NOTICE OF PROPOSED DISSOLUTION AND RESOLUTIONS FOR APPROVAL

COMMONWEALTH OF REDMONT | COMPANY DOCKET FILING

Red Reserve Bank (RRB), wholly owned subsidiary of Redmont Capital Group Corporation (RCGC)

Filed pursuant to Part III, section 10 of the Legal Entity Act, Articles IV, IX and XIV of the Certificate of Incorporation of Red Reserve Bank, and Article IX of the Certificate of Incorporation of Redmont Capital Group Corporation.

Filing Entity	Red Reserve Bank (RRB)	**Parent**	Redmont Capital Group Corporation (100%)
Filed By	Antonfr, Executive Director, Chairman and Chief Executive Officer	**Filing Date**	_____
Subject	Dissolution and winding up	**Jurisdiction**	Commonwealth of Redmont

This filing is made by Antonfr in his capacity as Executive Director, Chairman and Chief Executive Officer of Red Reserve Bank, and for and on behalf of Redmont Capital Group Corporation as sole shareholder.

Prepared by counsel to Antonfr. For the avoidance of doubt, and in accordance with Part I, section 3(1)(s) of the Legal Entity Act, counsel does not act as an agent of either entity. All resolutions set out below are adopted and cast by Antonfr personally in the capacities stated.

1. BACKGROUND

1.1 Red Reserve Bank was incorporated on March 30, 2026 as a commercial banking corporation under the Legal Entity Act and the Policy on Business Incorporation, and is a wholly owned subsidiary of Redmont Capital Group Corporation.

1.2 Following the exit of the founding shareholders and the transfer of all Class B shares recorded at clause 3.8a of the Certificate of Incorporation of Redmont Capital Group Corporation, Antonfr is the sole holder of Class B shares in the Parent, carrying 100% of all voting power, and is the sole director and officer of both the Parent and the Bank.

1.3 The Financial Institution registration of the Bank remains pending, and the Bank has not commenced regulated banking activity requiring that registration. The Parent has determined that continued operation of the subsidiary is not in the interests of the group.

1.4 Clause 14.1 of the Certificate of Incorporation of the Bank defines the dissolution procedure and therefore applies in place of the default procedure under Part III, section 10(1) of the Legal Entity Act.

2. RESOLUTION 1: BOARD OF RED RESERVE BANK

Adopted under clause 14.1 of the Certificate of Incorporation of the Bank and Part III, section 10(1)(a) and (b) of the Legal Entity Act.

> **RESOLVED, that the Board of Directors of Red Reserve Bank adopts this resolution advising the dissolution and winding up of the Bank, and directs that it be submitted to Redmont Capital Group Corporation as sole shareholder for approval.**

Voting power present: 100%. Quorum satisfied under clause 4.2 of the Certificate of Incorporation of the Bank and Part III, section 6(2) of the Legal Entity Act.

3. RESOLUTION 2: REDMONT CAPITAL GROUP CORPORATION AS SOLE SHAREHOLDER

Adopted under clauses 9.1(a) to (c) and 14.1 of the Certificate of Incorporation of the Bank and Part III, section 10(2) of the Legal Entity Act.

> **RESOLVED, that Redmont Capital Group Corporation, as holder of all 1,000,000 ordinary shares of Red Reserve Bank, approves the dissolution and winding up of the Bank as a reserved matter, and consents**

unanimously to the same.

Votes in favour: 1,000,000 of 1,000,000 ordinary shares, being 100% of all voting power.

4. RESOLUTION 3: REDMONT CAPITAL GROUP CORPORATION SHAREHOLDER RESOLUTION

Adopted under clause 9.2(c) of the Certificate of Incorporation of Redmont Capital Group Corporation (disposal of a wholly owned subsidiary, two-thirds of all voting power required).

RESOLVED, that the disposal by way of winding up of the wholly owned subsidiary Red Reserve Bank is approved.

Votes in favour: 30,000,000 of 30,000,000, being 100% of all voting power. The two-thirds threshold is satisfied.

5. WINDING UP PLAN

Binding under Part III, section 10(4) of the Legal Entity Act. Winding up shall proceed in accordance with Part III, section 10(7) of the Legal Entity Act and clause 14.2 of the Certificate of Incorporation of the Bank as follows:

(a) All banking services and customer contracts of the Bank are terminated with effect from the close of these resolutions.

(b) All account holders, depositors, creditors and contractual counterparties are requested to contact the Bank, its director, or the Department of Commerce. Under Part III, section 10(6)(a) of the Legal Entity Act, any person who does not do so within fourteen (14) days of the public announcement of the winding up by the Department shall be regarded as having voluntarily and permanently given up their claim. No distribution to the Parent shall be made before that period has expired.

(c) All creditors and debts are to be paid in full. Any loans extended by the Bank are to be called, settled, or assigned to the Parent.

(d) All legal proceedings involving the Bank are to be concluded or, where permitted, transferred to the Parent.

(e) Net remaining assets, after satisfaction of all debts and claims, are to be distributed to Redmont Capital Group Corporation as sole holder of all 1,000,000 ordinary shares.

6. VOTING PERIOD

6.1 These resolutions are open from _____ and shall close no earlier than forty-eight (48) hours thereafter, in accordance with Part III, section 6(4) of the Legal Entity Act and clauses 4.3, 6.3 and 13.4 of the Certificate of Incorporation of the Bank.

6.2 Posting in this Company Docket satisfies the accessibility requirement of Part III, section 6(5)(a) of the Legal Entity Act.

6.3 Any shareholder or director may call for a further resolution to be voted upon.

7. NOTICE TO THE DEPARTMENT OF COMMERCE

7.1 The Department of Commerce is requested to make the public announcement of the winding up in #government-announcements required by Part III, section 10(6) of the Legal Entity Act.

7.2 For the purposes of that announcement, the sole director of Red Reserve Bank is Antonfr.

8. EFFECT AND NEXT STEPS

8.1 Under Part III, section 1(9) of the Legal Entity Act, these resolutions take effect from the point this filing is posted, subject to the close of the voting period set out at section 6.

8.2 On completion of the winding up, a Certificate of Dissolution shall be filed in this Company Docket for verification and signature by the Secretary of the Department of Commerce or their delegate.

8.3 Under Part III, section 10(8)(b) of the Legal Entity Act and clause 14.3 of the Certificate of Incorporation of the Bank, the Bank ends its existence upon the signature of the Certificate of Dissolution and not before.

8.4 The Incorporated Entity Summary shall be updated without undue delay at each stage, in accordance with Part III, section 2 of the Legal Entity Act.

EXECUTION

The undersigned certifies that the foregoing resolutions were duly adopted in the capacities stated and that this filing is true and correct in every material respect, pursuant to the laws of the Commonwealth of Redmont.

_____

Antonfr
Executive Director, Chairman and Chief Executive Officer, Red Reserve Bank
for and on behalf of Redmont Capital Group Corporation, sole shareholder

Date: _____

This filing is made in the Company Docket of Red Reserve Bank pursuant to the Legal Entity Act of the Commonwealth of Redmont. Information recorded in the Company Docket is immutable and permanent under Part III, section 1(5) of that Act. All provisions are subject to, and shall be interpreted in accordance with, the laws of the Commonwealth of Redmont.