

Ontario

MINISTRY OF PUBLIC AND BUSINESS SERVICE DELIVERY  
Ministère des Services au public et aux entreprises

**APOSTILLE**

(Convention de La Haye du 5 Octobre 1961)

1. Country: / Pays :

**Canada**

This public document / Le présent acte public

2. has been signed by / a été signé par

**Notary Public**

3. acting in the capacity of / agissant en  
qualité de

**Notary Public**

4. bears the seal / stamp of / est revêtu du  
sceau / timbre de

**Certified**  
Attesté

5. at / à

**Toronto, Ontario**

6. the / le **2024-11-08**

7. by / par

**Manager Official Documents Services**

8. N° / sous n°

**ON-24-**

9. Seal / stamp / Sceau / timbre :

10. Signature / Signature :



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加拿大创新、科学和经济发展局  
加拿大公司

公司注册证书  
《加拿大商业公司法》

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公司名称

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公司编号

本人谨此证明上述公司依照《加拿大商业公司法》注册成立，并附上其公司章程。

[签名]

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主任

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成立时间（年 月 日）

加拿大



表 1  
公司章程  
《加拿大商业公司法》(第 6 条)

- |                                 |
|---------------------------------|
| 1. 公司名称                         |
| 2. 注册地址所在的加拿大省份或地区<br>安大略省      |
| 3. 公司有权发行的股份类别和最大数量<br>见附表      |
| 4. 股份转让限制<br>见附表                |
| 5. 董事人数下限和上限<br>下限：1 人， 上限：10 人 |
| 6. 公司经营业务限制<br>无                |
| 7. 其他规定<br>见附表                  |
| 8. 公司创立人声明：本人谨此证明本人有权签署并提交本表。   |

姓名

原件签字人

虚假陈述构成犯罪，循简易程序定罪后，可处以\$5000 以下罚款、六个月以下监禁或两罚并处（《加拿大商业公司法》第 250 (1) 小节）。

《加拿大商业公司法》和《隐私法》允许公开披露您依照《加拿大商业公司法》提供的信息，该信息存储于第 IC/PPU-049 号个人信息库。

加拿大

IC



附表  
股份类别说明

公司有权发行无限数量的A类和B类股票，具体如下权利、特权、限制和条件：

1.A类股票，无票面价值或面值，其持有人有权：

- a. 在所有股东大会上投票，但只有特定类别股份持有人的会议除外；和
- b. 解散时接收公司的剩余财产；和
- c. 服从B类股份持有的权利和特权，在公司董事会宣布时接收股息。

2.B类股份，其持有人有权：

- a. 接收董事会确定的股息；和
- b. 在公司清算或清盘时，偿还为该股份支付的款项（加上任何已宣布和未支付的股息），优先于A类股份，但不得赋予进一步分享利润或资产的任何权利。

B类股份持有人无权在股东大会上投票，《加拿大商业公司法》中另行专门规定的除外。



附表  
股份转让的限制条件

转让公司股份的权利应受到限制，未经以下各方批准，任何股东均无权转让公司的任何股份：

1. 公司董事在董事会上由公司多数董事投票通过表决或由公司全体董事签字表决；或
2. 公司股东由对决议投票的大多数股东投票通过表决，或由所有有权对该决议进行表决的股东签字表决。



附表  
其它条款

董事的权力：经董事正式制定并经股东普通决议确认的法律授权，公司董事偶尔可以：

1. 以公司的信用借款；
2. 发行、再发行、出售或质押公司的债务；和
3. 以抵押、质押、担保或以其他方式在公司的所有或任何财产中产生担保权益，这些财产是公司担保任何债务而拥有或随后获得的。

任何该等章程可规定董事会按章程规定的范围和方式将该等权力授予公司的高级职员或董事。

本章程的任何规定均不限制或限制公司就公司或代表公司做出、开出、承兑或签署的汇票或本票借款。

委任董事：董事会可任命一名或多名董事，其任期不得迟于下一届年度股东大会结束时届满，但如此委任的董事总数，不得超过上一次年度股东大会选出的董事人数的三分之一。

债券转让限制：公司债券（不同于不可转换的债务性债券）不得在未满足以下两个条件之一的情况下被转让：（a）获得公司多数董事的批准；（b）获得公司多数股东的批准；或者（c）在适用情况下，债券持有人协议中包含限制转让的条款。



表 2  
公司初始注册地址和第一届董事会  
(CBCA) (第 19 条和第 106 条)

- 
- 1 公司名称
- 
- 2 注册办公室地址
- 
- 3 其它地址
- 
- 4 董事会成员

加拿大居民  
是

- 
- 5 声明：本人特此证明本人了解本公司，授权签署此表。

原件签字人

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虚假陈述构成犯罪，循简易程序定罪后，可处以\$5000 以下罚款、六个月以下监禁或两罚并处（《加拿大商业公司法》第 250 (1) 小节）。

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## Certificate of Incorporation

*Canada Business Corporations Act*

## Certificat de constitution

*Loi canadienne sur les sociétés par actions*

\_\_\_\_\_  
Corporate name / Dénomination sociale

\_\_\_\_\_  
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*.

\_\_\_\_\_  
Director / Directeur

\_\_\_\_\_  
Date of Incorporation (YYYY-MM-DD)  
Date de constitution (AAAA-MM-JJ)

I certify that this is a true copy  
of the original document

Date: 7<sup>th</sup> day of Nov, 2024



**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

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- 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

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- 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

\_\_\_\_\_

I certify that this is a true copy  
of the original document  
Date: 7<sup>th</sup> day of Nov, 2024

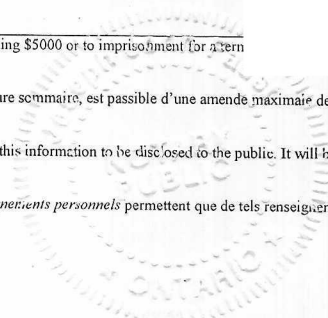
Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term 250(1) of the CBCA).

oth (subsection

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

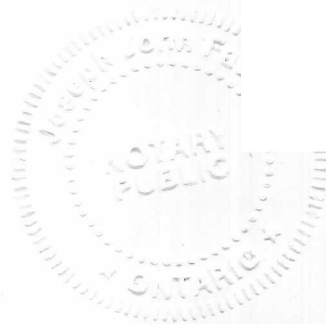
The corporation is authorized to issue an unlimited number of Class A and Class B shares with the following rights, privileges, restrictions and conditions:

1. Class A shares, without nominal or par value, the holders of which are entitled:
  - a. to vote at all meetings of shareholders except meetings at which only holders of a specified class of shares are entitled to vote; and
  - b. to receive the remaining property of the corporation upon dissolution; and
  - c. subject to the rights and privileges attaching to the Class B shares, to receive the dividends as and when declared by the board of directors of the corporation.
2. Class B shares, which shall carry the right:
  - a. to a dividend as fixed by the board of directors and
  - b. upon the liquidation or winding-up of the corporation, to repayment of the amount paid for such share (plus any declared and unpaid dividends) in priority to the Class A shares, but they shall not confer a right to any further participation in profits or assets.

The holders of Class B shares shall not be entitled to vote at meetings of shareholders except as otherwise specifically provided in the Canada Business Corporations Act.

I certify that this is a true copy  
of the original document

Date: 7<sup>th</sup> day of Nov, 2024



**Schedule / Annexe**

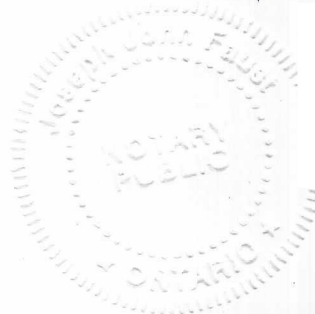
**Restrictions on Share Transfers / Restrictions sur le transfert des actions**

The right to transfer shares of the Corporation shall be restricted in that no 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.

I certify that this is a true copy  
of the original document

Date: 7<sup>th</sup> day of Nov, 2024



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

**POWERS OF DIRECTORS:** If authorized by by-law which is duly made by the directors and confirmed by ordinary resolution of the shareholders, the directors of the corporation may from time to time:

1. borrow money upon the credit of the corporation;
2. issue, reissue, sell or pledge debt obligations of the corporation; and
3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

**APPOINTMENT OF DIRECTORS:** The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual general meeting of shareholders.

**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, or alternatively (c), if applicable, the restriction contained in security holders' agreements.

I certify that this is a true copy  
of the original document

Date: 7<sup>th</sup> day of Nov, 2024





**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

2 Address of registered office  
Adresse du siège social

3 Additional address  
Autre adresse

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

Resident Canadian  
Résident Canadien  
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

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).

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I certify that this is a true copy  
of the original document  
Date: 7<sup>th</sup> day of July, 2024

