



SAMPLE

FEDERAL CORPORATION · CBCA

NORTHERN BIRCH ANALYTICS INC.

Minute Book and Corporate Records

CORPORATION NUMBER

1234567-8

INCORPORATED

September 15, 2026

REGISTERED OFFICE

100 Queen Street, Suite 1200, Ottawa, Ontario K1P 1J9

GOVERNING STATUTE

Canada Business Corporations Act, R.S.C. 1985, c. C-44

CONTENTS AND USE OF THIS BOOK

Northern Birch Analytics Inc.

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Important notice. This minute book contains templates prepared from the information supplied when it was ordered. It is not legal advice and does not create a solicitor-client relationship. Review by a lawyer licensed in your province or territory is recommended before any document is signed, particularly the by-law, the share terms and any resolution with tax or financing consequences.

Records required by section 20 of the Canada Business Corporations Act (R.S.C. 1985, c. C-44) may be kept in electronic form under section 22, provided they can be reproduced in intelligible written form within a reasonable time. Keep the signed originals or signed electronic copies with this book at the registered office or another place the directors designate as the Act permits.

TAB 1

01

CONSTATING DOCUMENTS

*Certificate and Articles of Incorporation, and any Articles of
Amendment*

CONSTATING DOCUMENTS

Northern Birch Analytics Inc.

Insert behind this page the Certificate and Articles of Incorporation issued by Corporations Canada, and any later Certificates and Articles of Amendment, in date order.

Corporation	Northern Birch Analytics Inc.
Corporation number	1234567-8
Governing statute	Canada Business Corporations Act, R.S.C. 1985, c. C-44
Date of incorporation	September 15, 2026
Registered office	100 Queen Street, Suite 1200, Ottawa, Ontario K1P 1J9
Authorized capital	Unlimited Common shares, no par value
Financial year end	December 31

Shares of a corporation under the CBCA are without nominal or par value (section 24). A corporate seal is optional and a document is not invalid because a seal is not affixed.

TAB 2

02

BY-LAWS

General By-law No. 1 and any later by-laws

GENERAL BY-LAW NO. 1

A by-law relating generally to the conduct of the business and affairs of Northern Birch Analytics Inc.

-
- 1.01 Definitions.** In this by-law and all other by-laws of the Corporation, unless the context requires otherwise, "Act" means the Canada Business Corporations Act, R.S.C. 1985, c. C-44, and any statute that replaces it, and the regulations under it; "board" means the board of directors of the Corporation; and "Corporation" means Northern Birch Analytics Inc. Words defined in the Act have the same meaning here.
- 1.02 Conflict.** If any provision of this by-law conflicts with the Act or the articles, the Act or the articles prevail.
- 2.01 Registered office.** The registered office shall be at the place within the province set out in the articles or notice of registered office, as changed from time to time under the Act.
- 2.02 Financial year.** The financial year of the Corporation ends on December 31 in each year, or on such other date as the board determines.
- 2.03 Seal.** The Corporation may, but need not, adopt a corporate seal. Failure to affix a seal does not invalidate any document.
- 2.04 Execution of documents.** Deeds, transfers, contracts and other instruments may be signed on behalf of the Corporation by any one director or officer, or by such other persons as the board designates by resolution. Signatures may be manual, electronic or by facsimile where permitted by law.
- 2.05 Banking.** The banking business of the Corporation shall be transacted with such financial institutions, and under such signing authority, as the board designates from time to time.
- 3.01 Number and powers.** The board shall consist of the number of directors, or the number within the minimum and maximum, set out in the articles. The board manages, or supervises the management of, the business and affairs of the Corporation. Subject to the exceptions in the Act, at least 25% of the directors of a CBCA corporation must be resident Canadians (subsection 105(3)).
- 3.02 Election and term.** Directors are elected by the shareholders at each annual meeting, or by resolution in writing, to hold office until the next annual meeting or until their successors are elected. An election is not effective unless the person consents in writing as required by subsection 106(9) of the Act.
- 3.03 Meetings.** Meetings of the board may be called by the president or any director, and may be held at any place or by telephone or electronic means that permit all participants to communicate

adequately with each other. Notice of at least 48 hours shall be given unless every director waives notice.

- 3.04 Quorum and voting.** A majority of the number of directors in office constitutes a quorum. Questions are decided by a majority of votes cast. The chair does not have a second or casting vote.
- 3.05 Resolutions in writing.** A resolution in writing signed by all directors entitled to vote on it is as valid as if passed at a meeting of directors (subsection 117(1) of the Act).
- 3.06 Remuneration.** Directors may be paid such remuneration and reimbursed such expenses as the board determines.
- 4.01 Officers.** The board may designate the offices of the Corporation, appoint officers, specify their duties and delegate powers to them as permitted by section 121 of the Act. Two or more offices may be held by the same person.
- 4.02 President and secretary.** Unless the board decides otherwise, the president has general supervision of the business of the Corporation, and the secretary keeps the minutes, gives notices and maintains the records required by the Act.
- 5.01 Indemnity.** Subject to and to the extent permitted by section 124 of the Act, the Corporation shall indemnify a director or officer, a former director or officer, and their heirs and legal representatives, against all costs reasonably incurred in respect of any proceeding to which the individual is made a party because of that association, if the individual acted honestly and in good faith with a view to the best interests of the Corporation.
- 5.02 Insurance.** The Corporation may purchase and maintain insurance for the benefit of any person referred to in section 5.01 as the board determines.
- 6.01 Allotment and issue.** Subject to the articles and any unanimous shareholder agreement, the board may issue shares at such times, to such persons and for such consideration as it determines. No share shall be issued until it is fully paid as required by section 25 of the Act.
- 6.02 Certificates.** Every holder of shares is entitled to a share certificate, or a written acknowledgment of the holder's right to obtain one, in a form that complies with section 49 of the Act. Certificates shall be signed by at least one director or officer.
- 6.03 Transfers.** No transfer of shares shall be registered except on surrender of the certificate duly endorsed, in compliance with any restrictions in the articles, and on payment of any applicable tax.
- 6.04 Dividends.** The board may declare dividends subject to the solvency tests in the Act. A dividend may be paid in money, property or fully paid shares.
- 7.01 Annual and special meetings.** The board shall call an annual meeting of shareholders within the time required by section 133 of the Act, and may call a special meeting at any time. Meetings may be held by electronic means where permitted by the Act.

- 7.02 Notice and quorum.** Notice shall be given within the periods set by the Act. The holders of a majority of the shares entitled to vote, present in person or by proxy, constitute a quorum.
- 7.03 Resolutions in writing.** A resolution in writing signed by all the shareholders entitled to vote on it is as valid as if passed at a meeting of shareholders (subsection 142(1) of the Act).
- 8.01 Notices.** Any notice may be delivered personally, sent by prepaid mail or courier, or sent by electronic means to the latest address in the records of the Corporation, and is deemed received as provided by the Act.
- 9.01 Effective date.** This by-law comes into force when made by the board, subject to confirmation by the shareholders as required by the Act.

ENACTED

Made by the board of directors on September 15, 2026 and confirmed by the shareholders on September 15, 2026, in accordance with section 103 of the Act.

Amelia Tremblay
PRESIDENT / SECRETARY

Rajan Mehta
PRESIDENT / SECRETARY

TAB 3

03

ORGANIZATIONAL RESOLUTIONS

Resolutions of the directors and the shareholders on organization

3
Organization

RESOLUTIONS OF THE DIRECTORS

Organizational resolutions of the board of Northern Birch Analytics Inc., passed by written resolution

The undersigned, being all of the directors of Northern Birch Analytics Inc. (the "Corporation"), a corporation incorporated under the Canada Business Corporations Act (the "Act"), pass the following resolutions in writing under subsection 117(1) of the Act.

1. BY-LAW NO. 1

General By-law No. 1, in the form presented to the directors, is made a by-law of the Corporation and shall be submitted to the shareholders for confirmation.

2. OFFICERS

The following persons are appointed officers of the Corporation, to hold office at the pleasure of the board: President: Amelia Tremblay; Secretary: Rajan Mehta.

3. ISSUE OF SHARES

Subscriptions received are accepted and the following shares are allotted and issued as fully paid and non-assessable, the directors having determined that the consideration received is the fair equivalent of the money the Corporation would have received had the shares been issued for money:

- a** 60 Common shares to Amelia Tremblay for a total subscription price of \$60.00;
- b** 40 Common shares to Rajan Mehta for a total subscription price of \$40.00;

4. SHARE CERTIFICATES

The form of share certificate presented to the directors is approved, and any director or officer is authorized to sign certificates for the shares issued above.

5. REGISTERS AND RECORDS

The secretary is directed to establish and maintain the records and registers required by section 20 and section 50 of the Act, and the register of individuals with significant control required by section 21.1, in written or electronic form.

6. FINANCIAL YEAR AND BANKING

The financial year of the Corporation ends on December 31. Royal Bank of Canada is appointed banker of the Corporation, and the board's standard banking resolution in the institution's form is approved.

7. REGISTERED OFFICE

The registered office of the Corporation is confirmed at 100 Queen Street, Suite 1200, Ottawa, Ontario K1P 1J9.

Dated as of September 15, 2026. This resolution may be signed in counterparts and electronically. Signatures follow on the next page.

SIGNATURE PAGE

Organizational resolutions of the directors of Northern Birch Analytics Inc. dated as of September 15, 2026

The foregoing resolutions are passed by all of the directors of the Corporation, effective as of September 15, 2026.

Amelia Tremblay
DIRECTOR

Rajan Mehta
DIRECTOR

SAMPLE

RESOLUTIONS OF THE SHAREHOLDERS

Organizational resolutions of the shareholders of Northern Birch Analytics Inc., passed by written resolution

The undersigned, being all of the shareholders of Northern Birch Analytics Inc. (the "Corporation") entitled to vote, pass the following resolutions in writing under subsection 142(1) of the Act.

1. CONFIRMATION OF BY-LAW NO. 1

General By-law No. 1, made by the directors on September 15, 2026, is confirmed without variation.

2. DIRECTORS

The following persons, each having consented in writing, are confirmed as directors of the Corporation to hold office until the next annual meeting or until their successors are elected: Amelia Tremblay, Rajan Mehta.

3. EXEMPTION FROM AUDIT

All shareholders, including those not otherwise entitled to vote, consent under section 163 of the Act to the Corporation not appointing an auditor for the current financial year. *This consent must be unanimous and is only available where the Act permits it.*

Dated as of September 15, 2026. This resolution may be signed in counterparts and electronically.

Amelia Tremblay
SHAREHOLDER

Rajan Mehta
SHAREHOLDER

TAB 4

04

CONSENTS AND SUBSCRIPTIONS

Consents to act as director and subscriptions for shares

4
Consents

CONSENT TO ACT AS DIRECTOR

Northern Birch Analytics Inc.

To: Northern Birch Analytics Inc. (the "Corporation")

I, **Amelia Tremblay**, of 45 Elgin Street, Ottawa, Ontario K1P 5K6, consent to act as a director of the Corporation, effective September 15, 2026, as required by subsection 106(9) of the Canada Business Corporations Act. This consent continues in effect until revoked in writing.

I confirm that I am at least 18 years of age, am not a person found under the law of any jurisdiction to be incapable of managing property, and do not have the status of bankrupt. I am a resident Canadian within the meaning of the Act.

I agree to notify the Corporation promptly of any change in my residential address or residency status.

Amelia Tremblay

DIRECTOR, SIGNATURE AND DATE

CONSENT TO ACT AS DIRECTOR

Northern Birch Analytics Inc.

To: Northern Birch Analytics Inc. (the "Corporation")

I, **Rajan Mehta**, of 220 Laurier Avenue West, Ottawa, Ontario K1P 5Z9, consent to act as a director of the Corporation, effective September 15, 2026, as required by subsection 106(9) of the Canada Business Corporations Act. This consent continues in effect until revoked in writing.

I confirm that I am at least 18 years of age, am not a person found under the law of any jurisdiction to be incapable of managing property, and do not have the status of bankrupt. I am a resident Canadian within the meaning of the Act.

I agree to notify the Corporation promptly of any change in my residential address or residency status.

Rajan Mehta

DIRECTOR, SIGNATURE AND DATE

SUBSCRIPTION FOR SHARES

Northern Birch Analytics Inc.

To: Northern Birch Analytics Inc. and its directors

The undersigned, **Amelia Tremblay**, subscribes for **60 Common shares** in the capital of the Corporation and tenders \$60.00 in full payment of the subscription price. The undersigned requests that the shares be issued and registered as follows:

Name: Amelia Tremblay
Address: 45 Elgin Street, Ottawa, Ontario K1P 5K6
Shares: 60 Common shares, without par value

Dated September 15, 2026.

Amelia Tremblay
SUBSCRIBER

SUBSCRIPTION FOR SHARES

Northern Birch Analytics Inc.

To: Northern Birch Analytics Inc. and its directors

The undersigned, **Rajan Mehta**, subscribes for **40 Common shares** in the capital of the Corporation and tenders \$40.00 in full payment of the subscription price. The undersigned requests that the shares be issued and registered as follows:

Name: Rajan Mehta

Address: 220 Laurier Avenue West, Ottawa, Ontario K1P 5Z9

Shares: 40 Common shares, without par value

Dated September 15, 2026.

Rajan Mehta
SUBSCRIBER

TAB 5

05

REGISTERS

*Directors, officers, shareholders, securities, transfers and individuals
with significant control*

5
Registers

REGISTER OF DIRECTORS

Northern Birch Analytics Inc.

NAME	RESIDENTIAL ADDRESS	RESIDENT CANADIAN	DATE ELECTED	DATE CEASED
Amelia Tremblay	45 Elgin Street, Ottawa, Ontario K1P 5K6	Yes	September 15, 2026	
Rajan Mehta	220 Laurier Avenue West, Ottawa, Ontario K1P 5Z9	Yes	September 15, 2026	

Required by section 20 of the Act. Notify Corporations Canada of changes in directors within the time the Act requires.

REGISTER OF OFFICERS

Northern Birch Analytics Inc.

NAME	OFFICE	DATE APPOINTED	DATE CEASED
Amelia Tremblay	President	September 15, 2026	
Rajan Mehta	Secretary	September 15, 2026	

SECURITIES REGISTER

Register of shareholders, Northern Birch Analytics Inc.

HOLDER	ADDRESS	CLASS	NUMBER	CERT. NO.	DATE ACQUIRED	CONSIDERATION
Amelia Tremblay	45 Elgin Street, Ottawa, Ontario K1P 5K6	Common	60	C-1	September 15, 2026	\$60.00
Rajan Mehta	220 Laurier Avenue West, Ottawa, Ontario K1P 5Z9	Common	40	C-2	September 15, 2026	\$40.00

Maintained under section 50 of the Act. Record every issue and cancellation of shares.

REGISTER OF TRANSFERS

Northern Birch Analytics Inc.

DATE	TRANSFEROR	TRANSFeree	CLASS	NUMBER	CERT. CANCELLED	CERT. ISSUED

TAB 5

REGISTER OF INDIVIDUALS WITH SIGNIFICANT CONTROL

Northern Birch Analytics Inc.

NAME, DATE OF BIRTH	ADDRESS	JURISDICTION OF RESIDENCE FOR TAX	DATE BECAME / CEASED ISC	DESCRIPTION OF CONTROL
Amelia Tremblay, ____	45 Elgin Street, Ottawa, Ontario K1P 5K6		September 15, 2026	Registered holder of 60 Common shares
Rajan Mehta, ____	220 Laurier Avenue West, Ottawa, Ontario K1P 5Z9		September 15, 2026	Registered holder of 40 Common shares

Required by section 21.1 of the Act. An individual with significant control includes one who holds, directly or indirectly, 25% of the votes or 25% of the fair market value of all outstanding shares, or direct or indirect influence that results in control in fact. Update the register within 15 days of becoming aware of any change, and review it at least once each financial year. A CBCA corporation must also file information about its individuals with significant control with Corporations Canada, and update it, as the Act and regulations require. Rows pre-filled from order data list registered shareholders only; confirm which of them meet the threshold and add any indirect holders.

TAB 6

06

SHARE CERTIFICATES

Issued certificates and stubs, and cancelled certificates

6
Certificates

CERTIFICATE NO.

C-1

COMMON SHARES

60



FEDERAL CORPORATION · CORPORATION NO. 1234567-8

NORTHERN BIRCH ANALYTICS INC.

Incorporated under the Canada Business Corporations Act

This certifies that AMELIA TREMBLAY is the registered holder of
60 fully paid and non-assessable COMMON shares without par value
in the capital of the Corporation, transferable only on the securities
register of the Corporation by the holder in person or by attorney on
surrender of this certificate properly endorsed.

The shares represented by this certificate are subject to restrictions on transfer contained in the articles of the Corporation. No share may be transferred without the approval of the board of directors or as otherwise provided in the articles. This notation is made under subsection 49(8) of the Canada Business Corporations Act.

In witness whereof the Corporation has caused this certificate to be signed by its duly authorized
officers on September 15, 2026.

AMELIA TREMBLAY
AUTHORIZED SIGNATORY

RAJAN MEHTA
AUTHORIZED SIGNATORY

CERTIFICATE C-1: TRANSFER FORM

Northern Birch Analytics Inc.

For value received, the undersigned transfers to _____
Common shares represented by certificate C-1 and appoints _____ as
attorney to transfer those shares on the securities register of the Corporation with full power of
substitution.

Dated _____.

Amelia Tremblay
SIGNATURE

Witness
SIGNATURE

Certificate stub. Certificate C-1 issued September 15, 2026 to Amelia Tremblay for 60 Common shares.
Received certificate: _____

CERTIFICATE NO.

C-2

COMMON SHARES

40



FEDERAL CORPORATION · CORPORATION NO. 1234567-8

NORTHERN BIRCH ANALYTICS INC.

Incorporated under the Canada Business Corporations Act

This certifies that RAJAN MEHTA is the registered holder of
40 fully paid and non-assessable COMMON shares without par value
in the capital of the Corporation, transferable only on the securities
register of the Corporation by the holder in person or by attorney on
surrender of this certificate properly endorsed.

The shares represented by this certificate are subject to restrictions on transfer contained in the articles of the Corporation. No share may be transferred without the approval of the board of directors or as otherwise provided in the articles. This notation is made under subsection 49(8) of the Canada Business Corporations Act.

In witness whereof the Corporation has caused this certificate to be signed by its duly authorized
officers on September 15, 2026.

AMELIA TREMBLAY
AUTHORIZED SIGNATORY

RAJAN MEHTA
AUTHORIZED SIGNATORY

CERTIFICATE C-2: TRANSFER FORM

Northern Birch Analytics Inc.

For value received, the undersigned transfers to _____
Common shares represented by certificate C-2 and appoints _____ as
attorney to transfer those shares on the securities register of the Corporation with full power of
substitution.

Dated _____.

Rajan Mehta
SIGNATURE

Witness
SIGNATURE

Certificate stub. Certificate C-2 issued September 15, 2026 to Rajan Mehta for 40 Common shares.

Received certificate: _____

TAB 7

07

ANNUAL RESOLUTIONS

Annual resolutions of the directors and the shareholders

7
Annual

ANNUAL RESOLUTIONS OF THE DIRECTORS

Northern Birch Analytics Inc., for the financial year ended _____

The undersigned, being all of the directors of the Corporation, pass the following resolutions in writing under subsection 117(1) of the Act.

1. FINANCIAL STATEMENTS

The financial statements of the Corporation for the financial year ended _____ are approved, and any director is authorized to sign them on behalf of the board, for presentation to the shareholders as required by section 155 of the Act.

2. ANNUAL RETURN

Any director or officer is authorized to file the annual return of the Corporation with Corporations Canada.

3. REGISTER REVIEW

The board has reviewed the register of individuals with significant control and confirms that it is complete and up to date as of the date of this resolution.

Dated _____.

Amelia Tremblay
DIRECTOR

Rajan Mehta
DIRECTOR

ANNUAL RESOLUTIONS OF THE SHAREHOLDERS

Northern Birch Analytics Inc., in lieu of the annual meeting under section 133 of the Act

The undersigned, being all of the shareholders of the Corporation entitled to vote, pass the following resolutions in writing under subsection 142(1) of the Act.

1. FINANCIAL STATEMENTS

The financial statements for the financial year ended _____ have been received and are approved.

2. ELECTION OF DIRECTORS

The following persons are elected directors to hold office until the next annual meeting:

_____.

3. AUDITOR

All shareholders consent, under section 163 of the Act, to the Corporation not appointing an auditor for the current financial year. *Unanimous consent required; strike out if an auditor is to be appointed.*

4. ACTS OF DIRECTORS

All acts and proceedings of the directors and officers since the last annual meeting, as reflected in the minutes and records, are approved.

Dated _____.

Amelia Tremblay
SHAREHOLDER

Rajan Mehta
SHAREHOLDER

TAB 8

08

MINUTES AND RESOLUTIONS

Minutes and resolutions passed after organization

8
Minutes

MINUTES AND RESOLUTIONS

Northern Birch Analytics Inc.

DATE	TYPE	SUBJECT	FILED BY

File minutes of meetings and written resolutions passed after organization behind this page, newest last.