

## Certificate of Continuance

Business Corporations Act

## Certificat de maintien

Loi sur les sociétés par actions

**STRACON GROUP HOLDING INC.**

Corporation Name / Dénomination sociale

**1001405187**

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en  
vigueur le

**November 07, 2025 / 07 novembre 2025**

*V. Quintanilla W.*

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Continuance is not complete  
without the Articles of Continuance

Certified a true copy of the record of the  
Ministry of Public and Business Service Delivery.

*V. Quintanilla W.*

Director/Registrar



Le certificat de maintien n'est pas complet s'il ne  
contient pas les statuts de maintien

Copie certifiée conforme du dossier du  
ministère des Services au public et aux  
entreprises.

*V. Quintanilla W.*

Directeur ou registrateur



# Articles of Continuance

Business Corporations Act

## 1. Corporation Name

Stracon Group Holding Inc.

## 2. Date of Incorporation/Amalgamation

November 01, 2025

## 3. Name of jurisdiction the corporation is leaving

Canada - Yukon

## 4. The continuance was authorized by home jurisdiction on

November 04, 2025

## 5. The corporation is continued in Ontario under the name

STRACON GROUP HOLDING INC.

## 6. Registered Office Address

66 Wellington Street West, Suite 5300, Toronto, Ontario, M5K1E6, Canada

## 7. Number of Directors

Minimum/Maximum

Min 1 / Max 10

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A handwritten signature in black ink, appearing to read "V. Quintanilla W.", written over a light blue horizontal line.

Director/Registrar, Ministry of Public and Business Service Delivery

**8. The director(s) is/are:**

Full Name

STEPHEN PAUL DIXON

Resident Canadian

No

Address for Service

66 Wellington Street West, Suite 5300, Toronto, Ontario,  
M5K1E6, Canada

**9. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":**

None.

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

The Corporation is authorized to issue an unlimited number of common shares.

**11. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":**

The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

- a. **Payment of Dividends:** The holders of the common shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.
- b. **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares will, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, be entitled to participate in the distribution. Such distribution will be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.
- c. **Voting Rights:** The holders of the common shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each common share held at all such meetings.

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*V. Quintanilla W.*

Director/Registrar, Ministry of Public and Business Service Delivery

12. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

None.

13. Other provisions

None.

14. The corporation is to be continued under the Business Corporations Act to the same extent as if it had been incorporated under this Act.

15. The corporation has complied with subsection 180(3) of the Business Corporations Act.

The articles have been properly executed by the required person(s).

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*V. Quintanilla W.*

Director/Registrar, Ministry of Public and Business Service Delivery

**Supporting Document - Constatng Document from Governing Jurisdiction**

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*V. Quintanilla W.*

Director/Registrar, Ministry of Public and Business Service Delivery

**Supporting Information - Nuans Report Information**

**Nuans Report Reference #**

122695154

**Nuans Report Date**

November 04, 2025

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*V. Quintanilla W.*

Director/Registrar, Ministry of Public and Business Service Delivery

## Certificate of Amendment

## Certificat de modification

Business Corporations Act

Loi sur les sociétés par actions

**STRACON GROUP HOLDING INC.**

Corporation Name / Dénomination sociale

**1001405187**

Ontario Corporation Number / Numéro de société de l'Ontario

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La présente vise à attester que ces statuts entreront en  
vigueur le

**November 20, 2025 / 20 novembre 2025**

*V. Quintanilla W.*

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amendment is not complete  
without the Articles of Amendment

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*V. Quintanilla W.*

Director/Registrar



Ce certificat de modification n'est pas complet s'il  
ne contient pas les statuts de modification

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ministère des Services au public et aux  
entreprises.

*V. Quintanilla W.*

Directeur ou registrateur



# Articles of Amendment

Business Corporations Act

## Corporation Name (Date of Incorporation/Amalgamation)

STRACON GROUP HOLDING INC. (November 01, 2025)

### 1. The name of the corporation is changed to:

Not amended

### 2. The number of directors or the minimum/maximum number of directors are amended as follows:

Not amended

### 3. The articles are amended as follows:

#### A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

Not amended

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

To change the 11,835,498,431 issued and outstanding common shares into 52,001,308 common shares, each 227.6 common shares being changed into one (1) common share, and each fractional share resulting from such consolidation be cancelled without any payment therefor.

#### C. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

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A handwritten signature in black ink, appearing to read "V. Quintanilla W.".

Director/Registrar, Ministry of Public and Business Service Delivery

Not amended

**D. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":**

Not amended

**E. Other provisions:**

Not amended

**4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.**

**5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:**

November 19, 2025

**The articles have been properly executed by the required person(s).**

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

*V. Quintanilla W.*

Director/Registrar, Ministry of Public and Business Service Delivery



# Statuts de modification

Loi sur les sociétés par actions

## Dénomination sociale (Date de constitution ou de fusion)

STRACON GROUP HOLDING INC. (01 novembre 2025)

### 1. La dénomination de la société a été modifié pour:

Non modifié

### 2. Le nombre d'administrateurs ou le nombre minimal/maximal d'administrateurs sont modifiés comme suit:

Non modifié

### 3. Les statuts sont modifiés comme suit:

#### A. Restrictions, le cas échéant, liées aux activités ou aux pouvoirs que peut exercer la société : S'il n'y en a aucune, inscrire « Aucune » :

Non modifié

#### B. Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:

To change the 11,835,498,431 issued and outstanding common shares into 52,001,308 common shares, each 227.6 common shares being changed into one (1) common share, and each fractional share resulting from such consolidation be cancelled without any payment therefor.

#### C. Droits, privilèges, restrictions et conditions, le cas échéant, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peuvent être émises en série : S'il n'y a qu'un seul type d'actions,

Les statuts de modification à l'égard desquels une inscription a été produite sont incomplets sans le certificat de modification.

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A handwritten signature in black ink, appearing to read "V. Quintanilla W.".

Directeur ou registraire, ministère des Services au public et aux entreprises

inscrire « Ne s'applique pas ».

Non modifié

**D. Restrictions, le cas échéant, concernant l'émission, le transfert ou la propriété d'actions : S'il n'y en a aucune, inscrire « Aucune » :**

Non modifié

**E. Autres dispositions:**

Non modifié

**4. La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.**

**5. La résolution autorisant la modification a été approuvée par les actionnaires/administrateurs (selon le cas) de la société le:**

19 novembre 2025

**Les statuts ont été correctement signés par les personnes autorisées.**

Les statuts de modification à l'égard desquels une inscription a été produite sont incomplets sans le certificat de modification.

Copie certifiée conforme du dossier du ministère des Services au public et aux entreprises.

*V. Quintanilla W.*

Directeur ou registraire, ministère des Services au public et aux entreprises

++NOTICE TO READER - THIS IS AN APPLICATION, NOT A CERTIFICATE

Generated on November 11, 2025, 11:12

This is the information that will be submitted as your BCA - Articles of Amendment and must be signed by the required persons. Please ensure the information is correct before proceeding.

Entity Name: STRACON GROUP HOLDING INC. OCN: 1001405187

## Review & Authorization

### Corporation Name

✓ Complete

Corporation Name STRACON GROUP HOLDING INC.

### Number of Directors

✓ Complete

Please specify the Number of Directors for your Corporation Minimum/Maximum

Minimum Number of Directors 1

Maximum Number of Directors 10

### Shares & Provisions

✓ Complete

#### Description of Changes to Classes of Shares

The corporation amends the Description of Classes of Shares as follows (please be specific):

To change the 11,835,498,431 issued and outstanding common shares into 52,001,308 common shares, each 227.6 common shares being changed into one (1) common share, and each fractional share resulting from such consolidation be cancelled without any payment therefor.

### Shareholder/Directors Authorization and Requested Date

✓ Complete

The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on: November \_\_\_\_, 2025

Requested Date for Amendment November \_\_\_\_, 2025

This form must be signed in accordance with the Director's/Registrar's requirements under the Act. This signed form, including records related to an electronic signature if signed by electronic signature, must be kept at the registered office of the corporation, or in the case of a limited partnership, the principal place of business in Ontario, or the address for service of the attorney and representative set out in the declaration, as applicable, in paper or electronic format. The corporation or limited partnership, as applicable, must provide a copy of the properly executed version, together with any records related to an electronic signature if signed by electronic signature, to the Director/Registrar, if required by notice from the Director/Registrar within the time period set out in the notice. In the event of a conflict between this or any other version of the form and the electronic record maintained by the Ministry, or a printed copy of them, the electronic record prevails.

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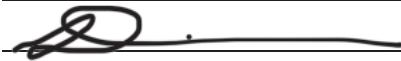
### Required Signatures

I am signing these articles, application for authorization, or notice (as applicable) in accordance with the Business Corporations Act, regulations and Director's requirements.

I have read the review page(s) showing the information being filed that was generated as part of this electronic filing and authorized this information to be filed.

I acknowledge my agreement to the terms and conditions as a mandatory condition of filing.

Signatory Name: Stephen Paul Dixon

Signature: 

Date: \_\_\_\_\_

Check one of the following:

- Incorporator
- Director
- Officer
- Liquidator (applicable only for Notice of Winding Up)
- Interested Person (applicable only for Articles of Revival)

The interest of the applicant is: \_\_\_\_\_ (e.g. Director, Officer, Shareholder)

You must have this document signed by each required signatory.

Draft - Not an Enforced Document

This form must be signed in accordance with the Director's/Registrar's requirements under the Act. This signed form, including records related to an electronic signature if signed by electronic signature, must be kept at the registered office of the corporation, or in the case of a limited partnership, the principal place of business in Ontario, or the address for service of the attorney and representative set out in the declaration, as applicable, in paper or electronic format. The corporation or limited partnership, as applicable, must provide a copy of the properly executed version, together with any records related to an electronic signature if signed by electronic signature, to the Director/Registrar, if required by notice from the Director/Registrar within the time period set out in the notice. In the event of a conflict between this or any other version of the form and the electronic record maintained by the Ministry, or a printed copy of them, the electronic record prevails.

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Entity Name: STRACON GROUP HOLDING INC. OCN: 1001405187

## Administrative Information

Official Email: tor-bls-corporate@mccarthy.ca

An official email address is required for administrative purposes and must be kept current. All official documents or notices and correspondence to the corporation will be sent to this email address.

**Note: The official email and activity are collected only for administrative purposes and appear on this document; they will not appear on the public record or on any search products.**

Draft - Not an Endorsed Document

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