

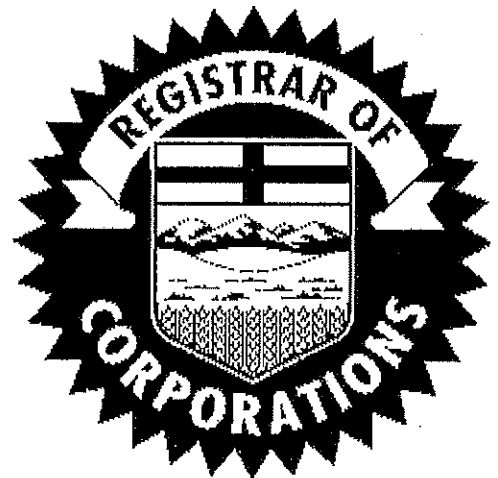
CORPORATE ACCESS NUMBER: 2023124247

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**DOMINION LENDING CENTRES INC. CENTRES HYPOTHECAIRES DOMINION INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2021/01/01.**



BUSINESS CORPORATIONS ACT

Alberta

Articles of Amalgamation

1. Name of Amalgamated Corporation

DOMINION LENDING CENTRES INC. CENTRES HYPOTHECAIRES DOMINION INC.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

The attached Schedule of Share Capital and Series Provisions are incorporated in this form.

3. Restrictions on share transfers (if any):

There are no restrictions on the transferability of shares of the corporation.

4. Number, or minimum and maximum number of directors:

Not less than three (3) directors and not more than fifteen (15) directors.

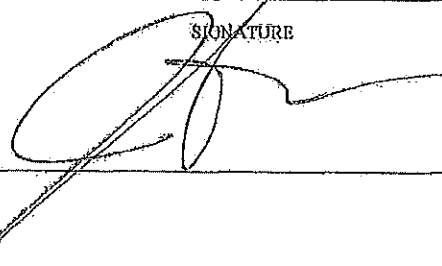
5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None.

6. Other provisions (if any):

The attached Schedule of Other Provisions is incorporated in this form.

7. Name of Amalgamating Corporations	Corporate/Access Number
Founders Advantage Capital Corp.	2023123827
Dominion Lending Centres Inc. Centres Hypothecaires Dominion Inc.	2023068972

4. DATE	SIGNATURE	TITLE
January 1, 2021		Director

REGISTERED ON THE ALBERTA REGISTRIES GORES SYSTEM
JAN 1 2021

SCHEDULE OF SHARE CAPITAL

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

(a) An unlimited number of Class "A" Common Shares;

(b) An unlimited number of Class "B" Preferred Shares.

2A. The Directors of the Corporation may at any time issue any Class "B" Preferred Shares in one or more series, each series to consist of such number of shares as may be determined by the Directors. Subject to these Articles, the Directors may determine at the time of issuance the designation, rights, privileges, restrictions and conditions attaching to the shares of each series.

2B. The Shares described in clauses (a) and (b) shall have attached thereto the special rights and restrictions set forth herein.

SPECIAL RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS ATTACHING TO EACH CLASS OF SHARES

(I) DIVIDENDS

Subject to any rights, privileges, restrictions and conditions which may have been determined by the Directors to attach to any series of Class "B" Preferred Shares, the Directors shall have complete uncontrolled discretion to pay dividends on any class of shares issued and outstanding in any particular year to the exclusion of any other class or classes of shares or any series within a class of shares out of any of all profits or surplus available for dividends.

(II) RANKING OF CLASS "B" PREFERRED SHARES

(A) The Class "B" Preferred Shares of each series shall rank on a parity with the Class "B" Preferred Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purposes of winding-up its affairs.

(B) When any dividends or amounts payable on a repayment of capital are not paid in full, the Class "B" Preferred Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full and on any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of such shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

(C) The Class "B" Preferred Shares shall be entitled to preference over the Class "A" Common Shares of the Corporation and over any other shares ranking junior to the Class "B" Preferred Shares with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up

of the Corporation whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs. Nothing in this paragraph shall limit the right of the Corporation to pay a dividend on its Class "A" Common Shares to the holders of its Class "A" Common Shares or any other shares ranking junior to the Class "B" Preferred Shares without participation therein by the holders of the Class "B" Preferred Shares.

(D) On the winding-up, liquidation or dissolution of the Corporation or upon the happening of any other event giving rise to a distribution of the Corporation's assets, other than by way of dividend, amongst its Shareholders for the purposes of winding-up its affairs, the holders of all Class "A" Common Shares shall be entitled to participate *part passu*.

(III) VOTING RIGHTS AND RESTRICTIONS

(A) Class "A" Common Shares. At all meetings of Shareholders of the Corporation, each holder of Class "A" Common Shares shall be entitled to one (1) vote of each Common Share held.

(B) Class "B" Preferred Shares. The holders of the Class "B" Preferred Shares shall have no right to receive notice of or to be present at or vote either in person or by proxy, at any general meeting of the Corporation by virtue of or in respect of their holding of Class "B" Preferred Shares.

SERIES 1 CLASS "B" PREFERRED SHARES

1. The first series of Class "B" Preferred Shares shall consist of an aggregate of 26,774,054 shares designated as "Series 1 Class B Preferred Shares". In addition to the rights, privileges, restrictions and conditions attaching to the Class "B" Preferred Shares as a class, the rights, privileges, restrictions and conditions attaching to the Series 1 Class B Preferred Shares shall be as follows:

(a) **Definitions.** For the purpose of these Series 1 Class B Preferred Shares, the following terms shall have the following meanings:

- (A) "Adjusted Cash Flows from Financing Activities" means, for any Fiscal Year, the Cash Flow from Financing Activities, excluding:
 - (1) proceeds received from or repayments on the Working Capital Revolver;
 - (2) the payment of any Interim Monthly Dividends, Public Company CDC Entitlement, or Series 1 Dividend Amount; and
 - (3) for greater certainty, proceeds received from equity issuances by the Corporation, including proceeds from the exercise of warrants, stock options or similar convertible securities.
- (B) "Adjusted Cash Flows from Operating Activities" means, for any Fiscal Year, the Cash Flows from Operating Activities excluding changes in Non-Cash Working Capital during that Fiscal Year.
- (C) "Capital Accounts" means collectively the Equity Capital Account and the Preferred Share Capital Account.
- (D) "Cash Flows from Financing Activities" means, for any Fiscal Year, the subtotal of cash provided by (or used in) financing activities under the "Financing Activities" section from the cash flow statement forming part of the Core Business Financial Statements for that Fiscal Year.
- (E) "Cash Flows from Investing Activities" means, for any Fiscal Year, the subtotal of cash provided by (or used in) investing activities under the "Investing Activities" section from the cash flow statement forming part of the Core Business Financial Statements for that Fiscal Year.
- (F) "Cash Flows from Operating Activities" means, for any Fiscal Year, the subtotal of cash provided by (or used in) operating activities under the "Operating Activities" section from the cash flow statement forming part of the Core Business Financial Statements for that Fiscal Year.
- (G) "Club16" means the business conducted from time to time by Club16 Limited Partnership, Club16 GP Ltd. and any successor thereto, including the Corporation.

- (H) "Core Business" means the operations of the Corporation which exclude the Non-Core Business. For greater certainty, the Core Business shall include but not be limited to the direct and indirect mortgage brokerage and related businesses and operations of DLC.
- (I) "Core Business Distributable Cash" for any Fiscal Year means the amount equal to 95% of the following for any given Fiscal Year:
- (1) Adjusted Cash Flows from Operating Activities,
plus or minus
 - (2) Cash Flows from Investing Activities,
plus or minus
 - (3) Adjusted Cash Flows from Financing Activities,
less
 - (4) Taxes Attributable to the Core Business,
less
 - (5) other adjustments approved by the board of directors of the Corporation and the Majority Preferred Shareholder in writing with specific reference to the Fiscal Year in question.

In the event that the Core Business Distributable Cash amount from the prior Fiscal Year is a negative amount, that negative amount shall be deducted in full from the Core Business Distributable Cash for the next following Fiscal Year. In the event that International Financial Reporting Standards change, the Corporation and the holders of Preferred Shares shall act in good faith to amend this definition of Core Business Distributable Cash such that it reflects the original intention and economic benefits contemplated at the date of initial issuance.

- (J) "Core Business Financial Statements" means the separate books and records and stand-alone financial statements maintained by the Corporation for the Core Business for each Fiscal Year including, without limitation, an income statement, a cash flow statement and a balance sheet, as required under the Investors Rights Agreement.
- (K) "DLC" means the mortgage brokerage businesses conducted directly or indirectly as franchisor or through agents, co-brokers, associated mortgage brokers or franchisees, both online and through physical office locations, in Canada, and related businesses (including information technology services provided to support the mortgage brokerage business activities), as carried on from time to time by the Dominion Lending Centres group of companies which include, without limitation, the business previously carried-on by Dominion Lending Centres Inc. ("Dominion"), the

Corporation following the amalgamation of the Corporation with Dominion, MCC Mortgage Centre Canada Inc., MA Mortgage Architects Inc., Dominion Lending Centres Commercial Inc., Dominion Lending Centres National Ltd., Newton Connectivity Systems Inc., 604 Media Inc., NA Auto Pilot Media Inc., and any subsidiaries controlled by any of them or in which they hold a non-controlling interest (but excluding, in the case of the Corporation, Club16 and Impact).

- (L) "DLC Subsidiaries" means MCC Mortgage Centre Canada Inc., MA Mortgage Architects Inc., Dominion Lending Centres Commercial Inc., Dominion Lending Centres National Ltd., Newton Connectivity Systems Inc., 604 Media Inc., NA Auto Pilot Media Inc., and any subsidiaries controlled by any of them, and any other subsidiaries of controlled by the Corporation that form part of the Core Business, but excluding the Corporation.
- (M) "Equity Capital Account" means the amount advanced to the Core Business from the Non-Core Business, less repayments.
- (N) "Fiscal Year" shall be the twelve (12) month period commencing on January 1 of each year and ending on December 31 of the same calendar year.
- (O) "GAAP" means International Financial Reporting Standards as adopted by the Chartered Professional Accountants of Canada.
- (P) "Impact" means the business conducted from time to time by Cape Communications International Inc. and any successor thereto, including the Corporation.
- (Q) "Interim Monthly Dividends" has the meaning given to it in section 1(c)(ii).
- (R) "Investors Rights Agreement" means the investors rights agreement dated December 31, 2020 among the Corporation, Kaymaur Holdings Ltd., 0762867 B.C. Ltd., 0872025 B.C. Ltd., Gary Mauris and Christopher Kayat.
- (S) "Majority Preferred Shareholder" means any person directly holding in excess of 80% of the Series 1 Class B Preferred Shares.
- (T) "Net Proceeds" means the aggregate of all consideration received from the liquidation (or partial liquidation) of the Core Business directly, or indirectly by way of a liquidation of the entire Corporation (including any amounts paid at closing and any amounts committed to be paid in the future as part of the transaction), less (i) all costs and expenses incurred by the Corporation to complete the transaction, (ii) all taxes payable by the Corporation as a result of the transaction, (iii) any amounts required to repay the Capital Accounts, (iv) the Unpaid Series 1 Dividends, and (v) the Unpaid Public Company CDC Entitlement.

- (U) "Non-Cash Working Capital" means, for any Fiscal Year, the current assets (excluding cash) less the current liabilities (excluding the current portion of long-term debt, and current portion of lease obligations debt), from the balance sheet forming part of the Core Business Financial Statements for that Fiscal Year, plus or less the long-term portion of the foregoing current asset and liability items from such balance sheet (including long-term prepaids, long-term receivables, other long-term assets, long term accrued liabilities and long term contract liabilities) where the changes in such items are included under the "Operating Activities" section from the cash flow statement forming part of the Core Business Financial Statements for that Fiscal Year.
- (V) "Non-Core Business" means the following:
- (1) Public Company Operations (including the obligation to pay the Sagard Debt);
 - (2) the Equity Capital Account;
 - (3) cash held in the Non-Core Bank Account (as defined in the Investors Rights Agreement) including, without limitation, receipts from the Public Company CDC Entitlement, proceeds from any issuance of securities of the Corporation (excluding the proceeds from the issuance of the Series 1 Class B Preferred Shares) and the proceeds from any issuance of, or the exercise of, convertible securities of the Corporation, deposited into the Non-Core Bank Account in accordance with the Investors Rights Agreement;
 - (4) the Corporation's investment in Club 16;
 - (5) the Corporation's investment in Impact;
 - (6) the Corporation's investment in Vital Alert;
 - (7) the Sagard Debt (and any refinancing thereof); and
 - (8) any other borrowings or other forms of term debt and non-term debt from institutional and other lenders for use in the Non-Core Business of the Corporation, as may be approved by the directors of the Corporation from time to time.
- (W) "Preferred Share Capital Account" shall mean any amount advanced to the Core Business, less repayments, by the holders of Series 1 Class B Preferred Shares.
- (X) "Public Company CDC Entitlement" means an amount equal to the Core Business Distributable Cash for a given Fiscal Year less the Series 1 Dividend Amount (whether or not paid) for the Fiscal Year.

- (Y) "Public Company Operations" means the operations of the Corporation directly solely for the purpose of being a reporting issuer and an investment company, including the head office operations located in Calgary, Alberta.
 - (Z) "Sagard" means Sagard Credit Partners.
 - (AA) "Sagard Debt" means the credit facility between the Corporation and Sagard and any successor credit facility entered into by the Corporation to refinance the Sagard Facility (if applicable).
 - (BB) "Series 1 Dividend Amount" means 40% of Core Business Distributable Cash, if any, in respect of the applicable Fiscal Year.
 - (CC) "Series 1 Liquidation Amount" means an aggregate amount equal to 40% of the Net Proceeds realized by the Corporation from the liquidation of the Core Business.
 - (DD) "Series 1 Preferential Dividends" has the meaning given to it in section 1(e)(ii).
 - (EE) "Taxes Attributable to Core Business" means, for any Fiscal Year, the portion of income taxes actually payable by the Corporation in respect of that Fiscal Year that can be reasonably attributed to the Core Business on the assumption that Non-Core Business expenses are applied first against Non-Core Business income, then against the Core Business income. For greater certainty, Taxes Attributable to Core Business shall not include amounts already deducted in calculating Cash Flows from Operating Activities (as the intent is not to deduct the same amounts twice).
 - (FF) "Unpaid Public Company CDC Entitlement" means as at the relevant time, an amount equal to the Public Company CDC Entitlement which is owing or accrued but not transferred to the Non-Core Bank Account (as contemplated under the Investors Rights Agreement).
 - (GG) "Unpaid Series 1 Dividends" means as at the relevant time, an amount equal to the amount of any accrued but unpaid Series 1 Dividend Amount (including any dividends declared on the Series 1 Class B Preferred Shares but unpaid as at the date of liquidation, dissolution or winding-up), plus an amount equal to any accrued but unpaid Series 1 Preferential Dividends.
 - (HH) "Vital Alert" means Vital Alert Communication Inc. and its related entities.
 - (II) "Working Capital Revolver" means the separate revolving loan facility maintained by the Corporation for the sole purpose of funding changes to Non-Cash Working Capital in the Core Business.
- (b) **Voting Rights.** The holders of Series 1 Class B preferred Shares shall have no right to receive notice of or to be present at or vote either in person or by proxy, at any meeting of

the shareholders of the Corporation by virtue of or in respect of their holding of Series 1 Class B Preferred Shares.

(c) **Dividend Rights.**

- (i) Subject to applicable law and to any deductions required under section 1(c)(ii), the holders of the Series 1 Class B Preferred Shares shall be entitled to share pro rata in an annual cumulative cash dividend equal to the Series 1 Dividend Amount on the Series 1 Class B Preferred Shares, which Series 1 Dividend Amount shall be paid within one hundred and twenty (120) days of the end of such Fiscal Year.
- (ii) Subject to applicable law, the board of directors of the Corporation shall declare and pay within each Fiscal Year on the Series 1 Class B Preferred Shares a non-cumulative monthly cash dividend, on or prior to the last business date of each month, in an aggregate amount determined by the board of directors of the Corporation as representing 1/12th of their good faith estimate of the aggregate Series 1 Dividend Amount anticipated to be payable in respect of that Fiscal Year pursuant to section 1(c)(i) and prior to any deductions being made under this section 1(c)(ii), to be shared pro rata by the holders of the Series 1 Class B Preferred Shares (the "Interim Monthly Dividends"); provided that such Interim Monthly Dividends so declared in and paid in any Fiscal Year shall be deducted from any Series 1 Dividend Amount to be declared and paid under section 1(c)(i) for that same Fiscal Year.
- (iii) In the event that the Corporation fails to pay any Series 1 Dividend Amount payable under and within the time required in section 1(c)(i), or any Interim Monthly Dividends payable under and within the time required under section 1(c)(ii), then the holders of the Series 1 Class B Preferred Shares shall be entitled to receive and the Corporation shall pay thereon, a fixed cumulative preferential dividend at the rate equal to 12% per annum on the aggregate outstanding amount of such Series 1 Dividend Amount and Interim Monthly Dividends, compounded monthly, from the date that such outstanding Series 1 Dividend Amount and Interim Monthly Dividends were payable under sections 1(c)(i) and 1(c)(ii) respectively, and until paid in full to the holders of the Series 1 Class B Preferred Shares, to be shared pro rata by the holders of the Series 1 Class B Preferred Shares (the "Series 1 Preferential Dividends").

(d) **Liquidation Rights.**

- (i) Subject to clause (ii) below, the holders of the Series 1 Class B Preferred Shares shall be entitled, upon the liquidation, dissolution or winding-up of the Corporation or the liquidation or partial liquidation of the Core Business, to share pro rata an amount equal to the Unpaid Series 1 Dividends as at the date of liquidation, dissolution or winding-up, plus the Series 1 Liquidation Amount, in preference and priority to the payments of any amounts to the holders of any other class of shares.
- (ii) In the event the Net Proceeds includes amounts committed to be paid in the future as part of the transaction, such applicable portion of the Series 1 Liquidation Amount shall only be payable once it is actually received by the Corporation.

(e) **No Entitlement to Non-Core Business**

- (i) The holders of the Series 1 Class B Preferred Shares shall not, as such, be entitled, upon the liquidation, dissolution or winding-up of the Corporation or on the sale of the Non-Core Business, to share in any proceeds received by the Corporation from the disposition of the Non-Core Business.
- (ii) Subject to applicable laws, the Corporation shall be entitled to pay a cash dividend to the holders of class A common shares from the cash comprising the Non-Core Business.

(f) **General.**

For the purposes of calculating the entitlements of the holders of the Series 1 Class B Preferred Shares, the amounts shall be based upon the Core Business Financial Statements.

SCHEDULE OF OTHER PROVISIONS

1. The Directors may, between Annual General Meetings, appoint one or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed one-third of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.
2. A Director or Directors of the Corporation may be elected or appointed for terms expiring not later than the close of the third Annual Meeting of Shareholders following the election.
3. Meetings of shareholders shall be held at any place within or outside of Alberta as the directors may by resolution determine.

**Articles of Amalgamation
For
DOMINION LENDING CENTRES INC. CENTRES HYPOTHECAIRES DOMINION
INC.**

Share Structure: THE ATTACHED SCHEDULE OF SHARE CAPITAL AND SERIES PROVISIONS ARE INCORPORATED IN THIS FORM.

Share Transfers Restrictions: THERE ARE NO RESTRICTIONS ON THE TRANSFERABILITY OF SHARES OF THE CORPORATION.

Number of Directors:

Min Number of Directors: 3

Max Number of Directors: 15

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Registration Authorized By: BRENT W. KRAUS
SOLICITOR

SCHEDULE OF SHARE CAPITAL

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

- (a) An unlimited number of Class "A" Common Shares;
- (b) An unlimited number of Class "B" Preferred Shares.

2A. The Directors of the Corporation may at any time issue any Class "B" Preferred Shares in one or more series, each series to consist of such number of shares as may be determined by the Directors. Subject to these Articles, the Directors may determine at the time of issuance the designation, rights, privileges, restrictions and conditions attaching to the shares of each series.

2B. The Shares described in clauses (a) and (b) shall have attached thereto the special rights and restrictions set forth herein.

SPECIAL RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS ATTACHING TO EACH CLASS OF SHARES

(I) DIVIDENDS

Subject to any rights, privileges, restrictions and conditions which may have been determined by the Directors to attach to any series of Class "B" Preferred Shares, the Directors shall have complete uncontrolled discretion to pay dividends on any class of shares issued and outstanding in any particular year to the exclusion of any other class or classes of shares or any series within a class of shares out of any of all profits or surplus available for dividends.

(II) RANKING OF CLASS "B" PREFERRED SHARES

(A) The Class "B" Preferred Shares of each series shall rank on a parity with the Class "B" Preferred Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purposes of winding-up its affairs.

(B) When any dividends or amounts payable on a repayment of capital are not paid in full, the Class "B" Preferred Shares of all series shall participate ratably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full and on any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of such shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

(C) The Class "B" Preferred Shares shall be entitled to preference over the Class "A" Common Shares of the Corporation and over any other shares ranking junior to the Class "B" Preferred Shares with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs. Nothing in this paragraph shall limit the right of the Corporation to pay a dividend on its Class "A" Common Shares to the holders of its Class "A" Common Shares or any other shares ranking junior to the Class "B" Preferred Shares without participation therein by the holders of the Class "B" Preferred Shares.

(D) On the winding-up, liquidation or dissolution of the Corporation or upon the happening of any other event giving rise to a distribution of the Corporation's assets, other than by way of dividend, amongst its Shareholders for the purposes of winding-up its affairs, the holders of all Class "A" Common Shares shall be entitled to participate pari passu.

(III) VOTING RIGHTS AND RESTRICTIONS

(A) Class "A" Common Shares. At all meetings of Shareholders of the Corporation, each holder of Class "A" Common Shares shall be entitled to one (1) vote of each Common Share held.

(B) Class "B" Preferred Shares. The holders of the Class "B" Preferred Shares shall have no right to receive notice of or to be present at or vote either in person or by proxy, at any general meeting of the Corporation by virtue of or in respect of their holding of Class "B" Preferred Shares.

SERIES 1 CLASS "B" PREFERRED SHARES

1. The first series of Class "B" Preferred Shares shall consist of an aggregate of 26,774,054 shares designated as "Series 1 Class B Preferred Shares". In addition to the rights, privileges, restrictions and conditions attaching to the Class "B" Preferred Shares as a class, the rights, privileges, restrictions and conditions attaching to the Series 1 Class B Preferred Shares shall be as follows:

(a) Definitions. For the purpose of these Series 1 Class B Preferred Shares, the following terms shall have the following meanings:

(A) "Adjusted Cash Flows from Financing Activities" means, for any Fiscal Year, the Cash Flow from Financing Activities, excluding:

(1) proceeds received from or repayments on the Working Capital Revolver;

(2) the payment of any Interim Monthly Dividends, Public Company CDC Entitlement, or Series 1 Dividend Amount; and

(3) for greater certainty, proceeds received from equity issuances by the Corporation, including proceeds from the exercise of warrants, stock options or similar convertible securities.

(B) "Adjusted Cash Flows from Operating Activities" means, for any Fiscal Year, the Cash Flows from Operating Activities excluding changes in Non-Cash Working Capital during that Fiscal Year.

(C) "Capital Accounts" means collectively the Equity Capital Account and the Preferred Share Capital Account.

(D) "Cash Flows from Financing Activities" means, for any Fiscal Year, the subtotal of cash provided by (or used in) financing activities under the "Financing Activities" section from the cash flow statement forming part of the Core Business Financial Statements for that Fiscal Year.

(E) "Cash Flows from Investing Activities" means, for any Fiscal Year, the subtotal of cash provided by (or used in) investing activities under the "Investing Activities" section from the cash flow statement forming part of the Core Business Financial Statements for that Fiscal Year.

(F) "Cash Flows from Operating Activities" means, for any Fiscal Year, the subtotal of cash provided by (or used in) operating activities under the "Operating Activities" section from the cash flow statement forming part of the Core Business Financial Statements for that Fiscal Year.

(G) "Club16" means the business conducted from time to time by Club16 Limited Partnership, Club16 GP Ltd. and any successor thereto, including the Corporation.

(H) "Core Business" means the operations of the Corporation which exclude the Non-Core Business. For greater certainty, the Core Business shall include but not be limited to the direct and indirect mortgage brokerage and related businesses and operations of DLC.

(I) "Core Business Distributable Cash" for any Fiscal Year means the amount equal to 95% of the following for any given Fiscal Year:

(1) Adjusted Cash Flows from Operating Activities,

plus or minus

(2) Cash Flows from Investing Activities,

plus or minus

(3) Adjusted Cash Flows from Financing Activities,

less

(4) Taxes Attributable to the Core Business,

less

(5) other adjustments approved by the board of directors of the Corporation and the Majority Preferred Shareholder in writing with specific reference to the Fiscal Year in question.

In the event that the Core Business Distributable Cash amount from the prior Fiscal Year is a negative amount, that negative amount shall be deducted in full from the Core Business Distributable Cash for the next following Fiscal Year. In the event that International Financial Reporting Standards change, the Corporation and the holders of Preferred Shares shall act in good faith to amend this definition of Core Business Distributable Cash such that it reflects the original intention and economic benefits contemplated at the date of initial issuance.

(J) "Core Business Financial Statements" means the separate books and records and stand-alone financial statements maintained by the Corporation for the Core Business for each Fiscal Year including, without limitation, an income statement, a cash flow statement and a balance sheet, as required under the Investors Rights Agreement.

(K) "DLC" means the mortgage brokerage businesses conducted directly or indirectly as franchisor or through agents, co-brokers, associated mortgage brokers or franchisees, both online and through physical office locations, in Canada, and related businesses (including information technology services provided to support the mortgage brokerage business activities), as carried on from time to time by the Dominion Lending Centres group of companies which include, without limitation, the business previously carried-on by Dominion Lending Centres Inc. ("Dominion"), the Corporation following the amalgamation of the Corporation with Dominion, MCC Mortgage Centre Canada Inc., MA Mortgage Architects Inc., Dominion Lending Centres Commercial Inc., Dominion Lending Centres National Ltd., Newton Connectivity Systems Inc., 604 Media Inc., NA Auto Pilot Media Inc., and any subsidiaries controlled by any of them or in which they hold a non-controlling interest (but excluding, in the case of the Corporation, Club16 and Impact).

(L) "DLC Subsidiaries" means MCC Mortgage Centre Canada Inc., MA Mortgage Architects Inc., Dominion Lending Centres Commercial Inc., Dominion Lending Centres National Ltd., Newton Connectivity Systems Inc., 604 Media Inc., NA Auto Pilot Media Inc., and any subsidiaries controlled by any of them, and any other subsidiaries of controlled by the Corporation that form part of the Core Business, but excluding the Corporation.

(M) "Equity Capital Account" means the amount advanced to the Core Business from the Non-Core Business, less repayments.

(N) "Fiscal Year" shall be the twelve (12) month period commencing on January 1 of each year and ending on December 31 of the same calendar year.

(O) "GAAP" means International Financial Reporting Standards as adopted by the Chartered Professional Accountants of Canada.

(P) "Impact" means the business conducted from time to time by Cape Communications International Inc. and any successor thereto, including the Corporation.

(Q) "Interim Monthly Dividends" has the meaning given to it in section 1(c)(ii).

(R) "Investors Rights Agreement" means the investors rights agreement dated December 31, 2020 among the Corporation, Kaymaur Holdings Ltd., 0762867 B.C. Ltd., 0872025 B.C. Ltd., Gary Mauris and Christopher Kayat.

(S) "Majority Preferred Shareholder" means any person directly holding in excess of 80% of the Series 1 Class B Preferred Shares.

(T) "Net Proceeds" means the aggregate of all consideration received from the liquidation (or partial liquidation) of the Core Business directly, or indirectly by way of a liquidation of the entire Corporation (including any amounts paid at closing and any amounts committed to be paid in the future as part of the transaction), less (i) all costs and expenses incurred by the Corporation to complete the transaction, (ii) all taxes payable by the Corporation as a result of the transaction, (iii) any amounts required to repay the Capital Accounts, (iv) the Unpaid Series 1 Dividends, and (v) the Unpaid Public Company CDC Entitlement.

(U) "Non-Cash Working Capital" means, for any Fiscal Year, the current assets (excluding cash) less the current liabilities (excluding the current portion of long-term debt, and current portion of lease obligations debt), from the balance sheet forming part of the Core Business Financial Statements for that Fiscal Year, plus or less the long-term portion of the foregoing current asset and liability items from such balance sheet (including long-term prepaids, long-term receivables, other long-term assets, long term accrued liabilities and long term contract liabilities) where the changes in such items are included under the "Operating Activities" section from the cash flow statement forming part of the Core Business Financial Statements for that Fiscal Year.

(V) "Non-Core Business" means the following:

(1) Public Company Operations (including the obligation to pay the Sagard Debt);

(2) the Equity Capital Account;

(3) cash held in the Non-Core Bank Account (as defined in the Investors Rights Agreement) including, without limitation, receipts from the Public Company CDC Entitlement, proceeds from any issuance of securities of the Corporation (excluding the proceeds from the issuance of the Series 1 Class B Preferred Shares) and the proceeds from any issuance of, or the exercise of, convertible securities of the Corporation, deposited into the Non-Core Bank Account in accordance with the Investors Rights Agreement;

(4) the Corporation's investment in Club16;

(5) the Corporation's investment in Impact;

(6) the Corporation's investment in Vital Alert;

- (7) the Sagard Debt (and any refinancing thereof); and
- (8) any other borrowings or other forms of term debt and non-term debt from institutional and other lenders for use in the Non-Core Business of the Corporation, as may be approved by the directors of the Corporation from time to time.
- (W) "Preferred Share Capital Account" shall mean any amount advanced to the Core Business, less repayments, by the holders of Series 1 Class B Preferred Shares.
- (X) "Public Company CDC Entitlement" means an amount equal to the Core Business Distributable Cash for a given Fiscal Year less the Series 1 Dividend Amount (whether or not paid) for the Fiscal Year.
- (Y) "Public Company Operations" means the operations of the Corporation directly solely for the purpose of being a reporting issuer and an investment company, including the head office operations located in Calgary, Alberta.
- (Z) "Sagard" means Sagard Credit Partners.
- (AA) "Sagard Debt" means the credit facility between the Corporation and Sagard and any successor credit facility entered into by the Corporation to refinance the Sagard Facility (if applicable).
- (BB) "Series 1 Dividend Amount" means 40% of Core Business Distributable Cash, if any, in respect of the applicable Fiscal Year.
- (CC) "Series 1 Liquidation Amount" means an aggregate amount equal to 40% of the Net Proceeds realized by the Corporation from the liquidation of the Core Business.
- (DD) "Series 1 Preferential Dividends" has the meaning given to it in section 1(c)(iii).
- (EE) "Taxes Attributable to Core Business" means, for any Fiscal Year, the portion of income taxes actually payable by the Corporation in respect of that Fiscal Year that can be reasonably attributed to the Core Business on the assumption that Non-Core Business expenses are applied first against Non-Core Business income, then against the Core Business income. For greater certainty, Taxes Attributable to Core Business shall not include amounts already deducted in calculating Cash Flows from Operating Activities (as the intent is not to deduct the same amounts twice).
- (FF) "Unpaid Public Company CDC Entitlement" means as at the relevant time, an amount equal to the Public Company CDC Entitlement which is owing or accrued but not transferred to the Non-Core Bank Account (as contemplated under the Investors Rights Agreement).
- (GG) "Unpaid Series 1 Dividends" means as at the relevant time, an amount equal to the amount of any accrued but unpaid Series 1 Dividend Amount (including any dividends declared on the Series 1 Class B Preferred Shares but unpaid as at the date of liquidation, dissolution or winding-up), plus an amount equal to any accrued but unpaid Series 1 Preferential Dividends.
- (HH) "Vital Alert" means Vital Alert Communication Inc. and its related entities.
- (II) "Working Capital Revolver" means the separate revolving loan facility maintained by the Corporation for the sole purpose of funding changes to Non-Cash Working Capital in the Core Business.
- (b) Voting Rights. The holders of Series 1 Class B preferred Shares shall have no right to receive notice of or to be present at or vote either in person or by proxy, at any meeting of the shareholders of the Corporation by virtue of or in respect of their holding of Series 1 Class B Preferred Shares.
- (c) Dividend Rights.
- (i) Subject to applicable law and to any deductions required under section 1(c)(ii), the holders of the Series 1 Class B Preferred Shares shall be entitled to share pro rata in an annual cumulative cash dividend equal to the Series 1 Dividend Amount on the Series 1 Class B Preferred Shares, which Series 1 Dividend Amount shall be paid within one hundred and twenty (120) days of the end of such Fiscal Year.
- (ii) Subject to applicable law, the board of directors of the Corporation shall declare and pay within each Fiscal Year on the Series 1 Class B Preferred Shares a non-cumulative monthly cash dividend, on or prior to the last business date of each month, in an aggregate amount determined by the board of directors of the Corporation as representing 1/12th of their good faith estimate of the aggregate Series 1 Dividend Amount anticipated to be payable in respect of that Fiscal Year pursuant to section 1(c)(i) and prior to any deductions being made under this section 1(c)(ii), to be shared pro rata by the holders of the Series 1 Class B Preferred Shares (the "Interim Monthly Dividends"); provided that such Interim Monthly Dividends so declared in and paid in any Fiscal Year shall be deducted from any Series 1 Dividend Amount to be declared and paid under section 1(c)(i) for that same Fiscal Year.
- (iii) In the event that the Corporation fails to pay any Series 1 Dividend Amount payable under and within the time required in section 1(c)(i), or any Interim Monthly Dividends payable under and within the time required under section 1(c)(ii), then the holders of the Series 1 Class B Preferred Shares shall be entitled to receive and the Corporation shall pay thereon, a fixed cumulative preferential dividend at the rate equal to 12% per annum

on the aggregate outstanding amount of such Series 1 Dividend Amount and Interim Monthly Dividends, compounded monthly, from the date that such outstanding Series 1 Dividend Amount and Interim Monthly Dividends were payable under sections 1(c)(i) and 1(c)(ii) respectively, and until paid in full to the holders of the Series 1 Class B Preferred Shares, to be shared pro rata by the holders of the Series 1 Class B Preferred Shares (the "Series 1 Preferential Dividends").

(d) Liquidation Rights.

(i) Subject to clause (ii) below, the holders of the Series 1 Class B Preferred Shares shall be entitled, upon the liquidation, dissolution or windingup of the Corporation or the liquidation or partial liquidation of the Core Business, to share pro rata an amount equal to the Unpaid Series 1 Dividends as at the date of liquidation, dissolution or winding-up, plus the Series 1 Liquidation Amount, in preference and priority to the payments of any amounts to the holders of any other class of shares.

(ii) In the event the Net Proceeds includes amounts committed to be paid in the future as part of the transaction, such applicable portion of the Series 1 Liquidation Amount shall only be payable once it is actually received by the Corporation.

(e) No Entitlement to Non-Core Business

(i) The holders of the Series 1 Class B Preferred Shares shall not, as such, be entitled, upon the liquidation, dissolution or windingup of the Corporation or on the sale of the Non-Core Business, to share in any proceeds received by the Corporation from the disposition of the Non-Core Business.

(ii) Subject to applicable laws, the Corporation shall be entitled to pay a cash dividend to the holders of class A common shares from the cash comprising the Non-Core Business.

(f) General.

For the purposes of calculating the entitlements of the holders of the Series 1 Class B Preferred Shares, the amounts shall be based upon the Core Business Financial Statements,

SCHEDULE OF OTHER PROVISIONS

1. The Directors may, between Annual General Meetings, appoint one or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed one-third of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.
2. A Director or Directors of the Corporation may be elected or appointed for terms expiring not later than the close of the third Annual Meeting of Shareholders following the election.
3. Meetings of shareholders shall be held at any place within or outside of Alberta as the directors may by resolution determine.

Alberta

NOTICE OF ADDRESS OR
NOTICE OF CHANGE OF ADDRESS

1. NAME OF CORPORATION: DOMINION LENDING CENTRES INC. CENTRES HYPOTHECAIRES DOMINION INC.	2. CORPORATE ACCESS NUMBER: 2023124247
---	--

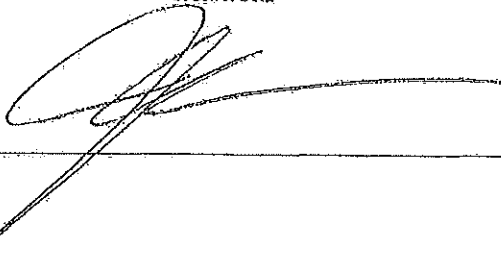
3. ADDRESS OF REGISTERED OFFICE (ONLY A STREET ADDRESS, INCLUDING POSTAL CODE, OR LEGAL LAND DESCRIPTION).

4500, 855 - 2nd Street S.W.
Calgary, Alberta T2P 4K7

4. RECORDS ADDRESS (ONLY A STREET ADDRESS, INCLUDING POSTAL CODE, OR LEGAL LAND DESCRIPTION).

4500, 855 - 2nd Street S.W.
Calgary, Alberta T2P 4K7

5. ADDRESS FOR SERVICE BY MAIL, IF DIFFERENT FROM ITEM 3 (ONLY A POST OFFICE BOX, INCLUDING POSTAL CODE).

6. DATE January 1, 2021	SIGNATURE 	TITLE Director
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FILED

REGISTERED ON
THE ALBERTA REGISTRIES
CORES SYSTEM

JAN 1 2021

JP

Alberta

**NOTICE OF DIRECTORS OR
NOTICE OF CHANGE OF DIRECTORS**

1. Name of Corporation

2. Alberta Corporate
Access Number

DOMINION LENDING CENTRES INC. CENTRES HYPOTHECAIRES DOMINION INC.	2023124247
--	------------

3. The following persons were appointed Director(s) on _____ (yyyy/mm/dd):

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Resident Canadian? Yes No
---	---	---------------------------------

4. The following persons ceased to hold office as Director(s) on _____ (yyyy/mm/dd):

Name of Director (Last, First, Second)	Mailing Address (including postal code)
---	---

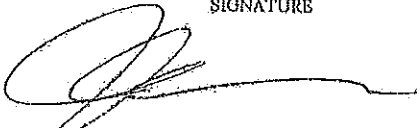
5. As of this date, the Director(s) of the corporation are:

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Resident Canadian? Yes No
Bell, James	400, 2207 - 4th Street S.W., Calgary, Alberta T2S 1X1	Yes
Ward, J.R. Kingsley	70 University Avenue, Suite 1200, Toronto, Ontario M5J 2M4	Yes
Gratton, Ron	400, 2207 - 4th Street S.W., Calgary, Alberta T2S 1X1	Yes
Mauris, Gary	2215 Coquitlam Avenue, Port Coquitlam, BC V3B 1J6	Yes
Kayat, Christopher	2215 Coquitlam Avenue, Port Coquitlam, BC V3B-1J6	Yes
Sykora, Dennis	400, 2207 - 4th Street S.W., Calgary, Alberta T2S 1X1	Yes
Bruño, Trevor	1508 W. Broadway, Vancouver, BC V6J 1W8.	Yes

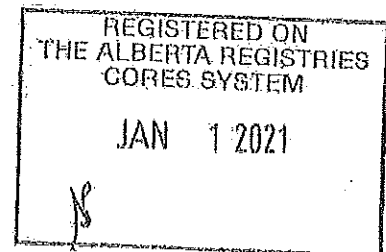
6. To be completed only by Alberta Corporations:

Are at least 25% of the members of the Board of Directors Resident Canadians?

Yes No

DATE	SIGNATURE	TITLE
January 1, 2021		Director

FILED



STATUTORY DECLARATION


CANADA)
PROVINCE OF ALBERTA)
JUDICIAL DISTRICT OF CALGARY)
IN THE MATTER of the amalgamation
of Founders Advantage Capital Corp. and
Dominion Lending Centres Inc.,
resulting as Dominion Lending Centres
Inc. Centres Hypothecaires Dominion
Inc. (the "Amalgamated Corporation")
pursuant to Section 184(1) of the
Business Corporations Act (Alberta).

I, James Bell, of the City of Calgary, in the Province of Alberta, DO SOLEMNLY
DECLARE THAT:

1. I will be a Director of the Amalgamated Corporation and as such have full and complete knowledge of the matters herein set forth and contained.
2. There are reasonable grounds for believing that:
 - (i) the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (ii) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (iii) no creditor will be prejudiced by the amalgamation.

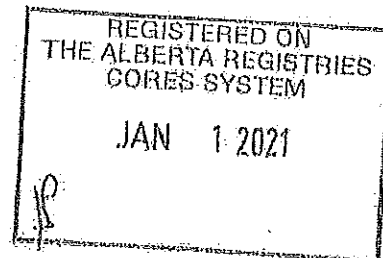
And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath, and by the virtue of the Canada Evidence Act.

DECLARED BEFORE ME at the City of
Calgary, in the Province of Alberta this
1st day of January, 2021.


A COMMISSIONER FOR OATHS
and/or NOTARY PUBLIC in and for the
Province of Alberta


JAMES BELL

Printed Name: BRENT W. KRAUS
Expiry Date: N/A Barrister and Solicitor
Seal: A Notary Public in and for the
Province of Alberta



Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2021/01/01

Corporate Access Number: 2023124247

Business Number:

Service Request Number: 34607775
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: DOMINION LENDING CENTRES INC. CENTRES
HYPOTHECAIRES DOMINION INC.

Business Number:
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 4500, 855 - 2ND STREET S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P4K7

RECORDS ADDRESS

Street: 4500, 855 - 2ND STREET S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P4K7

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:

Email Address: CALCSDNOTIFICATIONS@BENNETTJONES.COM

Share Structure: THE ATTACHED SCHEDULE OF SHARE CAPITAL AND SERIES PROVISIONS ARE INCORPORATED IN THIS FORM.

Share Transfers: THERE ARE NO RESTRICTIONS ON THE TRANSFERABILITY OF SHARES

Restrictions: OF THE CORPORATION.

Number of Directors:

**Min Number Of
Directors:** 3

**Max Number Of
Directors:** 15

Business Restricted To: NONE.

**Business Restricted
From:** NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Professional
Endorsement Provided:**

**Future Dating
Required:**

Registration Date: 2021/01/01

Director

Last Name: BELL

First Name: JAMES

Middle Name:

Street/Box Number: 400, 2207 - 4TH STREET S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2S1X1

Country:

Resident Canadian: Y

Named On Stat Dec: Y

Last Name: WARD

First Name: J.R. KINGSLEY

Middle Name:

Street/Box Number: 70 UNIVERSITY AVENUE, SUITE 1200

City: TORONTO

Province: ONTARIO

Postal Code: M5J2M4

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: GRATTON

First Name: RON

Middle Name:

Street/Box Number: 400, 2207 - 4TH STREET S.W.

City: CALGARY
Province: ALBERTA
Postal Code: T2S1X1
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: MAURIS
First Name: GARY
Middle Name:
Street/Box Number: 2215 COQUITLAM AVENUE
City: PORT COQUITLAM
Province: BRITISH COLUMBIA
Postal Code: V3B1J6
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: KAYAT
First Name: CHRISTOPHER
Middle Name:
Street/Box Number: 2215 COQUITLAM AVENUE
City: PORT COQUITLAM
Province: BRITISH COLUMBIA
Postal Code: V3B1J6
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: SYKORA
First Name: DENNIS
Middle Name:
Street/Box Number: 400, 2207 - 4TH STREET S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2S1X1
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: BRUNO
First Name: TREVOR
Middle Name:
Street/Box Number: 1508 W. BROADWAY
City: VANCOUVER

Province: BRITISH COLUMBIA
Postal Code: V6J1W8
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Business Number	Legal Entity Name
2023068972	864538038	DOMINION LENDING CENTRES INC. CENTRES HYPOTHECAIRES DOMINION INC.
2023123827		FOUNDERS ADVANTAGE CAPITAL CORP.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000107129353133	2021/01/01
Other Rules or Provisions	ELECTRONIC	2021/01/01
Shares in Series	ELECTRONIC	2021/01/01
Share Structure	ELECTRONIC	2021/01/01

Registration Authorized By: BRENT W. KRAUS
SOLICITOR

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.



10000107129353133

STATUTORY DECLARATION

2023124247

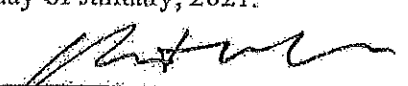
CANADA)	IN THE MATTER of the amalgamation
)	of Founders Advantage Capital Corp. and
PROVINCE OF ALBERTA)	Dominion Lending Centres Inc.,
)	resulting as Dominion Lending Centres
JUDICIAL DISTRICT OF CALGARY)	Inc. Centres Hypothecaires Dominion
)	Inc. (the "Amalgamated Corporation")
)	pursuant to Section 184(1) of the
)	<i>Business Corporations Act</i> (Alberta).

I, James Bell, of the City of Calgary, in the Province of Alberta, DO SOLEMNLY DECLARE THAT:

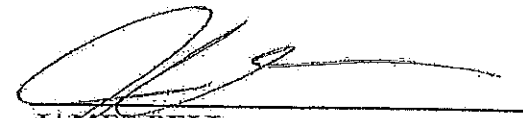
1. I will be a Director of the Amalgamated Corporation and as such have full and complete knowledge of the matters herein set forth and contained.
2. There are reasonable grounds for believing that:
 - (i) the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (ii) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (iii) no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath, and by the virtue of the Canada Evidence Act.

DECLARED BEFORE ME at the City of
 Calgary, in the Province of Alberta this
 1st day of January, 2021.



 A COMMISSIONER FOR OATHS
 and/or NOTARY PUBLIC in and for the
 Province of Alberta



 JAMES BELL

Printed Name: BRENT W. KRAUS
 Expiry Date: N/A Barrister and Solicitor
 Seal: A Notary Public in and for the
 Province of Alberta

BUSINESS CORPORATIONS ACT

Alberta

Articles of Amalgamation

1. Name of Amalgamated Corporation

DOMINION LENDING CENTRES INC. CENTRES HYPOTHECAIRES DOMINION INC.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

The attached Schedule of Share Capital and Series Provisions are incorporated in this form.

3. Restrictions on share transfers (if any):

There are no restrictions on the transferability of shares of the corporation.

4. Number, or minimum and maximum number of directors:

Not less than three (3) directors and not more than fifteen (15) directors.


5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None.

6. Other provisions (if any):

The attached Schedule of Other Provisions is incorporated in this form.

7. Name of Amalgamating Corporations	Corporate Access Number
Founders Advantage Capital Corp.	
Dominion Lending Centres Inc. Centres Hypothecaires Dominion Inc.	2023068972

4. DATE	SIGNATURE	TITLE
January 1, 2021		Director

SCHEDULE OF SHARE CAPITAL

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

- (a) An unlimited number of Class "A" Common Shares;
- (b) An unlimited number of Class "B" Preferred Shares.

2A. The Directors of the Corporation may at any time issue any Class "B" Preferred Shares in one or more series, each series to consist of such number of shares as may be determined by the Directors. Subject to these Articles, the Directors may determine at the time of issuance the designation, rights, privileges, restrictions and conditions attaching to the shares of each series.

2B. The Shares described in clauses (a) and (b) shall have attached thereto the special rights and restrictions set forth herein.

SPECIAL RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS ATTACHING TO EACH CLASS OF SHARES

(I) DIVIDENDS

Subject to any rights, privileges, restrictions and conditions which may have been determined by the Directors to attach to any series of Class "B" Preferred Shares, the Directors shall have complete uncontrolled discretion to pay dividends on any class of shares issued and outstanding in any particular year to the exclusion of any other class or classes of shares or any series within a class of shares out of any of all profits or surplus available for dividends.

(II) RANKING OF CLASS "B" PREFERRED SHARES

(A) The Class "B" Preferred Shares of each series shall rank on a parity with the Class "B" Preferred Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purposes of winding-up its affairs.

(B) When any dividends or amounts payable on a repayment of capital are not paid in full, the Class "B" Preferred Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full and on any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of such shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

(C) The Class "B" Preferred Shares shall be entitled to preference over the Class "A" Common Shares of the Corporation and over any other shares ranking junior to the Class "B" Preferred Shares with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up

of the Corporation whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs. Nothing in this paragraph shall limit the right of the Corporation to pay a dividend on its Class "A" Common Shares to the holders of its Class "A" Common Shares or any other shares ranking junior to the Class "B" Preferred Shares without participation therein by the holders of the Class "B" Preferred Shares.

(D) On the winding-up, liquidation or dissolution of the Corporation or upon the happening of any other event giving rise to a distribution of the Corporation's assets, other than by way of dividend, amongst its Shareholders for the purposes of winding-up its affairs, the holders of all Class "A" Common Shares shall be entitled to participate *pari passu*.

(III) VOTING RIGHTS AND RESTRICTIONS

(A) Class "A" Common Shares. At all meetings of Shareholders of the Corporation, each holder of Class "A" Common Shares shall be entitled to one (1) vote of each Common Share held.

(B) Class "B" Preferred Shares. The holders of the Class "B" Preferred Shares shall have no right to receive notice of or to be present at or vote either in person or by proxy, at any general meeting of the Corporation by virtue of or in respect of their holding of Class "B" Preferred Shares.

SCHEDULE OF OTHER PROVISIONS

1. The Directors may, between Annual General Meetings, appoint one or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed one-third of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.
2. A Director or Directors of the Corporation may be elected or appointed for terms expiring not later than the close of the third Annual Meeting of Shareholders following the election.
3. Meetings of shareholders shall be held at any place within or outside of Alberta as the directors may by resolution determine.

Alberta**NOTICE OF ADDRESS OR
NOTICE OF CHANGE OF ADDRESS**

1. NAME OF CORPORATION: DOMINION LENDING CENTRES INC. CENTRES HYPOTHECAIRES DOMINION INC.	2. CORPORATE ACCESS NUMBER:
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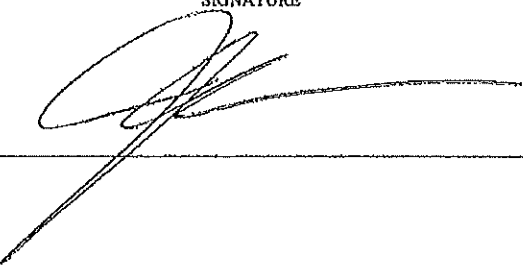
3. ADDRESS OF REGISTERED OFFICE (ONLY A STREET ADDRESS, INCLUDING POSTAL CODE, OR LEGAL LAND DESCRIPTION).

4500, 855 - 2nd Street S.W.
Calgary, Alberta T2P 4K7

4. RECORDS ADDRESS (ONLY A STREET ADDRESS, INCLUDING POSTAL CODE, OR LEGAL LAND DESCRIPTION).

4500, 855 - 2nd Street S.W.
Calgary, Alberta T2P 4K7

5. ADDRESS FOR SERVICE BY MAIL, IF DIFFERENT FROM ITEM 3 (ONLY A POST OFFICE BOX, INCLUDING POSTAL CODE).

6. DATE	SIGNATURE	TITLE
January 1, 2021		Director

FILED

Alberta

NOTICE OF DIRECTORS OR NOTICE OF CHANGE OF DIRECTORS

1. Name of Corporation

2. Alberta Corporate
Access Number

DOMINION LENDING CENTRES INC. CENTRES HYPOTHECAIRES DOMINION INC.	
--	--

3. The following persons were appointed Director(s) on _____ (yyyy/mm/dd):

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Resident Canadian? Yes No
---	---	---------------------------------

4. The following persons ceased to hold office as Director(s) on _____ (yyyy/mm/dd):

Name of Director (Last, First, Second)	Mailing Address (including postal code)
---	---


5. As of this date, the Director(s) of the corporation are:

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Resident Canadian? Yes No
Bell, James	400, 2207 - 4th Street S.W., Calgary, Alberta T2S 1X1	Yes
Ward, J.R. Kingsley	70 University Avenue, Suite 1200, Toronto, Ontario M5J 2M4	Yes
Gratton, Ron	400, 2207 - 4th Street S.W., Calgary, Alberta T2S 1X1	Yes
Mauris, Gary	2215 Coquitlam Avenue, Port Coquitlam, BC V3B 1J6	Yes
Kayat, Christopher	2215 Coquitlam Avenue, Port Coquitlam, BC V3B 1J6	Yes
Sykora, Dennis	400, 2207 - 4th Street S.W., Calgary, Alberta T2S 1X1	Yes
Bruno, Trevor	1508 W. Broadway, Vancouver, BC V6J 1W8.	Yes

6. To be completed only by Alberta Corporations:

Are at least 25% of the members of the Board of Directors Resident Canadians?

Yes No

DATE	SIGNATURE	TITLE
January 1, 2021		Director

FILED

DOMINION LENDING CENTRES INC.

DIRECTORS' RESOLUTION

The undersigned, being all of the directors of DOMINION LENDING CENTRES INC. (the "Corporation"), hereby sign the following resolution pursuant to subsection 117(1) of the *Business Corporations Act* (Alberta) (the "Act") as of the 1st day of January, 2021:

APPOINTMENT OF EXECUTIVE OFFICERS

WHEREAS the board of directors wishes to confirm the appointment of the individuals to hold the executive offices of the Corporation;

NOW THEREFORE BE IT RESOLVED THAT:

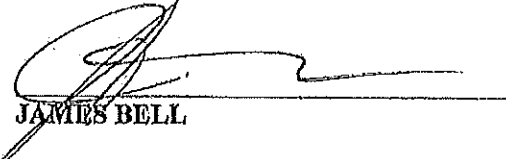
1. The following individuals be and are hereby appointed to hold the offices noted below:

Gary Mauris	-	Chief Executive Officer and Executive Chairman
Chris Kayat	-	Executive Vice-Chairman
James Bell	-	Co-President
Eddy Coccio	-	Co-President
Robin Burpee	-	Co-Chief Financial Officer
Geoff Hague	-	Co-Chief Financial Officer

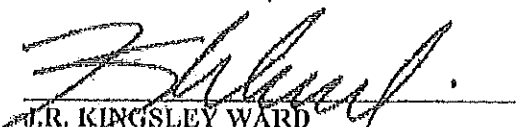
2. Any director or proper officer of the Corporation is hereby authorized and directed to execute all documents and to do all things as he deems necessary and advisable to implement this resolution.

[Signature page follows]

The delivery of an executed copy of these resolutions by electronic transmission will be deemed to be the equivalent of the delivery of an original executed copy of these resolutions and any counterparts together will constitute one and the same document.



JAMES BELL



J.R. KINGSLEY WARD

RON GRATTON

GARY MAURIS

CHRISTOPHER KAYAT


DENNIS SYKORA

TREVOR BRUNO

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JAMES BELL

J.R. KINGSLEY WARD



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JAMES BELL

J.R. KINGSLEY WARD

RON GRATTON

Gary Mauris

GARY MAURIS

Christopher Kayat

CHRISTOPHER KAYAT

DENNIS SYKORA

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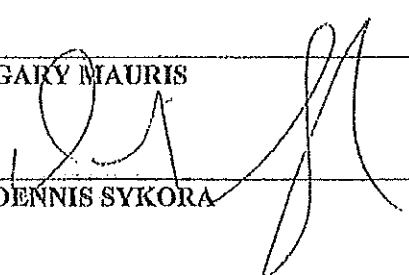
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