

Ontario Corporation Number  
Numéro de la société en Ontario

Ontario  
**CERTIFICATE**  
This is to certify that these  
articles are effective on

**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

00801988

AUGUST 11 AOUT, 2021

Barbara Luckitt

17

Director / Directrice

**Business Corporations Act / Loi sur les sociétés par actions**

ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
sociétés par  
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

[illegible]

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)  
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT):

[illegible]

3. Date of incorporation/amalgamation:  
Date de la constitution ou de la fusion :

1988-10-26

(Year, Month, Day)

(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.  
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are:  
Nombre d'administrateurs :

minimum and maximum number of directors is/are:  
nombres minimum et maximum d'administrateurs :

Number  
Nombre

minimum and maximum  
minimum et maximum

\_\_\_\_\_

or  
ou

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5. The articles of the corporation are amended as follows:  
Les statuts de la société sont modifiés de la façon suivante :

See Schedule "1" attached hereto and forming part of these Articles of Amendment.

# **BRAINGRID LIMITED**

**(the "Corporation")**

The articles of the Corporation be amended as follows:

- (a) to change the name of the Corporation to Tony G Co-Investment Holdings Ltd.;
- (b) to delete and remove the rights, privileges, restrictions and conditions attaching to the existing Common Shares;
- (c) to create an unlimited number of Preferred Shares, issuable in series; and
- (d) to set out the rights, privileges, restrictions and conditions attaching to each class of shares,

with the result that upon the issuance of a Certificate of Amendment effecting the foregoing, the authorized capital of the Corporation shall consist of:

- (a) an unlimited number of Common Shares; and
- (b) an unlimited number of Preferred Shares, issuable in series.

## **A. Common Shares**

The rights, privileges, restrictions and conditions of the Common Shares are as follows:

1. Voting Rights – The holders of the Common Shares shall be entitled to receive notice of and to attend at all meetings of shareholders of the Corporation and shall be entitled to one (1) vote thereat for each Common Share held at all meetings of the shareholders of the Corporation.
2. Dividend Rights – The holders of the Common Shares shall be entitled to dividends in such amounts and at such times as the Board of Directors of the Corporation may in its discretion from time to time declare. Dividends may be declared on the Common Shares to the exclusion of any other class of shares.
3. Rights on Liquidation, Dissolution or Winding-Up – In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other return of capital or other distribution of assets or property of the Corporation among shareholders for the purpose of winding up its affairs, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and any other class of shares of the Corporation ranking senior to the Common Shares, the holders of the Common shares shall be entitled to receive from the assets and property of the Corporation a sum equivalent to their pro rata share of the aggregate of the amount paid up on the Common Shares as a class before any amount shall be paid or any property or assets of the Corporation are distributed to the holders of the Class B Special Shares or any shares of any other class ranking junior to the Common Shares. After payment to the holders of the Common Shares of the amount paid up on the Common Shares held by them respectively, the Common Shares shall rank on parity with all other classes of shares and all the assets of the Corporation remaining shall be distributed to the holders of the all classes of shares ratably.

**B. Preferred Shares**

Subject to the Act, the directors may fix, before the issue thereof, the number of Preferred Shares of each series, the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series, including, without limitation, any voting rights, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms and conditions of redemption or purchase, any conversion rights, and any rights on the liquidation, dissolution or winding-up of the Corporation, any sinking fund or other provisions, the whole to be subject to the issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of the series.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2021/May/19

(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

**Braingrid Limited**

(Print name of corporation from Article 1 on page 1)  
(Veuillez écrire le nom de la société de l'article un à la page une).

By/  
Par: Andrew Parks  
(Signature)  
(Signature)

**Director**

(Description of Office)  
(Fonction)

Andrew Parks