

**RESOLUTION OF THE SOLE DIRECTOR**  
**OF**

**Imperium Ventures Ltd.**  
(the “Corporation”)

**1. BY-LAW NUMBER 1 & 2**

RESOLVED that the Articles attached as Schedule “A” which govern the general affairs of the Corporation and respecting the borrowing of money and the issuing of securities, be and the same are hereby enacted as by-laws of the Corporation.

**2. FORM OF COMMON SHARES**

RESOLVED that the form of common share certificate attached hereto be and the same are hereby approved and adopted as the form of common share certificate of the Corporation.

**3. ISSUANCE & ALLOTMENT OF SHARES**

RESOLVED that one hundred thousand (100,000) Common Class “A” shares in the capital of the Corporation be allotted as follows:

<u>Certificate No.</u>	<u>Registered Owner</u>	<u>No. and Type of Shares</u>
BE-1000	Valter Ricardo Vieira Leite	100,000 Common Class “A”

pursuant to his or her subscription for such shares, at Thirteen Thousand Seven Hundred Thirty (\$13,730.00 USD) per share for a total of \$1,373,000,000.00 USD, Certificate BE-1000, the Corporation does hereby declare that the said shares shall be issued to and held by the said allottees.

**4. APPOINTMENT OF OFFICERS**

RESOLVED that the following persons be and they are hereby appointed as officers of the Corporation to hold the office referenced opposite his or her name during the pleasure of the Board or until his or her successors are appointed, namely:

Valter Ricardo Vieira Leite

Chief Executive Officer

**5. LOCATION OF REGISTERED OFFICE**

BE IT RESOLVED that the registered office of the Corporation within the Province of Ontario shall be fixed at:

600 Annette St., Lower Level  
Toronto, Ontario M6S 2C4  
Canada

**6. LOCATION OF CORPORATE RECORDS**

WHEREAS the Corporation's registered office is located within the Province of Ontario at 600 Annette St., Lower Level, Toronto, Ontario M6S 2C4, Canada

AND WHEREAS the Corporation wishes to maintain certain of the records that it is required to prepare and maintain pursuant to the provisions of Chapter B.16 of the *Business Corporations Act R.S.O. 1990*, (the "Act") at the Corporations registered office at 600 Annette St., Lower Level, Toronto, Ontario M6S 2C4, Canada

NOW THEREFORE BE IT RESOLVED that:

- (a) The Corporation shall maintain the following at the Corporation's registered office located at 600 Annette St., Lower Level, Toronto, Ontario M6S 2C4, Canada;
  - (i) the articles and by-laws and amendments thereof, and a copy of any unanimous shareholder agreement known to the directors;
  - (ii) minutes of meetings and resolutions of the directors;
  - (iii) minutes of meetings and resolutions of the shareholders;
  - (iv) a register of the directors in which are set out the name and residence addresses, including the street number, if any, of all persons who are or have been a director of the Corporation with the dates on which each becomes or ceased to be a director; and
  - (v) a shareholders' register complying with Chapter B.16 of the Act.

THE UNDERSIGNED, being the sole director of the Corporation hereby consents to the foregoing resolutions as evidenced by his or her signature hereto, pursuant to the provisions of the *Business Corporations Act R.S.O. 1990*.

DATED the 15<sup>th</sup> day of October, 2025.



Valter Ricardo Vieira Leite – Sole Director