

NNC Incorporation Documents

BUSINESS CORPORATIONS ACT
CERTIFICATE OF INCORPORATION

LOI SUR LES SOCIÉTÉS ACTIONS
CERTIFICAT DE CONSTITUTION

I HEREBY CERTIFY THAT
the articles of

JE CERTIFIE PAR LA PRÉSENTE QUE
les statuts de

NUNAVUT NUKKIKSAUTIIT CORPORATION

is this day incorporated under the
Business Corporations Act of Nunavut
as set out in the attached Articles of Incorporation

est, ce jour, constituée en vertu de la
Loi sur les sociétés par actions au Nunavut, tel
qu'indiqué aux statuts constitutifs ci-joints.

Date of Incorporation
Date de la constitution

27-Jul-2017



Jesse Gray
DEPUTY / REGISTRAR OF CORPORATIONS
REGISTRAR OU REGISTRAR ADJOINT DES SOCIÉTÉS PAR ACTIONS

NOTARIAL CERTIFICATE OF TRUE COPY

DEPUTY / REGISTRAR OF CORPORATIONS
REGISTRARIE OU REGISTRARIE ADJOINT DES SOCIETIES

CANADA)

To all whom these Presents

Province of Ontario)

may come, be seen or known

To Wit:)

I, **SHAWN M. DUBUC**, a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Ottawa, in said Province, **Do Certify and Attest** that the paper-writing hereto annexed is a true copy of the document produced and shown to me and purporting to be:

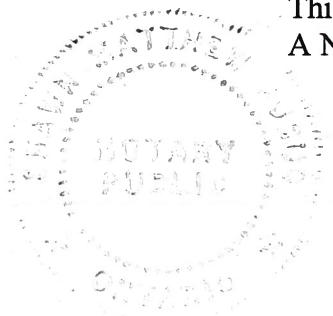
Certificate and Articles of Continuance of Nunavut Nukkiksautit Corporation
dated January 10, 2020,

the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

In Testimony Whereof I have hereto subscribed my name and affixed my Notarial Seal of Office at the City of Ottawa in the Province of Ontario, this 28th day of February, 2020.



This is the signature of Shawn M. Dubuc,
A Notary Public in and for the Province of Ontario





Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

NUNAVUT NUKKIKSAUTIIT CORPORATION

Corporate name / Dénomination sociale

1183641-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act* (CBCA).

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions* (LCSA).

Raymond Edwards

Director / Directeur

2020-01-10

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



Form 11
Articles of Continuance
Canada Business Corporations Act
(CBCA) (s. 187)

Formulaire 11
Clauses de prorogation
Loi canadienne sur les sociétés par
actions
(LCSA) (art. 187)

1 Corporate name

Dénomination sociale

NUNAVUT NUKKIKSAUTIIT CORPORATION

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

NU

3 The classes and the 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 (1) If change of name effected, previous name

S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure

Not Applicable / Sans objet

(2) Details of incorporation

Détails de la constitution

Incorporated under the Business Corporations Act of Nunavut on July 27, 2017

8 Other Provisions

Autres dispositions

See attached schedule / Voir l'annexe ci-jointe

9 Declaration: I certify that I am a director or an officer of the company continuing into the CBCA.

Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société se prorogeant sous le régime de la LCSA.

Original signed by / Original signé par

Olayuk Akesuk

Olayuk Akesuk

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

DESCRIPTION OF CLASSES OF SHARES

The Corporation is authorized to issue an unlimited number of shares of several classes of shares designated as Class A Common Shares, Class B Common Shares, Class C Preferred Shares and Class D Preferred Shares.

CLASS A COMMON SHARES

1. The Class A Common Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:
 - (a) The holders of the Class A Common Shares shall be entitled to receive notice of and attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and each Class A Common Share shall confer the right to one vote in person or by proxy at all such meetings of shareholders of the Corporation.
 - (b) Subject to the prior rights attaching to any class of shares designated as Preferred Shares of the Corporation, the holders of the Class A Common Shares shall be entitled, together with all other classes of shares designated as Common Shares on a pro rata basis, to receive the remaining property of the Corporation upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.
 - (c) The Class A Common Shares shall carry the right to a dividend as fixed by the board of directors in their discretion, exclusive of any other class of shares.

CLASS B COMMON SHARES

2. The Class B Common Shares shall have attached thereto, as a class, the following rights, privileges, restrictions and conditions:
 - (a) The holders of the Class B Common Shares shall be entitled to receive notice of and attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and each Class B Common Share shall confer the right to one vote in person or by proxy at all such meetings of shareholders of the Corporation.
 - (b) Subject to the prior rights attaching to any class of shares designated as Preferred Shares of the Corporation, the holders of the Class B Common Shares shall be entitled, together with all other classes of shares designated as Common Shares on a pro rata basis, to receive the

remaining property of the Corporation upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

- (c) The Class B Common Shares shall carry the right to a dividend as fixed by the board of directors in their discretion, exclusive of any other class of shares.

CLASS C PREFERRED SHARES

3. The Class C Preferred Shares shall have attached thereto as a class, the following rights, privileges, restrictions and conditions:

- (a) The Class C Preferred Shares shall carry the right to a dividend as fixed by the board of directors, in their discretion, exclusive of any other class of shares, and upon the dissolution, liquidation or winding up of the Corporation, to repayment of the amount paid for such shares (plus any declared and unpaid dividends) in priority to all Class D Preferred Shares and all classes of shares designated as Common Shares, but they shall not confer a right to any further participation in profits or assets.
- (b) The Corporation may redeem the whole or any part of the Class C Preferred Shares on payment for each share to be redeemed of the amount paid to the Corporation for such shares, together with all dividends declared thereon and unpaid (the "redemption price"). In case a part only of the then outstanding Class C Preferred Shares is at any time to be redeemed the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares.
- (c) The Corporation shall have the right at its option at any time and from time to time to purchase for cancellation the whole or any part of the Class C Preferred Shares pursuant to tenders or, with the unanimous consent of the holders of all issued Class C Preferred Shares, by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the redemption price.
- (d) Subject to applicable law the holders of the Class C Preferred Shares shall not, as such, have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings.
- (e) The foregoing provisions of paragraph 3, the provisions of this subparagraph and the provisions of subparagraph 3(f) hereof may be repealed, altered, modified or amended by Articles of Amendment but

only with the approval of the holders of Class C Preferred Shares given as hereinafter specified in addition to any other approval required by the *Canada Business Corporations Act*.

(f) The approval of the holders of the Class C Preferred Shares as to any and all matters referred to herein may be given by special resolution sanctioned at a meeting of holders of Class C Preferred Shares duly called and held upon at least 10 days' notice at which the holders of at least a majority of the outstanding Class C Preferred Shares are present or represented by proxy and carried by the affirmative votes of the holders of not less than two-thirds of the Class C Preferred Shares represented and voted at such meetings cast on a poll. On every poll taken at such meeting every holder of Class C Preferred Shares shall be entitled to one vote in respect of each preferred share held.

CLASS D PREFERRED SHARES

4. The Class D Preferred Shares shall have attached thereto as a class, the following rights, privileges, restrictions and conditions:

(a) The Class D Preferred Shares shall carry the right to a dividend as fixed by the board of directors, in their discretion, exclusive of any other class of shares, and upon the dissolution, liquidation or winding up of the Corporation, to repayment of the amount paid for such shares (plus any declared and unpaid dividends) in priority to all classes of shares designated as Common Shares, but they shall not confer a right to any further participation in profits or assets.

(b) The Corporation may redeem the whole or any part of the Class D Preferred Shares on payment for each share to be redeemed of the amount paid to the Corporation for such shares, together with all dividends declared thereon and unpaid (the "redemption price"). In case a part only of the then outstanding Class D Preferred Shares is at any time to be redeemed the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or, if the directors so determine, may be redeemed pro rata, disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares.

(c) The Corporation shall have the right at its option at any time and from time to time to purchase for cancellation the whole or any part of the Class D Preferred Shares pursuant to tenders or, with the unanimous consent of the holders of all issued Class D Preferred Shares, by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the redemption price.

- (d) Subject to applicable law the holders of the Class D Preferred Shares shall not, as such, have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings.
- (e) The foregoing provisions of paragraph 4, the provisions of this subparagraph and the provisions of subparagraph 4(f) hereof may be repealed, altered, modified or amended by Articles of Amendment but only with the approval of the holders of Class D Preferred Shares given as hereinafter specified in addition to any other approval required by the *Canada Business Corporations Act*.
- (f) The approval of the holders of the Class D Preferred Shares as to any and all matters referred to herein may be given by special resolution sanctioned at a meeting of holders of Class D Preferred Shares duly called and held upon at least 10 days' notice at which the holders of at least a majority of the outstanding Class D Preferred Shares are present or represented by proxy and carried by the affirmative votes of the holders of not less than two-thirds of the Class D Preferred Shares represented and voted at such meetings cast on a poll. On every poll taken at such meeting every holder of Class D Preferred Shares shall be entitled to one vote in respect of each preferred share held.

SCHEDULE

RESTRICTIONS ON SHARE TRANSFERS

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

- a) the approval of the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation who voted in respect of the resolution at a meeting of the board of directors or signed by all of the directors of the Corporation; OR
- b) 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.

Share transfer restrictions in lieu of or in addition to the foregoing resolutions may be provided pursuant to any unanimous shareholder agreement of the Corporation within the meaning of the *Canada Business Corporations Act*.

SCHEDULE

OTHER PROVISIONS

1. The Corporation shall only distribute securities to persons described in section 2.4 of National Instrument 45-106 - Prospectus and Registration Exemptions.
2. All securities issued by the Corporation, other than non-convertible debt securities, shall be beneficially owned, directly or indirectly, by not more than 50 persons, not including employees and former employees of the Corporation, or its affiliates, provided that each person is counted as one (1) beneficial owner unless that person was created or is 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.
3. Securities of the Corporation, other than non-convertible debt securities, may 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 restrictions contained in security holders' agreements.
4. Without in any way limiting the borrowing powers of the Corporation, the directors of the Corporation may, without consent of the shareholders, but subject to the restrictions, if any, provided in any unanimous shareholder agreement of the Corporation within the meaning of the *Canada Business Corporations Act*:
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, give as security or sell saving bonds or other securities of the Corporation for prices deemed just and proper; and
 - (c) mortgage or otherwise hypothecate the movable and immovable property of the Corporation.

Nothing contained in this section limits or restricts the borrowing powers of the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

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Nunavut
Canada

BUSINESS CORPORATIONS ACT
**CERTIFICATE OF REGISTRATION OF AN
EXTRA-TERRITORIAL CORPORATION**

LOI SUR LES SOCIÉTÉS ACTIONS
**CERTIFICAT D'ENREGISTREMENT D'UNE SOCIÉTÉ
PAR ACTIONS EXTRATERRITORIALE**

I HEREBY CERTIFY THAT

JE CERTIFIE PAR LA PRÉSENTE QUE

NUNAVUT NUKKIKSAUTIIT CORPORATION

a body corporate incorporated
under the laws of

une personne morale constituée
En vertu des lois

Canada

was registered under Part XXI of the
Business Corporations Act of Nunavut, the
Statement of Registration of which is
attached.

étaient enregistrée en vertu de la partie XXI de
la *Loi sur les sociétés par actions au Nunavut*,
la déclaration d'enregistrement en faisant foi
étant jointe.

Date of Registration
Enregistrement fait le

02-Apr-2020

