

**Certified copy of extracts from a resolution of  
the Board of Directors  
of  
3iQ Corp.**

**“RECITALS:**

***Reorganization***

- A. The Corporation is registered as a dealer, adviser, investment fund manager and commodity trading manager under the securities laws of Ontario and in certain categories under the laws of other provinces.
- B. The Corporation is a party to a unanimous shareholders’ agreement (the “USA”) that permits the Corporation to complete an internal reorganization, which may be effected by way of a transfer of shares to a newly formed corporation provided that: (i) if such a reorganization results in shareholders owning securities of a newly formed corporation, such holdings are held in the same proportions, and have the same rights, privileges, restrictions and conditions as the shares of the Corporation held by such shareholders immediately prior to the reorganization; and (ii) such reorganization is not, in the opinion of the Corporation, prejudicial to the Corporation.
- C. The Corporation proposes to reorganize its business operations in order to (i) simplify its financial reporting and governance obligations; and (ii) create a platform for future expansion into other foreign markets and business activities which may require registration and licensing in Canada or other jurisdictions (the “**Reorganization**”).
- D. The Reorganization will involve the incorporation of a new corporation under the *Canada Business Corporations Act* (“**Holdings**”) and the transfer of shares of the Corporation to Holdings in exchange for shares of Holdings pursuant to the terms of a transfer agreement between the Corporation and Holdings (the “**Transfer Agreement**”).
- E. The Reorganization is permitted under the terms of the USA and the Reorganization is not prejudicial to the Corporation.

**BE IT RESOLVED THAT:**

***Reorganization***

- 1. Having determined that the Reorganization should not be prejudicial to shareholders, the Reorganization is hereby authorized and approved, including all steps and actions required by the Corporation necessary to give effect to the implementation of the Reorganization.
- 2. The Transfer Agreement is hereby authorized and approved, substantially in the form presented to the board of directors, with such additions, deletions and other amendments thereto as any one director or officer of the Corporation (an “**Authorized Officer**”) may determine necessary or advisable for the purpose of giving effect to these resolutions and any Authorized Officer is hereby authorized to enter into, execute and deliver the Transfer

Agreement, as presented or amended, the execution thereof being conclusive evidence of the Corporation's authorization and approval thereto.

3. The transfer by the shareholders of the Corporation of 630,000 Class A Common Shares and 10,796,925 Class "B" Common Shares in the capital of the Corporation in the aggregate, being all of the shares in the capital of the Corporation, to Holdings, all upon the terms and conditions set forth in the Transfer Agreement, is hereby authorized and approved."

...

***"General***

9. Any Authorized Officer is authorized and directed to negotiate, finalize, execute and deliver the Transfer Agreement and any other documents, instruments, agreements, acknowledgments, certificates and other instruments in connection with the Reorganization and to do all such acts and things as such Authorized Officer may consider necessary or desirable in order to give effect to the Reorganization and the foregoing resolutions.
10. All actions heretofore taken by any Authorized Officer of the Corporation in connection with any matter referred to in the foregoing resolutions are hereby approved, ratified and confirmed in all respects as the respective acts and deeds of the Corporation.
11. These resolutions may be executed in counterparts and delivered by electronic means (including DocuSign or portable document format (PDF)), each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument."

\* \* \* \* \*

The foregoing is certified, for and on behalf of the Corporation and without personal liability, to be a true copy of an extract from a written resolution duly passed by the Board of Directors of 3iQ Corp. as of June 30, 2021.

Dated: June 30, 2021

**3iQ Corp.**



By:

Ross McKee  
Corporate Secretary