



Articles of Incorporation

Business Corporations Act

1. Corporation Name

LOOKI TECH LIMITED

2. Registered Office Address

28 Freeland Street, Suite 1009, Toronto, Ontario, M5E 0E3, Canada

3. Number of Directors

Minimum/Maximum

Min 1 / Max 10

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

Full Name

YANG SUN

Resident Canadian

Yes

Address for Service

28 Freeland Street, Suite 1009, Oronto, Ontario, M5E 0E3,
Canada

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:

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A handwritten signature in black ink, appearing to read "V. Quintanilla W.".

Director/Registrar, Ministry of Public and Business Service Delivery

The corporation is authorized to issue an unlimited number of Class A Common Shares, an unlimited number of Class B Common Shares, and an unlimited number of Class C Common Shares.

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 total number of shares of all classes of shares that the Corporation shall have authority to issue is an unlimited number of Class A Common Shares, an unlimited number of Class B Common Shares, and an unlimited number of Class C Common Shares. The following is a statement of rights, privileges, restrictions and conditions of each class of shares in the capital of the Corporation.

CLASS A COMMON SHARES

- 1) Voting Rights Each holder of Class A Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than Class A Common Shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of the Class A Common Shares, each holder of Class A Common Shares shall be entitled to one vote in respect of each Class A Common Share held by such holder. The holders of Class A Common Shares shall not be entitled to vote separately as a class upon any proposal to amend the articles of the Corporation to increase or decrease any maximum number of authorized Class A Common Shares, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Class A Common Shares or create a new class or series of shares equal or superior to the Class A Common Shares.
- 2) Issuable in Series: The Class A Common Shares may at any time and from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the directors of the Corporation.
- 3) Designation, Rights, Privileges, Restrictions and Conditions of Series: Subject to the provisions of the Business Corporations Act (Ontario), the provisions herein contained and to any provisions in that regard attaching to any outstanding series of Class A Common Shares, the directors of the Corporation may by resolution fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to each series of Class A Common Shares including, without limitation, the rate or amount of dividends or the method of calculating dividends (which may be cumulative or non-cumulative), the dates of payment thereof, the redemption and/or purchase prices, and terms and conditions of any redemption and/or purchase rights, any voting rights, any conversion rights and any sinking fund or such other provisions.
- 4) Dividends The holders of Class A Common Shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive and the Corporation shall pay thereon, as and when declared by the board of directors out of moneys of the Corporation properly applicable to the payment of dividends, non-cumulative dividends in such amount or in such form at such rate and on such class and series of shares as the directors may from time to time determine. For greater certainty, the directors may declare dividends on the Class A Common Shares without declaring dividends the Class B Common Shares and/or the Class C Common Shares and vice versa.
- 5) Liquidation, Dissolution or Winding-up The holders of the Class A Common Shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, and pari passu with the holders of the Class B Common Shares, to receive the remaining property of the Corporation on a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or on any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.

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CLASS B COMMON SHARES

- 1) No Voting Rights Except as otherwise provided in the Business Corporations Act (Ontario), the holders of the Class B Common Shares shall not be entitled to receive notice of, or to attend or to vote at, any meeting of the shareholders of the Corporation. The holders of Class B Common Shares shall not be entitled to vote separately as a class upon any proposal to amend the articles of the Corporation to increase or decrease any maximum number of authorized Class B Common Shares, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Class B Common Shares or create a new class or series of shares equal or superior to the Class B Common Shares.
- 2) Issuable in Series: The Class B Common Shares may at any time and from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the directors of the Corporation.
- 3) Designation, Rights, Privileges, Restrictions and Conditions of Series: Subject to the provisions of the Business Corporations Act (Ontario), the provisions herein contained and to any provisions in that regard attaching to any outstanding series of Class B Common Shares, the directors of the Corporation may by resolution fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to each series of Class B Common Shares including, without limitation, the rate or amount of dividends or the method of calculating dividends (which may be cumulative or non-cumulative), the dates of payment thereof, the redemption and/or purchase prices, and terms and conditions of any redemption and/or purchase rights, any voting rights, any conversion rights and any sinking fund or such other provisions.
- 4) Dividends The holders of Class B Common Shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive and the Corporation shall pay thereon, as and when declared by the board of directors out of moneys of the Corporation properly applicable to the payment of dividends, non-cumulative dividends in such amount or in such form at such rate and on such class and series of shares as the directors may from time to time determine. For greater certainty, the directors may declare dividends on the Class B Common Shares without declaring dividends the Class A Common Shares and/or the Class C Common Shares and vice versa.
- 5) Liquidation, Dissolution or Winding-up The holders of the Class B Common Shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, and pari passu with the holders of the Class A Common Shares, to receive the remaining property of the Corporation on a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or on any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.

CLASS C COMMON SHARES

- 1) No Voting Rights Except as otherwise provided in the Business Corporations Act (Ontario), the holders of the Class C Common Shares shall not be entitled to receive notice of, or to attend or to vote at, any meeting of the shareholders of the Corporation. The holders of Class C Common Shares shall not be entitled to vote separately as a class upon any proposal to amend the articles of the Corporation to increase or decrease any maximum number of authorized Class C Common Shares, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Class C Common Shares or create a new class or series of shares equal or superior to the Class C Common Shares.
- 2) Issuable in Series: The Class C Common Shares may at any time and from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the directors of the Corporation.
- 3) Designation, Rights, Privileges, Restrictions and Conditions of Series: Subject to the provisions of the Business Corporations Act (Ontario), the provisions herein contained and to any provisions in that regard attaching to any outstanding series of Class C Common Shares, the directors of the Corporation may by resolution fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to each series of Class C Common Shares including, without

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limitation, the rate or amount of dividends or the method of calculating dividends (which may be cumulative or non-cumulative), the dates of payment thereof, the redemption and/or purchase prices, and terms and conditions of any redemption and/or purchase rights, any voting rights, any conversion rights and any sinking fund or such other provisions.

4) Dividends The holders of Class C Common Shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive and the Corporation shall pay thereon, as and when declared by the board of directors out of moneys of the Corporation properly applicable to the payment of dividends, non-cumulative dividends in such amount or in such form at such rate and on such class and series of shares as the directors may from time to time determine. For greater certainty, the directors may declare dividends on the Class C Common Shares without declaring dividends the Class A Common Shares and/or the Class B Common Shares and vice versa.

5) Liquidation, Dissolution or Winding-up The holders of the Class C Common Shares shall NOT be entitled to receive the remaining property of the Corporation on a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or on any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.

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 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.

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

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.

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.

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

Full Name

YANG SUN

Address for Service

28 Freeland Street, Suite 1009, Oronto, Ontario, M5E 0E3,
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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 #

122395207

Nuans Report Date

December 04, 2024

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