



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

Director / Directeur

V. Quintarilla W.

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.

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. Quintarilla W.

Directeur ou registrateur



Ministry of Public and Business Service Delivery

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 N

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

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

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V. Quintariella W.

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 NameOCNDate of Adoption/ApprovalRIV CAPITAL INC.2603718December 21, 2023RIV CAPITAL CORPORATION5002762December 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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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.

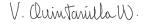
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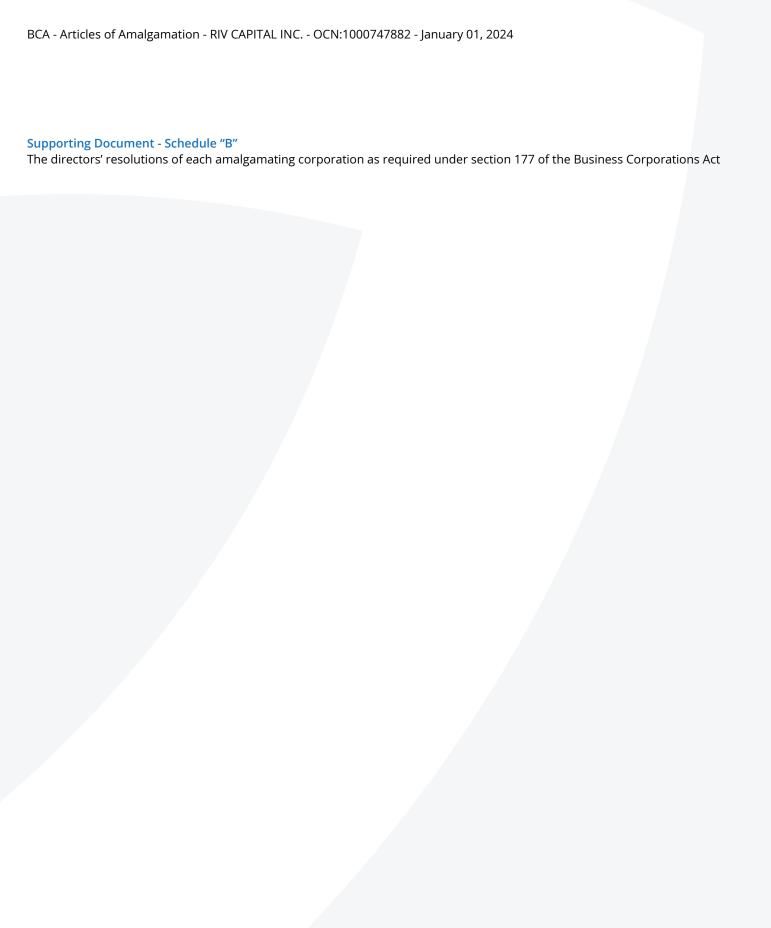
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BCA - Articles of Amalgamation - RIV CAPITAL INC OCN:1000747882 - January 01, 2024
Supporting Document - Schedule "A"
Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.
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