



Certificate of Incorporation

Canada Business Corporations Act

Certificat de constitution

Loi canadienne sur les sociétés par actions

Nzila Ventures Inc.
Entreprises Nzila Inc.

Corporate name / Dénomination sociale

1668286-3

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*.

Hantz Prosper

Director / Directeur

2025-01-18

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

Nzila Ventures Inc.
Entreprises Nzila 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

ON

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. 4

6 Restrictions on the business the corporation may carry on
Limites imposées à l'activité commerciale de la société

See attached schedule / Voir l'annexe ci-jointe

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

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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

The corporation is authorized to issue the following classes of shares, with their respective rights, privileges, restrictions, and conditions outlined below:

1. Class A Voting Common Shares:

Authorized Number: Unlimited.

Voting Rights: Each share carries one vote on all matters requiring shareholder approval.

Dividend Rights: Shareholders are entitled to dividends as and when declared by the board of directors.

Liquidation Rights: Upon liquidation or dissolution of the corporation, holders participate equally in the distribution of the remaining assets after satisfying the rights of Preferred Shares.

Restrictions: Subject to restrictions on transfer as outlined by the board of directors.

2. Preferred Shares Class A (Non-Voting):

Authorized Number: 1,000,000 shares.

Voting Rights: Non-voting, except as required by law or as specified in shareholder agreements.

Dividend Rights: Entitled to priority dividends before dividends are declared or paid to holders of Class A Voting Common Shares.

Liquidation Rights: Priority right to the distribution of assets upon liquidation, winding-up, or dissolution, prior to any distribution to Class A Voting Common Shares but subject to the rights of Preferred Shares Class B.

Other Rights: Preferred treatment in the event of merger, acquisition, or reorganization as determined by the board of directors.

3. Preferred Shares Class B (Convertible):

Authorized Number: 500,000 shares.

Voting Rights: Non-voting, unless converted to Class A Voting Common Shares or as required by law.

Conversion Rights: Convertible into Class A Voting Common Shares at a conversion ratio determined by the board of directors, subject to specific conditions, including board approval or achievement of performance milestones.

Dividend Rights: Entitled to priority dividends, second only to Preferred Shares Class A.

Liquidation Rights: Priority right to the distribution of assets upon liquidation, winding-up, or dissolution, after satisfying the rights of Preferred Shares Class A but before any distribution to Class A Voting Common Shares.

Conditions: Conversion conditions, rights, and timelines to be set by the board.

4. Founder Shares Class F:

Authorized Number: 100,000 shares.

Voting Rights: Each share carries 10 votes, granting enhanced voting rights to founders and key executives to ensure long-term strategic control.

Dividend Rights: Entitled to dividends as and when declared by the board of directors, on par with Class A Voting Common Shares.

Liquidation Rights: Treated equally with Class A Voting Common Shares in terms of distribution of assets upon liquidation or dissolution.

Restrictions: Restricted from transfer without prior board approval to maintain founder control.

5. Employee Stock Option Pool (ESOP):

Allocation: Up to 15% of the total authorized shares of the corporation.

Purpose: Reserved for current and future employees as equity-based compensation to incentivize growth, retention, and performance.

Vesting Conditions: Standard four-year vesting schedule with a one-year cliff, subject to board-approved terms at the time of issuance.

Voting Rights: None while in the pool, but shares issued from the pool will assume the rights of the underlying share class.

Dividend Rights: None until options are exercised and converted into shares.

Special Provisions Applicable to All Shares:

Pre-Emptive Rights: All existing shareholders have the right of first refusal on any new share issuances to maintain their proportional ownership in the corporation.

Restrictions on Transfer: Shareholders may not transfer shares without prior approval of the board of directors to maintain control and ensure alignment with corporate goals.

Dilution Protection: Key shareholders are protected from dilution during future funding rounds through anti-dilution clauses approved by the board.

Voting Thresholds for Key Decisions: Decisions such as amendments to these rights, issuance of new share classes, or liquidation require approval by at least 75% of voting shareholders.

Additional Notes:

The share classes and their rights, privileges, and restrictions are subject to amendments as allowed under the Canada Business Corporations Act (CBCA).

Any issuance, transfer, or redemption of shares must comply with the corporation's bylaws and shareholder agreements.

The corporation reserves the right to introduce new share classes as determined by the board of directors and approved by shareholders.

Schedule / Annexe

Restrictions on Share Transfers / Restrictions sur le transfert des actions

Approval by the Board of Directors: No shares of the corporation may be sold, transferred, assigned, or otherwise disposed of without the prior written consent of the board of directors. This restriction ensures that ownership remains aligned with the corporation's strategic goals and values.

Right of First Refusal: Shareholders wishing to transfer their shares must first offer them to the existing shareholders, pro rata, at the same price and terms as offered to an external buyer. If the existing shareholders do not exercise their right within 30 days, the shares may be transferred to the external buyer, subject to board approval.

Special Resolution for Large Transfers: Any transfer involving more than 10% of the corporation's total outstanding shares requires approval by a special resolution passed by at least 75% of voting shareholders.

Pre-Emptive Rights: Existing shareholders have the right of first refusal to purchase any newly issued shares to maintain their proportional ownership in the corporation.

Permitted Transfers: Transfers to immediate family members, trusts established for estate planning purposes, or wholly-owned entities are permitted, subject to notification to the board.

Prohibition of Public Trading: The corporation's shares shall not be listed or traded on any public stock exchange without a unanimous resolution by the board and 75% approval by the voting shareholders.

Schedule / Annexe

Restrictions on Business / Restrictions imposées aux activités

The corporation shall operate within the boundaries of the following restrictions to ensure alignment with its mission and focus:

1. Core Business Focus

The corporation shall primarily engage in:

Developing, marketing, and managing innovative technology ventures.

Delivering AI-driven solutions for long-term care, Alzheimer's research, and healthcare innovation.

Investing in subsidiary companies that align with the corporation's mission and strategic goals.

Providing advisory and operational support to technology-driven initiatives in healthcare and related industries.

2. Permitted Industries

The corporation may operate in the following industries:

Technology: AI, software development, and digital health solutions.

Healthcare: Long-term care facilities, Alzheimer's research, and partnerships with healthcare providers.

Investments: Strategic equity or venture capital investments in industries directly related to the corporation's mission.

3. Prohibited Activities

The corporation shall not engage in:

Businesses or industries unrelated to healthcare or technology.

Speculative financial investments (e.g., cryptocurrency trading, unrelated real estate ventures).

Activities that could harm the corporation's reputation, such as involvement in unethical practices or industries with significant environmental or social risks.

Lending money or guarantees to unrelated parties without board approval.

4. Expansion into New Sectors

Any significant expansion beyond the permitted industries outlined above must:

Be supported by a detailed business case reviewed by the board of directors.

Receive approval by a special resolution, passed by at least 75% of voting shareholders.

5. Compliance Requirements

The corporation shall ensure:

Full compliance with applicable federal, provincial, and international laws and regulations.

That its activities are consistent with corporate governance best practices and sustainability principles.

6. Geographic Limitations

The corporation shall focus on activities within:

Canada: As its primary jurisdiction of incorporation and operation.

International Markets: Limited to strategic partnerships and ventures aligned with the corporation's expertise and mission.

7. Intellectual Property Development

The corporation's activities shall include:

Developing, acquiring, and licensing intellectual property related to its technology ventures.

Ensuring that all intellectual property created by employees or contractors in the scope of their work is owned by the corporation.

8. Risk Management

The corporation shall:

Avoid activities or ventures that could significantly expose it to legal, financial, or reputational risks.

Require board approval for any transaction exceeding a monetary threshold set in the corporation's bylaws.

Schedule / Annexe

Other Provisions / Autres dispositions

1. Restrictions on Securities Transfer

No securities of the corporation, including shares, may be transferred, assigned, or otherwise disposed of without the prior written consent of the board of directors.

Shareholders wishing to transfer securities must:

Notify the board of their intent in writing.

Offer the securities to existing shareholders at the same price and terms as offered to external parties.

Transfers involving more than 10% of the total outstanding securities require:

A special resolution passed by at least 75% of the voting shareholders.

These restrictions are designed to:

Preserve the private nature of the corporation.

Ensure that control of the corporation remains within an aligned group of shareholders.

2. Borrowing Powers of Directors

The directors may borrow money or grant security on the corporation's property under the following conditions:

Any borrowing above a set threshold of \$250,000 CAD (or another amount defined in the bylaws) must receive shareholder approval via a special resolution.

Routine operational borrowing (e.g., lines of credit or small loans) is exempt from requiring shareholder approval, provided it does not exceed the defined threshold.

Borrowing and granting security must align with the corporation's strategic goals and be documented in board meeting minutes.

Purpose: Ensures financial prudence and shareholder oversight while allowing flexibility for routine operations.

3. Appointment and Removal of Directors

Directors shall be appointed or removed through the following process:

Appointment:

Directors are appointed by a majority vote of the voting shareholders at an annual or special shareholder meeting.

Vacancies on the board can be filled by the remaining directors until the next shareholder meeting.

Removal:

Directors may be removed by a special resolution passed by at least 75% of voting shareholders, with or without cause.

The board shall consist of a minimum of one (1) director and a maximum of seven (7) directors unless otherwise amended by the corporation's bylaws.

4. Issuance of New Shares

The issuance of new shares, including any class of shares authorized in the Articles of Incorporation, must:

Be approved by the board of directors.

Follow a right-of-first-refusal process, offering existing shareholders the opportunity to maintain their proportional ownership.

Require shareholder approval by a special resolution if the issuance exceeds 20% of the total outstanding shares.

5. Strategic Business Decisions

The following decisions require approval by a special resolution of shareholders, passed by at least 75% of voting shareholders:

Liquidation or Dissolution of the corporation.

Significant Expansion into industries unrelated to the corporation's primary purpose.

Mergers and Acquisitions involving more than 50% of the corporation's assets or equity.

Amendments to Share Classes or Rights as outlined in the Articles of Incorporation.

6. Pre-Emptive Rights

Existing shareholders have pre-emptive rights to purchase any newly issued shares to maintain their proportional ownership in the corporation.

These rights apply unless waived in writing by the shareholder or unless such issuance is part of an employee incentive plan approved by the board.

7. Confidentiality and Non-Compete

Shareholders, directors, and officers of the corporation agree to:

Maintain the confidentiality of all proprietary and sensitive corporate information.

Refrain from engaging in business activities that directly compete with the corporation without prior written consent from the board.

8. Dispute Resolution

Any disputes arising between shareholders or between shareholders and the corporation shall:

Be resolved through mediation or arbitration before initiating legal proceedings.

Follow the dispute resolution procedures outlined in the corporation's bylaws.

9. Compliance with Laws

The corporation shall comply with all applicable federal, provincial, and municipal laws and regulations.

Directors and officers are obligated to ensure that corporate decisions align with legal and regulatory requirements.



Form 2

**Initial Registered Office Address
and First Board of Directors**

*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2

**Siège social initial et premier
conseil d'administration**

*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale

Nzila Ventures Inc.
Entreprises Nzila Inc.

2 Address of registered office
Adresse du siège social

53 Sumac St
Ottawa ON K1J 7T7

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

LUMBANZILA NUNGISA

219 Rue de la Côte-des-Neiges, Gatineau QC
J8V 2S8, Canada

Resident Canadian
Résident Canadien

Yes / Oui

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
LUMBANZILA NUNGISA

LUMBANZILA NUNGISA
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