



Certificate of Incorporation

Canada Business Corporations Act

Certificat de constitution

Loi canadienne sur les sociétés par actions

Covid Solutions Inc.

Corporate name / Dénomination sociale

1203198-1

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

2020-04-30

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
Covid Solutions 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

Tarreq Ali

Tarreq Ali

Tarreq Ali

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 "A"
DESCRIPTION OF CLASSES OF SHARES

The Corporation is authorized to issue:

An unlimited number of Class A Common Voting Shares

An unlimited number of Class B Common Non-Voting Shares

The following is a statement of the rights, privileges, restrictions and conditions attaching to the shares of each class.

CLASS A COMMON VOTING SHARES

1. VOTING

- a.** Each holder of Class A Common Voting Shares is entitled to 1 vote for each Class A Common Voting Share held at all meetings of Shareholders (and written actions in lieu of meetings), except meetings of other classes or series of shareholders.
- b.** Each holder of Class A Common Voting Shares is entitled to receive notice of and to attend all meetings of Shareholders of the Corporation, except class meetings of other classes or series of shareholders.

2. LIQUIDATION, DISSOLUTION OR WINDING-UP

- a.** In the event of any liquidation, dissolution, or winding-up of the Corporation, the holders of the Class A Common Voting Shares, subject to the rights of the holders of other classes of shares, are entitled to participate pro rata in the distribution of all remaining assets of the Corporation.

3. DIVIDENDS

- a.** The holders of Class A Common Voting Shares are entitled, subject to the rights, restrictions, privileges and conditions attaching to any other class or series of shares of the Corporation, to receive a non-cumulative dividend if, as and when, and at any such rate, as declared by the Directors of the Corporation.

- b. The Directors of the Corporation may declare dividends on the Class A Common Voting Shares to the exclusion of other classes of shares.

CLASS B COMMON NON-VOTING SHARES

1. NON-VOTING

- a. Each holder of Class B Common Non-Voting Shares shall not be entitled to receive notice of, attend, or vote at meetings of the shareholders, except as otherwise specifically provided for by the terms of the *Canada Business Corporations Act*, RSC 1985, c C-44.

2. VARIATION OF RIGHTS

- a. The holders of Class B Common Non-Voting Shares shall not be entitled to vote separately as a class or to dissent in respect of any proposal to amend the articles of the Corporation to: (i) increase or decrease any maximum number of authorized Class B Common Non-Voting Shares, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the Class B Common Non-Voting Shares; (ii) effect an exchange, reclassification or cancellation of all or part of the Class B Common Non-Voting Shares; or (iii) create a new class of shares equal or superior to the Class B Common Non-Voting Shares.

3. LIQUIDATION, DISSOLUTION OR WINDING-UP

- a. In the event of any liquidation, dissolution, or winding-up of the Corporation, the holders of the Class B Common Non-Voting Shares, subject to the rights of the holders of other classes of shares, are entitled to participate pro rata in the distribution of all remaining assets of the Corporation.

4. DIVIDENDS

- a. The holders of Class B Common Non-Voting Shares are entitled, subject to the rights, restrictions, privileges and conditions attaching to any other class or series of shares of the Corporation, to receive a non-cumulative dividend if, as and when, and at any such rate, as declared by the Directors of the Corporation.

- b.** The Directors of the Corporation may declare dividends on the Class B Common Non-Voting Shares to the exclusion of other classes of shares.

SCHEDULE "B"
RESTRICTIONS ON SHARE TRANSFERS

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

1. The Directors of the Corporation expressed by resolution passed by the votes cast by a majority of the Directors of the Corporation at a meeting of the Board of Directors or signed by all of the Directors of the Corporation; or
2. The Shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the Shareholders who voted in respect of the resolution or signed by all Shareholders entitled to vote on that resolution.

SCHEDULE "C" OTHER PROVISIONS

1. SHAREHOLDERS AND PRIVATE ISSUER

- a. The Corporation shall be a private issuer within the meaning of section 2.4 of National Instrument 45-106 under the *Securities Act*, RSO 1990, c S.5 (the "National Instrument").
- b. The Corporation shall not at any time have outstanding securities that are owned or beneficially owned by more than 50 persons or companies that have purchased securities as principals, not including employees and former employees of the Corporation or its affiliates. In counting such persons, each person shall be counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation, in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner.

Each holder of securities of the Corporation shall be:

- i. a director, officer, employee, founder or control person of the Corporation,
- ii. a director, officer or employee of an affiliate of the Corporation,
- iii. a spouse, parent, grandparent, brother, sister, child or grandchild of a director, executive officer, founder or control person of the Corporation,
- iv. a parent, grandparent, brother, sister, child or grandchild of the spouse of a director, executive officer, founder or control person of the Corporation,
- v. a close personal friend of a director, executive officer, founder or control person of the Corporation,
- vi. a close business associate of a director, executive officer, founder or control person of the Corporation,
- vii. a spouse, parent, grandparent, brother, sister, child or grandchild of the selling security holder or of the selling security holders spouse,
- viii. a security holder of the Corporation,

- ix.** an accredited investor,
- x.** a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs i to ix,
- xi.** a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs i to ix, or
- xii.** a person that is not the public,

all within the meaning of section 2.4 of the National Instrument.

2. RESTRICTIONS ON SECURITIES TRANSFER

The Corporation's securities, other than non-convertible debt securities, shall not be transferred without either:

- a.** the sanction of a majority of the directors of the Corporation; or
- b.** the sanction of the majority of the shareholders of the Corporation;

and if applicable, any transfer shall be subject to the restrictions contained in any Unanimous Shareholder Agreement or any other agreement among holders of securities.