



## Certificate of Incorporation

*Canada Business Corporations Act*

## Certificat de constitution

*Loi canadienne sur les sociétés par actions*

TF Meta Inc.

Corporate name / Dénomination sociale

1375638-6

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Isabelle Foley

Deputy Director / Directeur adjoint

2022-02-08

Date of Incorporation (YYYY-MM-DD)  
Date de constitution (AAAA-MM-JJ)



**Form 1**  
**Articles of Incorporation**  
*Canada Business Corporations  
Act (s. 6)*

**Formulaire 1**  
**Statuts constitutifs**  
*Loi canadienne sur les sociétés  
par actions (art. 6)*

- 1 Corporate name  
Dénomination sociale  
**TF Meta Inc.**
- 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  
**QC**
- 3 The classes and any 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. 5**
- 6 Restrictions on the business the corporation may carry on  
Limites imposées à l'activité commerciale de la société  
**None**
- 7 Other Provisions  
Autres dispositions  
**See attached schedule / Voir l'annexe ci-jointe**
- 8 **Incorporator's Declaration:** I hereby certify that I am authorized to sign and submit this form.  
**Déclaration des fondateurs :** J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

Name(s) - Nom(s)

Original Signed by - Original signé par

**Jia Xing Jiang**

**Jia Xing Jiang**

Jia Xing Jiang

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 / Annexe**  
**Description of Classes of Shares / Description des catégories d'action**

ARTICLES OF INCORPORATION

SCHEDULE I

1. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE

The authorized share capital of the corporation consists of Class A, B, C, D and E shares, which shall carry and be subject to the following rights, privileges, restrictions and conditions:

1.1 CLASS A SHARES (COMMON)

1.1.1 General

The corporation is authorized to issue an unlimited number of Class A shares without par value.

1.1.2 Voting

The holders of the Class A shares shall be entitled to receive notice of and to attend and to vote at any meeting of shareholders of the corporation, except meetings where only the holders of one class of shares of the corporation shall have the right to vote as a class. The holders of the Class A shares shall have one vote per Class A share held.

1.1.3 Dividend

Subject to the provisions of the Canada Business Corporation Act (the "Act") and to the declaration and payment or setting aside for payment of a dividend on the Class D and E shares, the holders of the Class A shares shall be entitled to receive, *pari passu* with the holders of Class B shares, when and as declared by resolution of the Board of Directors, dividends payable at such time and place and in such amounts as the Board of Directors may from time to time determine.

Notwithstanding the foregoing, no dividend shall be paid by the corporation with respect to the Class A shares if such payment would result in a reduction of the value of the net assets of the corporation below that of the redemption price of the outstanding Class D and E shares.

1.1.4 Remaining Property

In case of liquidation or dissolution of the corporation or of any distribution of assets among the shareholders, the holders of the Class A shares shall be entitled, *pari passu* with the holders of Class B shares, on a share-for-share basis, to share in the remaining property of the corporation after prior payment to the holders of the Class C, D and E.

1.1.5 Acquisition by Agreement

Subject to the provisions of the Act, the corporation may at any time acquire all or any part of the Class A shares outstanding from time to time by invitation for tenders addressed to all the holders of record of such shares or otherwise.

1.2 CLASS B SHARES (PARTICIPATING)

1.2.1 General

The corporation is authorized to issue an unlimited number of Class B shares without par value.

1.2.2 Voting

Subject to the provisions of the Act, the holders of the Class B shares shall not be entitled as such to receive notice of and to attend and to vote at any meeting of shareholders of the corporation.

1.2.3 Dividend

Subject to the provisions of the Act and to the declaration and payment or setting aside for payment of a

dividend on the Class D and E shares, the holders of the Class B shares shall be entitled to receive, pari passu with the holders of Class A shares, when and as declared by resolution of the Board of Directors, dividends payable at such time and place and in such amounts as the Board of Directors may from time to time determine.

Notwithstanding the foregoing, no dividend shall be paid by the corporation with respect to the Class B shares if such payment would result in a reduction of the value of the net assets of the corporation below that of the redemption price of the outstanding Class D and E shares.

#### 1.2.4 Remaining Property

In case of liquidation or dissolution of the corporation or of any distribution of assets among the shareholders, the holders of the Class B shares shall be entitled, pari passu with the holders of Class A shares, on a share-for-share basis, to share in the remaining property of the corporation after prior payment to the holders of the Class C, D and E.

#### 1.2.5 Acquisition by Agreement

Subject to the provisions of the Act, the corporation may at any time acquire all or any part of the Class B shares outstanding from time to time by invitation for tenders addressed to all the holders of record of such shares or otherwise.

### 1.3 CLASS C SHARES (CONTROL)

#### 1.3.1 General

The corporation is authorized to issue an unlimited number of Class C shares without par value.

#### 1.3.2 Voting

The holders of the Class C shares shall be entitled to receive notice of and to attend and to vote at any meeting of shareholders of the corporation, except meetings where only the holders of one Class of shares of the corporation shall have the right to vote as a class. The holders of the Class C shares shall have 100 votes per Class C share held.

#### 1.3.3 Dividend

The holders of the Class C shares shall not be entitled as such to receive any dividend.

#### 1.3.4 Remaining Property

In case of liquidation or dissolution of the corporation or of any distribution of assets among the shareholders, the holders of the Class C shares shall be entitled to receive, for each Class C share issued and outstanding, the Class C Redemption Price hereinafter defined in priority to and before any distribution to the holders of the Class A and B shares, but after prior payment to the holders of the Class D and E shares.

After such payment, the holders of the Class C shares shall not be entitled to share any further in the distribution of the property of the corporation.

#### 1.3.5 Redemption at the Option of the Holder

Subject to the provisions of the Act, a holder of Class C shares shall be entitled to require the corporation to redeem, at any time, upon giving notice as hereinafter provided, all or any number of the Class C shares registered in the name of such holder on the books of the corporation at a price per share equal to the amount of the stated capital account for such share on the redemption date (the "Class C Redemption Price").

If a holder of Class C shares wishes to exercise his option to have the corporation redeem his Class C shares, said holder shall give written notice to the corporation of the redemption date of his shares (the "Class C Optional Redemption Date"), which date shall not be less than 10 days nor more than 30 days from the date of the notice. If the holder desires to have less than all of his Class C shares redeemed, the notice shall also indicate the number of shares to be redeemed. The holder of any Class C shares may, with the consent of the

corporation, revoke such notice prior to the Class C Optional Redemption Date.

Upon delivery to the corporation of a share certificate or certificates representing the Class C shares which the holder desires to have the corporation redeem, the corporation shall redeem such Class C shares on the Class C Optional Redemption Date by paying to the holder the Class C Redemption Price.

Upon payment of said Class C Redemption Price, the holder of the Class C shares who has exercised his rights pursuant to this section shall not be entitled to any further rights in respect of such shares.

#### 1.3.6 Acquisition by Agreement

Subject to the provisions of the Act, the corporation may at any time acquire, at a price not exceeding the Class C Redemption Price, all or any part of the Class C shares outstanding from time to time by invitation for tenders addressed to all the holders of record of such shares or otherwise.

### 1.4 CLASS D SHARES (ROLLOVER)

#### 1.4.1 General

The corporation is authorized to issue an unlimited number of Class D shares without par value.

#### 1.4.2 Voting

Subject to the provisions of the Act, the holders of the Class D shares shall not be entitled as such to receive notice of and to attend and to vote at any meeting of shareholders of the corporation.

#### 1.4.3 Dividend

Subject to the provisions of the Act, the holders of the Class D shares shall be entitled to receive, when and as declared by resolution of the Board of Directors, non-cumulative preferential dividends of a maximum of 12% per year computed on the Class D Capital Amount hereinafter defined, payable at such time and place and in such amounts as the Board of Directors may from time to time determine, in priority to and before any distribution to the holders of the Class A, B et E shares. If the Board of Directors does not declare the said dividend or any part thereof on the Class D shares for any given year, then the rights of the holders thereof to such dividend or to any greater dividend than the dividend actually declared for such year shall be forever extinguished for all legal purposes.

#### 1.4.4 Remaining Property

In case of liquidation or dissolution of the corporation or of any distribution of assets among the shareholders, the holders of the Class D shares shall be entitled to receive, for each Class D share issued and outstanding, the Class D Redemption Price hereinafter defined in priority to and before any distribution to the holders of the Class A, B, C and E shares.

After such payment, the holders of the Class D shares shall not be entitled to share any further in the distribution of the property of the corporation.

#### 1.4.5 Redemption at the Option of the Holder

Subject to the provisions of the Act, a holder of Class D shares shall be entitled to require the corporation to redeem, at any time, upon giving notice as hereinafter provided, all or any number of the Class D shares registered in the name of such holder on the books of the corporation at a price per share equal to the Class D Capital Amount, plus an amount equal to all dividends declared thereon and unpaid at the redemption date (the "Class D Redemption Price"). The "Class D Capital Amount" is calculated as follows:

- a) An amount equal to the amount accrued to the stated capital account pertaining to such share, as established on the redemption date (without considering since the issuance of such share any decrease or increase for which the corporation did not pay or receive any consideration); plus
- b) A premium equal to the difference between: (1) the fair market value of the consideration received by the corporation upon the issuance of said share; and (2) the total of the amount accrued to the stated capital

account pertaining to such share, as established on the redemption date, and the fair market value of any consideration other than Class D shares given by the corporation upon the issuance of such share. The corporation and the subscriber of Class D shares shall jointly determine, upon the issuance of Class D shares, the fair market value of the consideration received by the corporation for the shares. In case that the tax authorities, federal or provincial, should contest directly or indirectly or assess or reassess the corporation or the subscriber of Class D shares or otherwise render a final decision (the "Final Decision") on the basis that the fair market value of the consideration received by the corporation in consideration for the issue of such shares is

greater or lesser than the fair market value of the consideration jointly determined by the corporation and the subscriber as mentioned above, the Class D Redemption Price shall then be increased or reduced in accordance with the Final decision, subject to contestation of the Final decision by the corporation or the subscriber before the courts. In that case, said adjustment shall be established in accordance with the final judgment of a court having jurisdiction or in accordance with an out-of-court agreement entered into with the applicable tax authorities.

If a holder of Class D shares wishes to exercise his option to have the corporation redeem his Class D shares, said holder shall give written notice to the corporation of the redemption date of his shares (the "Class D Optional Redemption Date"), which date shall not be less than 10 days nor more than 30 days from the date of the notice. If the holder desires to have less than all of his Class D shares redeemed, the notice shall also indicate the number of shares to be redeemed. The holder of any Class D shares may, with the consent of the corporation, revoke such notice prior to the Class D Optional Redemption Date.

Upon delivery to the corporation of a share certificate or certificates representing the Class D shares which the holder desires to have the corporation redeem, the corporation shall redeem such Class D shares on the Class D Optional Redemption Date by paying to the holder the Class D Redemption Price.

Upon payment of said Class D Redemption Price, the holder of the Class D shares who has exercised his rights pursuant to this section shall cease to be entitled to dividends and shall not be entitled to any further rights in respect of such shares.

#### 1.4.6 Acquisition by Agreement

Subject to the provisions of the Act, the corporation may at any time acquire, at a price not exceeding the Class D Redemption Price, all or any part of the Class D shares outstanding from time to time by invitation for tenders addressed to all the holders of record of such shares or otherwise.

### 1.5 CLASS E SHARES (FINANCING)

#### 1.5.1 General

The corporation is authorized to issue an unlimited number of Class E shares without par value.

#### 1.5.2 Voting

Subject to the provisions of the Act, the holders of the Class E shares shall not be entitled as such to receive notice of and to attend and to vote at any meeting of shareholders of the corporation.

#### 1.5.3 Dividend

Subject to the provisions of the Act and to the declaration and payment or setting aside for payment of a dividend on the Class D shares, the holders of the Class E shares shall be entitled to receive, when and as declared by resolution of the Board of Directors, non-cumulative preferential dividends of a maximum of 12% per year computed on the Class E Capital Amount hereinafter defined, payable at such time and place and in such amounts as the Board of Directors may from time to time determine, in priority to and before any distribution to the holders of the Class A and B. If the Board of Directors does not declare the said dividend or

any part thereof on the Class E shares for any given year, then the rights of the holders thereof to such dividend or to any greater dividend than the dividend actually declared for such year shall be forever extinguished for all legal purposes.

#### 1.5.4 Remaining Property

In case of liquidation or dissolution of the corporation or of any distribution of assets among the shareholders, the holders of the Class E shares shall be entitled to receive, for each Class E share issued and outstanding, the Class E Redemption Price hereinafter defined in priority to and before any distribution to the holders of the Class A, B, and C, but after prior payment to the holders of the Class D shares.

After such payment, the holders of the Class E shares shall not be entitled to share any further in the distribution of the property of the corporation.

#### 1.5.5 Redemption at the Option of the Corporation

Subject to the provisions of the Act, the corporation shall be entitled, at any time, to redeem all or any part of the issued and outstanding Class E shares by paying for each such share to be redeemed an amount equal to the amount of the stated capital account for such share on the redemption date (the "Class E Capital Amount"), plus an amount equal to all dividends declared thereon and unpaid at the redemption date (collectively with the Class E Capital Amount, the "Class E Redemption Price")

If the corporation wishes to redeem all or any part of the Class E shares, not less than 10 days' prior notice in writing of the redemption shall be given to each holder thereof. The notice shall indicate the date and place of the redemption. If the resolution of the Board of Directors provides for the redemption of less than all the outstanding Class E shares, the Class E shares to be redeemed shall be selected pro rata from the respective holders thereof, unless all the holders agree otherwise.

From and after the date of redemption, all holders of the Class E shares called for redemption at that date shall cease to be entitled to dividends and shall not be entitled to any further rights in respect of such shares other than the right to receive the Class E Redemption Price, upon surrender of the certificate or certificates representing the Class E shares so redeemed. If payment of the Class E Redemption Price is not made by the corporation in accordance with the foregoing provisions, the rights of the holders of such shares shall remain unimpaired.

#### 1.5.6 Acquisition by Agreement

Subject to the provisions of the Act, the corporation may at any time acquire, at a price not exceeding the Class E Redemption Price, all or any part of the Class E shares outstanding from time to time by invitation for tenders addressed to all the holders of record of such shares or otherwise.

**Schedule / Annexe**

**Restrictions on Share Transfers / Restrictions sur le transfert des actions**

ARTICLES OF INCORPORATION

SCHEDULE II

1. RESTRICTIONS, IF ANY, ON SHARE TRANSFERS

No shares in the capital of the Corporation shall be transferred without the consent of the Board of Directors expressed by resolution.

**Schedule / Annexe**  
**Other Provisions / Autres dispositions**

ARTICLES OF INCORPORATION  
SCHEDULE III

1. OTHER PROVISIONS, IF ANY

No securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of the Board of Directors expressed by resolution.

The directors may appoint one or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.