

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NYRADA INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2023, AT 9:59 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

6526545 8100
SR# 20234027153

Authentication: 204649117
Date: 11-22-23

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:26 PM 11/12/2019
FILED 02:26 PM 11/12/2019
SR 20198035818 - FileNumber 6526545

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NYRADA INC.**

NYRADA Inc., a corporation organized and existing under the laws of the State of Delaware, certifies that:

ONE: The date of filing of the original Certificate of Incorporation (the “**Original Certificate**”) of this corporation with the Secretary of State of the State of Delaware was August 29, 2017. The Original Certificate was amended by a Certificate of Amendment filed with the Secretary of State of the State of Delaware on July 10, 2019 and a Certificate of Amendment filed with the Secretary of State of the State of Delaware on November 1, 2019 (the Original Certificate, as amended by the Certificates of Amendment, being hereinafter referred to as the “**Certificate of Incorporation**”).

TWO: This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this corporation. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware and has been duly approved by the written consent of the stockholders of this corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THREE: The Certificate of Incorporation of this corporation is amended and restated to read as follows:

I.

The name of this corporation is NYRADA Inc. (the “**Corporation**”).

II.

The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

III.

The nature of the business or purposes to be conducted or promoted by the Corporation is to, and the Corporation shall have all necessary corporate power to, engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the “**General Corporation Law**”).

IV.

~~The total number of shares of all classes of stock which the Corporation shall have authority to issue is 400,000,000 shares of Common Stock, US\$0.00001 par value per share (the "Common Stock"), 332,000,000 of which shall be Class A Common Stock (the "Class A Common Stock"), 50,000,000 of which shall be Class B Common Stock (the "Class B Common Stock"), 12,000,600 of which shall be Nox Performance Common Stock (the "Nox Performance Common Stock"), and 5,999,400 of which shall be Altnia Performance Common Stock (the "Altnia Performance Common Stock" and together with the Nox Performance Common Stock, collectively, the "Performance Common Stock"). There shall be no cumulative voting.~~

A. Class A Common Stock.

1. Conversion. Each share of the Corporation's Common Stock outstanding immediately prior to the filing of this Amended and Restated Certificate of Incorporation ("**Restated Certificate**") with the Secretary of State of the State of Delaware shall convert into one share of the Corporation's Class A Common Stock automatically upon the filing of this Restated Certificate with the Secretary of State of the State of Delaware. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by, in addition to any other votes, consents or approvals that may be required by law or by the provisions of the Restated Certificate, or the bylaws of the Corporation (as amended from time to time, the "**Bylaws**"), the affirmative vote (including by written consent in lieu of a meeting) of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

2. Dividends and Distributions. The holders of Class A Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation (the "**Board of Directors**"), out of any assets of the Corporation legally available therefor, any dividends and other distributions of cash, property or shares of the Corporation as may be declared from time to time by the Board of Directors.

3. Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Class A Common Stock shall be entitled to share, ratably according to the number of shares of Class A Common Stock held by them, in all assets of the Corporation available for distribution to its stockholders. Neither the holders of Class B Common Stock nor Holders shall be entitled to share in such assets of the Corporation available for distribution to its stockholders.

4. Voting. Each outstanding share of Class A Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote. Except as may be required by law, neither the Class B Common Stock nor the Performance Common Stock shall not entitled to any voting rights.

B. Class B Common Stock.

1. Conversion. For the purposes of this Restated Certificate, "ASX" means ASX Limited ACN 008 624 691 or the market it operates, as the context requires; "Dispose" shall have the meaning given in the Listing Rules and "Disposal" shall have the corresponding meaning; and "Listing Rules" means the Listing Rules of ASX and any other rules of ASX which are applicable while the Corporation is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX. In connection with the Corporation's closing of an initial public offering pursuant to a prospectus under the Australian Corporations Act 2001 (Cth), covering the offers of securities of the Corporation received in Australia of CHESS Depository Interests (each a "CDI") (with each CDI representing an interest in one share of Class A Common Stock), certain stockholders of the Corporation were or will be required by ASX to enter into a restriction agreement (each a "Mandatory Escrow Agreement") with the Corporation under which the stockholder agreed, among other things, to, or the Corporation was or will be required by the ASX to issue a restriction notice (each a "Mandatory Escrow Notice") to certain stockholders of the Corporation pursuant to which the Corporation notified the stockholder of, certain restrictions and prohibitions from engaging in transactions in the shares of Class A Common Stock (including Class A Common Stock in the form of CDIs) held or acquired by the stockholder (including shares of Class A Common Stock that may be acquired upon exercise of a stock option, warrant or other right) or shares of Class A Common Stock which attach to or arise from such Class A Common Stock (collectively, the "Restricted Securities") for a period of time identified in the Mandatory Escrow Agreement or the Mandatory Escrow Notice (as the case may be) (the "Lock Up Period"). The Restricted Securities shall automatically and without further action be converted into shares of Class B Common Stock, on a one-for-one basis, if the Board of Directors determines, in its sole discretion, that the stockholder breached or violated any term of such stockholder's Mandatory Escrow Agreement or Mandatory Escrow Notice or breached the Listing Rules, this Restated Certificate or the Bylaws relating to the Restricted Securities. Any shares of Class A Common Stock converted to Class B Common Stock pursuant to this Article Fourth shall automatically and without further action be converted back into shares of Class A Common Stock, on a one-for-one basis, upon the earlier to occur of the expiration of the Lock-Up Period in the Mandatory Escrow Agreement or Mandatory Escrow Notice (as the case may be) which applied to the shares of Class A Common Stock that were originally converted to Class B Common Stock or the breach of the Mandatory Escrow Agreement, the Mandatory Escrow Notice, the Listing Rules, this Restated Certificate or the Bylaws relating to the Restricted Securities being remedied. A holder of Restricted Securities cannot Dispose of, or agree or offer to Dispose of, their Restricted Securities during the Lock Up Period attached to those Restricted Securities except as permitted by the Listing Rules or ASX. If the Restricted Securities are in the same class as the Corporation's quoted securities, the stockholder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Corporation's issuer sponsor subregister (as defined by the Listing Rules) and are to have a holding lock (as defined by the Listing Rules) applied for the duration of the Lock Up Period attached to those Restricted Securities. Except as permitted by the Listing Rules or ASX, the Board of Directors will refuse to acknowledge any Disposal (including, without limitation, registering a transfer) of Restricted Securities during the Lock Up Period for those Restricted Securities. A holder of Restricted Securities will not be entitled to participate in any return of capital on the Restricted

Securities during the Lock Up Period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX.

2. No Dividends or Distributions. The holders of Class B Common Stock shall not be entitled to share in any dividends or other distributions of cash, property or shares of the Corporation, whether in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or otherwise.

C. Performance Common Stock.

1. Conversion.

1.1 Each share of Performance Common Stock shall be convertible into one (1) fully paid and non-assessable share of Class A Common Stock upon the terms and conditions set forth herein. The Corporation will at all times reserve and keep available, solely for the purpose of issue upon conversion of the outstanding shares of Performance Common Stock, such number of shares of Class A Common Stock as shall be issuable upon the conversion of all such outstanding shares; provided that nothing contained herein shall be construed to preclude the Corporation from satisfying its obligations in respect of the conversion of the outstanding shares of Performance Common Stock by delivery of shares of Class A Common Stock which are held in the treasury of the Corporation. The Corporation covenants that if any shares of Class A Common Stock, required to be reserved for purposes of conversion hereunder, require registration with or approval of any governmental authority under any federal or state law before such shares of Class A Common Stock may be issued upon conversion, the Corporation will use its best efforts to cause such shares to be duly registered or approved, as the case may be. The Corporation will endeavor to list the shares of Class A Common Stock required to be delivered upon conversion prior to such delivery upon each national securities exchange, if any, upon which the outstanding Class A Common Stock is listed at the time of such delivery. The Corporation covenants that all shares of Class A Common Stock which shall be issued upon conversion of the shares of Performance Common Stock will, upon issue, be fully paid and non-assessable and not entitled to any preemptive rights.

1.2 Fifty Percent (50%) of the Nox Performance Common Stock will automatically convert into Class A Common Stock upon 10 Business Days after the First Milestone and the Second Nox Milestone are both satisfied, such that each such share of Nox Performance Common Stock will convert into one share of Class A Common Stock.

1.3 Fifty Percent (50%) of the Nox Performance Common Stock will automatically convert into Class A Common Stock upon 10 Business Days after the First Milestone and the Third Nox Milestone are both satisfied, such that each such share of Nox Performance Common Stock will convert into one share of Class A Common Stock.

1.4 The Altnia Performance Common Stock will automatically convert into Class A Common Stock upon 10 Business Days after the First Milestone and the Second Altnia Milestone are both satisfied, such that each such share of Altnia Performance Common Stock will convert into one share of Class A Common Stock.

1.5 Upon the occurrence of a Change of Control:

1.5.1 that number of shares of Performance Common Stock that, after conversion, is no more than 10% of the issued and outstanding capital stock of the Corporation (as at the date of the Change of Control) may by the Holders be converted into shares of Class A Common Stock;

1.5.2 the Corporation shall ensure a pro-rata allocation of shares of Class A Common Stock issued under this paragraph to all Holders; and

1.5.3 any shares of Performance Common Stock that are not converted into shares of Class A Common Stock in accordance with this Section 1.5 will continue to be held by the Holder on the same terms and conditions.

1.6 Procedures for Conversion. The Corporation will issue the Holders with a new holding statement for the Class A Common Stock within 2 Business Days following the conversion of the shares of Performance Common Stock into shares of Class A Common Stock.

2. Restrictions on Transfer. The shares of Performance Common Stock shall be issued only to, and shall be held only by those persons designated by the Board of Directors. Any purported sale, transfer, pledge or other disposition of any shares of Performance Common Stock to any person, other than a successor to such designated person by merger or reorganization of the designated person, or a duly authorized agent acting for the benefit of such designated person, shall be null and void and of no force and effect.

3. No Dividends or Distributions. Holders shall not be entitled to share in any dividends or other distributions of cash, property or shares of the Corporation, whether in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or otherwise.

4. No Preemptive Rights. No Holder shall be entitled as of right to purchase or subscribe for any part of any unissued or treasury stock of the Corporation, or of any additional stock of any class, to be issued by reason of any increase of the authorized capital stock of the Corporation, or to be issued from any unissued or additionally authorized stock, or of bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, but any such unissued or treasury stock, or any such additional authorized issue of new stock or securities convertible into stock, may be issued and disposed of by the Board of Directors to such persons, firms, corporations or associations, and upon such terms as the Board of Directors may, in its discretion, determine, without offering to the Holders then of record, on the same terms or any terms.

5. Reorganization. If and for the period that the Corporation is admitted to the official list of ASX:

5.1 If there shall occur a reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation ("Reorganization"), then the rights of the Holder (including the number of shares of Class A Common Stock into which a share of Performance Common Stock may be converted) will be changed to the extent necessary

to comply with the Listing Rules applying to a reorganization of capital stock at the time of the Reorganization.

5.2 Any calculations or adjustments which are required to be made will be made by the Board of Directors and will, in the absence of manifest error, be final and conclusive and binding on the Corporation and the Holder.

5.3 The Company must, within a reasonable period, give to the Holder notice of any change to the number of shares of Class A Common Stock into which a share of Performance Common Stock held by the Holder may be converted.

6. Redemption. If the Performance Common Stock have not been converted into shares of Class A Common Stock under Section 1 within five (5) years after the date of issue of the Performance Common Stock, then the Performance Common Stock held by a Holder at that date will be automatically redeemed by the Corporation for the sum of AUD\$1.00 within ten (10) Business Days of the expiration of that five (5) year period.

7. Definitions. For purposes of this Article Fourth:

7.1 "AUD" means the lawful currency of the Commonwealth of Australia.

7.2 "Business Days" means a day that is not a Saturday, Sunday, bank holiday or public holiday in Sydney, Australia.

7.3 "Change of Control" means a merger or consolidation in which

7.3.1 the Corporation is a constituent party; or

7.3.2 a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation; or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

7.3.3 (1) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or (2) the sale or disposition (whether by merger, consolidation or otherwise, and whether in a single transaction or a series of related transactions) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale,

lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

7.4 **“First Milestone”** means the trading price for the Corporation’s CDIs achieving at least AUD0.40 for 5 consecutive trading days on the ASX.

7.5 **“Holder”** means the owner of a share of Performance Common Stock.

7.6 **“Second Altnia Milestone”** means the Scientific Advisory Board to the Corporation determining that, based on in-vivo data (being data resulting out of a study to establish proof of principle in an animal model), the final lead PCSK9 inhibitor drug candidate (the intellectual property in which is, as at the date of issue of the Performance Common Stock, owned by the Corporation’s wholly-owned subsidiary, Cardio Therapeutics Pty. Ltd.) is ready to proceed to pre-clinical safety and toxicology studies.

7.7 **“Second Nox Milestone”** means the Scientific Advisory Board to the Corporation determining that, based on in-vivo data (being data resulting out of a study to establish proof of principle in an animal model), the final lead neuroprotectant drug candidate (the intellectual property in which is, as at the date of issue of the Performance Common Stock, owned by the Corporation’s wholly-owned subsidiary, Norbio No. 1 Pty Ltd) is ready to proceed to pre-clinical safety and toxicology studies.

7.8 **“Third Nox Milestone”** means the Scientific Advisory Board to the Corporation determining that, based on in-vivo data (being data resulting out of a study to establish proof of principle in an animal model), the final lead peripheral neuropathic pain drug candidate (the intellectual property in which is, as at the date of issue of the Performance Common Stock, owned by the Corporation’s wholly-owned subsidiary, Norbio No. 2 Pty Ltd) is ready to proceed to pre-clinical safety and toxicology studies.

V.

Except as otherwise required by law, any of the rights, powers, preferences, notices and other terms of the Common Stock set forth herein may be waived on behalf of all holders of outstanding Common Stock (including retroactively or prospectively) with the approval, by written consent or vote at a meeting, of the holders of a majority of the shares of Common Stock entitled to vote then outstanding. A stockholder may also independently waive his, her or its own rights, powers, preferences, notices and/or other terms applicable thereto in writing, without notice to, or the consent or approval of, any other stockholder.

VI.

For the management of the business and for the conduct of the affairs of the Corporation, and in furtherance and not in limitation of the powers of the Corporation and of its directors and of its stockholders or any class or series thereof, as the case may be, conferred by the State of Delaware, it is further provided that:

1. Subject to any other votes, consents or approvals required by the Restated Certificate or the Bylaws of the Corporation, the Board of Directors is expressly authorized to make, repeal, alter, amend, supplement and/or rescind any or all of the Bylaws of the Corporation.

2. Subject to any other votes, consents or approvals required by the Restated Certificate or the Bylaws of the Corporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

VII.

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

VIII.

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

IX.

The Corporation shall indemnify each of the Corporation's directors and officers in each and every situation where, under Section 145 of the General Corporation Law, as amended from time to time ("Section 145"), the Corporation is permitted or empowered to make such indemnification, and to the fullest extent permitted by law. The Corporation may, in the sole discretion of the Board of Directors, indemnify any other person who may be indemnified pursuant to Section 145 to the extent the Board of Directors deems advisable, as permitted by Section 145. No person shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law is subsequently amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended General Corporation Law. For purposes of this Article, "fiduciary duty as a director" shall include any fiduciary duty arising out of serving at the Corporation's request as a director of another corporation, partnership, joint venture, trust or other enterprise, and "personally liable to the Corporation or its stockholders" shall include any liability to such other corporation, partnership, joint venture, trust or other enterprise, and any liability to the Corporation in its capacity as a security holder, joint venturer, partner, beneficiary, creditor or investor of or in any such other corporation, partnership, joint venture, trust or other enterprise. Neither any amendment nor repeal of this Article Ninth, nor the adoption of any provision of this Restated Certificate inconsistent with this Article Ninth, shall eliminate or reduce the effect of this Article Ninth, in respect of any matter occurring, or

any cause of action, suit or claim that, but for this Article Ninth, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

X.

No stockholder of the Corporation shall, solely in his, her, or its capacity as such, have a right to purchase shares of capital stock of the Corporation sold or issued by the Corporation, except to the extent that such a right is otherwise expressly provided in favor of such stockholder by the terms of a separate written agreement between the Corporation and such stockholder.

XI.

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the General Corporation Law or the Corporation's Certificate of Incorporation or Bylaws, or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten (10) days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article Eleventh shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Eleventh (including each portion of any sentence of this Article Eleventh containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

XII.

The Corporation is to have perpetual existence.

[Signature Page Follows]

NYRADA Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer on November 12, 2019

NYRADA Inc.

By 

Name: Graham Kelly

Title: President and Director

**Certificate of Amendment to the
Amended and Restated Certificate of Incorporation of
Nyrada Inc.**

Nyrada Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law, hereby certifies that:

First: The first sentence in the first paragraph of Article IV of the Amended and Restated Certificate of Incorporation of the Corporation, as filed with the Secretary of State of the State of Delaware on November 12, 2019, is hereby deleted and replaced with the following:

"The total number of shares of all classes of stock that the Corporation shall have authority to issue is 568,000,000 shares of common stock, US\$0.00001 par value per share (the "**Common Stock**"), 500,000,000 of which shall be Class A Common Stock (the "**Class A Common Stock**"), 50,000,000 of which shall be Class B Common Stock (the "**Class B Common Stock**"), 12,000,600 of which shall be Nox Performance Common Stock (the "**Nox Performance Common Stock**") and 5,999,400 of which shall be Altnia Performance Common Stock (the "**Altnia Performance Common Stock**" and, together with the Nox Performance Common Stock, the "**Performance Common Stock**")."


Second: In accordance with the Delaware General Corporation Law, the Board of Directors of the Corporation, by unanimous written consent on October 6, 2023, approved and declared advisable the foregoing amendment to the Amended and Restated Certificate of Incorporation of the Corporation and directed that it be submitted to the stockholders of the Corporation for their consideration and approval.

Third: In accordance with the Delaware General Corporation Law, the foregoing amendment to the Amended and Restated Certificate of Incorporation was approved by the stockholders of the Corporation on November 20, 2023.

Fourth: The foregoing amendment has been duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

In witness whereof, the Corporation has caused this Certificate of Amendment to be signed in its name and on its behalf by its Chief Executive Officer this 21st day of November 2023.

Nyrada Inc.

 James Bonnar
2023.11.21
13:45:20 +11'00'

James Bonnar
Chief Executive Officer

STATE OF DELAWARE CERTIFICATE OF CORRECTION


The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Nyrada Inc.

2. A Certificate of Amendment to the Amended and Restated Certificate of Incorporation was filed by the Secretary of State of Delaware on November 21, 2023. Said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

3. The inaccuracy or defect of said Certificate is as follows: The number of authorized shares of Class A Common Stock and the total number of authorized shares of Common Stock was inaccurately stated in said Certificate.

4. Article IV of the Certificate is corrected to read as follows:
The first sentence in the first paragraph of Article IV of the Amended and Restated Certificate of Incorporation of the Corporation is corrected to read as follows: "The total number of shares of all classes of stock that the Corporation shall have authority to issue is 768,000,000 shares of common stock, US\$0.00001 par value per share (the "Common Stock"), 700,000,000 of which shall be Class A Common Stock (the "Class A Common Stock"), 50,000,000 of which shall be Class B Common Stock (the "Class B Common Stock"), 12,000,600 of which shall be Nox Performance Common Stock (the "Nox Performance Common Stock") and 5,999,400 of which shall be Altnia Performance Common Stock (the "Altnia Performance Common Stock" and, together with the Nox Performance Common Stock, the "Performance Common Stock")."

 James Bonnar
2024.03.05
11:42:36 +11'00'

By: _____
Authorized Officer

Name: James Bonnar, Chief Executive Officer
Print or Type