

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 4, 2022**

UNIQUE LOGISTICS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-50612

(Commission
File Number)

01-0721929

(IRS Employer
Identification No.)

**154-09 146th Ave,
Jamaica, NY 11434**

(Address of Principal Executive Offices)

(718) 978-2000

Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

None

Trading Symbol(s)

None

Name of each exchange on which registered

None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 3.03 Material Modification to Rights of Security Holders.

The relevant information in Item 5.03 on this Current Report on Form 8-K, regarding the Certificate of Amendment is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

On October 4, 2022, Unique Logistics International, Inc. (the “Company”) filed with the Secretary of State of the State of Nevada certificates of amendments to the Certificates of Designations, Preferences and Rights of each of its Series A, Series C and Series D Convertible Preferred Stock (collectively, the “Certificates of Designations”), amending (i) Section IV(b)(iii) of the Certificate of Designations, Preferences and Rights of its Series A Convertible Preferred Stock, (ii) Section 7(a)(ii) of the Certificate of Designations, Preferences and Rights of its Series C Convertible Preferred Stock, and (iii) Section 7(a)(ii) of the Certificate of Designations, Preferences and Rights of its Series D Convertible Preferred Stock (collectively, the “Amendments”), in order to extend the Anti-dilution Termination Date (as defined in the Amendments) to the earlier of (i) March 31, 2023 or (ii) a Qualified Financing (as defined in the Certificates of Designations).

The foregoing description of the Amendments does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendments, which are attached hereto as Exhibits 3.1, 3.2, and 3.3 and are incorporated herein by reference.

Item 9.01. Exhibits.

(d) Exhibits

Exhibit No.	Exhibit
3.1	<u>Certificate of Amendment of Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock of Unique Logistics International, Inc., filed with the Nevada Secretary of State on October 4, 2022</u>
3.2	<u>Certificate of Amendment of Certificate of Designations, Preferences and Rights of Series C Convertible Preferred Stock of Unique Logistics International, Inc., filed with the Nevada Secretary of State on October 4, 2022</u>
3.3	<u>Certificate of Amendment of Certificate of Designations, Preferences and Rights of Series D Convertible Preferred Stock of Unique Logistics International, Inc., filed with the Nevada Secretary of State on October 4, 2022</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNIQUE LOGISTICS INTERNATIONAL, INC.

Date: October 7, 2022

By: /s/ Sunandan Ray
Sunandan Ray
Chief Executive Officer

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Business Entity - Filing Acknowledgement

10/04/2022

Work Order Item Number: W2022100400522 - 2427673
Filing Number: 20222665351
Filing Type: Amended Certification of Stock Designation After Issuance of Class/Series
Filing Date/Time: 10/04/2022 09:12:25 AM
Filing Page(s): 3

Indexed Entity Information:

Entity ID: C1495-2004

Entity Name: Unique Logistics International, Inc.

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

THE CORPORATE PLACE, INC.

601 E CHARLESTON BLVD STE 100, LAS VEGAS, NV 89104, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

BARBARA K. CEGAVSKE
Secretary of State

Page 1 of 1

Commercial Recording Division
202 N. Carson Street



Filed in the Office of <i>Deborah K. Cegeste</i>	Business Number C1495-2004
	Filing Number 20222665351
Secretary of State State of Nevada	Filed On 10/04/2022 09:12:25 AM
	Number of Pages 3

NRS 78.1955, 78.1955(6)

- ☐ Certificate of Designation
- ☐ Certificate of Amendment to Designation - Before Issuance of Class or Series
- ☒ Certificate of Amendment to Designation - After Issuance of Class or Series
- ☐ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: Unique Logistics International, Inc. Entity or Nevada Business Identification Number (NVID): NV20041359887
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only Date: <input type="text"/> Time: <input type="text"/> (Optional): (must not be later than 90 days after the certificate is filed)
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: <input type="text"/>
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: <input type="text"/> Series A Convertible Preferred Stock
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued. <input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
6. Resolution: (Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock. * <input type="text"/>
7. Withdrawal:	Designation being Withdrawn: <input type="text"/> Date of Designation: <input type="text"/> No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * <input type="text"/>
8. Signature: (Required)	<input checked="" type="checkbox"/> <u>Eli Kay</u> Date: <input type="text"/> 10/04/2022 Signature of Officer



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number C1495-2004
Secretary of State State Of Nevada	Filing Number 20222665351
	Filed On 10/04/2022 09:12:25 AM
	Number of Pages 3

Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

- ☐ Certificate of Designation
- ☐ Certificate of Amendment to Designation - Before Issuance of Class or Series
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- ☐ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: Unique Logistics International, Inc.	
	Entity or Nevada Business Identification Number (NVID): NV20041359887	
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional):	Date: <input type="text"/> Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: <input type="text"/>	
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: Series A Convertible Preferred Stock	
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued.	
	<input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.	
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* Section IV(b)(iii) of the Series A Convertible Preferred Stock Designations is hereby replaced with: See attached Exhibit A with additional language	
7. Withdrawal:	Designation being <input type="text"/> Date of Withdrawn: <input type="text"/> Designation: <input type="text"/> No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * <input type="text"/>	
8. Signature: (Required)	DocuSigned by: <input checked="" type="checkbox"/> <i>Eli Kay</i> Eli Kay, CFO Signature of Officer	
	Date:	10/3/2022

* Attach additional page(s) if necessary
 This form must be accompanied by appropriate fees.

EXHIBIT A

6. Resolution

Section IV(b)(iii) of the Series A Convertible Preferred Stock Designations is hereby replaced with:

(iii) Adjustment upon issuance of shares of Common Stock. If and whenever on or after the date on which the Holder received shares of Series A Preferred Stock ("Issuance Date") through the earlier of (i) March 31, 2023 or (ii) a Qualified Financing (as defined herein) (the "Anti-Dilution Termination Date"), the Company issues or sells, or in accordance with the terms herein is deemed to have issued or sold, any shares of Common Stock or Common Stock Equivalents (a "**Dilutive Issuance**"), the number of Conversion Shares issuable upon conversion will be adjusted to entitle the holder to acquire such number of shares of Common Stock (the "Adjustment Shares") necessary to maintain the Holders Fully-Diluted Ownership Percentage percentage at the time of the Issuance Date. "Fully-Diluted Ownership Percentage" shall mean the percentage ownership calculated by dividing (i) the aggregate number of Conversion Shares as of the Issuance Date by (iii) the aggregate number of all issued and outstanding shares of Common Stock or Common Stock Equivalents of the Company (including any shares of Common Stock or Common Stock Equivalents which are issuable upon exercise or conversion of options, warrants or other securities or rights within 60 days of the date on which such calculation is being made). If the Series A Preferred Stock has not been converted prior to or on the Anti-Dilution Termination Date, the Holder of such Series A Preferred Stock will, upon conversion, be entitled to the Conversion Shares and any Adjustment Shares as of the Anti-Dilution Termination Date and will not be subject to any further adjustment. "Common Stock Equivalents" shall mean any securities of the Company or a Company subsidiary which would entitle the holder thereof to acquire at any time Common Stock, including, without limitation, any debt, preferred stock, right, option, warrant or other instrument that is at any time convertible into or exercisable or exchangeable for, or otherwise entitles the holder thereof to receive, Common Stock. A Qualified Financing means a financing of not less than \$20,000,000 completed by the Company involving the sale of Common Stock or other equity securities of the Company which are convertible into, exercisable for or exchangeable for Common Shares and whereby such Common Stock is listed on a National Securities Exchange.

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Business Entity - Filing Acknowledgement

10/04/2022

Work Order Item Number: W2022100400519 - 2427670
Filing Number: 20222665348
Filing Type: Amended Certification of Stock Designation After Issuance of Class/Series
Filing Date/Time: 10/04/2022 09:12:09 AM
Filing Page(s): 3

Indexed Entity Information:

Entity ID: C1495-2004

Entity Name: Unique Logistics International, Inc.

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

THE CORPORATE PLACE, INC.

601 E CHARLESTON BLVD STE 100, LAS VEGAS, NV 89104, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

BARBARA K. CEGAVSKE
Secretary of State

Page 1 of 1

Commercial Recording Division
202 N. Carson Street



Filed in the Office of <i>Deborah K. Cigante</i>	Business Number C1495-2004
	Filing Number 20222665348
Secretary of State State Of Nevada	Filed On 10/04/2022 09:12:09 AM
	Number of Pages 3

NRS 78.1955, 78.1955(6)

- ☐ Certificate of Designation
- ☐ Certificate of Amendment to Designation - Before Issuance of Class or Series
- ☒ Certificate of Amendment to Designation - After Issuance of Class or Series
- ☐ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: Unique Logistics International, Inc. Entity or Nevada Business Identification Number (NVID): NV20041359887		
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only Date: <input type="text"/> Time: <input type="text"/> (Optional): (must not be later than 90 days after the certificate is filed)		
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: <input type="text"/>		
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: <input type="text"/> Series C Convertible Preferred Stock		
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued. <input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.		
6. Resolution: (Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock. * <input type="text"/>		
7. Withdrawal:	Designation being Withdrawn: <input type="text"/> Date of Designation: <input type="text"/> No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * <input type="text"/>		
8. Signature: (Required)	<input checked="" type="checkbox"/> <u>Eli Kay</u> Date: <input type="text"/> 10/04/2022 Signature of Officer		



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Secretary of State State Of Nevada	Filing Number 20222665348
	Filed On 10/04/2022 09:12:09 AM
	Number of Pages 3

Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

- ☐ Certificate of Designation
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TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: Unique Logistics International, Inc.	
	Entity or Nevada Business Identification Number (NVID): NV20041359887	
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional):	Date: <input type="text"/> Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: <input type="text"/>	
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: Series C Convertible Preferred Stock	
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued.	
	<input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.	
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* Section 7(a)(ii) of the Series C Convertible Preferred Stock designations is hereby replaced with: See attached Exhibit A with additional language	
7. Withdrawal:	Designation being <input type="text"/> Date of Withdrawn: <input type="text"/> Designation: <input type="text"/> No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * <input type="text"/>	
8. Signature: (Required)	DocuSigned by: <input checked="" type="checkbox"/> <i>Eli Kay</i> Eli Kay, CFO Signature of Officer	
	Date:	10/3/2022

* Attach additional page(s) if necessary

This form must be accompanied by appropriate fees.

EXHIBIT A

6. Resolution

Section 7(a)(ii) of the Series C Convertible Preferred Stock designations is hereby replaced with the following:

Dilutive Issuances. Prior to an Anti-Dilution Termination Event, in order to maintain the Conversion Ratio the Fully Diluted Basis shall be calculated as of the Conversion Date and after an Anti-Dilution Termination Event the Conversion Ratio will be set to the Fully Diluted Basis as of the moment AFTER the Anti-Dilution Termination Event without any further adjustments for any subsequent issuance of Common Stock or Common Stock Equivalents by the Corporation after the Anti-Dilution Termination Event. As used herein an “Anti-Dilution Termination Event” shall mean the earlier of (i) March 31, 2023, or (ii) the closing of the Qualified Financing. For the avoidance of doubt, if any Series C Preferred Stock has not been converted prior to or on the Anti-Dilution Termination Event, such Series C Preferred Stock will, upon conversion, be entitled to only those adjustments pursuant to Section 7(i) and such shares will not be subject to any further adjustment for any subsequent issuance of Common Stock or Common Stock Equivalent by the Corporation.

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
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North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Business Entity - Filing Acknowledgement

10/04/2022

Work Order Item Number: W2022100400523 - 2427674
Filing Number: 20222665352
Filing Type: Amended Certification of Stock Designation After Issuance of Class/Series
Filing Date/Time: 10/04/2022 09:12:38 AM
Filing Page(s): 3

Indexed Entity Information:

Entity ID: C1495-2004

Entity Name: Unique Logistics International, Inc.

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

THE CORPORATE PLACE, INC.

601 E CHARLESTON BLVD STE 100, LAS VEGAS, NV 89104, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

BARBARA K. CEGAVSKE
Secretary of State

Page 1 of 1

Commercial Recording Division
202 N. Carson Street



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
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(775) 684-5708
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www.nvsilverflume.gov

Filed in the Office of <i>Barbara K. Cegauske</i> Secretary of State State Of Nevada	Business Number C1495-2004 Filing Number 20222665352 Filed On 10/04/2022 09:12:38 AM Number of Pages 3
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Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

- ☐ Certificate of Designation
- ☐ Certificate of Amendment to Designation - Before Issuance of Class or Series
- ☒ Certificate of Amendment to Designation - After Issuance of Class or Series
- ☐ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: Unique Logistics International, Inc. Entity or Nevada Business Identification Number (NVID): NV20041359887
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional): Date: _____ Time: _____ (must not be later than 90 days after the certificate is filed)
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: _____
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: Series D Preferred Stock
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued. <input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
6. Resolution: (Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* _____ _____
7. Withdrawal:	Designation being _____ Date of Withdrawn: _____ Designation: _____ No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * _____ _____
8. Signature: (Required)	<input checked="" type="checkbox"/> Eli Kay Signature of Officer Date: 10/04/2022

This form must be accompanied by appropriate fees.

page1 of 1
Revised: 1/1/2019



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
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 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number C1495-2004
Secretary of State State Of Nevada	Filing Number 20222665352
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Certificate, Amendment or Withdrawal of Designation

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1. Entity information:	Name of entity: Unique Logistics International, Inc.	
	Entity or Nevada Business Identification Number (NVID): NV20041359887	
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional):	Date: _____ Time: _____ (must not be later than 90 days after the certificate is filed)
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: _____	
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: Series D Preferred Stock	
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued.	
	<input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.	
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* Section 7(a)(ii) of the Series D Convertible Preferred Stock designations is hereby replaced with: See attached Exhibit A with additional language.	
7. Withdrawal:	Designation being _____ Date of Withdrawn: _____ Designation: _____ No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * _____	
8. Signature: (Required)	DocuSigned by: <input checked="" type="checkbox"/> <i>Eli Kay</i> Eli Kay, CFO Signature of Officer	
	Date:	10/3/2022

* Attach additional page(s) if necessary

This form must be accompanied by appropriate fees.

EXHIBIT A

6. Resolution

Section 7(a)(ii) of the Series D Convertible Preferred Stock designations is hereby replaced with the following:

Dilutive Issuances. Prior to an Anti-Dilution Termination Event, in order to maintain the Conversion Ratio the Fully Diluted Basis shall be calculated as of the Conversion Date and after an Anti-Dilution Termination Event the Conversion Ratio will be set to the Fully Diluted Basis as of the moment AFTER the Anti-Dilution Termination Event without any further adjustments for any subsequent issuance of Common Stock or Common Stock Equivalents by the Corporation after the Anti-Dilution Termination Event. As used herein an “Anti-Dilution Termination Event” shall mean the earlier of (i) March 31, 2023, or (ii) the closing of the Qualified Financing. For the avoidance of doubt, if any Series D Preferred Stock has not been converted prior to or on the Anti-Dilution Termination Event, such Series D Preferred Stock will, upon conversion, be entitled to only those adjustments pursuant to Section 7(i) and such shares will not be subject to any further adjustment for any subsequent issuance of Common Stock or Common Stock Equivalent by the Corporation.
