanding Class C-2 Preferred Share into 1.104753 Series 4 Voting Common Shares (provided that if any shareholder would, as a result of the foregoing, hold a fraction of a Series 4 Voting Common Share, then such number of Series 4 Voting Common Shares held by such shareholder shall be rounded down to the nearest whole share); (h) to change each 4.5 issued and outstanding Series 1 Voting

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Common Shares into one common share (provided that if any shareholder would, as a result of the foregoing, hold a fraction of a common share, then such number of common shares held by such shareholder shall be rounded down to the nearest whole share); (i) to change each 4.5 issued and outstanding Series 2 Voting Common Shares into one common share (provided that if any shareholder would, as a result of the foregoing, hold a fraction of a common share, then such number of common shares held by such shareholder shall be rounded down to the nearest whole share); (j) to change each 4.5 issued and outstanding Series 3 Voting Common Shares into one common share (provided that if any shareholder would, as a result of the foregoing, hold a fraction of a common share, then such number of common shares held by such shareholder shall be rounded down to the nearest whole share); (k) to change each 4.5 issued and outstanding Series 4 Voting Common Shares into one common share (provided that if any shareholder would, as a result of the foregoing, hold a fraction of a common share, then such number of common shares held by such shareholder shall be rounded down to the nearest whole share); (l) to change each 4.5 issued and outstanding Non-Voting Common Shares into one common share (provided that if any shareholder would, as a result of the foregoing, hold a fraction of a common share, then such number of common shares held by such shareholder shall be rounded down to the nearest whole share); (m) to delete the authorized Common Shares, issuable in series (being the Common Shares authorized in the capital of the Corporation prior to giving effect to the amendments outlined herein), New Common Shares, issuable in series (being the New Common Shares authorized in the capital of the Corporation prior to giving effect to the amendments outlined herein), Class A Preferred Shares, Class B Preferred Shares and Class C Preferred Shares, issuable in series, each in the capital of the Corporation, and all of the rights, privileges, restrictions and conditions attaching to them; and (n) to provide that the common shares and preferred shares, issuable in one or more series, shall have the rights, privileges, restrictions and conditions set out in Schedule I attached hereto; with the result that upon the issuance of a Certificate of Amendment effecting the foregoing, the authorized capital of the Corporation shall consist of: (i) an unlimited number of common shares; and (ii) an unlimited number of preferred shares, issuable in one or more series.

C. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

SCHEDULE I The total number of shares of all the classes of shares that Q4 Inc. (the "Corporation") shall have authority to issue is (i) an unlimited number of common shares (the "Common Shares"); and (ii) an unlimited number of preferred shares (the "Preferred Shares"), issuable in one or more series. The following is a statement of the rights, privileges, restrictions and conditions of each class and series of shares in the capital of the Corporation. A. COMMON SHARES 1. Voting Rights. Each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of another particular class or series shall have the right to vote. At each such meeting, each Common Share shall entitle the holder thereof to one (1) vote. 2. Dividends The holders of the Common Shares shall be entitled, subject to and subordinate to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and the shares of any other class ranking senior to the Common Shares, to receive dividends if, as and when declared by the board of directors of the Corporation (the "Board"). 3. Rights on Liquidation, Dissolution, or Winding-Up. The holders of the Common Shares shall be entitled, subject to and subordinate to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and the shares of any other class ranking senior to the Common Shares, to receive the remaining property and assets of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs. B. PREFERRED SHARES 1. Directors' Authority to Issue in One or More Series. The directors of the Corporation may issue the Preferred Shares at any time and from time to time in one or more series. 2. Terms of Each Series. Before the first shares of a particular series of Preferred Shares are issued, the Board shall fix the number of shares in such series and shall determine, subject to any limitations set out in the articles of the Corporation, the designation, rights, privileges, restrictions and conditions attaching to the shares of such series including, without limitation, any right to receive dividends (which may be cumulative, non-cumulative or partially cumulative and variable or fixed), the rate or rates, amount or method or methods of calculation of preferential dividends and whether such rate or rates, amount or method or methods of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which such preferential dividends shall accrue, the rights of redemption (if any) and the redemption price and other terms and conditions of redemption or purchase, the rights of retraction (if any) and the prices and other terms and

conditions of any rights of retraction and whether any additional rights of retraction may be provided to such holders in the future, the voting rights and the conversion or exchange rights (if any) and any sinking fund, purchase fund or other provisions attaching thereto. 3. First Shares of Each Series. Before the issue of the first shares of a series of Preferred Shares, the Board shall send to the Director (as defined in the Business Corporations Act (Ontario)) the articles of amendment containing a description of such series including the rights, privileges, restrictions and conditions determined by the Board. 4. Ranking of Preferred Shares. No rights, privileges, restrictions or conditions attaching to a series of Preferred Shares shall confer upon a series a priority over any other series of Preferred Shares in respect of the payment of dividends or any distribution of assets or return of capital in the event of the liquidation, dissolution or winding up of the Corporation. The Preferred Shares of each series shall rank pari passu with the Preferred Shares of every other series of Preferred Shares with respect to priority in the payment of dividends, the return of capital and in the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs. 5. Priority. The Preferred Shares shall be entitled to priority over the Common Shares and over any other shares of any other class of the Corporation ranking junior to the Preferred Shares with respect to priority in the payment of dividends, the return of capital and the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among the shareholders for the purpose of winding up its affairs. 6. Other Preferences. The Preferred Shares of any series may also be given such other preferences, not inconsistent with the provisions hereof, over the Common Shares and over any other shares of the Corporation ranking junior to Preferred Shares as may be determined in the case of such series of Preferred Shares in accordance with paragraph 2. 7. Participation. If any cumulative dividends or declared non-cumulative dividends or amounts payable on a return of capital in the event of the liquidation, dissolution or winding up of the Corporation in respect of a series of Preferred Shares are not paid in full, the Preferred Shares of all series shall participate ratably in respect of such dividends in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full, provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Preferred Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. 8. Voting Rights. Except as hereinafter referred to or as otherwise provided by law or in accordance with any voting rights which may from time to time be attached to any series of Preferred Shares, the holders of the Preferred Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation. 9. Conversion Right. The Preferred Shares of any series may be made convertible into or exchangeable for any other class of shares of the Corporation. 10. Variation of Rights. The provisions attaching to the Preferred Shares as a class may be amended or repealed at any time with such approval as may then be required by law to be given by the holders of the Preferred Shares as a class.

D. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

to remove in its entirety the provisions as set out in Item 9 of the Articles of the Corporation and substitute the following: "None."

E. Other provisions:

to remove in its entirety the provisions as set out in Item 10 of the Articles of the Corporation and substitute the following: "Two or more classes of shares or two or more series within a class of shares may have the same rights, privileges, restrictions and conditions."

4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business

Corporations Act.

5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:
October 26, 2021

The articles have been properly executed by the required person(s).

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Barbara Duckett

Director/Registrar, Ministry of Government and Consumer Services