

(2) Amendment of By-Laws

On May 7, 2020, the stockholders approved the amendments to the following provisions of the by-laws:

1. Notice of meeting to be distributed through electronic means, or such other manner as the Securities and Exchange may allow;
2. Participation of stockholders in a meeting through remote communication, or *in absentia*; and
3. Exercise by the stockholders of its right to vote by remote communication or *in absentia*.

The Corporation has not secured the approval of the Securities and Exchange Commission in relation to the foregoing as of date.

Accordingly, the Corporation will secure the approval of the stockholders to proceed with the foregoing amendment, including the additional amendment in relation to the following provisions:

1. Change in Annual Meeting to every 2nd Wednesday of August (See Article II Section 1 of the By-Laws); and
2. Allowing the Chairman of the Board of Directors to preside in stockholders' meetings (See Article II Section 6 of the By-Laws).

The following are the revisions approved by the Board of Directors on June 20, 2022:

	Current	Proposed Amendment
Article II, Section 1	Section 1. Annual/Regular Meetings – The annual/regular meetings of stockholders shall be held every 2 nd Monday of May of each year, if a legal holiday then on the day following.	Section 1. Annual/Regular Meetings – The annual/regular meetings of stockholders shall be held every <u>2nd Wednesday of August</u> of each year, if a legal holiday then on the day following.
Article II, Section 4	Section 4. Notice of Meeting – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned is announced at the	Section 4. Notice of Meeting – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, by mail, <u>electronic mail or such other manner as may be allowed by the Securities and Exchange Commission</u> at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the

	meeting at which the adjourned is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.	time and place to which the meeting is adjourned is announced at the meeting at which the adjourned is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.
Article II, Section 5	Section 5. Quorum – Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.	Section 5. Quorum – Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. <u>A stockholder who participates through remote communication or in absentia shall be deemed present for purposes of quorum.</u>
Article II, Section 6	Section 6. Conduct of Meeting – Meetings of the stockholders shall be presided over by the President, or in his absence, by a chairman to be chosen by the stockholders. The Secretary shall act as secretary of every meeting but if not present, the chairman of the meeting shall appoint a secretary of the meeting.	Section 6. Conduct of Meeting – Meetings of the stockholders shall be presided over by the <u>Chairman of the Board</u> , or in his absence, by a chairman to be chosen by the stockholders. The Secretary shall act as secretary of every meeting but if not present, the chairman of the meeting shall appoint a secretary of the meeting.
Article II, Section 7	Section 7. Manner of Voting – At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. Proxies must be filed with the Secretary, Assistant Secretary or transfer agent of the corporation at least seven (7) days before the day of the meeting. Proxies filed with the Secretary, Assistant Secretary or transfer agent of the corporation may be revoked by the stockholders either in an instrument in writing duly presented to the Secretary, Assistant Secretary or transfer agent of the corporation at	Section 7. Manner of Voting – A stockholder may vote in person, <u>through a proxy or through remote communication or in absentia subject to compliance with rules and regulations as may be issued by the Securities and Exchange Commission.</u> Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. Proxies must be filed with the Secretary, Assistant Secretary or transfer agent of the corporation at least seven (7) days before the day of the meeting. Proxies filed with the Secretary, Assistant Secretary or transfer agent of the corporation may

	<p>least three (3) days before the day of the meeting or by their personal presence at the meeting. Validation of proxies shall be done at least five (5) days before the day of the meeting by the Secretary or by a special committee of inspectors composed of the Secretary, Assistant Secretary and a representative of the transfer agent of the corporation. The decision of the Secretary or the special committee of inspectors, as the case may be, on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.</p>	<p>be revoked by the stockholders either in an instrument in writing duly presented to the Secretary, Assistant Secretary or transfer agent of the corporation at least three (3) days before the day of the meeting or by their personal presence at the meeting. Validation of proxies shall be done at least five (5) days before the day of the meeting by the Secretary or by a special committee of inspectors composed of the Secretary, Assistant Secretary and a representative of the transfer agent of the corporation. The decision of the Secretary or the special committee of inspectors, as the case may be, on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.</p>
--	--	---

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

XURPAS INC.
Issuer

June 20, 2022



ATTY. MARK S. GORRICETA
Corporate Secretary, Chief Legal Officer and
Chief Compliance Officer