

Certificate of Incorporation

Certificat de constitution

Business Corporations Act

Loi sur les sociétés par actions

SMART BRIDAL & ALTERATIONS INC.

Corporation Name / Dénomination sociale

1000235832

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

June 17, 2022 / 17 juin 2022

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Incorporation is not complete
without the Articles of Incorporation.

Certified a true copy of the record of the
Ministry of Government and Consumer Services.

V. Quintanilla W.

Director/Registrar



Le certificat de constitution n'est pas complet s'il
ne contient pas les statuts constitutifs.

Copie certifiée conforme du dossier du
ministère des Services gouvernementaux et des
Services aux consommateurs.

V. Quintanilla W.

Directeur ou registrateur



Articles of Incorporation

Business Corporations Act

1. Corporation Name

SMART BRIDAL & ALTERATIONS INC.

2. Registered Office Address

583 Rowers Way, Ottawa, Ontario, Canada, K1X 0C5

3. Number of Directors

Minimum/Maximum

Min 1 / Max 10

4. The first director(s) is/are:

Full Name

Deborah OBENG

Resident Canadian

Yes

Address for Service

583 Rowers Way, Ottawa, Ontario, Canada, K1X 0C5

Full Name

Edriam SALTER

Resident Canadian

Yes

Address for Service

368 Axis Way, Ottawa, Ontario, Canada, K1W 0J9

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

none

6. 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 Class A Common Voting Shares An unlimited number of Class B Common Non-Voting Shares

7. 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 following is a statement of the rights, privileges, restrictions and conditions attaching to the shares of each class. CLASS A COMMON VOTING SHARES 1. VOTING a. Each holder of Class A Common Voting Shares is entitled to 1 vote for each Class A Common Voting Share held at all meetings of Shareholders (and written actions in lieu of meetings), except meetings of other classes or series of shareholders. b. Each holder of Class A Common Voting Shares is entitled to receive notice of and to attend all meetings of Shareholders of the Corporation, except class meetings of other classes or series of shareholders. 2. LIQUIDATION, DISSOLUTION OR WINDING-UP a. In the event of any liquidation, dissolution, or winding-up of the Corporation, the holders of the Class A Common Voting Shares, subject to the rights of the holders of other classes of shares, are entitled to participate pro rata in the distribution of all remaining assets of the Corporation. 3. DIVIDENDS a. The holders of Class A Common Voting Shares are entitled, subject to the rights, restrictions, privileges and conditions attaching to any other class or series of shares of the Corporation, to receive a non-cumulative dividend if, as and when, and at any such rate, as declared by the Directors of the Corporation. b. The Directors of the Corporation may declare dividends on the Class A Common Voting Shares to the exclusion of other classes of shares. CLASS B COMMON NON-VOTING SHARES 1. NON-VOTING a. Each holder of Class B Common Non-Voting Shares shall not be entitled to receive notice of, attend, or vote at meetings of the shareholders, except as otherwise specifically provided for by the terms of the Business Corporations Act, RSO 1990, c B.16. 2. LIQUIDATION, DISSOLUTION OR WINDING-UP a. In the event of any liquidation, dissolution, or winding-up of the Corporation, the holders of the Class B Common Non-Voting Shares, subject to the rights of the holders of other classes of shares, are entitled to participate pro rata in the distribution of all remaining assets of the Corporation. 3. DIVIDENDS a. The holders of Class B Common Non-Voting Shares are entitled, subject to the rights, restrictions, privileges and conditions attaching to any other class or series of shares of the Corporation, to receive a non-cumulative dividend if, as and when, and at any such rate, as declared by the Directors of the Corporation. b. The Directors of the Corporation may declare dividends on the Class B Common Non-Voting Shares to the exclusion of other classes of shares.

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

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of: 1. The Directors of the Corporation expressed by resolution passed by the votes cast by a majority of the Directors of the Corporation at a meeting of the Board of Directors or signed by all of the Directors of the Corporation; or 2. The Shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the Shareholders who voted in respect of the resolution or signed by all Shareholders entitled to vote on that resolution.

9. Other provisions, if any. Enter other provisions, or if no other provisions enter "None":

1. SHAREHOLDERS AND PRIVATE ISSUER a. The Corporation shall be a private issuer within the meaning of section 2.4 of National Instrument 45-106 under the Securities Act, RSO 1990, c S.5. b. The Corporation shall not at any time have outstanding securities that are owned or beneficially owned by more than 50 persons or companies that have purchased securities as principals, not including employees and former employees of the Corporation or its affiliates. In counting such persons, each person shall be counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation, in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner. Each holder of securities of the Corporation shall be: 1. a director, officer, employee, founder or control person of the Corporation, 2. a spouse, parent, grandparent, brother, sister or child of a director, executive officer, founder or control person of the Corporation, 3. a parent, grandparent, brother, sister or child of the spouse of a director, executive officer, founder or control person of the Corporation, 4. a close personal friend of a director, executive officer, founder or control person of the Corporation, 5. a close business associate of a director, executive officer, founder or control person of the Corporation, 6. a spouse, parent, grandparent, brother, sister or child of the selling security holder or of the selling security holders spouse, 7. a security holder of the Corporation, 8. an accredited investor, 9. a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs i to viii, 10. a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs i to ix, or 11. a person that is not the public, all within the meaning of section 2.4 of National Instrument 45-106 under the Securities Act, RSO 1990, c S.5. 2. RESTRICTIONS ON SECURITIES TRANSFER The Corporation's securities, other than non-convertible debt securities, shall not be transferred without either: a. the sanction of a majority of the directors of the Corporation; or b. the sanction of the majority of the shareholders of the Corporation; and if applicable, any transfer shall be subject to the restrictions contained in any Unanimous Shareholder Agreement or any other agreement among holders of securities.

10. The name(s) and address(es) of incorporator(s) are:

Full Name

Deborah OBENG

Address for Service

583 Rowers Way, Ottawa, Ontario, Canada, K1X 0C5

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

Supporting Information - Nuans Report Information

Nuans Report Reference #

121619929

Nuans Report Date

June 13, 2022

V. Quintanilla W.