

Certificate of Incorporation

Certificat de constitution

Business Corporations Act

Loi sur les sociétés par actions

CHICANE CAPITAL II CORP.

Corporation Name / Dénomination sociale

1000655865

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

September 18, 2023 / 18 septembre 2023

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Incorporation is not complete
without the Articles of Incorporation.

Certified a true copy of the record of the
Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar



Le certificat de constitution n'est pas complet s'il
ne contient pas les statuts constitutifs.

Copie certifiée conforme du dossier du
ministère des Services au public et aux
entreprises.

V. Quintanilla W.

Directeur ou registrateur



Articles of Incorporation

Business Corporations Act

1. Corporation Name

CHICANE CAPITAL II CORP.

2. Registered Office Address

100 King Street West, Suite 3400, 1 First Canadian Place, Toronto, Ontario, Canada, M5X 1A4

3. Number of Directors

Minimum/Maximum

Min 1 / Max 10

4. The first director(s) is/are:

Full Name

JOHN TRAVAGLINI

Resident Canadian

Yes

Address for Service

100 King Street West, Suite 3400, 1 First Canadian Place,
Toronto, Ontario, Canada, M5X 1A4

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

None.

6. The classes and any maximum number of shares that the corporation is authorized to issue:

The Corporation is authorized to issue one class of shares, to be designated as "Common Shares", in an unlimited number.

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Director/Registrar, Ministry of Public and Business Service Delivery

7. 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":

The Common Shares shall have attached thereto the following rights:

1. to vote at any meeting of shareholders of the Corporation;
2. to receive any dividend declared by the Corporation; and
3. to receive the remaining property of the Corporation on dissolution.

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

The right to transfer shares of the Corporation shall be restricted in that no holder of such shares shall be entitled to transfer any shares without either:

(a) if the transfer of such shares is restricted by any shareholders' agreement, complying with such restrictions in such agreement; or

(b) if there are no such restrictions, either:

(i) the approval of the directors of the Corporation expressed by a resolution passed by a majority of the directors at a meeting of the board of directors or by a resolution in writing signed by all of the directors of the Corporation; or

(ii) the approval by a resolution that is submitted to a meeting of the shareholders of the Corporation and passed, with or without amendment, at the meeting by at least a majority of the votes cast, in person or represented by proxy, or by a resolution in writing signed by the holders of at least a majority of the shares or their attorney authorized in writing entitled to vote on that resolution at a meeting of shareholders.

9. Other provisions, if any. Enter other provisions, or if no other provisions enter "None":

The right to transfer securities of the Corporation (other than shares and non-convertible debt securities of the Corporation) shall be restricted in that no holder of such securities shall be entitled to transfer such securities without either:

(a) if the transfer of such securities is restricted by any security holders' agreement, complying with such restrictions in such agreement; or

(b) if there are no such restrictions, either:

(i) the approval of the directors of the Corporation expressed by a resolution passed by a majority of the directors at a meeting of the board of directors or by a resolution in writing signed by all of the directors of the Corporation; or

(ii) the approval by a resolution that is submitted to a meeting of the security holders of the Corporation and passed, with or without amendment, at the meeting by at least a majority of the votes cast, in person or represented by proxy, or by a resolution in writing signed by the holders of at least a majority of the securities or their attorney authorized in writing entitled to vote on

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that resolution.

10. The name(s) and address(es) of incorporator(s) are:

Full Name

JOHN TRAVAGLINI

Address for Service

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

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Supporting Information - Nuans Report Information

Nuans Report Reference #

122009218

Nuans Report Date

September 15, 2023

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Director/Registrar, Ministry of Public and Business Service Delivery