

**CERTIFICATE OF DESIGNATION**  
**TO THE CERTIFICATE OF INCORPORATION**  
**OF**

**Enterra Group Corporation**

The undersigned, Peter Lachapelle, being the duly elected Chief Executive Officer of Enterra Group Corporation, a Delaware corporation (the "Corporation"), hereby certifies the following:

Provisions Relating to Preferred Stock. The Board of Directors (the "Board") is authorized, subject to the limitations prescribed by law and the provisions of the Corporation's certificate of incorporation, to provide for the issuance of the shares of Preferred Stock in accordance with Sections 102(a) and 151(a) of the General Corporation Law of the State of Delaware, in one or more series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and the qualification, limitations or restrictions thereof.

Pursuant to Section 151(a) of the General Corporation Law of the State of Delaware, and Article IV of the Corporation's Certificate of Incorporation the following shall constitute the designations of the Corporation's Preferred Stock:

(a) *Designation of Series A Preferred Stock.* 5,000,000 shares, par value \$0.001 per share, of the Corporation's authorized preferred stock 'are hereby designated as Series A Preferred Stock (the "Series A Preferred Stock") shall be designated by the following characteristics:

(i) *Voting.* Each share of Series A Preferred Stock shall have ten thousand (10,000) votes per share, and shall entitle the holders the right to vote, either together with holders of the Corporation's common stock, or as a separate class of shares, on any matter upon which the shareholders of common stock of the Corporation may vote, including but not limited to any resolutions purporting to vary any of their rights or create any class of capital stock ranking in priority to them or effect any reorganization which would disadvantage the Shares relative to the shares of the Corporation's common stock.

(ii) *Conversion and Anti-Dilution.*

a. Each share of Series A Preferred Stock shall upon approval of the Board of Directors approval, be convertible into 1,000 shares of the Corporation's common stock (the "Common Stock").

b. The Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series A Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series A Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series A Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series A Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

d. Shares of Series A Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section (v)(a) prior to the reverse split. The conversion rate of shares of Series A Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

(iii) *Dividends.* The holders of Series A Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion on an as converted basis.

(iv) *Liquidation Rights.* With respect to any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, distributions or payments shall be made first to the holders of Series C Preferred Stock, second to the holders of Series B Preferred Stock, third to the holders of Series A Preferred Stock, and finally to the holders of Common Stock. Notwithstanding the foregoing, holders of Series A Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series A Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series A Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series A Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

(v) *Price.* The price of each share of Series A Preferred Stock shall be determined by the Board of Directors, and may be changed from time to time, either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

(b) *Designation of Series B Preferred Stock.* 5,000,000 shares, par value \$0.001 per share, of the Corporation's authorized preferred stock are hereby designated as Series B Preferred Stock (the "Series B Preferred Stock") shall be designated by the following characteristics:

(i) *Voting.* Each share of Series B Preferred Stock shall have one thousand (1,000) votes per share, and shall entitle the holders the right to vote, either together with holders of the Corporation's common stock, or as a separate class of shares, on any matter upon which the shareholders of common stock of the Corporation may vote, including but not limited to any resolutions purporting to vary any of their rights or create any class of capital stock ranking in priority to them or effect any reorganization which would disadvantage the Shares relative to the shares of the Corporation's common stock.

(ii) *Conversion and Anti-Dilution.*

a. Shares of Series B Preferred Stock shall not be convertible into shares of the Corporation's Common Stock.

b. Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section (v)(a) prior to the reverse split. The conversion rate of shares of Series B Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

(iii) *Dividends.* The holders of Series B Preferred Stock shall not be entitled to receive dividends when, as and if declared by the Board of Directors.

(iv) *Liquidation Rights.* With respect to any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, distributions or payments shall be made first to the holders of Series C Preferred Stock, second to the holders of Series B Preferred Stock, third to the holders of Series A Preferred Stock, and finally to the holders of Common Stock. Notwithstanding the foregoing, holders of Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series B Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Series A Preferred and Common Stock.

(v) *Price.* The price of each share of Series B Preferred Stock shall be determined by the Board of Directors, and may be changed from time to time, either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

(c) *Designation of Series C Preferred Stock.* 20,000,000 shares, par value \$2.00 per share, of the Corporation's authorized preferred stock 'are hereby designated as Series C Preferred Stock (the "Series C Preferred Stock") shall be designated by the following characteristics:

(i) *Voting.* Each share of Series C Preferred Stock shall have ten (10) votes per share, and shall entitle the holders the right to vote, either together with holders of the Corporation's common stock, or as a separate class of shares, on any matter upon which the shareholders of common stock of the Corporation may vote, including but not limited to any resolutions purporting to vary any of their rights or create any class of capital stock ranking in priority to them or effect any reorganization which would disadvantage the Shares relative to the shares of the Corporation's common stock.

(ii) *Conversion and Anti-Dilution.*

a. Shares of Series C Preferred Stock shall not be convertible into shares of the Corporation's Common Stock.

b. Shares of Series C Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section (v)(a) prior to the reverse split. The conversion rate of shares of Series C Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

(iii) *Dividends.* The holders of Series C Preferred Stock shall not be entitled to receive dividends when, as and if declared by the Board of Directors.

(iv) *Liquidation Rights.* With respect to any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, distributions or payments shall be made first to the holders of Series C Preferred Stock, second to the holders of Series B Preferred Stock, third to the holders of Series A Preferred Stock, and finally to the holders of Common Stock. Notwithstanding the foregoing, holders of Series C Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series C Preferred

Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series C Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series C Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Series B Preferred, Series A Preferred and Common Stock.

(v) *Price.* The price of each share of Series C Preferred Stock shall be determined by the Board of Directors, and may be changed from time to time, either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

(vi) *Interest.* Shares of Series C Preferred Stock shall accrue an annual percentage yield of Prime + 2.5% per annum, compounded on a quarterly basis.

(vii) *Demand Option.* Holders of shares of Series C Preferred Stock shall be entitled, upon ten (10) day notice to the Corporation, to cash redemption of the Series C Preferred Stock at seventy-five (75) percent of the par value of the Series C Preferred Stock.

[End of Certificate of Designation to Restated Certificate of Incorporation]

This Certificate of Designation to the Restated Certificate of Incorporation was approved by the board of directors of the Corporation in a meeting duly held under the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Designation to the Restated Certificate of Incorporation as of this 14<sup>th</sup> day of June, 2018.

ENTERRA GROUP CORPORATION



Peter Lachapelle, Chief Executive officer