

**CERTIFICATE OF INCORPORATION
OF
EXMO EXCHANGE US INC.**

The undersigned, for the purpose of forming a corporation under the General Corporation Law of the State of Delaware, hereby certifies:

FIRST: The name of the corporation is EXMO EXCHANGE US INC. (the “Corporation”).

SECOND: The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The name of the Corporation’s registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of \$0.001 par value per share. All such shares shall be of one class and shall be designated Common Stock.

FIFTH: The name and mailing address of the sole incorporator of the Corporation is as follows:

Richard James Kay
2 Kingdom Street
London, England W2 6JP

SIXTH: The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation, and the following persons will serve as the directors of the Corporation until the first annual meeting of stockholders or until his successor is elected and qualified:

Ivan Petuhovschii
Serhii Zhdanov
Richard James Kay

SEVENTH: The business, property and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless the Bylaws of the Corporation so provide. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized and empowered:

(a) to make, alter or repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any Bylaw made by the Board of Directors;

(b) subject to the laws of the State of Delaware, from time to time to sell, lease or otherwise dispose of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as the Board of Directors may deem best; and

(c) to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation, and the Bylaws of the Corporation.

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

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH: No director shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent the Delaware General Corporation Law does not eliminate or limit such liability; it being the intention of the foregoing provision to eliminate the liability of the Corporation's directors to the Corporation or its stockholders to the fullest extent permitted by the Delaware General Corporation Law, as in effect on the date hereof and as it may be amended after the date hereof to the extent such amendment permits such liability to be further eliminated or limited. Any repeal or modification of this Article TENTH by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation in respect of any act or omission occurring prior to the time of such repeal or modification.

ELEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as such court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, such compromise or arrangement and such reorganization shall, if sanctioned by the court to which such application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinabove named, does make this Certificate, hereby declaring, certifying and acknowledging that the facts herein stated are true and that this Certificate is his act and deed, and accordingly has hereunto set his hand, this 28 day of July, 2021.

By:



Name: Richard James Kay

Title: Incorporator