

# Certificate of Amalgamation

# Certificat de fusion

Business Corporations Act

Loi sur les sociétés par actions

**RIV CAPITAL INC.**

Corporation Name / Dénomination sociale

**1000747882**

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

**January 01, 2024 / 01 janvier 2024**

*V. Quintanilla W.*

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

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

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

*V. Quintanilla W.*

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne  
contient pas les statuts de fusion

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

*V. Quintanilla W.*

Directeur ou registrateur



# Articles of Amalgamation

Business Corporations Act

## 1. Amalgamated Corporation Name

RIV CAPITAL INC.

## 2. Registered Office Address

40 King Street West, 3303, Toronto, Ontario, Canada, M5H 3Y2

## 3. Number of Directors

Minimum/Maximum

Min 1 / Max 10

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

Full Name

LAURA CURRAN

Resident Canadian

No

Address for Service

40 King Street West, 3303, Toronto, Ontario, Canada, M5H 3Y2

Full Name

CHRIS HAGEDORN

Resident Canadian

No

Address for Service

40 King Street West, 3303, Toronto, Ontario, Canada, M5H 3Y2

Full Name

RICHARD MAVRINAC

Resident Canadian

Yes

Address for Service

40 King Street West, 3303, Toronto, Ontario, Canada, M5H 3Y2

Full Name

JOSEPH MIMRAN

Resident Canadian

Yes

Address for Service

40 King Street West, 3303, Toronto, Ontario, Canada, M5H 3Y2

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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

**Full Name** AMY PECKHAM  
**Resident Canadian** No  
**Address for Service** 40 King Street West, 3303, Toronto, Ontario, Canada, M5H 3Y2

**Full Name** DAWN SWEENEY  
**Resident Canadian** No  
**Address for Service** 40 King Street West, 3303, Toronto, Ontario, Canada, M5H 3Y2

**Full Name** KATY ANN WILES  
**Resident Canadian** Yes  
**Address for Service** 40 King Street West, 3303, Toronto, Ontario, Canada, M5H 3Y2

## 5. Method of Amalgamation

### B. Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries.

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

### The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
RIV CAPITAL INC.	2603718	December 21, 2023
RIV CAPITAL CORPORATION	5002762	December 21, 2023

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

None.

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

The Corporation is authorized to issue an unlimited number of Class A common shares.

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Director/Registrar, Ministry of Public and Business Service Delivery

**8. 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 rights, privileges, restrictions and conditions attaching to the Class A common shares are:

(a) Dividends; Rights on Liquidation, Dissolution, or Winding-Up. The Class A common shares shall be subject to and subordinate to the rights, privileges, restrictions and conditions attaching to the shares of any other class ranking senior to the Class A common shares and shall rank *pari passu*, share for share, as to the right to receive dividends and any amount payable on any distribution of assets constituting a return of capital and to receive the remaining property and assets of the Corporation on 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. For the avoidance of doubt, holders of Class A common shares shall, subject always to the rights of the holders of shares of any other class ranking senior to the Class A common shares, be entitled to receive (i) such dividends and any amount payable on any distribution of assets constituting a return of capital as the Board of Directors of the Corporation shall determine, and (ii) 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, the remaining property and assets of the Corporation.

(b) Meetings and Voting Rights.

(i) Each holder of Class A 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 Class A common share shall entitle the holder thereof to one vote, voting together as a single class, except as otherwise expressly provided herein or as provided by law.

(ii) In addition to any other voting right or power to which holders of Class A common shares shall be entitled by law or regulation or other provisions of the articles of the Corporation from time to time in effect, but subject to the provisions hereof, holders of Class A common shares shall be entitled to vote separately as a class, in addition to any other vote of shareholders that may be required, in respect of any alteration, repeal or amendment to the articles of the Corporation that would adversely affect the powers, preferences or rights of the holders of Class A common shares, or affect the holders of Class A common shares differently, on a per share basis.

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

No Restrictions.

**10. Other provisions:**

None.

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

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Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

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**Supporting Document - Schedule "B"**

The directors' resolutions of each amalgamating corporation as required under section 177 of the Business Corporations Act

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*V. Quintanilla W.*

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