

RESOLUTION OF THE BOARD OF DIRECTORS OF

15004306 CANADA INC.

The undersigned, being all of the directors of "15004306 Canada Inc." ("the Corporation"), pursuant to section 117(1) of the *Canada Business Corporations Act* hereby consent to the following resolution:

ESTABLISHMENT OF VOTES PER SHARE

WHEREAS the Articles of Incorporation provide that the Board of Directors are authorized to fix the rights and conditions attaching to each series of shares;

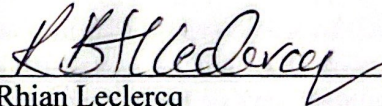
BE IT THEREFORE RESOLVED THAT:

1. The Series 1 Class A Common shares shall have 1 vote per share.
2. The Series 2 Class A Common shares shall have 2 votes per share.
3. The Series 3 Class A Common shares shall have 5 votes per share.

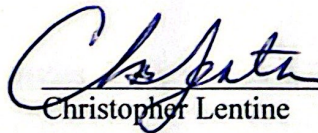
Dated: May 8, 2023



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Paul Denton



\_\_\_\_\_  
Rhian Leclercq



\_\_\_\_\_  
Christopher Lentine

**RESOLUTION OF THE DIRECTORS**

**OF**

**15004306 CANADA INC.**

**1. ALLOTMENT AND ISSUE OF Series 1 CLASS A COMMON SHARES FOR CASH**

**BE IT RESOLVED THAT:**

- a) the subscription from Paul Denton for ten (10) Series 1 Class A Common shares in the capital of the Corporation be and the same is hereby accepted;
- b) the board of directors of the Corporation, acting in good faith and in the best interests of the Corporation, hereby fixes the sum of \$10.00 as the aggregate consideration for the allotment and issue of the said ten (10) Series 1 Class A Common shares;
- c) ten (10) Series 1 Class A Common shares in the capital of the Corporation be and they are hereby allotted and issued, subject to payment therefor, to the following persons in the numbers and at the subscription prices set opposite their respective names:

<u>SUBSCRIPTION OF</u>	<u>NO. OF SHARES</u>	<u>PRICE PER SHARE</u>
PAUL DENTON	10	\$1.00

- d) upon receipt by the Corporation of the sum of \$10.00 in respect of the consideration for the allotment and issue of the said ten (10) Series 1 Class A Common shares, the said Series 1 Class A Common shares be allotted and issued to Paul Denton as fully paid and non-assessable, and certificates therefor be issued to him or as they may in writing direct.

**2. ALLOTMENT AND ISSUE OF Series 2 CLASS A COMMON SHARES FOR CASH**

**BE IT RESOLVED THAT:**

- a) the subscription from Rhian Leclercq for five (5) Series 2 Class A Common shares in the capital of the Corporation be and the same is hereby accepted;
- b) the board of directors of the Corporation, acting in good faith and in the best interests of the Corporation, hereby fixes the sum of \$10.00 as the aggregate consideration for the allotment and issue of the said five (5) Series 2 Class A Common shares;

- c) five (5) Series 2 Class A Common shares in the capital of the Corporation be and they are hereby allotted and issued, subject to payment therefor, to the following persons in the numbers and at the subscription prices set opposite their respective names:

SUBSCRIPTION OF	NO. OF SHARES	PRICE PER SHARE
RHIAN LECLERCQ	5	\$2.00

- d) upon receipt by the Corporation of the sum of \$10.00 in respect of the consideration for the allotment and issue of the said five (5) Series 2 Class A Common shares, the said Series 2 Class A Common shares be allotted and issued to Rhian Leclercq as fully paid and non-assessable, and certificates therefor be issued to her or as she may in writing direct.

**3. ALLOTMENT AND ISSUE OF Series 3 CLASS A COMMON SHARES FOR CASH**

**BE IT RESOLVED THAT:**

- a) the subscriptions from Christopher Lentine for two (2) Series 3 Class A Common shares in the capital of the Corporation be and the same are hereby accepted;
- b) the board of directors of the Corporation, acting in good faith and in the best interests of the Corporation, hereby fixes the sum of \$10.00 as the aggregate consideration for the allotment and issue of the said for two (2) Series 3 Class A Common shares;
- c) for two (2) Series 3 Class A Common shares in the capital of the Corporation be and they are hereby allotted and issued, subject to payment therefor, to the following persons in the numbers and at the subscription prices set opposite their respective names:


SUBSCRIPTION OF	NO. OF SHARES	PRICE PER SHARE
CHRISTOPHER LENTINE	2	\$5.00

- d) upon receipt by the Corporation of the sum of \$10.00 in respect of the consideration for the allotment and issue of the said for two (2) Series 3 Class A Common shares, the said Series 3 Class A Common shares be allotted and issued to Christopher Lentine as fully paid and non-assessable, and certificates therefor be issued to him or as he may in writing direct.

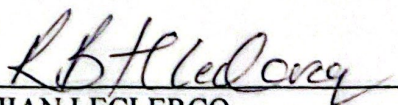
THE FOREGOING RESOLUTION is hereby consented to by all of the directors of the Corporation, as evidenced by their respective signatures hereto in accordance with the provisions of section 117 of the *Canada Business Corporations Act*, this 8th day of May, 2023.



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PAUL DENTON



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CHRISTOPHER LENTINE



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RHIAN LECLERCQ