

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): **August 11, 2023**

**KNOW LABS, INC.**

(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or Other Jurisdiction of Incorporation)	<u>000-30262</u> (Commission File Number)	<u>90-0273142</u> (IRS Employer Identification No.)
<u>500 Union Street, Suite 810 Seattle, Washington</u> (Address of Principal Executive Offices)		<u>98101</u> (Zip Code)

(206) 903-1351  
Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report): Not Applicable

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, par value \$0.001</b>	<b>KNW</b>	<b>NYSE American LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange 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 5.03 Amendments to the Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As part of a routine review of our corporate records we recently determined that, at our 2013 annual meeting of stockholders (the 2013 Annual Meeting) held on March 21, 2013, among other things our stockholders voted on “Proposal 3” to amend and restate the Company’s articles of incorporation (the “Articles”). Contrary to our understanding at the time of the 2013 Annual Meeting, that proposal was not sufficiently approved as required under the Nevada Revised Statutes (“NRS”). Our proxy statement filed on January 11, 2013 contains the details regarding Proposal 3. We believe that none of the proposed changes from Proposal 3 were material.

Subsequent to the 2013 Annual Meeting, we amended our articles of incorporation four (4) times, on August 12, 2013, June 11, 2015, May 13, 2018 and December 6, 2021, and have also filed several certificates of designation relating to our various series of preferred stock, only two of which remain in effect as of the date hereof, as described below (collectively, the “Subsequent Amendments”).

On August 11, 2023, we filed restated articles of incorporation with the Nevada Secretary of State, which present the entire text of our Articles, as amended prior to the 2013 Annual Meeting, and as further amended by the Subsequent Amendments, but disregarding the amendments proposed in Proposal 3 at the 2013 Annual Meeting. Our restated articles of incorporation are contained in Exhibit 3.1 to this Form 8-K.

**Item 8.01 Other Events.**

On August 11, 2023, we made corrections and amendments to, and a withdrawals of, certificates of designation relating to series of our preferred stock as described below:

Series C Convertible Preferred Stock (“Series C Stock”):

Certificate of Correction

We filed a certificate of correction to correct clerical misstatements and typographical errors in the Certificate of Designation for the Series C Stock. The certificate of correction retroactively corrects prior wording in the Certificate of Designation of the Series C Stock that inaccurately described the ranking of the Series C Stock (as being pari passu with the Company’s common stock as to liquidation or dividends) as well as the automatic conversion and voting rights of the Series C Stock. As corrected, the Series C Stock ranks senior to the Company’s common stock in liquidation and dividends. In addition, the certificate of correction of the Series C Stock clarifies a reference to the New York Stock Exchange in the automatic conversion provisions of the Series C Stock to preclude any inference that the NYSE American is included by the term “New York Stock Exchange”, and also corrects an incorrect cross reference that was intended to refer to the beneficial ownership blocker in the Series C Stock as a limit on voting rights thereof. The Series C Stock certificate of correction is filed as Exhibit 3.2 to this Form 8-K.

Amendment and Restatement

In addition, with the approval of the holder of all of our outstanding Series C Stock, after the certificate of correction was filed and became effective, we amended and restated the Certificate of Designation of our Series C Stock (the “Series C A&R Certificate”). The Series C A&R Certificate is filed as Exhibit 3.3 to this Form 8-K. The principal changes effected by the Series C A&R Certificate and related board and stockholder resolutions are as follows:

- In connection with the amendment and restatement of the Series C A&R Certificate, we effected a reverse split of our outstanding Series C Stock by a factor of 1-for-100. No changes were made to the 5 million total shares of “blank-check” preferred stock authorized in our Articles. Prior to such reverse split, there were 1,785,715 designated and outstanding. To account for the reverse split, but in order to provide the ability to issue “pay in kind” dividends (as described below) in lieu of cash dividends, we designated 30,000 shares of Series C Stock in the Series C A&R Certificate. In order to maintain the economic rights of the Series C Stock, the definition of “Stated Value” was multiplied by 100, to offset the reverse split factor.

- The previous cash-dividend rights of the Series C Stock, which accrued and accumulated annually at 8% and would be payable upon either conversion of such stock or if the board declared such dividends, have been amended on a go-forward basis such that in lieu of cash dividends, all dividends will accrue and be payable solely in the form of new shares of Series C Stock, with the number of such shares being equal to the amount of accrued dividends divided by the \$70.00 per share stated value of such shares, rounding down any fractional shares.
- We amended the standard for amending the Series C Stock from 75% to a majority of the Series C Stock.
- We made conforming changes to enable the issuance of “pay in kind” dividends and made other corrections and clarifications as well as deletions of redundant provisions. We also made certain immaterial changes to conform certain terms to the Series D Stock (as defined below).

Series D Convertible Preferred Stock (“Series D Stock”):

Certificate of Correction

We filed a certificate of correction to correct clerical misstatements and typographical errors in the Certificate of Designation for the Series D Stock. The certificate of correction retroactively corrects prior wording in the Certificate of Designation of the Series D Stock that inaccurately described the ranking of the Series D Stock (was as being senior to the Series C Stock as to liquidation or dividends) as well the voting rights of the Series D Stock. As corrected, the Series D Stock ranks junior to the Series C Stock but senior to the Company’s common stock in liquidation and dividends. In addition, the certificate of correction of the Series D Stock corrects an incorrect cross reference that was intended to refer to the beneficial ownership blocker in the Series D Stock as a limit on voting rights thereof. The Series D Stock certificate of correction is filed as Exhibit 3.4 to this Form 8-K (multiple, substantially identical, certificates of correction were in fact filed to account for the fact that the Series D Stock had been previously amended and restated on two prior occasions, however those additional certificates of correction are not included as an exhibit hereto).

Amendment and Restatement

In addition, with the approval of the holder of our Series D Stock, after the certificate of correction was filed and became effective, we amended and restated the Certificate of Designation of our Series D Stock (the “Series D A&R Certificate”). The Series D A&R Certificate is filed as Exhibit 3.5 to this Form 8-K. The principal changes effected by the Series D A&R Certificate and related board and stockholder resolutions are as follows:

- In connection with the amendment and restatement of the Series D A&R Certificate, we effected a reverse split of our outstanding Series D Stock by a factor of 1-for-100. No changes were made to the 5 million total shares of “blank check” preferred stock authorized in our Articles. Prior to such reverse split, there were 1,016,014 designated and outstanding. To account for the reverse split, but in order to provide the ability to issue “pay in kind” dividends (as described below) in lieu of cash dividends, we designated 20,000 shares of Series D Stock in the Series D A&R Certificate. In order to maintain the economic rights of the Series D Stock, the definition of “Stated Value” was multiplied by 100, to offset the reverse split factor.
- The previous cash-dividend rights of the Series D Stock, which accrued and accumulated annually at 8% and would be payable upon either conversion of such stock or if the board declared such dividends, have been amended on a go-forward basis such that in lieu of cash dividends, all dividends will accrue and be payable solely in the form of new shares of Series D Stock, with the number of such shares being equal to the amount of accrued dividends divided by the \$70.00 per share stated value of such shares, rounding down any fractional shares.
- The automatic conversion provisions of the Series D Stock were amended such that uplisting to the NYSE American would not constitute a trigger of automatic conversion unless the weighted average price of our stock price is at least \$2.50 per share for 20 consecutive trading days with an average daily trading volume such period equal to or greater than \$200,000. The uplisting to the NYSE American in September of 2022 did not result in an automatic conversion because the Company did not issue a conversion notice timely.
- The restrictions on “variable rate transactions” were amended such an “at-the-market” offering and related agreements would not be a considered a “variable rate transaction” that would require approval of the holders of the Series D Stock.
- We amended the standard for amending the Series D Stock from 85% to a majority of the Series C Stock.
- We made conforming changes to enable the issuance of “pay in kind” dividends and made other corrections and clarifications as well as deletions of redundant provisions.

Series F Preferred Stock:

We withdrew the certificate of designation of our Series F Preferred Stock. No shares of Series F Preferred Stock have ever been issued.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Restatement of the Articles of Incorporation dated August 11, 2023</u></a>
<a href="#"><u>3.3</u></a>	<a href="#"><u>Amended and Restated Series C Certificate of Designation, dated August 11, 2023</u></a>
<a href="#"><u>3.4</u></a>	<a href="#"><u>Third Amended and Restated Series C Certificate of Designation, dated August 11, 2023</u></a>
<a href="#"><u>3.5</u></a>	<a href="#"><u>Series D Certificate of Correction of Know Labs, Inc., dated August 11, 2023</u></a>
<a href="#"><u>3.6</u></a>	<a href="#"><u>Amended and Restated Series D Certificate of Designation, dated August 11, 2023</u></a>
<a href="#"><u>3.7</u></a>	<a href="#"><u>Certificate of Withdrawal of Series F Preferred Stock, dated August 11, 2023</u></a>



**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, thereunto duly authorized.

**KNOW LABS, INC.**

Date: August 14, 2023

By: /s/ Ronald P. Erickson

Name: Ronald P. Erickson

Title: Chief Executive Officer

**FRANCISCO V. AGUILAR**  
Secretary of State

**GABRIEL DI CHIARA**  
Chief Deputy

STATE OF NEVADA



OFFICE OF THE  
SECRETARY OF STATE

Commercial Recordings Division  
202 N. Carson Street  
Carson City, NV 89701  
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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**

08/11/2023

**Work Order Item Number:** W2023081100812-3083679  
**Filing Number:** 20233408046  
**Filing Type:** Restated Articles  
**Filing Date/Time:** 8/11/2023 12:03:00 PM  
**Filing Page(s):** 9

**Indexed Entity Information:**

**Entity ID:** C23651-1998                      **Entity Name:** KNOW LABS, INC.  
**Entity Status:** Active                      **Expiration Date:** None

Commercial Registered Agent  
CORPORATION SERVICE COMPANY  
112 NORTH CURRY STREET, Carson City, NV 89703, 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,



FRANCISCO V. AGUILAR  
Secretary of State



**FRANCISCO V. AGUILAR**  
 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>FV Aguilar</i>	Business Number <b>C23651-1998</b>
Secretary of State State Of Nevada	Filing Number <b>20233408046</b>
	Filed On <b>8/11/2023 12:03:00 PM</b>
	Number of Pages <b>9</b>

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

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

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="Know Labs, Inc."/>
	Entity or Nevada Business Identification Number (NVID): <input type="text" value="C23651-1998"/>
<b>2. Restated or Amended and Restated Articles:</b> (Select one)  (If amending and restating only, complete section 1, 2, 3, 5 and 6)	<input checked="" type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input checked="" type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <input type="text" value="08/09/2023"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. Amended and Restated Articles <input type="checkbox"/> Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: <input type="checkbox"/> (Check only one box)      incorporators                      board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued
	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:
	<b>Officer's Statement (foreign qualified entities only) -</b> Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended.                      Dissolution <input type="checkbox"/> The purpose of the entity has been amended.              Merger <input type="checkbox"/> The authorized shares have been amended.                  Conversion <input type="checkbox"/> Other: (specify changes)
* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.	

This form must be accompanied by appropriate fees.





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

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

**4. Effective Date and Time:** (Optional)      Date: \_\_\_\_\_ Time: \_\_\_\_\_  
(must not be later than 90 days after the certificate is filed)

**5. Information Being Changed:** (Domestic corporations only)      Changes to takes the following effect:

- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other.
- The articles have been amended as follows: (provide article numbers, if available)

(attach additional page(s) if necessary)

**6. Signature:** (Required)

<input checked="" type="checkbox"/> <u>Ken Erickson</u> Signature of Officer or Authorized Signer	Chief Executive Officer Title
<input checked="" type="checkbox"/> _____ Signature of Officer or Authorized Signer	_____ Title

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**Please include any required or optional information in space below:**  
(attach additional page(s) if necessary)

The articles of incorporation of Know Labs, Inc., as heretofore amended to date, are hereby restated as set forth on the following pages.

[See attached pages.]

**RESTATED  
ARTICLES OF INCORPORATION OF  
KNOW LABS, INC.**

ARTICLE I  
NAME

The name of the Corporation is Know Labs, Inc. (the "Corporation").

ARTICLE II  
REGISTERED AGENT AND REGISTERED OFFICE

The registered office of the Corporation shall be the street address of its registered agent in the State of Nevada.

ARTICLE III  
DURATION

The duration of the Corporation's existence shall be perpetual.

ARTICLE IV  
PURPOSES

The purposes for which the Corporation is organized are as follows: to engage in any business, trade or activity which lawfully may be conducted or permitted under Nevada General Corporation Law, Chapter 78 of the Nevada Revised Statutes. The Corporation also shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the purpose or purposes of this Corporation.

ARTICLE V  
POWERS

The powers of the Corporation shall be those powers granted by NRS 78.060 and 78.070 of the Nevada Revised Statutes under which this Corporation is formed. In addition, the Corporation shall be entitled to exercise any and all other powers authorized or permitted under any laws that now may be or hereafter become applicable or available to this Corporation.

ARTICLE VI  
SHARES

Section 1. Authorized Capital. The Corporation is authorized to issue two classes of capital stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock which this Corporation is authorized to issue is Two Hundred Million (200,000,000) shares of Common Stock, par value \$0.001 per share, and Five Million (5,000,000) shares of Preferred Stock, par value \$0.001 per share. The Common Stock is subject to the rights and preferences of the Preferred Stock as set forth below.

Section 2. Issuance of Preferred Stock in Series.

(a) The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Articles of Incorporation, as determined from time to time by the Board of Directors of the Corporation and stated in the resolution or resolutions providing for the issuance thereof, prior to the issuance of any shares thereof. The Board of Directors shall have the authority to fix and determine and to amend, subject to these provisions, the designation, preferences, limitations and relative rights of the shares (including, without limitation, such matters as dividends, redemption, liquidation, conversion and voting) of any series that is wholly unissued or to be established. Unless otherwise specifically provided in the resolution establishing any series, the Board of Directors shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

(b) These Restated Articles of Incorporation, as the same may be amended from time to time, include the terms of the Corporation's:

(i) Series C Convertible Preferred Stock, as set forth in the Amended and Restated Certificate of Designation filed in the office of the Nevada Secretary of State on August 11, 2023, as Filing No. 20233407692, as the same has been and may be further amended, corrected or restated from time to time; and

(ii) Series D Convertible Preferred Stock, as set forth in the Third Amended and Restated Certificate of Designation filed in the office of the Nevada Secretary of State on August 11, 2023, as Filing No. 20233407698, as the same has been and may be further amended, corrected or restated from time to time;

and each such certificate of designation, as so amended, corrected or restated, as applicable, is hereby incorporated herein by this reference until such certificate of designation is withdrawn in accordance with the NRS.

Section 3. Consideration for Shares. The capital stock of the Corporation shall be issued for such consideration as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid and non-assessable.

Section 4. Dividends. Dividends in cash, property or shares of the Corporation may be paid, if, as and when declared by the Board of Directors, out of funds of the Corporation to the extent and in the manner permitted by law.

ARTICLE VII  
ASSESSMENT OF STOCK

The capital stock of this Corporation, after the amount of the subscription price has been fully paid in, shall not be assessable for any purpose, and no stock issued as fully paid up shall

ever be assessable or assessed. The holders of such stock shall not be individually responsible for the debts, contracts, or liabilities of the Corporation and shall not be liable for assessments to restore impairments in the capital of the Corporation.

#### ARTICLE VIII DIRECTORS

The business of the Corporation shall be managed by a Board of Directors. The number of directors constituting the Board of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of this Corporation; provided, however, that the number shall not be less than one (1) nor more than eight (8), and shall not be increased by more than three directors in any calendar year. In case of a vacancy in the Board of Directors, including those caused by an increase in the number of directors, a majority of the remaining directors, though less than a quorum, may appoint someone to fill such vacancy and such appointed director or directors shall serve until the election and qualification of a successor at the next annual meeting of the stockholders or until a special meeting is called for the purpose of electing director(s) for that position(s).

#### ARTICLE IX LIMITATION OF LIABILITY OF OFFICERS AND DIRECTORS

The personal liability of all of the officers and directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Nevada General Corporation Law, as the same may be supplemented and amended.

#### ARTICLE X INDEMNIFICATION AND INSURANCE

Section 1. A director of this Corporation shall not be personally liable to the corporation or its stockholders for monetary damages for conduct as a director, except for liability of the director: (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating the Nevada General Corporation Law, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Nevada General Corporation Law is amended after September 13, 2002, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the full extent permitted by the Nevada General Corporation Law, as so amended, without any requirement of further action by the stockholders.

Section 2. The Corporation shall indemnify any individual made a party to a proceeding because that individual is or was a director of the Corporation and shall advance or reimburse the reasonable expenses incurred by the individual in advance of final disposition of the proceeding, without regard to the limitations in the Nevada General Corporation Law, or any other limitation which may be enacted after September 13, 2002, to the extent such limitation may be disregarded if authorized by the Articles of Incorporation or as permitted by applicable law.



Section 3. Any repeal or modification of this Article by the stockholders of this Corporation shall not adversely affect any right of any individual who is or was a director of the Corporation, which existed at the time of such repeal or modification.

Section 4. To the fullest extent provided by Nevada General Corporation Law, the Corporation also may indemnify any other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

Section 5. The Corporation may purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as such, whether or not the Corporation has the authority to indemnify him against such liability and expenses.

#### ARTICLE XI

##### PLACE OF MEETING; CORPORATE BOOKS

Subject to the laws of the State of Nevada, the stockholders and the Directors shall have power to hold their meetings, and the Directors shall have power to have an office or offices and to maintain the books of the Corporation outside the State of Nevada, at such place or places as may from time to time be designated in the Bylaws or by appropriate resolution.

#### ARTICLE XII

##### AMENDMENT OF ARTICLES

This Corporation reserves the right to amend, alter, change or repeal any of the provisions contained in its Articles of Incorporation in any manner prescribed or permitted by law on or after September 13, 2002. All rights of the stockholders, directors and officers of this Corporation are granted subject to this reservation.



ARTICLE XIII  
PREEMPTIVE RIGHTS

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this Corporation.

ARTICLE XIV  
CUMULATIVE VOTING

The stockholders of this Corporation shall not be entitled to cumulative voting at the election of any directors.

ARTICLE XV  
CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and another corporation, firm or association in which one or more of its directors or officers are directors or officers or are financially interested, is void or voidable solely for this reason or solely because any such director or officer is present at the meeting of the Board of Directors or a committee thereof which authorizes or approves the contract or transaction, or joins in the execution of a written consent which authorizes or approves the contract or transaction, or because the vote or votes of common or interested directors are counted for that purpose, if the circumstances specified in any of the following paragraphs exists:

(a) The fact of the common directorship, office or financial interest is known to the Board of Directors or committee and noted in the minutes, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of the common or interested director or directors.

(b) The fact of the common directorship, office or financial interest is known to the stockholders, and they approve or ratify the contract or transaction in good faith by a majority vote of stockholders holding a majority of the voting power. The votes of the common or interested directors or officers must be counted in any such vote of stockholders.

(c) The fact of the common directorship, office or financial interest is not known to the director or officer at the time the transaction is brought before the Board of Directors of the Corporation for action.

(d) The contract or transaction is fair as to the Corporation at the time it is authorized or approved.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies a contract or transaction, and if the votes of the common or interested directors are not counted at the meeting, then a majority of the disinterested directors may authorize, approve or ratify a contract or transaction.

ARTICLE XVI  
BYLAWS

The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws of this Corporation, subject to the power of the stockholders to amend or repeal such Bylaws. The stockholders shall also have the power to adopt, amend or repeal the Bylaws of this Corporation.

ARTICLE XVII  
APPROVAL OF CERTAIN ACTIONS

Except to the extent that any of the following actions are permitted to be taken solely upon approval of the Board of Directors of the Corporation without shareholder action pursuant to these Articles of Incorporation or applicable Nevada General Corporation Law, any amendment of the Articles of Incorporation or the Bylaws of the Corporation, approval of a plan of merger or share exchange, authorizing the sale, lease, exchange or other disposition of all, or substantially all of the Corporation's property, authorizing dissolution of the Corporation or any increase in the authorized or issued capital stock of the Corporation (whether pursuant to Article VI or otherwise), any cancellation, redemption or purchase by the Corporation of any of its shares, any change in the rights attached to any class of its shares, and any other reorganization of the Corporation of any nature, shall require approval by each voting group entitled to vote thereon by a simple majority of all the votes entitled to be cast by that voting group.

ARTICLE XVIII  
STOCKHOLDER VOTING ON SIGNIFICANT CORPORATE ACTION

Any corporate action for which Nevada General Corporation Law, as then in effect, would otherwise require approval by either two-thirds vote of the stockholders of the Corporation or by a two-thirds vote of one or more voting groups shall be deemed approved by the stockholders or the voting group(s) if it is approved by the affirmative vote of the holders of a majority of shares entitled to vote or, if approval by voting groups is required, by the holders of a majority of shares of each voting group entitled to vote separately. Notwithstanding this Article, effect shall be given to any other provision of these Articles of Incorporation that specifically requires a greater vote for approval of any particular corporate action.

ARTICLE XIX  
STOCKHOLDER ACTION BY WRITTEN CONSENT

Action required or permitted to be taken at a stockholders' meeting may be taken without a meeting or a vote if the action is taken by stockholders holding of record or otherwise entitled to vote in the aggregate not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted. To the extent that Nevada General Corporation Law requires prior notice of any such action to be given to non-consenting or non-voting stockholders, written notice of such action shall be given at least five (5) days prior to the effective date of such action, unless a greater period is required by law.

ARTICLE XX  
QUORUM FOR MEETINGS OF STOCKHOLDERS

Except with respect to any greater requirement required by Nevada General Corporation Law or the Bylaws of this Corporation, one-third of the votes entitled to be cast on a matter by the holders of shares that are entitled to vote and be counted collectively upon such matter, represented in person or by proxy, shall constitute a quorum for the transaction of business at a meeting of stockholders.

\* \* \* \*

**KNOW LABS, INC.**  
**SECOND AMENDED AND RESTATED BYLAWS**

Effective Date: October 15, 2021

**ARTICLE I**  
**OFFICES**

**1.1 Registered Office.** The address of the Corporation's registered office in the State of Nevada is 1805 N Carson Street, Suite S, Carson City, Nevada 89701. The name of the Corporation's registered agent at such address is Pacific Registered Agents, Inc.

**1.2 Other Offices.** The Corporation also may have offices at such other places as the Board of Directors may from time to time determine or as the business of the Corporation may require.

**ARTICLE II**  
**STOCKHOLDERS' MEETINGS**

**2.1 Location of Meetings.** Annual and special meetings of the stockholders shall be held at such place within or without the State of Nevada as the Directors may, from time to time, fix. Whenever the Directors shall fail to fix such place, the meeting shall be held at the principal office of the Corporation located in Seattle, Washington.

**2.2 Annual Meeting.** The annual meeting of stockholders shall be held each year at such time and place, within or outside of the State of Nevada, as shall be designated by the Board of Directors and stated in the notice of the meeting. At the annual meeting the stockholders shall elect Directors of the Corporation and may transact any other business that is properly brought before the meeting.

**2.3 Business at Annual Meetings; Advance Notice Provision.**

(i) No business may be transacted at an annual meeting of stockholders, other than business that is of proper matter for stockholder action and as shall have been properly brought before the meeting. To be properly brought before a meeting, business must be: (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board, (b) otherwise properly brought before the meeting by or at the direction of the Board, or (c) otherwise properly brought before the meeting by a stockholder who complies with the notice procedures set forth in Section 2.3(ii) below as to any business submitted by a stockholder other than director nominations which shall be governed exclusively by Section 3.3 below. This Section 2.3 shall be the exclusive means for a stockholder to submit business other than director nominations before a meeting of the stockholders (and other than proposals brought under Rule 14a-8 of Regulation 14A of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and included in the Corporation's notice of meeting, which proposals are not governed by these Bylaws).

(ii) For any business (other than the nomination of directors) to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. This subsection (ii) shall constitute an "advance notice provision" for annual meetings for purposes of Rule 14a-4(c)(1) under the Exchange Act. To be timely, a stockholder's notice must be received at the principal executive offices of the Corporation not earlier than the close of business on the 90<sup>th</sup> day and not later than the close of business on the 60<sup>th</sup> day prior to the first anniversary of the preceding year's annual meeting; *provided, however*, that in the event the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 90<sup>th</sup> day prior to the date of such annual meeting and not later than the close of business on the later of the 60<sup>th</sup> day prior to the date of such annual meeting or, if notice of the meeting is mailed or the first public announcement of the date of such annual meeting is made less than 75 days prior to the date of such annual meeting, the 15<sup>th</sup> day following the date on which such notice is mailed or such public announcement of the date of such meeting is first made by the Corporation, whichever occurs first. In no event shall any adjournment or postponement of an annual meeting, or the announcement thereof, commence a new time period for the giving of a stockholder's notice as described above. A stockholder's notice to the Secretary shall set forth the following information and shall include a representation as to the accuracy of the information: (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting; (b) the name and record address of the stockholder proposing such business; (c) the class and number of shares of the Corporation that are directly or indirectly, owned beneficially and/or of record by the stockholder; (d) any option, warrant, convertible, security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of the Corporation, whether or not the instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Corporation or otherwise (a "Derivative Instrument") that is directly or indirectly owned beneficially by the stockholder and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Corporation; (e) any proxy, contract, arrangement, understanding, or relationship pursuant to which the stockholder has a right to vote or has granted a right to vote any shares of any security of the Corporation; (f) any short interest in any security of the Corporation (for purposes of these Bylaws a person shall be deemed to have a short interest in a security if the stockholder directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security); (g) any rights to dividends on the shares of the Corporation owned beneficially by the stockholder that are separated or separable from the underlying shares of the Corporation; (h) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership or limited liability company or similar entity in which the stockholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner, is the manager, managing member or directly or indirectly beneficially owns an interest in the manager or managing member of a limited liability company or similar entity; (i) any performance-related fees (other than an asset-based fee) that the stockholder is entitled to based on any increase or decrease in the value of shares of the Corporation or Derivative Instruments, if any;

(j) any arrangement, rights or other interests described in subsections (c) through (i) above held by members of such stockholder's immediate family sharing the same household; (k) any other information related to the stockholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitation of proxies for the proposal pursuant to Section 14 of the Exchange Act and the rules and regulations thereunder; (l) any material interest of the stockholder in such business; (m) a description of any arrangements and understandings between such stockholder and any other person or persons in connection with the proposal of such business by such stockholder; and (n) any other information as reasonably requested by the Corporation. The information described in subsections (c) through (j) above is hereinafter collectively referred to as the "Ownership and Rights Information."

(iii) Notwithstanding the foregoing or any other provisions of these Bylaws, including Section 3.3 below, a stockholder also shall comply with all applicable laws, regulations and requirements, including requirements of the Exchange Act and the rules and regulations thereunder, with respect to the matters set forth in these Bylaws; *provided, however*, that any references in these Bylaws to the Exchange Act or the rules and regulations thereunder are not intended to and shall not limit the requirements applicable to proposals or nominations as to any other business to be considered pursuant to this Section 2.3 or Section 3.3 below.

(iv) Nothing in these Bylaws shall be deemed to affect any rights of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act. Notice of stockholder proposals that are, or that the submitting stockholder intends to be, governed by Rule 14a-8 under the Exchange Act are not governed by these Bylaws.

**2.4 Notice of Annual Meeting.** Written notice of the annual meeting shall be served upon or mailed to each stockholder entitled to vote thereat at such address as appears on the books of the Corporation, at least ten (10) but not more than sixty (60) days prior to the meeting. Such notice shall state the location, date and hour of the meeting, but the notice need not specify the business to be transacted thereat.

**2.5 Special Meetings.** Special meetings of the stockholders for any purpose or purposes, unless otherwise provided by law or by the Articles of Incorporation, may be called by the Chief Executive Officer and shall be called by the Chief Executive Officer or Secretary at the request in writing of a majority of the Board of Directors, and not at the request of any other person or persons. Such request must state the purpose or purposes of the proposed meeting.

**2.6 Notice of Special Meetings.** Written notice of a special meeting shall be served upon or mailed to each stockholder entitled to vote thereat at such address as appears on the books of the Corporation, at least ten (10) but not more than sixty (60) days prior to the meeting. Such notice shall state the location, date and hour of the meeting and shall describe the order of business to be addressed at the meeting. Business transacted at all special meetings shall be confined to the matters stated in the notice.

**2.7 Presiding Officer at Stockholder Meetings.** The Chair of the Board shall preside at all meetings of the stockholders, provided that the Chair may designate the Chief Executive Officer to preside in the Chair's stead. In the Chair's absence, the Chief Executive Officer shall preside, and in the absence of both, the Board shall appoint a person to preside.

**2.8 Quorum; Adjournment.** The holders of one-third (33 1/3 %) of the voting power of the shares of capital stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be required and shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by law, the Articles of Incorporation, or these Amended and Restated Bylaws (the "Bylaws"). If such quorum shall not be present or represented at any meeting of the stockholders, the presiding officer of the meeting or the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time by the affirmative vote of a majority in voting power thereof, until a quorum shall be present or represented. Even if a quorum is present or represented at any meeting of the stockholders, the presiding officer of the meeting, for good cause, or the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time by the affirmative vote of a majority in voting power thereof. If the time and place of the adjourned meeting are announced at any meeting at which an adjournment is taken, no further notice of the adjourned meeting need be given; *provided, however*, that if the adjournment is for more than thirty (30) days, or if after the adjournment a new record date for the adjourned meeting is fixed by the Board of Directors, notice of the adjourned meeting shall be given to each stockholder entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting.

**2.9 Vote Required.** In all matters other than the election of Directors, the affirmative vote of the holders of a majority of the voting power of the shares of capital stock present in person or represented by proxy and entitled to vote on the matter shall decide any question brought before a meeting unless the question is one upon which by express provision of the Articles of Incorporation or of these Bylaws, or by law, a different vote is required in which case such express provision shall govern and control the decision of such question. Directors shall be elected, by ballot, by a plurality of the votes of the voting power of the shares of capital stock present in person or represented by proxy and entitled to vote at the election of directors; *provided, however*, that a stockholder shall not be permitted to cumulate his/her votes with respect to the election of Directors.

**2.10 Voting; Proxies.** At any meeting of the stockholders every holder of shares entitled to vote thereat shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such stockholder and bearing a date not more than six (6) months prior to the date of said meeting, unless said instrument provides for a longer period, but in no event may such period exceed three (3) years from the date of its creation. Unless otherwise required by law or provided in the Articles of Incorporation, each stockholder shall have one vote for each share of capital stock having voting power, registered in such stockholder's name on the books of the Corporation, and except where the transfer books of the Corporation shall have been closed or a date shall have been fixed as a record date for the determination of its stockholders entitled to vote, no share of stock shall be voted on at any election of Directors which shall have been transferred on the books of the Corporation within twenty (20) days next preceding such election of Directors.

**2.11 Stockholder Lists.** At least ten (10) days before every meeting of the stockholders, a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order, with the residence of each and the number of voting shares held by each, shall be prepared by the Secretary. Such list shall be open for said ten days to examination by any stockholder for any purpose germane to the meeting during regular business hours at the place where the meeting is to be held, or at such other place within the city in which the meeting is to be held as shall be specified in the notice of the meeting, and also shall be produced and kept at the time and place of the meeting, during the whole time thereof, and may be inspected by any stockholder who is present.

**2.12 Action Without Meeting.** Any action required or permitted to be taken at any annual or special meeting of stockholders may be taken without a meeting if, before or after the action, a written consent thereto is signed by stockholders holding at least a majority of the voting power, except that if a greater proportion of voting power is required for such an action under Nevada General Corporation Law (Title 7, Chapter 78 of the Nevada Revised Statutes), any other applicable law, or the Corporation's Articles of Incorporation, then that greater proportion of written consents shall be required. In no instance where action is authorized by written consent need a meeting of stockholders be called or notice given. All such written consents shall be filed with the records of the meetings of the stockholders of the Corporation.

### **ARTICLE III DIRECTORS**

**3.1 Powers.** The property and business of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.

**3.2 Number of Directors.** The number of Directors which shall constitute the Board shall be fixed from time to time by resolution of a majority of Directors in office; *provided, however,* that their number shall not be less than three (3) nor more than nine (9), and shall not be increased by more than three directors in any calendar year.

**3.3 Term.** Directors shall be elected at each annual meeting of the stockholders. Each Director so elected shall serve for a one-year term and until his/her successor is elected and qualified. If a Director dies, resigns, or is removed, the Director's replacement shall serve throughout the remaining portion of the Director's term, and thereafter until the Director's successor is elected and qualified. Directors are not required to be stockholders of the Corporation. The Board of Directors, at its first meeting after each annual meeting of stockholders, shall elect the Chair of the Board who shall perform such duties as are specified in these Bylaws or are properly required of the Chair by the Board of Directors.



**3.4 Nominations.** Nominations for the election of Directors may be made by the Board, by the Nominations and Governance Committee, or by any stockholder entitled to vote for the election of Directors. Nominations proposed by the Board or the Nominations and Governance Committee shall be given by the Chair on behalf of the Board or committee. Nominations by stockholders shall be in writing and in the form prescribed below, and shall be effective when delivered by hand or received by registered first-class mail, postage prepaid, by the Secretary of the Corporation not less than fourteen (14) days nor more than eighty (80) days prior to any meeting of the stockholders called for the election of Directors; *provided, however*, that if less than twenty-one (21) days' notice of the meeting is given to stockholders, such writing shall be received by the Secretary of the Corporation not later than the close of the seventh (7<sup>th</sup>) day following the day on which notice of the meeting was mailed to stockholders. Nominations by stockholders shall be in the form of a notice which shall set forth: (a) as to each nominee (i) the name, age, business address and, if known, residence address of such nominee, (ii) the principal occupation or employment of such nominee, (iii) the Ownership and Rights Information as it relates to the nominee, (iv) the consent of the nominee to serve as a Director of the Corporation if so elected, (v) a description of all arrangements or understandings between the stockholder and the nominee, (vi) a description of all arrangements or understandings between the stockholder and any other person or persons pursuant to which the nomination is to be made by the stockholder, and (vii) any other information relating to the nominee required to be disclosed in solicitations of proxies for election of Directors, or otherwise required pursuant to Regulation 14A under the Exchange Act; and (b) as to the stockholder giving the notice: (i) the name and address, as they appear on the Corporation's books, of such stockholder, (ii) the Ownership and Rights Information, and (iii) and any other information as reasonably requested by the Corporation. Such stockholder notice shall include a representation as to the accuracy of the information set forth in the notice. In addition, each nominee must complete and sign a questionnaire, in a form provided by the Corporation, to be submitted with the stockholder's notice, that inquires as to, among other things, the nominee's independence and director eligibility.

Only those persons who are nominated in accordance with the procedures set forth in these Bylaws shall be eligible to serve as directors. The presiding officer of the meeting may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if the presiding officer should so determine, the presiding officer shall so declare to the meeting and the defective nomination shall be disregarded. This Section 3.4 shall be the exclusive means for a stockholder to submit business constituting director nominations before a meeting of the stockholders (other than proposals brought under Rule 14a-8 of Regulation 14A of the Exchange Act, which proposals are not governed by these Bylaws).

**3.5 Vacancy.** If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining Directors, though less than a quorum, shall choose a successor, who shall hold office until the next election of Directors and such Director's successor shall be elected and qualified.

**3.6 Resignation.** Any Director of the Corporation may resign from the Board of Directors at any time by giving notice in writing or by electronic transmission to the Chair of the Board and contemporaneously to the Secretary of the Corporation. The resignation shall be effective when the resignation notice is delivered unless the notice specifies a later effective date or an effective date determined upon the happening of an event or events, and the acceptance of such resignation shall not be necessary to make it effective.

**3.7 Removal of Directors.** The entire Board of Directors or any individual Director may be removed from office, with or without cause, prior to the expiration of their or his/her term of office by the holders of not less than two-thirds (66 2/3 %) of the voting power of the shares of capital stock then entitled to vote at an election of Directors, except as follows:

(i) Unless the Articles of Incorporation of the Corporation provides otherwise, if the Board is divided into classes, stockholders may effect such removal only for cause; or

(ii) If cumulative voting is permitted and if less than the entire Board is to be removed, no Director may be removed without cause if the votes cast against such Director's removal would be sufficient to elect such Director if then cumulative voted at an election of the entire Board of Directors, or if there are classes of directors, at an election of the class of directors of which such Director is a part.

**3.8 Meetings Generally.** The Board of Directors may hold meetings, both regular and special, at such times and places either within or without the State of Nevada as shall from time to time be determined by the Board.

**3.9 Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times and places as shall be fixed by resolution of the Board. No notice shall be required for regular meetings held pursuant to such resolution, except that the Secretary of the Corporation shall promptly provide a copy of such resolution to any Director who is absent when such resolution is adopted. In case any scheduled meeting of the Board is not held on the day fixed therefor, the Directors shall cause the meeting to be held as soon thereafter as is convenient. At such regular meetings directors may transact such business as may be brought before the meeting.

**3.10 Special Meetings.** Special meetings of the Board may be called by the Chair of the Board or by the Chief Executive Officer by twenty-four (24) hours' notice to each Director, either personally, by telephone, e-mail, or telegram; special meetings shall be called by the Chair of the Board, the Chief Executive Officer or the Secretary in like manner and on like notice on the written request of two (2) Directors.

**3.11 First Meeting.** The first meeting of each newly elected Board shall be held immediately after the annual meeting of stockholders and at the same place, and no notice of such meeting to the newly elected Directors shall be necessary in order legally to constitute the meeting, provided a quorum shall be present. In the event such meeting is not held, the Directors shall cause the meeting to be held as soon thereafter as is convenient.

**3.12 Organization.** The Chair of the Board shall preside at all meetings of the Board, provided that the Chair may designate the Chief Executive Officer to preside in the Chair's stead provided that the Chief Executive Officer is also a Director. In the Chair's absence the Chief Executive Officer, if the Chief Executive Officer is a Director, shall preside. In the absence of both, the Board shall appoint a person to preside. The Secretary of the Corporation, or if the Secretary is not present, one of the Assistant Secretaries, in the order determined by the Board, or if an Assistant Secretary is not present, a person designated by the Board, shall take the minutes of the meeting.

**3.13 Quorum; Adjournment.** At all meetings of the Board, a majority of the number of Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or these Bylaws. Whether or not a quorum is present at any meeting of the Board, a majority of the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting.

**3.14 Participation by Electronic Means.** Any one or more Directors may participate in a meeting of the Board or any committee thereof by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means shall be deemed attendance in person at that meeting.

**3.15 Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if, before or after the action, a written consent thereto (including a consent by electronic transmission) is signed by all members of the Board or committee, as the case may be, and such writing(s) or electronic transmission(s) are filed with the minutes of proceedings of the Board or of the committee, except that such written consent is not required to be signed by:

(a) A common or interested director who abstains in writing from providing consent to the action. If a common or interested director abstains in writing from providing consent: (i) the fact of the common directorship, office or financial interest must be known to the Board of Directors or committee before a written consent is signed by all the members of the Board or committee; (ii) such fact must be described in the written consent; and (iii) the Board of Directors or committee must approve, authorize or ratify the action in good faith by unanimous consent without counting the abstention of the common or interested director.

(b) A director who is a party to an action, suit or proceeding who abstains in writing from providing consent to the action of the Board of Directors or committee. If a director who is a party to an action, suit or proceeding abstains in writing from providing consent on the basis that he or she is a party to an action, suit or proceeding, the Board of Directors or committee must: (i) make a determination pursuant to Nevada General Corporation Law that indemnification of the director is proper under the circumstances; and (ii) approve, authorize or ratify the action of the Board of Directors or committee in good faith by unanimous consent without counting the abstention of the director who is a party to an action, suit or proceeding.

Any action taken pursuant to such written consent shall be treated for all purposes as the act of the Board or committee.

**3.16 Appointment of Committees.** The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more special or standing committees, including but not limited to: a Compensation Committee, an Executive Committee, an Audit Committee, and a Nominations and Governance Committee. Each committee shall consist of two or more of the Directors of the Corporation. The Board of Directors may designate one or more Directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee.

**3.17 Meetings of Committees.** Regular and special meetings of any committee established pursuant to this Article III may be called and held subject to the same requirements with respect to time, place and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors. At all committee meetings, a majority of the members of the committee shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of committee members present at a meeting at which there is a quorum shall be the act of the committee.

**3.18 Powers of Committees.** Committees of the Board of Directors, to the extent provided in the Board resolution designating such committee or in any committee charter relating thereto or as permitted by law, shall have and may exercise the powers of the Board of Directors, in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution of the Board. Except as the Board of Directors may otherwise determine, a committee may make rules for its conduct, but unless otherwise provided by the Board or such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the conduct of business by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. No committee, however, shall have the power or authority with respect to the following matters: (a) approving or adopting, or recommending to the stockholders, any action or matter (other than the election or removal of Directors) expressly required by Nevada General Corporation Law to be submitted to stockholders for approval, or (b) adopting, amending or repealing any Bylaw of the Corporation.

**3.19 Compensation of Directors.** Directors shall be reimbursed for reasonable expenses, if any, of attendance at each meeting of the Board of Directors and may be paid other compensation in whatever form and amount the Board of Directors, by resolution, shall determine to be reasonable. Members of special or standing committees may be allowed like compensation and reimbursement for participation in committee meetings. Nothing contained in this section shall be construed to preclude any Director from serving the Corporation in any other capacity, as officer, agent, employee or otherwise, and being compensated for such service.

**ARTICLE IV  
NOTICES**

**4.1 Generally.** Whenever under the provisions of the Articles of Incorporation or these Bylaws, or by law, notice is required to be given to any Director or stockholder, it shall not be construed to require personal notice, but such notice may be given in writing, by mail or by courier service, by depositing the same in a post office or letter box, or with a courier service, in a prepaid sealed wrapper, addressed to such Director or stockholder at such address as appears on the books of the Corporation, or, in default of other address, to such Director or stockholder at the last known address of such person, and notice shall be deemed to be given at the time when the same shall be thus deposited.

**4.2 Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Articles of Incorporation or these Bylaws, or by law, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when such person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting is not lawfully convened.

**ARTICLE V  
OFFICERS**

**5.1 Officers.** The Officers of the Corporation shall be chosen by the Board of Directors and shall consist of a Chairman, Chief Executive Officer, President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may also choose additional Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers, and may appoint such other Officers and agents as it shall deem necessary. Two or more offices may be held by the same person, except that neither the Chairman, the Chief Executive Officer nor the President shall serve as the Secretary.

**5.2 Election; Term of Office; Removal.** The Board of Directors at its first meeting after each annual meeting of stockholders shall elect the Chairman, Chief Executive Officer, President, one or more Vice Presidents, the Secretary, the Treasurer, and such other Officers as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The Officers of the Corporation shall hold office until their successors are chosen and qualify in their stead, or until such time as they may resign or be removed from office. Any Officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. In the case of any office other than that of the Chair, Vice Chair, Chief Executive Officer, President, Secretary or Treasurer, the officer designated as the Chief Executive Officer may appoint a person to serve in such office, on a temporary basis, until the vacancy is filled by the Board.

**5.3 Compensation.** The salaries of all Officers and agents of the Corporation shall be fixed by or in the manner prescribed by the Board of Directors.

**5.4 The Chair of the Board.** The Chair of the Board shall, except as otherwise provided in these Bylaws, preside at each meeting of the stockholders and of the Board of Directors, and shall perform such other duties as may from time to time be assigned by the Board of Directors.

**5.5 The Vice Chair of the Board.** The Board of Directors may appoint a Vice Chair of the Board. The Vice Chair of the Board shall assist the Chair of the Board and have such other duties as may be assigned by the Board of Directors.

**5.6 Other Designated Officers.**

(i) **Chief Executive Officer.** The Chief Executive Officer shall have general supervision over the business and affairs of the Corporation and over its Officers, agents, and employees; *subject, however,* to the oversight of the Board of Directors. The Chief Executive Officer shall report directly to the Board of Directors, and shall perform such duties as are incident to the office of the Chief Executive Officer or are properly specified and authorized by the Board of Directors.

(ii) **Other Officers.** The Board of Directors may designate officers to serve as Chief Operating Officer, Chief Financial Officer, Chief Accounting Officer and other such designated positions and to fulfill the responsibilities of such designated positions as determined by the Board of Directors in addition to their duties as Officers as set forth in these Bylaws.

**5.7 The President.** The President shall report to the Chief Executive Officer, unless the President and Chief Executive Officer are the same person in which case the President shall report to the Board of Directors. The President shall perform such duties as are incident to the office of the President or are properly specified and authorized by the Board of Directors. In the absence or disability of the Chief Executive Officer, the President shall perform the duties and exercise the powers of the Chief Executive Officer.

**5.8 Vice Presidents.** The Vice Presidents, in the order fixed by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

**5.9 The Secretary.** The Secretary shall attend all meetings of the Board and all meetings of the stockholders, shall record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by the Secretary's signature or by the signature of the Treasurer or an Assistant Secretary.

**5.10 Assistant Secretaries.** The Assistant Secretaries, in the order fixed by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors shall prescribe.

**5.11 The Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depositories or other institutions as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation by check or by electronic or wire transfer, as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer, President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation.

**5.12 Assistant Treasurers.** The Assistant Treasurers, in the order fixed by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors shall prescribe.

**ARTICLE VI  
STOCK CERTIFICATES, TRANSFERS AND RECORD DATE**

**6.1 Certificates of Stock.** Shares of capital stock of the Corporation shall be certificated. The certificates of stock of the Corporation shall be numbered and registered in the stock ledger and transfer books of the Corporation as they are issued. The stock certificates of the Corporation shall be signed by the Chief Executive Officer, the President or a Vice President and the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary, and shall bear the corporate seal, which may be a facsimile, engraved or printed. Any or all of the signatures on the certificate may be facsimiles, engraved or printed. In the event that any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon any share certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue. Stock certificates of the Corporation shall be in such form as provided by statute and approved by the Board of Directors. The stock record books and the blank stock certificates books shall be kept by the Secretary or by any agency designated by the Board of Directors for that purpose.

**6.2 Registration of Transfer.** Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares, duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books. The Board of Directors shall have authority to make such rules and regulations not inconsistent with law, the Articles of Incorporation or these Bylaws, as it deems expedient concerning the issuance, transfer and registration of certificates for shares and the shares represented thereby.

**6.3 Record Date for Stockholders.** For the purpose of determining the stockholders entitled to notice of or to vote at any annual or special meeting of stockholders or any adjournment thereof, or for the purpose of determining stockholders entitled to receive payment of any dividend or other distribution or the allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a date as the record date for any such determination of stockholders. Such date shall not be more than sixty (60) days nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. If no record date is fixed, the record date for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. When a determination of stockholders of record entitled to notice of or to vote at any meeting of stockholders has been made as provided in this paragraph, such determination shall apply to any adjournment thereof; *provided, however*, that the Board of Directors may fix a new record date for the adjourned meeting.

**6.4 Registered Stockholders.** The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

**6.5 Lost Certificates.** The Board of Directors may direct that a new certificate or certificates be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing the issuance of such new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or the owner's legal representative, to advertise the same in such manner as it shall require and/or give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

## **ARTICLE VII DIVIDENDS**

**7.1 Power to Declare Dividends.** Dividends upon the capital stock of the Corporation, subject to the provisions of the Articles of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Articles of Incorporation.

**7.2 Discretion of the Board.** Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends, such sum or sums as the Directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the Directors shall think conducive to the interest of the Corporation, and the Directors may modify or abolish any such reserve in the manner in which it was created.



**ARTICLE VIII  
MISCELLANEOUS PROVISIONS**

**8.1 Instruments.** All checks, demands for money, notes, deeds, mortgages, bonds, contracts and other instruments of the Corporation shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

**8.2 Borrowing.** No officer, agent or employee of the Corporation shall have any power or authority to borrow money on behalf of the Corporation, to pledge the Corporation's credit, or to mortgage or pledge the Corporation's real or personal property, except within the scope and to the extent such authority has been delegated to such person by resolution of the Board of Directors. Such authority may be given by the Board and may be general or limited to specific instances.

**8.3 Voting Securities of Other Corporations.** Subject to any specific direction from the Board of Directors, the officer designated as the Chief Executive Officer of the Corporation, or any other person or persons who may from time to time be designated by the Board of Directors, shall have the authority to vote on behalf of the Corporation the securities of any other corporation which are owned or held by the Corporation and may attend meetings of stockholders or execute and deliver proxies or written consents for such purpose.

**8.4 Fiscal Year.** The fiscal year shall begin the first day of October in each year.

**8.5 Seal.** The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Nevada." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

**8.6 Books and Records of the Corporation.** The books and records of the Corporation shall be kept at such places as the Board may from time to time determine.

**ARTICLE IX  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**9.1 Right To Indemnification.** Each person who was or is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact such person is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director or Officer of another corporation or of a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Nevada General Corporation Law against all expense, liability and loss (including attorneys' fees, judgments, fines or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to such person who has ceased to be a Director or Officer and shall inure to the benefit of the person's heirs, executors and administrators. For purposes of this section, persons serving as Director or Officer of the Corporation's direct or indirect wholly-owned subsidiaries shall be deemed to be serving at the Corporation's request.

**9.2 Right To Advancement Of Expenses.** The right to indemnification conferred in Section 9.1 above shall include the right to be paid by the Corporation the expenses incurred in defending any action, suit, or proceeding in advance of its final disposition, subject to the receipt by the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified.

**9.3 Nonexclusivity of Rights.** The rights to indemnification and to the advancement of expenses contained in this section shall not be exclusive of any other right which any person may have or hereafter acquire under any law, provision of the Corporation's Articles of Incorporation, Bylaws, agreement, vote of stockholders or disinterested Directors or otherwise.

**9.4 Employee Benefit Plans.** For purposes of this Article IX, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a Director or Officer of the Corporation which imposes duties on, or involves services by, such Director or Officer with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation."

**ARTICLE X  
AMENDMENTS**

**10.1 Amendment of Bylaws.** These Bylaws may be amended, altered or repealed at any regular meeting of the stockholders, or at any special meeting of the stockholders provided that notice of the proposed amendment, alteration or repeal be contained in the notice of such special meeting, by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote at such meeting and present or represented thereat. The Board of Directors also may amend, alter or repeal the Bylaws by the affirmative vote of a majority of the entire Board at any regular meeting of the Board or at any special meeting of the Board if notice of the proposed amendment, alteration or repeal be contained in the notice of such special meeting.

=====

I, Jordyn, the Secretary of Know Labs, Inc., a Nevada corporation, hereby certify that the foregoing Amended and Restated Bylaws, comprising 15 pages, were duly adopted as the Amended and Restated Bylaws of Know Labs, Inc. on October 15, 2021.

/s/ Jordyn Hujar

(Signature)

Print Name: Jordyn Hujar

**FRANCISCO V. AGUILAR**  
Secretary of State

**GABRIEL DI CHIARA**  
Chief Deputy

**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**

08/11/2023

**Work Order Item Number:** W2023081100185-3082906  
**Filing Number:** 20233407399  
**Filing Type:** Certificate of Correction  
**Filing Date/Time:** 8/11/2023 8:10:00 AM  
**Filing Page(s):** 2

**Indexed Entity Information:**

**Entity ID:** C23651-1998                      **Entity Name:** KNOW LABS, INC.  
**Entity Status:** Active                      **Expiration Date:** None

Commercial Registered Agent  
CORPORATION SERVICE COMPANY  
112 NORTH CURRY STREET, Carson City, NV 89703, 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,



FRANCISCO V. AGUILAR  
Secretary of State



**FRANCISCO V. AGUILAR**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

Filed in the Office of <i>FV Aguilar</i>	Business Number <b>C23651-1998</b>
Secretary of State State Of Nevada	Filing Number <b>20233407399</b>
	Filed On <b>8/11/2023 8:10:00 AM</b>
	Number of Pages <b>2</b>

## Certificate of Correction

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 and 92A

(Only one document may be corrected per certificate.)

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

**INSTRUCTIONS:**

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Name of document with inaccuracy or defect.
3. Filing date of document with inaccuracy or defect.
4. Brief description of inaccuracy or defect.
5. Correction of inaccuracy or defect.
6. Must be signed by Authorized Signer. Form will be returned if unsigned.

<b>1. Entity Information:</b>	Name of entity as on file with the Nevada Secretary of State: <input style="width: 90%;" type="text" value="Know Labs, Inc."/> Entity or Nevada Business Identification Number (NVID): <input style="width: 60%;" type="text" value="C23651-1998"/>													
<b>2. Document:</b>	Name of document with inaccuracy or defect: <input style="width: 90%;" type="text" value="Certificate of Designation"/>													
<b>3. Filing Date:</b>	Filing date of document which correction is being made: <input style="width: 60%;" type="text" value="08/11/2016"/>													
<b>4. Description:</b>	Description of inaccuracy or defect:  The document includes several clerical misstatements and typographical errors in Section 3, Section 4(b) and Section 13, respectively.													
<b>5. Correction:</b>	Correction of inaccuracy or defect:  Each of Section 3, Section 4(b) and Section 13 are corrected to read in their entirety as set forth on the attached page.													
<b>6. Signature: (Required)</b>	<table style="width: 100%; border: none;"> <tr> <td style="width: 60%; border: none;"> <table style="border: none;"> <tr> <td style="border: none;">X</td> <td style="border: none;"> <table style="border: none;"> <tr> <td style="border: none; font-size: small;">DocuSigned by:</td> <td style="border: none;"><i>Ron Erickson</i></td> </tr> <tr> <td style="border: none; font-size: small;">Signature</td> <td style="border: none;"></td> </tr> </table> </td> </tr> <tr> <td style="border: none; text-align: right; vertical-align: bottom;"> <table style="border: none;"> <tr> <td style="border: none; font-size: small;">Date</td> <td style="border: none;"><input style="width: 100%;" type="text" value="08/10/2023"/></td> </tr> </table> </td> </tr> </table> </td> <td style="border: none; vertical-align: bottom;"> <table style="border: none;"> <tr> <td style="border: none; font-size: small;">Date</td> <td style="border: none;"><input style="width: 100%;" type="text" value="08/10/2023"/></td> </tr> </table> </td> </tr> </table>	<table style="border: none;"> <tr> <td style="border: none;">X</td> <td style="border: none;"> <table style="border: none;"> <tr> <td style="border: none; font-size: small;">DocuSigned by:</td> <td style="border: none;"><i>Ron Erickson</i></td> </tr> <tr> <td style="border: none; font-size: small;">Signature</td> <td style="border: none;"></td> </tr> </table> </td> </tr> <tr> <td style="border: none; text-align: right; vertical-align: bottom;"> <table style="border: none;"> <tr> <td style="border: none; font-size: small;">Date</td> <td style="border: none;"><input style="width: 100%;" type="text" value="08/10/2023"/></td> </tr> </table> </td> </tr> </table>	X	<table style="border: none;"> <tr> <td style="border: none; font-size: small;">DocuSigned by:</td> <td style="border: none;"><i>Ron Erickson</i></td> </tr> <tr> <td style="border: none; font-size: small;">Signature</td> <td style="border: none;"></td> </tr> </table>	DocuSigned by:	<i>Ron Erickson</i>	Signature		<table style="border: none;"> <tr> <td style="border: none; font-size: small;">Date</td> <td style="border: none;"><input style="width: 100%;" type="text" value="08/10/2023"/></td> </tr> </table>	Date	<input style="width: 100%;" type="text" value="08/10/2023"/>	<table style="border: none;"> <tr> <td style="border: none; font-size: small;">Date</td> <td style="border: none;"><input style="width: 100%;" type="text" value="08/10/2023"/></td> </tr> </table>	Date	<input style="width: 100%;" type="text" value="08/10/2023"/>
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This form must be accompanied by appropriate fees.



KNOW LABS, INC.

ATTACHMENT TO CERTIFICATE OF CORRECTION

5. Correction (continued):

Section 3 of the document is hereby corrected to read in its entirety as follows:

“ 3. Liquidation: Ranking. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (a “Liquidation”), after the satisfaction in full of the debts of the Corporation and the payment of any liquidation preference owed to the holders of Senior Securities, the Holders of the Series C Preferred Stock shall be senior to the Common Stock and to any series of Preferred Stock created after the first Issuance Date of any Series C Preferred Stock (unless specifically stated otherwise in such other Preferred Stock) in dividend rights and liquidation preference, in the net assets of the Corporation. Neither the consolidation nor merger of the Corporation into or with any other entity or entities nor the consolidation or merger of any entity or entities into the Corporation shall be deemed to be a liquidation within the meaning of this Section 3, but the sale, lease or conveyance of all or substantially all the Corporation’s assets shall be deemed a liquidation within the meaning of this Section 3.”

Section 4(b) of the document is hereby corrected to read in its entirety as follows:

“ (b) Conversion. The Corporation may also require the conversion of any or all shares of the Series C Preferred Stock (including those shares accrued or payable as Dividends) into Common Stock provided that: (i) the Conversion Shares are eligible to be sold without restriction pursuant to Securities and Exchange Commission (“SEC”) Rule 144 or a registration statement registering the Conversion Shares for resale has been declared effective by the SEC and (ii) the Common Stock has been approved for listing on the NASDAQ Capital Market or the New York Stock Exchange (which, for avoidance of doubt, does not include the NYSE American). The Corporation shall exercise its rights under this Section 4(b) by providing a Conversion notice to any or all Holders consistent with Section 4(a) above.”

Section 13 of the document is hereby corrected to read in its entirety as follows:

“ 13. Voting. In addition to any class voting rights provided by law and this Certificate of Designation, the Holders of Series C Preferred Stock shall have the right to vote together with the holders of Common Stock as a single class on any matter on which the holders of Common Stock are entitled to vote (including the election of directors). With respect to the voting rights of the Holders of the Series C Preferred Stock pursuant to the preceding sentence, each Holder of Series C Preferred Stock shall be entitled to cast one vote for each share of Common Stock that would be issuable to such Holder upon the conversion of all the shares of Series C Preferred Stock held by such Holder (after giving effect to the restrictions of Section 4(f)) on the record date for the determination of stockholders entitled to vote.”

\* \* \* \*

**FRANCISCO V. AGUILAR**  
Secretary of State

**GABRIEL DI CHIARA**  
Chief Deputy

**STATE OF NEVADA**



**OFFICE OF THE  
SECRETARY OF STATE**

*Commercial Recordings Division*  
202 N. Carson Street  
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*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**

08/11/2023

**Work Order Item Number:** W2023081100485-3083277  
**Filing Number:** 20233407692  
**Filing Type:** Amended Certification of Stock Designation After Issuance of Class/Series  
**Filing Date/Time:** 8/11/2023 10:20:00 AM  
**Filing Page(s):** 13

**Indexed Entity Information:**

**Entity ID:** C23651-1998                      **Entity Name:** KNOW LABS, INC.  
**Entity Status:** Active                      **Expiration Date:** None

Commercial Registered Agent  
CORPORATION SERVICE COMPANY  
112 NORTH CURRY STREET, Carson City, NV 89703, 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,



FRANCISCO V. AGUILAR  
Secretary of State

Page 1 of 1

Commercial Recording Division  
202 N. Carson Street





FRANCISCO V. AGUILAR  
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>FV Aguilar</i>	Business Number C23651-1998
Secretary of State State Of Nevada	Filing Number 20233407692
	Filed On 8/11/2023 10:20:00 AM
	Number of Pages 13

## 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: Know Labs, Inc.
	Entity or Nevada Business Identification Number (NVID): C23651-1998
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only Date: Time: (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:
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:	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.* The certificate of designation for the Series C Convertible Preferred Stock is hereby amended and restated as set forth on the attached pages.
7. Withdrawal:	Designation being Withdrawn: Date of 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"/> <i>Ron Erickson</i> Signature of Officer Date: 08/10/2023

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

AMENDED AND RESTATED CERTIFICATE OF DESIGNATION  
OF THE  
SERIES C CONVERTIBLE PREFERRED STOCK  
OF  
KNOW LABS, INC.

Pursuant to Nevada Revised Statutes 78.1955

The Board of Directors (the "Board") of Know Labs, Inc., a Nevada corporation (the "Corporation"), acting pursuant to and in accordance with the provisions of Nevada Revised Statutes ("NRS") 78.195 and 78.1955 and the Corporation's articles of incorporation, as amended to date (the "Articles of Incorporation") and with the approval of the requisite voting power of the outstanding Series C Convertible Preferred Stock, have duly authorized and approved the amendment and restatement of the certificate of designation of the Corporation's Series C Convertible Preferred Stock, which is hereby amended to read in its entirety as set forth herein.

The Articles of Incorporation authorize a total of 5,000,000 shares of the Corporation's preferred stock, par value \$0.001 per share, of which this Amended and Restated Certificate of Designation of the Series C Convertible Preferred Stock of the Corporation (this "Certification of Designation"), hereby designates **30,000** such shares as "Series C Convertible Preferred Stock" (the "Series C Preferred Stock").

The Series C Preferred Stock shall have the voting powers, designations, preferences, limitations, restrictions and relative rights as indicated above and as set forth below:

1. Certain Definitions.

As used in this Certificate of Designation, the following terms shall have the respective meanings set forth below:

"Affiliate", as applied to any Person, means any other Person directly or indirectly controlling, controlled by, or under common control with, that Person. For the purposes of this definition, "control" (including, with correlative meanings, the terms "controlling", "controlled by" and "under common control with"), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of that Person, whether through the ownership of voting securities or by contract or otherwise.

"Approved Stock Plan" means any employee benefit plan, equity incentive plan or other issuance, employment agreement or option grant or similar agreement which has been approved by the Board, pursuant to which the Corporation's securities may be issued to any employee, consultant, officer or director for services provided to the Corporation.

"Bloomberg" means Bloomberg Financial Markets.



"Business Day" means any day, other than a Saturday or Sunday or other day, on which banks in the City of New York are authorized or required by law or executive order to remain closed.

"Common Stock" means the common stock, par value \$0.001 per share, of the Corporation, including the stock into which the Series C Preferred Stock is convertible, and any securities into which the Common Stock may be reclassified.

"Conversion Price" means \$0.25 (which reflects any and all adjustments applicable to the Series C Preferred Stock required prior to the Effective Time), subject to further adjustment as provided herein.

"Conversion Shares" means the shares of Common Stock into which the Series C Preferred Stock is convertible.

"Convertible Securities" means any stock or securities (other than Options) directly or indirectly convertible into or exercisable or exchangeable for shares of Common Stock.

"Effective Time" means the time at which this Amended and Restated Certificate of Designation of the Series C Preferred Stock becomes effective under the NRS.

"Exchange Act" means the Securities Exchange Act of 1934, as amended.

"Excepted Issuance" means: (i) Corporation's issuance of Common Stock in full or partial consideration in connection with a strategic merger, acquisition, consolidation or purchase of substantially all of the securities or assets of a corporation or other entity, so long as such issuances are not for the purpose of raising capital and which holders of such securities or debt are not at any time granted registration rights, (ii) the Corporation's issuance of Common Stock or the issuances or grants of options to purchase Common Stock to employees, directors, and consultants, pursuant to an Approved Stock plan at or above Fair Market Value, and (iii) securities upon the exercise or exchange of or conversion of any securities exercisable or exchangeable for or convertible into shares of Common Stock issued and outstanding as of the first Issuance Date of any Series C Preferred Stock and pursuant to terms and conditions that have not been amended since such Issuance Date.

"Fair Market Value" means of Common Stock or Options to purchase Common Stock on any given date means the fair market value of such Common Stock or Options to purchase Common Stock as determined in good faith by the committee which serves as administrator of the Corporation's Approved Stock Plan, or in the absence of such committee, the Board of Directors, based on the reasonable application of a reasonable valuation method that is consistent with Section 409A of the Code. If the Common Stock is admitted to trade on a national securities exchange or quotation system such as the Over the Counter Market Place, the determination shall be made by reference to the closing price reported on such exchange or quotation system. If there is no closing price for such date, the determination shall be made by reference to the last date preceding such date for which there is a closing price.

"Holder" means a holder of the Series C Preferred Stock.

"NRS" means the Nevada Revised Statutes, as amended.

"Options" means any rights, warrants or options to subscribe for or purchase shares of Common Stock or Convertible Securities.

"Person" means an individual, a limited liability company, a partnership, a joint venture, a corporation, a trust, an unincorporated organization, any other entity and a government or any department or agency thereof.

"Principal Market" means the NYSE American.

"Required Holders" means, as of any date, the holders of at least a majority of the Series C Preferred Stock outstanding as of such date.

"Senior Securities" means any securities of the Corporation which are explicitly senior or pari passu to the Series C Preferred Stock in dividend rights or liquidation preference.

"Series C Stated Value" means \$70.00 (which reflects any and all adjustments applicable to the Series C Preferred Stock required prior to the Effective Time).

"Trading Day" means any day on which the Common Stock are traded on the Principal Market, or, if the Principal Market is not the principal trading market for the Common Stock, then on the principal securities exchange or securities market on which the Common Stock are then traded; provided that "Trading Day" shall not include any day on which the Common Stock are scheduled to trade on such exchange or market for less than 4.5 hours or any day that the Common Stock are suspended from trading during the final hour of trading on such exchange or market (or if such exchange or market does not designate in advance the closing time of trading on such exchange or market, then during the hour ending at 4:00:00 p.m., New York time).

"Weighted Average Price" means, for any security as of any date, the dollar volume-weighted average price for such security on the Principal Market during the period beginning at 9:30:01 a.m., New York time (or such other time as the Principal Market publicly announces is the official open of trading), and ending at 4:00:00 p.m., New York time (or such other time as the Principal Market publicly announces is the official close of trading), as reported by Bloomberg through its "Volume at Price" function or, if the foregoing does not apply, the dollar volume-weighted average price of such security in the over-the-counter marketplace for such security during the period beginning at 9:30:01 a.m., New York time (or such other time as the Principal Market publicly announces is the official open of trading), and ending at 4:00:00 p.m., New York time (or such other time as the Principal Market publicly announces is the official close of trading), as reported by Bloomberg, or, if no dollar volume-weighted average price is reported for such security by Bloomberg for such hours, the average of the highest closing bid price and the lowest closing ask price of any of the market makers for such security as reported in the "pink sheets" by OTC Markets LLC. If the Weighted Average Price cannot be calculated for a security on a



particular date on any of the foregoing bases, the Weighted Average Price of such security on such date shall be the fair market value as mutually determined by the Corporation and the Holder. If the Corporation and the Holder are unable to agree upon the fair market value of such security, then such dispute shall be resolved by an independent nationally recognized accounting firm chosen by mutual agreement of the parties. All such determinations shall be appropriately adjusted for any stock dividend, stock split, stock combination or other similar transaction during the applicable calculation period.

2. Dividends. Commencing on the date of the issuance of any such shares of Series C Preferred Stock (each respectively an "Issuance Date"), each outstanding share of Series C Preferred Stock will accrue cumulative dividends ("Dividends"), at a rate equal to 8.0% per annum, subject to adjustment as provided in this Certificate of Designation ("Dividend Rate"), of the Series C Stated Value. Dividends, whether accrued, declared or payable, will be payable with respect to any shares of Series C Preferred Stock solely in the form of additional shares of Series C Preferred Stock ("PIK Dividend Shares"), with the number of PIK Dividend Shares due being equal to the accrued Dividends divided by the Series C Stated Value, with any otherwise resulting fractional PIK Dividend Share being rounded up to the nearest whole PIK Dividend Share, and shall not in any circumstances be accrued or payable in cash. Dividends will be payable upon any of the following: (a) upon conversion of such shares in accordance with Section 4 and (b) when, as and if otherwise declared by the Board, and no PIK Dividend Shares shall be issued before such Dividends become payable (and, for avoidance of doubt, in no event will any Dividends accrue or accumulate on any PIK Dividend Shares until they have been issued). In the event that the Corporation shall at any time pay a dividend on the Common Stock (other than a dividend payable solely in shares of Common Stock) or any other class or series of capital stock of the Corporation, the Corporation shall, at the same time, pay to each holder of Series C Preferred Stock a dividend equal to the dividend that would have been payable to such holder if the shares of Series C Preferred Stock held by such holder had been converted into Common Stock on the date of determination of holders of Common Stock entitled to receive such dividends, but subject to the limitations set forth in Section 4(f).

3. Liquidation; Ranking. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (a "Liquidation"), after the satisfaction in full of the debts of the Corporation and the payment of any liquidation preference owed to the holders of Senior Securities, the Holders of the Series C Preferred Stock shall be senior to the Common Stock and to any series of Preferred Stock created after the first Issuance Date of any Series C Preferred Stock (unless specifically stated otherwise in such other Preferred Stock) in dividend rights and liquidation preference, in the net assets of the Corporation. Neither the consolidation nor merger of the Corporation into or with any other entity or entities nor the consolidation or merger of any entity or entities into the Corporation shall be deemed to be a liquidation within the meaning of this Section 3, but the sale, lease or conveyance of all or substantially all the Corporation's assets shall be deemed a liquidation within the meaning of this Section 3.

4. Conversion.

(a) Voluntary Conversion. Subject to the terms and conditions of this Section 4, the Holder of any shares of Series C Preferred Stock shall have the right, at its option at any time, to

convert any such shares of Series C Preferred Stock into such number of fully paid and nonassessable whole shares of Common Stock as is obtained by multiplying the number of shares of Series C Preferred Stock (including PIK Dividend Shares) so to be converted by the Series C Stated Value and dividing the result by the Conversion Price then in effect. Each holder of Series C Preferred Stock who desires to convert the same into shares of Common Stock shall provide notice to the Corporation, by mail, fax, or electronic mail to the Corporation's then principal office, of a written notice of conversion ("Conversion Notice"). Each Conversion Notice shall specify the number of shares of Series C Preferred Stock to be converted and the date on which such conversion is to be effected, which date may not be prior to the date the Holder delivers by facsimile such Conversion Notice to the Corporation (the "Conversion Date"). If no Conversion Date is specified in a Conversion Notice, the Conversion Date shall be the date that such Conversion Notice to the Corporation is deemed delivered hereunder. A Conversion Notice may, but need not, include shares of Series C Preferred Stock that have been accrued as PIK Dividend Shares to be covered by the Conversion Notice, and unless so specified for conversion shall be deemed not to include such accrued PIK Dividend Shares. The calculations and entries set forth in the Conversion Notice shall control in the absence of manifest or mathematical error. To effect conversions, as the case may be, of shares of Series C Preferred Stock, a Holder shall not be required to surrender the certificate(s) representing such shares of Series C Preferred Stock to the Corporation unless all of the shares of Series C Preferred Stock represented thereby are so converted, in which case the Holder shall deliver the certificate representing such shares of Series C Preferred Stock promptly following the applicable Conversion Date. Shares of Series C Preferred Stock converted into Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

(b) Mandatory Conversion. The Corporation may also require the conversion of any or all shares of the Series C Preferred Stock (including those shares accrued or payable as PIK Dividend Shares) into Common Stock provided that: (i) the Conversion Shares are eligible to be sold without restriction pursuant to Securities and Exchange Commission ("SEC") Rule 144 or a registration statement registering the Conversion Shares for resale has been declared effective by the SEC and (ii) the Common Stock has been approved for listing on the NASDAQ Capital Market (or any successor thereto or other NASDAQ market with equivalent or higher listing standards to the NASDAQ Capital Market) or the New York Stock Exchange (which, for avoidance of doubt, does not include the NYSE American, unless the average Weighted Average Price of the Common Stock is at least ten (10) times the Conversion Price then in effect for 20 consecutive trading days with average daily trading volume during such period, as reported by Bloomberg, equal to or greater than \$200,000, in which case the NYSE American shall be deemed included in the reference to "New York Stock Exchange"). Upon the triggering of mandatory conversion under this Section 4(b), the Company shall send written notice (the "Mandatory Conversion Notice") to each holder of record of Series C Preferred Stock specifying the date (the "Effective Date") upon which such conversion is to become effective (which Effective Date shall not be more than thirty (30) days after the event which causes such mandatory conversion). On or after the Effective Date, each holder of Series C Preferred Stock shall surrender to the Company the certificate or certificates representing the Series C Preferred owned by such holder as of the Effective Date in the manner and place set forth in the Mandatory Conversion Notice and thereupon the Company shall, as soon as practicable thereafter, issue and deliver to the holders of the Series C Preferred

Stock certificate(s) for the number of shares of Common Stock issuable in connection with such mandatory conversion.

(c) Conversion Mechanics. Within three (3) Trading Days after the Conversion Date, the Corporation shall pay to the Holder in shares of Series C Preferred Stock any accrued and unpaid dividends on the shares of Series C Preferred Stock so converted and shall issue and deliver, or cause to be issued and delivered, to the Holder, registered in such name or names (with address and tax identification number) as such Holder may direct, subject to compliance with applicable laws to the extent such designation shall involve a transfer, a certificate or certificates for the number of whole shares of Common Stock issuable upon the conversion of such share or shares, or fraction thereof, of Series C Preferred Stock (including any shares included as PIK Dividend Shares in accordance with Section 4(a) or 4(b)).

(d) Failure to Convert. If the Corporation shall fail for any reason or no reason to issue to a Holder of Series C Preferred Stock a certificate representing the Conversion Shares within three (3) Trading Days of the Conversion Date and register such shares of Common Stock on the Corporation's share register or to credit the Holder's balance account with the Depository Trust Corporation for such number of shares of Common Stock to which the Holder is entitled upon such conversion, and if on or after such Trading Day the Holder purchases, or another Person purchases on the Holder's behalf or for the Holder's account (in an open market transaction or otherwise) shares of Common Stock to deliver in satisfaction of a sale by the Holder of shares of Common Stock issuable upon such conversion that the Holder anticipated receiving from the Corporation (a "Buy-In"), then the Corporation shall, within three (3) Business Days after the Holder's written request and in the Holder's discretion, (i) pay in cash to the Holder the amount, if any, by which (A) the Holder's total purchase price (including brokerage commissions, if any) for the shares of Common Stock so purchased exceeds (B) the amount obtained by multiplying (x) the number of shares of Common Stock that the Corporation was required to deliver to the Holder in connection with the conversion at issue by (y) the price at which the sell order giving rise to such purchase obligation was executed or (ii) at the option of the Holder, either reissue (if surrendered) the shares or fraction of a share of Series C Preferred Stock equal to the number of shares or fraction of a share of Series C Preferred Stock submitted for conversion (in which case such conversion shall be deemed rescinded) or deliver to such holder the number of shares of Common Stock that would have been issued if the Corporation had timely complied with its delivery requires under Section 4(c). The Holder shall provide the Corporation written notice indicating the amounts payable to the Holder in respect of the Buy-In and, upon request of the Corporation, evidence of the amount of such loss.

(e) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series C Preferred Stock into Common Stock. In the event a fractional share of Common Stock would be issued on conversion, the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share.

(f) Issue Limitation. The Corporation shall not effect a conversion of the Series C Preferred Stock, and the Holder of any shares of Series C Preferred Stock shall not have the right to voluntarily convert its shares of Series C Preferred Stock, to the extent that after giving effect to such exercise, such Person (together with such Person's Affiliates) would beneficially own in



excess of 4.99% (the "Maximum Percentage") of the shares of Common Stock outstanding immediately after giving effect to such conversion. For purposes of the foregoing sentence, the aggregate number of shares of Common Stock beneficially owned by such Person and its affiliates shall include the number of shares of Common Stock issuable upon the conversion of the shares of Series C Preferred Stock with respect to which the determination of such sentence is being made, but shall exclude shares of Common Stock which would be issuable upon (i) conversion of the remaining, unconverted shares of Series C Preferred Stock beneficially owned by such Person and its Affiliates and (ii) exercise or conversion of the unexercised or unconverted portion of any other securities of the Corporation beneficially owned by such Person and its Affiliates (including, without limitation, any convertible notes or convertible preferred stock or warrants) subject to a limitation on conversion or exercise analogous to the limitation contained herein. Except as set forth in the preceding sentence, for purposes of this paragraph, beneficial ownership shall be calculated in accordance with Section 13(d) of the Exchange Act. For purposes hereof, in determining the number of outstanding shares of Common Stock, the Holder may rely on the number of outstanding shares of Common Stock as reflected in the most recent of (1) the Corporation's most recent Form 10-K, Form 10-Q, Current Report on Form 8-K or other public filing with the Securities and Exchange Commission, as the case may be, (2) a more recent public announcement by the Corporation or (3) any other notice by the Corporation or the Corporation's transfer agent setting forth the number of shares of Common Stock outstanding. For any reason at any time, upon the written or oral request of the Holder, the Corporation shall within two (2) Business Days confirm to the Holder the number of shares of Common Stock then outstanding. In any case, the number of outstanding shares of Common Stock shall be determined after giving effect to the conversion or exercise of securities of the Corporation, including shares of Series C Preferred Stock, by the Holder and its Affiliates since the date as of which such number of outstanding shares of Common Stock was reported. By written notice to the Corporation, the Holder may from time to time increase or decrease the Maximum Percentage to any other percentage not less than 4.99% and not in excess of 9.99% specified in such notice; provided that (i) any such increase or decrease will not be effective until the sixty-first (61st) day after such notice is delivered to the Corporation, and (ii) any such increase or decrease will apply only to the Holder. The provisions of this paragraph shall be construed and implemented in a manner otherwise than in strict conformity with the terms of this Section 4(f) to correct this paragraph (or any portion hereof) which may be defective or inconsistent with the intended beneficial ownership limitation herein contained or to make changes or supplements necessary or desirable to properly give effect to such limitation.

5. Adjustment of Conversion Price. The Conversion Price and the number of Conversion Shares shall be adjusted from time to time as follows:

(a) In case the Corporation shall at any time (A) declare any dividend or distribution on its Common Stock or other securities of the Corporation other than the Series C Preferred Stock, (B) split or subdivide the outstanding Common Stock, (C) combine the outstanding Common Stock into a smaller number of shares, or (D) issue by reclassification of its Common Stock any shares or other securities of the Corporation, then in each such event the Conversion Price shall be adjusted proportionately so that the Holders of Series C Preferred Stock shall be entitled to receive the kind and number of shares or other securities of the Corporation which such Holders would have owned or have been entitled to receive after the happening of any of the events described

above had such shares of Series C Preferred Stock been converted immediately prior to the happening of such event (or any record date with respect thereto). Such adjustment shall be made whenever any of the events listed above shall occur. An adjustment made to the Conversion Price pursuant to this paragraph 5(a) shall become effective immediately after the effective date of the event.

(b) For so long as Series C Preferred Stock is outstanding, if the Corporation issues shares of Common Stock or securities convertible into or exchangeable or exercisable for Common Stock, except for Excepted Issuances, for a consideration at a price per share, or having a conversion, exchange or exercise price per share less than the Conversion Price of the Series C Preferred Stock immediately in effect prior to such sale or issuance, then immediately prior to such sale or issuance the Conversion Price of the Series C Preferred Stock shall be reduced to such other lower price. For purposes of this adjustment, the issuance of any security carrying the right to convert such security directly or indirectly into shares of Common Stock or of any warrant, right or option to purchase Common Stock shall result in an adjustment to the Conversion Price upon the issuance of the above-described security and again upon the issuance of shares of Common Stock upon exercise of such conversion or purchase rights if such issuance is at a price lower than the then applicable Conversion Price. Common Stock issued or issuable by the Corporation for no consideration or for consideration that cannot be determined at the time of issue will be deemed issuable or to have been issued for \$0.001 per share of Common Stock. The reduction of the Conversion Price described in this paragraph is in addition to other rights of the Holder described in this Certificate of Designation and the Subscription Agreement.

6. Rights Upon Distribution of Assets.

(a) If the Corporation shall distribute to all holders of Common Stock (and not to the Holders) evidences of its indebtedness or assets (including cash and cash dividends) or rights or warrants to subscribe for or purchase any security other than the Common Stock (including, without limitation, any distribution of cash, stock or other securities, property or options by way of a dividend, spin off, reclassification, corporate rearrangement, scheme of arrangement or other similar transaction), then in each such case the Conversion Price shall be adjusted by multiplying the Conversion Price in effect immediately prior to the record date fixed for determination of stockholders entitled to receive such distribution by a fraction of which the denominator shall be the Weighted Average Price determined as of the record date mentioned above, and of which the numerator shall be such Weighted Average Price on such record date less the then per share fair market value at such record date of the portion of such assets or evidence of indebtedness so distributed applicable to one outstanding share of the Common Stock as determined by the Board in good faith. In either case the adjustments shall be described in a statement provided to the Holder of the portion of assets or evidences of indebtedness so distributed or such subscription rights applicable to one share of Common Stock. Such adjustment shall be made whenever any such distribution is made and shall become effective immediately after the record date mentioned above.

7. Purchase Rights. In addition to any adjustments pursuant to Sections 5 and 6 above, if at any time the Corporation grants, issues or sells any Options, Convertible Securities or rights to purchase stock, warrants, securities or other property pro rata to the record holders of any class of Common Stock (the "Purchase Rights"), then the Holder will be entitled to acquire, upon the

terms applicable to such Purchase Rights, the aggregate Purchase Rights which the Holder could have acquired if the Holder had held the number of shares of Common Stock acquirable upon complete conversion of the Holder's Series C Preferred Stock (without regard to any limitations on the conversion thereof) immediately before the date on which a record is taken for the grant, issuance or sale of such Purchase Rights, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the grant, issue or sale of such Purchase Rights.

8. Notices. Upon any adjustment of the Conversion Price, then, and in each such case the Corporation shall give written notice thereof by first class mail, postage prepaid, addressed to each Holder of Series C Preferred Stock at the address of such holder as shown on the books of the Corporation, which notice shall state the Conversion Price resulting from such adjustment, setting forth in reasonable detail the method of calculation and the facts upon which such calculation is based. In addition, in case at any time:

(1) the Corporation shall declare any dividend upon its Common Stock payable in cash or stock or make any other distribution to the holders of its Common Stock;

(2) the Corporation shall offer for subscription pro rata to the holders of its Common Stock any additional shares of such stock of any class or other rights;

(3) there shall be any capital reorganization or reclassification of the capital stock of the Corporation, or a consolidation or merger of the Corporation with, or a sale of all or substantially all its assets to, another corporation; or

(4) there shall be a voluntary or involuntary dissolution, liquidation or winding up of the Corporation;

then, in any one or more of said cases, the Corporation shall give, by first class mail, postage prepaid, addressed to each holder of any shares of Series C Preferred Stock at the address of such holder as shown on the books of the Corporation, (a) at least fifteen (15) days prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such dividend, distribution or subscription rights or for determining rights to vote in respect of any such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, and (b) in the case of any such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, at least fifteen (15) days prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clause (a) shall also specify, in the case of any such dividend, distribution or subscription rights, the date on which the holders of Common Stock shall be entitled thereto, and such notice in accordance with the foregoing clause (b) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, as the case may be.

9. Stock to be Reserved.



(a) The Corporation will at all times reserve and keep available out of its authorized but unissued Common Stock solely for the purpose of issuance upon the conversion of the Series C Preferred Stock as herein provided, such number of shares of Common Stock equal to one hundred percent (100%) of the amount of Common Stock as shall then be issuable upon the conversion of all outstanding shares or fractions of shares of Series C Preferred Stock and accrued PIK Dividend Shares. All shares of Common Stock which shall be so issued shall be duly and validly issued and fully paid and nonassessable and free from all liens, duties and charges arising out of or by reason of the issue thereof (including, without limitation, in respect of taxes) and, without limiting the generality of the foregoing, the Corporation covenants that it will from time to time take all such action as may be requisite to assure that the par value per share of the Common Stock is at all times equal to or less than the effective Conversion Price. The Corporation will take all such action within its control as may be necessary on its part to assure that all such shares of Common Stock may be so issued without violation of any applicable law or regulation, or of any requirements of any national securities exchange upon which the Common Stock of the Corporation may be listed. The Corporation will not take any action which results in any adjustment of the Conversion Price if after such action the total number of shares of Common Stock issued and outstanding and thereafter issuable upon exercise of all Options and conversion of Convertible Securities, including upon conversion of the Series C Preferred Stock, would exceed the total number of shares of such class of Common Stock then authorized by the Corporation's Articles of Incorporation.

(b) If the Corporation shall have insufficient shares of Series C Preferred Stock to satisfy accrued PIK Dividend Shares, it shall take all such action within its control as may be necessary on its part to designate additional shares of Series C Preferred Stock to satisfy such accrued PIK Dividend Shares.

10. Effect of Reacquisition of Shares Upon Redemption, Repurchase, Conversion or Otherwise. Shares of Series C Preferred Stock that have been issued and reacquired in any manner, whether by redemption, repurchase or otherwise or upon any conversion of shares of Series C Preferred Stock to Common Stock, shall thereupon be retired and shall have the status of authorized and unissued shares of Preferred undesignated as to series, and may be redesignated as any series of Preferred Stock and reissued.

11. Issue Tax. The issuance of certificates for shares of Common Stock upon conversion of the Series C Preferred Stock shall be made without charge to the holders thereof for any issuance tax, stamp tax, transfer tax, duty or charge in respect thereof, provided that the Corporation shall not be required to pay any tax, duty or charge which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Series C Preferred Stock which is being converted.

12. Closing of Books. The Corporation will at no time close its transfer books against the transfer of any Series C Preferred Stock or of any shares of Common Stock issued or issuable upon the conversion of any shares of Series C Preferred Stock in any manner which interferes with the timely conversion of such Series C Preferred Stock; provided, however, nothing herein shall be construed to prevent the Corporation from setting record dates for the holders of its securities.

13. Voting. The Holders of Series C Preferred Stock shall have the right to vote, on an as-if-converted-to-Common-Stock basis (subject to the limitations set forth below) and together with the holders of Common Stock as a single class, on any matter on which the holders of Common Stock are entitled to vote (including the election of directors); provided, however, that the foregoing voting rights shall be limited to that number of shares of Common Stock that would then be issuable to such Holder upon the conversion of all the shares of Series C Preferred Stock held by such Holder (after giving effect to the restrictions of Section 4(f)) on the record date for the determination of stockholders entitled to vote. The foregoing voting rights shall be in addition to any class voting rights provided by the NRS and this Certificate of Designation.

14. Certain Restrictions. In addition to any other vote of the Holders of Series C Preferred Stock required by law or by the Articles of Incorporation, without the prior consent of the Required Holders, given either in writing or at a special meeting called for that purpose, at which meeting the holders of the shares of such Series C Preferred Stock shall vote (in person or by proxy) together as a class, the Corporation will not:

(a) authorize, create, designate, establish or issue (whether by merger or otherwise) (i) an increased number of shares of Series C Preferred Stock (other than PIK Dividend Shares) or (ii) any other class or series of capital stock ranking senior to or on parity with the Series C Preferred Stock as to dividends or upon liquidation or reclassify any shares of Common Stock into shares having any preference or priority as to dividends or upon liquidation superior to or on parity with any such preference or priority of Series C Preferred Stock or reclassify any shares of Common Stock or any other class or series of capital stock into shares having any preference or priority as to dividends or upon liquidation superior to or on parity with any such preference or priority of Series C Preferred Stock;

(b) adopt a plan for the liquidation, dissolution or winding up of the affairs of the Corporation or any recapitalization plan (whether occurring by merger, consolidation or otherwise), file any petition seeking protection under any federal or state bankruptcy or insolvency law or make a general assignment for the benefit of creditors;

(c) amend, alter or repeal, whether by merger, consolidation or otherwise, the Articles of Incorporation or Bylaws of the Corporation or the Resolutions contained in this Certificate of Designation of the Series C Preferred Stock and the powers, preferences, privileges, relative, participating, optional and other special rights and qualifications, limitations and restrictions thereof, which would adversely affect any right, preference, privilege or voting power of the Series C Preferred Stock, or which would increase or decrease the amount of authorized shares of the Series C Preferred Stock or of any other series of preferred stock ranking senior to the Series C Preferred Stock, with respect to the payment of dividends (whether or not such series of preferred stock is cumulative or noncumulative as to payment of dividends) or upon liquidation;

(d) directly or indirectly, declare or pay any dividend (other than dividends permitted or required pursuant to Section 2 and dividends payable in shares of Common Stock but only to the extent that such stock dividend results in an adjustment of the Conversion Price pursuant to Section 5 hereof) or directly or indirectly purchase, redeem, repurchase or otherwise acquire or permit any Subsidiary to redeem, purchase, repurchase or otherwise acquire (or make any payment

to a sinking fund for such redemption, purchase, repurchase or other acquisition) any share of Common Stock, Option or Convertible Security or any other class or series of the Corporation's capital stock (except for the shares of Series C Preferred Stock in accordance with Section 15 hereof or for shares of Common Stock repurchased from current or former employees, consultants, or directors upon termination of service in accordance with plans approved by the Board) whether in cash, securities or property or in obligations of the Corporation or any Subsidiary; or

(e) agree to do any of the foregoing.

15. Redemption. The Series C Preferred Stock shall not be redeemable at the option of the Corporation or the Holder.

16. No Waiver. Except as otherwise modified or provided for herein, the Holders of Series C Preferred Stock shall also be entitled to, and shall not be deemed to have waived, any other applicable rights granted to such holders under the NRS.

17. No Impairment. The Corporation will not, through any reorganization, transfer of assets, consolidation, merger scheme or arrangement, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all time in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights and liquidation preferences granted hereunder of the holders of the Series C Preferred Stock against impairment. Without limiting the generality of the foregoing, the Corporation (i) shall not increase the par value of any shares of Common Stock receivable upon conversion of the Series C Preferred Stock above the Conversion Price then in effect and (ii) shall take all such actions as may be necessary or appropriate in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Stock upon conversion of the Series C Preferred Stock.

18. No Preemptive Rights. No Holder of any shares of Series C Preferred Stock shall have any preemptive right to subscribe to any issue of the same or other capital stock of the Corporation.

19. Amendment; Waiver. Any term of the Series C Preferred Stock may be amended or waived (including the adjustment provisions included in Section 5 hereof) upon the written consent of the Corporation and the Required Holders.

20. Action By Holders. Any action or consent to be taken or given by the holders of the Series C Preferred Stock may be given either at a meeting of the Holders of the Series C Preferred Stock called and held for such purpose or by written consent by the Required Holders.  
[End]

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**FRANCISCO V. AGUILAR**  
Secretary of State

**GABRIEL DI CHIARA**  
Chief Deputy

**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  
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**Business Entity - Filing Acknowledgement**

08/11/2023

**Work Order Item Number:** W2023081100195-3082917  
**Filing Number:** 20233407405  
**Filing Type:** Certificate of Correction  
**Filing Date/Time:** 8/11/2023 8:10:00 AM  
**Filing Page(s):** 2

**Indexed Entity Information:**

**Entity ID:** C23651-1998                      **Entity Name:** KNOW LABS, INC.  
**Entity Status:** Active                      **Expiration Date:** None

Commercial Registered Agent  
CORPORATION SERVICE COMPANY  
112 NORTH CURRY STREET, Carson City, NV 89703, 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,



FRANCISCO V. AGUILAR  
Secretary of State

Filed in the Office of <i>F. Aguilar</i> Secretary of State State Of Nevada	Business Number <b>C23651-1998</b>
	Filing Number <b>20233407405</b>
	Filed On <b>8/11/2023 8:10:00 AM</b>
	Number of Pages <b>2</b>



**FRANCISCO V. AGUILAR**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

## Certificate of Correction

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 and 92A

(Only one document may be corrected per certificate.)

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

**INSTRUCTIONS:**

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Name of document with inaccuracy or defect.
3. Filing date of document with inaccuracy or defect.
4. Brief description of inaccuracy or defect.
5. Correction of inaccuracy or defect.
6. Must be signed by Authorized Signer. Form will be returned if unsigned.

<b>1. Entity Information:</b>	Name of entity as on file with the Nevada Secretary of State: <input style="width: 90%;" type="text" value="Know Labs, Inc."/>	
	Entity or Nevada Business Identification Number (NVID): <input style="width: 80%;" type="text" value="C23651-1998"/>	
<b>2. Document:</b>	Name of document with inaccuracy or defect: <input style="width: 90%;" type="text" value="Certificate of Designation"/>	
<b>3. Filing Date:</b>	Filing date of document which correction is being made: <input style="width: 80%;" type="text" value="11/08/2016"/>	
<b>4. Description:</b>	Description of inaccuracy or defect:  The document includes several clerical misstatements and typographical errors in Section 3 and Section 13, respectively.	
<b>5. Correction:</b>	Correction of inaccuracy or defect:  Each of Section 3 and Section 13 are corrected to read in their entirety as set forth on the attached page.	
<b>6. Signature: (Required)</b>	DocuSigned by: <input checked="" type="checkbox"/> <i>Rou Erickson</i> Signature	<input style="width: 100%;" type="text" value="08/10/2023"/> Date

This form must be accompanied by appropriate fees.

KNOW LABS, INC.

ATTACHMENT TO CERTIFICATE OF CORRECTION

5. Correction (continued):

Section 3 of the document is hereby corrected to read in its entirety as follows:

"3. Liquidation; Ranking. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (a "Liquidation"), after the satisfaction in full of the debts of the Corporation and the payment of any liquidation preference owed to the holders of Senior Securities, the Holders of the Series D Preferred Stock shall be senior to the Common Stock and to any series of Preferred Stock created after the first Issuance Date of any Series D Preferred Stock (unless specifically stated otherwise in such other Preferred Stock) in dividend rights and liquidation preference, in the net assets of the Corporation. Neither the consolidation nor merger of the Corporation into or with any other entity or entities nor the consolidation or merger of any entity or entities into the Corporation shall be deemed to be a liquidation within the meaning of this Section 3, but the sale, lease or conveyance of all or substantially all the Corporation's assets shall be deemed a liquidation within the meaning of this Section 3."

Section 13 of the document is hereby corrected to read in its entirety as follows:

" 13. Voting. In addition to any class voting rights provided by law and this Certificate of Designation, the Holders of Series D Preferred Stock shall have the right to vote together with the holders of Common Stock as a single class on any matter on which the holders of Common Stock are entitled to vote (including the election of directors). With respect to the voting rights of the Holders of the Series D Preferred Stock pursuant to the preceding sentence, each Holder of Series D Preferred Stock shall be entitled to cast one vote for each share of Common Stock that would be issuable to such Holder upon the conversion of all the shares of Series D Preferred Stock held by such Holder (after giving effect to the restrictions of Section 4(f)) on the record date for the determination of stockholders entitled to vote."

\* \* \* \*



**FRANCISCO V. AGUILAR**  
Secretary of State

**GABRIEL DI CHIARA**  
Chief Deputy

**STATE OF NEVADA**



**OFFICE OF THE  
SECRETARY OF STATE**

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2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
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Fax (702) 486-2888

**Business Entity - Filing Acknowledgement**

08/11/2023

**Work Order Item Number:** W2023081100506-3083298  
**Filing Number:** 20233407698  
**Filing Type:** Amended Certification of Stock Designation After Issuance of Class/Series  
**Filing Date/Time:** 8/11/2023 10:20:00 AM  
**Filing Page(s):** 14


**Indexed Entity Information:**

**Entity ID:** C23651-1998                      **Entity Name:** KNOW LABS, INC.  
**Entity Status:** Active                      **Expiration Date:** None

Commercial Registered Agent  
CORPORATION SERVICE COMPANY  
112 NORTH CURRY STREET, Carson City, NV 89703, 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,



FRANCISCO V. AGUILAR  
Secretary of State

Page 1 of 1

Commercial Recording Division  
202 N. Carson Street



FRANCISCO V. AGUILAR  
 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>F. Aguilar</i>	Business Number C23651-1998
Secretary of State State Of Nevada	Filing Number 20233407698
	Filed On 8/11/2023 10:20:00 AM
	Number of Pages 14

## 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: Know Labs, Inc. Entity or Nevada Business Identification Number (NVID): C23651-1998
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 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.* The certificate of designation for the Series D Convertible Preferred Stock is hereby amended and restated as set forth on the attached pages.
7. Withdrawal:	Designation being Withdrawn: _____ Date of 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"/> <i>Ken Erickson</i> Signature of Officer Date: 08/10/2023

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



THIRD AMENDED AND RESTATED  
CERTIFICATE OF DESIGNATION  
OF THE  
SERIES D CONVERTIBLE PREFERRED STOCK  
OF  
KNOW LABS, INC.

Pursuant to Nevada Revised Statutes 78.1955

The Board of Directors (the "Board") of Know Labs, Inc., a Nevada corporation (the "Corporation"), acting pursuant to and in accordance with the provisions of Nevada Revised Statutes ("NRS") 78.195 and 78.1955 and the Corporation's articles of incorporation, as amended to date (the "Articles of Incorporation") and with the approval of the requisite voting power of the outstanding Series D Convertible Preferred Stock, have duly authorized and approved the amendment and restatement of the certificate of designation of the Corporation's Series D Convertible Preferred Stock, which is hereby amended to read in its entirety as set forth herein.

The Articles of Incorporation authorize a total of 5,000,000 shares of the Corporation's preferred stock, par value \$0.001 per share, of which this Third Amended and Restated Certificate of Designation of the Series D Convertible Preferred Stock of the Corporation (this "Certification of Designation"), hereby designates 20,000 such shares as "Series D Convertible Preferred Stock" (the "Series D Preferred Stock").

The Series D Preferred Stock shall have the voting powers, designations, preferences, limitations, restrictions and relative rights as indicated above and as set forth below:

I. Certain Definitions.

As used in this Certificate of Designation, the following terms shall have the respective meanings set forth below:

"Affiliate", as applied to any Person, means any other Person directly or indirectly controlling, controlled by, or under common control with, that Person. For the purposes of this definition, "control" (including, with correlative meanings, the terms "controlling", "controlled by" and "under common control with"), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of that Person, whether through the ownership of voting securities or by contract or otherwise.

"Approved Stock Plan" means any employee benefit plan, equity incentive plan or other issuance, employment agreement or option grant or similar agreement which has been approved

by the Board, pursuant to which the Corporation's securities may be issued to any employee, consultant, officer or director for services provided to the Corporation.

"Bloomberg" means Bloomberg Financial Markets.

"Business Day" means any day, other than a Saturday or Sunday or other day, on which banks in the City of New York are authorized or required by law or executive order to remain closed.

"Common Stock" means the common stock, par value \$0.001 per share, of the Corporation, including the stock into which the Series D Preferred Stock is convertible, and any securities into which the Common Stock may be reclassified.

"Conversion Price" means \$0.25 (which reflects any and all adjustments applicable to the Series D Preferred Stock required prior to the Effective Time), subject to further adjustment as provided herein.

"Conversion Shares" means the shares of Common Stock into which the Series D Preferred Stock is convertible.

"Convertible Securities" means any stock or securities (other than Options) directly or indirectly convertible into or exercisable or exchangeable for shares of Common Stock.

"Effective Time" means the time at which this Amended and Restated Certificate of Designation of the Series D Preferred Stock becomes effective under the NRS.

"Exchange Act" means the Securities Exchange Act of 1934, as amended.

"Excepted Issuance" means: (i) Corporation's issuance of Common Stock in full or partial consideration in connection with a strategic merger, acquisition, consolidation or purchase of substantially all of the securities or assets of a corporation or other entity, so long as such issuances are not for the purpose of raising capital and which holders of such securities or debt are not at any time granted registration rights, (ii) the Corporation's issuance of Common Stock or the issuances or grants of options to purchase Common Stock to employees, directors, and consultants, pursuant to an Approved Stock plan at or above Fair Market Value, and (iii) securities upon the exercise or exchange of or conversion of any securities exercisable or exchangeable for or convertible into shares of Common Stock issued and outstanding as of the first Issuance Date of any Series D Preferred Stock and pursuant to terms and conditions that have not been amended since such Issuance Date.

"Fair Market Value" means of Common Stock or Options to purchase Common Stock on any given date means the fair market value of such Common Stock or Options to purchase Common Stock as determined in good faith by the committee which serves as administrator of the Corporation's Approved Stock Plan, or in the absence of such committee, the Board of Directors, based on the reasonable application of a reasonable valuation method that is consistent with Section 409A of the Code. If the Common Stock is admitted to trade on a national securities

exchange or quotation system such as the Over the Counter Market Place, the determination shall be made by reference to the closing price reported on such exchange or quotation system. If there is no closing price for such date, the determination shall be made by reference to the last date preceding such date for which there is a closing price.

“Holder” means a holder of the Series D Preferred Stock.

“NRS” means the Nevada Revised Statutes, as amended.

“Options” means any rights, warrants or options to subscribe for or purchase shares of Common Stock or Convertible Securities.

“Person” means an individual, a limited liability company, a partnership, a joint venture, a corporation, a trust, an unincorporated organization, any other entity and a government or any department or agency thereof.

“Principal Market” means the NYSE American.

“Required Holders” means, as of any date, the holders of at least a majority of the Series D Preferred Stock outstanding as of such date.

“Senior Securities” means the Corporation’s Series C Convertible Preferred Stock and any securities of the Corporation which are explicitly senior or pari passu to the Series D Preferred Stock in dividend rights or liquidation preference.

“Series D Stated Value” means \$70.00 (which reflects any and all adjustments applicable to the Series D Preferred Stock required prior to the Effective Time).

“Subscription Agreement” means any one of a series of certain Preferred Stock and Warrant Purchase Agreements dated on or about November 2016, by and among the Corporation and each of the investors party thereto.

“Trading Day” means any day on which the Common Stock are traded on the Principal Market, or, if the Principal Market is not the principal trading market for the Common Stock, then on the principal securities exchange or securities market on which the Common Stock are then traded; provided that “Trading Day” shall not include any day on which the Common Stock are scheduled to trade on such exchange or market for less than 4.5 hours or any day that the Common Stock are suspended from trading during the final hour of trading on such exchange or market (or if such exchange or market does not designate in advance the closing time of trading on such exchange or market, then during the hour ending at 4:00:00 p.m., New York time).

“Weighted Average Price” means, for any security as of any date, the dollar volume-weighted average price for such security on the Principal Market during the period beginning at 9:30:01 a.m., New York time (or such other time as the Principal Market publicly announces is the official open of trading), and ending at 4:00:00 p.m., New York time (or such other time as the Principal Market publicly announces is the official close of trading), as reported by Bloomberg

through its "Volume at Price" function or, if the foregoing does not apply, the dollar volume-weighted average price of such security in the over-the-counter marketplace for such security during the period beginning at 9:30:01 a.m., New York time (or such other time as the Principal Market publicly announces is the official open of trading), and ending at 4:00:00 p.m., New York time (or such other time as the Principal Market publicly announces is the official close of trading), as reported by Bloomberg, or, if no dollar volume-weighted average price is reported for such security by Bloomberg for such hours, the average of the highest closing bid price and the lowest closing ask price of any of the market makers for such security as reported in the "pink sheets" by OTC Markets LLC. If the Weighted Average Price cannot be calculated for a security on a particular date on any of the foregoing bases, the Weighted Average Price of such security on such date shall be the fair market value as mutually determined by the Corporation and the Holder. If the Corporation and the Holder are unable to agree upon the fair market value of such security, then such dispute shall be resolved by an independent nationally recognized accounting firm chosen by mutual agreement of the parties. All such determinations shall be appropriately adjusted for any stock dividend, stock split, stock combination or other similar transaction during the applicable calculation period.

2. Dividends. Commencing on the date of the issuance of any such shares of Series D Preferred Stock (each respectively an "Issuance Date"), each outstanding share of Series D Preferred Stock will accrue cumulative dividends ("Dividends"), at a rate equal to 8.0% per annum, subject to adjustment as provided in this Certificate of Designation ("Dividend Rate"), of the Series D Stated Value. Dividends, whether accrued, declared or payable, will be payable with respect to any shares of Series D Preferred Stock solely in the form of additional shares of Series D Preferred Stock ("PIK Dividend Shares"), with the number of PIK Dividend Shares due being equal to the accrued Dividends divided by the Series D Stated Value, with any otherwise resulting fractional PIK Dividend Share being rounded up to the nearest whole PIK Dividend Share, and shall not in any circumstances be accrued or payable in cash. Dividends will be payable upon any of the following: (a) upon conversion of such shares in accordance with Section 4 and (b) when, as and if otherwise declared by the Board, and no PIK Dividend Shares shall be issued before such Dividends become payable (and, for avoidance of doubt, in no event will any Dividends accrue or accumulate on any PIK Dividend Shares until they have been issued). In the event that the Corporation shall at any time pay a dividend on the Common Stock (other than a dividend payable solely in shares of Common Stock) or any other class or series of capital stock of the Corporation, the Corporation shall, at the same time, pay to each holder of Series D Preferred Stock a dividend equal to the dividend that would have been payable to such holder if the shares of Series D Preferred Stock held by such holder had been converted into Common Stock on the date of determination of holders of Common Stock entitled to receive such dividends, but subject to the limitations set forth in Section 4(f).

3. Liquidation; Ranking. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (a "Liquidation"), after the satisfaction in full of the debts of the Corporation and the payment of any liquidation preference owed to the holders of Senior Securities, the Holders of the Series D Preferred Stock shall be senior to the Common Stock and to any series of Preferred Stock created after the first Issuance Date of any Series D Preferred Stock ( unless specifically stated otherwise in such other Preferred Stock), in dividend rights or liquidation preference, in the net assets of the Corporation. Neither the consolidation nor merger



of the Corporation into or with any other entity or entities nor the consolidation or merger of any entity or entities into the Corporation shall be deemed to be a liquidation within the meaning of this Section 3, but the sale, lease or conveyance of all or substantially all the Corporation's assets shall be deemed a liquidation within the meaning of this Section 3.

4. Conversion.

(a) Voluntary Conversion. Subject to the terms and conditions of this Section 4, the Holder of any shares of Series D Preferred Stock shall have the right, at its option at any time, to convert any such shares of Series D Preferred Stock into such number of fully paid and nonassessable whole shares of Common Stock as is obtained by multiplying the number of shares of Series D Preferred Stock (including PIK Dividend Shares) so to be converted by the Series D Stated Value and dividing the result by the Conversion Price then in effect. Each holder of Series D Preferred Stock who desires to convert the same into shares of Common Stock shall provide notice to the Corporation, by mail, fax, or electronic mail to the Corporation's then principal office, of a written notice of conversion ("Conversion Notice"). Each Conversion Notice shall specify the number of shares of Series D Preferred Stock to be converted and the date on which such conversion is to be effected, which date may not be prior to the date the Holder delivers by facsimile such Conversion Notice to the Corporation (the "Conversion Date"). If no Conversion Date is specified in a Conversion Notice, the Conversion Date shall be the date that such Conversion Notice to the Corporation is deemed delivered hereunder. A Conversion Notice may, but need not, include shares of Series D Preferred Stock that have been accrued as PIK Dividend Shares to be covered by the Conversion Notice, and unless so specified for conversion shall be deemed not to include such accrued PIK Dividend Shares. The calculations and entries set forth in the Conversion Notice shall control in the absence of manifest or mathematical error. To effect conversions, as the case may be, of shares of Series D Preferred Stock, a Holder shall not be required to surrender the certificate(s) representing such shares of Series D Preferred Stock to the Corporation unless all of the shares of Series D Preferred Stock represented thereby are so converted, in which case the Holder shall deliver the certificate representing such shares of Series D Preferred Stock promptly following the applicable Conversion Date. Shares of Series D Preferred Stock converted into Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

(b) Mandatory Conversion. The Series D Preferred Stock (including those shares accrued or payable as PIK Dividend Shares) will automatically convert ("Automatic Conversion") upon the following clauses (i), (ii) and (iii) being satisfied: (i) the listing of the Company's common stock on the NASDAQ Capital Market (or any successor thereto or other NASDAQ market with equivalent or higher listing standards to the NASDAQ Capital Market) or the New York Stock Exchange (but not the NYSE American, unless clause (iii) below is satisfied as if the average Weighted Average Price referred to in such clause (iii) below by the words "at least three (3) times" is replaced with "at least ten (10) times", in which case the reference to "New York Stock Exchange" shall include the NYSE American); (ii) the Conversion Shares are eligible to be sold without restriction pursuant to Securities and Exchange Commission ("SEC") Rule 144 or a registration statement registering the Conversion Shares for resale has been declared effective by the SEC and remains effective at the time of conversion; and (iii) the average Weighted Average Price of the Common Stock is at least three (3) times the Conversion Price then in effect for 20

consecutive trading days with average daily trading volume during such period, as reported by Bloomberg, equal to or greater than \$200,000. Upon the triggering of Automatic Conversion, the Company shall send written notice (the "Automatic Conversion Notice") to each holder of record of Series D Preferred Stock specifying the date (the "Effective Date") upon which such conversion is to become effective (which Effective Date shall not be more than thirty (30) days after the event which causes such Automatic Conversion). On or after the Effective Date, each holder of Series D Preferred Stock shall surrender to the Company the certificate or certificates representing the Series D Preferred owned by such holder as of the Effective Date in the manner and place set forth in the Automatic Conversion Notice and thereupon the Company shall, as soon as practicable thereafter, issue and deliver to the holders of the Series D Preferred Stock certificate(s) for the number of shares of Common Stock issuable in connection with such Automatic Conversion. Notwithstanding the foregoing, all conversions of Series D Preferred Stock shall be subject to the limitations on conversion set forth in Section 4(f) below.

(c) Conversion Mechanics. Within three (3) Trading Days after the Conversion Date, the Corporation shall pay to the Holder in shares of Series D Preferred Stock any accrued and unpaid dividends on the shares of Series D Preferred Stock so converted and shall issue and deliver, or cause to be issued and delivered, to the Holder, registered in such name or names (with address and tax identification number) as such Holder may direct, subject to compliance with applicable laws to the extent such designation shall involve a transfer, a certificate or certificates for the number of whole shares of Common Stock issuable upon the conversion of such share or shares, or fraction thereof, of Series D Preferred Stock (including any shares included as PIK Dividend Shares in accordance with Section 4(a) or 4(b)).

(d) Failure to Convert. If the Corporation shall fail for any reason or no reason to issue to a Holder of Series D Preferred Stock a certificate representing the Conversion Shares within three (3) Trading Days of the Conversion Date and register such shares of Common Stock on the Corporation's share register or to credit the Holder's balance account with the Depository Trust Corporation for such number of shares of Common Stock to which the Holder is entitled upon such conversion, and if on or after such Trading Day the Holder purchases, or another Person purchases on the Holder's behalf or for the Holder's account (in an open market transaction or otherwise) shares of Common Stock to deliver in satisfaction of a sale by the Holder of shares of Common Stock issuable upon such conversion that the Holder anticipated receiving from the Corporation (a "Buy-In"), then the Corporation shall, within three (3) Business Days after the Holder's written request and in the Holder's discretion, (i) pay in cash to the Holder the amount, if any, by which (A) the Holder's total purchase price (including brokerage commissions, if any) for the shares of Common Stock so purchased exceeds (B) the amount obtained by multiplying (x) the number of shares of Common Stock that the Corporation was required to deliver to the Holder in connection with the conversion at issue by (y) the price at which the sell order giving rise to such purchase obligation was executed or (ii) at the option of the Holder, either reissue (if surrendered) the shares or fraction of a share of Series D Preferred Stock equal to the number of shares or fraction of a share of Series D Preferred Stock submitted for conversion (in which case such conversion shall be deemed rescinded) or deliver to such holder the number of shares of Common Stock that would have been issued if the Corporation had timely complied with its delivery requires under Section 4(c). The Holder shall provide the Corporation written notice



indicating the amounts payable to the Holder in respect of the Buy-In and, upon request of the Corporation, evidence of the amount of such loss.

(e) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series D Preferred Stock into Common Stock. In the event a fractional share of Common Stock would be issued on conversion, the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share.

(f) Issue Limitation. The Corporation shall not effect a conversion of the Series D Preferred Stock, and the Holder of any shares of Series D Preferred Stock shall not have the right to voluntarily convert its shares of Series D Preferred Stock, to the extent that after giving effect to such exercise, such Person (together with such Person's Affiliates) would beneficially own in excess of 4.99% (the "Maximum Percentage") of the shares of Common Stock outstanding immediately after giving effect to such conversion. For purposes of the foregoing sentence, the aggregate number of shares of Common Stock beneficially owned by such Person and its affiliates shall include the number of shares of Common Stock issuable upon the conversion of the shares of Series D Preferred Stock with respect to which the determination of such sentence is being made, but shall exclude shares of Common Stock which would be issuable upon (i) conversion of the remaining, unconverted shares of Series D Preferred Stock beneficially owned by such Person and its Affiliates and (ii) exercise or conversion of the unexercised or unconverted portion of any other securities of the Corporation beneficially owned by such Person and its Affiliates (including, without limitation, any convertible notes or convertible preferred stock or warrants) subject to a limitation on conversion or exercise analogous to the limitation contained herein. Except as set forth in the preceding sentence, for purposes of this paragraph, beneficial ownership shall be calculated in accordance with Section 13(d) of the Exchange Act. For purposes hereof, in determining the number of outstanding shares of Common Stock, the Holder may rely on the number of outstanding shares of Common Stock as reflected in the most recent of (1) the Corporation's most recent Form 10-K, Form 10-Q, Current Report on Form 8-K or other public filing with the Securities and Exchange Commission, as the case may be, (2) a more recent public announcement by the Corporation or (3) any other notice by the Corporation or the Corporation's transfer agent setting forth the number of shares of Common Stock outstanding. For any reason at any time, upon the written or oral request of the Holder, the Corporation shall within two (2) Business Days confirm to the Holder the number of shares of Common Stock then outstanding. In any case, the number of outstanding shares of Common Stock shall be determined after giving effect to the conversion or exercise of securities of the Corporation, including shares of Series D Preferred Stock, by the Holder and its Affiliates since the date as of which such number of outstanding shares of Common Stock was reported. By written notice to the Corporation, the Holder may from time to time increase or decrease the Maximum Percentage to any other percentage not less than 4.99% and not in excess of 9.99% specified in such notice; provided that (i) any such increase or decrease will not be effective until the sixty-first (61st) day after such notice is delivered to the Corporation, and (ii) any such increase or decrease will apply only to the Holder. The provisions of this paragraph shall be construed and implemented in a manner otherwise than in strict conformity with the terms of this Section 4(f) to correct this paragraph (or any portion hereof) which may be defective or inconsistent with the intended beneficial ownership limitation herein contained or to make changes or supplements necessary or desirable to properly give effect to such limitation.



5. Adjustment of Conversion Price. The Conversion Price and the number of Conversion Shares shall be adjusted from time to time as follows:

(a) In case the Corporation shall at any time (A) declare any dividend or distribution on its Common Stock or other securities of the Corporation other than the Series D Preferred Stock, (B) split or subdivide the outstanding Common Stock, (C) combine the outstanding Common Stock into a smaller number of shares, or (D) issue by reclassification of its Common Stock any shares or other securities of the Corporation, then in each such event the Conversion Price shall be adjusted proportionately so that the Holders of Series D Preferred Stock shall be entitled to receive the kind and number of shares or other securities of the Corporation which such Holders would have owned or have been entitled to receive after the happening of any of the events described above had such shares of Series D Preferred Stock been converted immediately prior to the happening of such event (or any record date with respect thereto). Such adjustment shall be made whenever any of the events listed above shall occur. An adjustment made to the Conversion Price pursuant to this paragraph 5(a) shall become effective immediately after the effective date of the event.

(b) For so long as Series D Preferred Stock is outstanding, if the Corporation issues shares of Common Stock or securities convertible into or exchangeable or exercisable for Common Stock, except for Excepted Issuances, for a consideration at a price per share, or having a conversion, exchange or exercise price per share less than the Conversion Price of the Series D Preferred Stock immediately in effect prior to such sale or issuance, then immediately prior to such sale or issuance the Conversion Price of the Series D Preferred Stock shall be reduced to such other lower price. For purposes of this adjustment, the issuance of any security carrying the right to convert such security directly or indirectly into shares of Common Stock or of any warrant, right or option to purchase Common Stock shall result in an adjustment to the Conversion Price upon the issuance of the above-described security and again upon the issuance of shares of Common Stock upon exercise of such conversion or purchase rights if such issuance is at a price lower than the then applicable Conversion Price. Common Stock issued or issuable by the Corporation for no consideration or for consideration that cannot be determined at the time of issue will be deemed issuable or to have been issued for \$0.001 per share of Common Stock. The reduction of the Conversion Price described in this paragraph is in addition to other rights of the Holder described in this Certificate of Designation and the Subscription Agreement.

6. Rights Upon Distribution of Assets.

(a) If the Corporation shall distribute to all holders of Common Stock (and not to the Holders) evidences of its indebtedness or assets (including cash and cash dividends) or rights or warrants to subscribe for or purchase any security other than the Common Stock (including, without limitation, any distribution of cash, stock or other securities, property or options by way of a dividend, spin off, reclassification, corporate rearrangement, scheme of arrangement or other similar transaction), then in each such case the Conversion Price shall be adjusted by multiplying the Conversion Price in effect immediately prior to the record date fixed for determination of stockholders entitled to receive such distribution by a fraction of which the denominator shall be the Weighted Average Price determined as of the record date mentioned above, and of which the

numerator shall be such Weighted Average Price on such record date less the then per share fair market value at such record date of the portion of such assets or evidence of indebtedness so distributed applicable to one outstanding share of the Common Stock as determined by the Board in good faith. In either case the adjustments shall be described in a statement provided to the Holder of the portion of assets or evidences of indebtedness so distributed or such subscription rights applicable to one share of Common Stock. Such adjustment shall be made whenever any such distribution is made and shall become effective immediately after the record date mentioned above.

7. Purchase Rights. In addition to any adjustments pursuant to Sections 5 and 6 above, if at any time the Corporation grants, issues or sells any Options, Convertible Securities or rights to purchase stock, warrants, securities or other property pro rata to the record holders of any class of Common Stock (the "Purchase Rights"), then the Holder will be entitled to acquire, upon the terms applicable to such Purchase Rights, the aggregate Purchase Rights which the Holder could have acquired if the Holder had held the number of shares of Common Stock acquirable upon complete conversion of the Holder's Series D Preferred Stock (without regard to any limitations on the conversion thereof) immediately before the date on which a record is taken for the grant, issuance or sale of such Purchase Rights, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the grant, issue or sale of such Purchase Rights.

8. Notices. Upon any adjustment of the Conversion Price, then, and in each such case the Corporation shall give written notice thereof by first class mail, postage prepaid, addressed to each Holder of Series D Preferred Stock at the address of such holder as shown on the books of the Corporation, which notice shall state the Conversion Price resulting from such adjustment, setting forth in reasonable detail the method of calculation and the facts upon which such calculation is based. In addition, in case at any time:

(1) the Corporation shall declare any dividend upon its Common Stock payable in cash or stock or make any other distribution to the holders of its Common Stock;

(2) the Corporation shall offer for subscription pro rata to the holders of its Common Stock any additional shares of such stock of any class or other rights;

(3) there shall be any capital reorganization or reclassification of the capital stock of the Corporation, or a consolidation or merger of the Corporation with, or a sale of all or substantially all its assets to, another corporation; or

(4) there shall be a voluntary or involuntary dissolution, liquidation or winding up of the Corporation;

then, in any one or more of said cases, the Corporation shall give, by first class mail, postage prepaid, addressed to each holder of any shares of Series D Preferred Stock at the address of such holder as shown on the books of the Corporation, (a) at least fifteen (15) days prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such dividend, distribution or subscription rights or for determining rights to vote in respect of any such

reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, and (b) in the case of any such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, at least fifteen (15) days prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clause (a) shall also specify, in the case of any such dividend, distribution or subscription rights, the date on which the holders of Common Stock shall be entitled thereto, and such notice in accordance with the foregoing clause (b) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, as the case may be.

9. Stock to be Reserved.

(a) The Corporation will at all times reserve and keep available out of its authorized but unissued Common Stock solely for the purpose of issuance upon the conversion of the Series D Preferred Stock as herein provided, such number of shares of Common Stock equal to one hundred percent (100%) of the amount of Common Stock as shall then be issuable upon the conversion of all outstanding shares or fractions of shares of Series D Preferred Stock and accrued PIK Dividend Shares. All shares of Common Stock which shall be so issued shall be duly and validly issued and fully paid and nonassessable and free from all liens, duties and charges arising out of or by reason of the issue thereof (including, without limitation, in respect of taxes) and, without limiting the generality of the foregoing, the Corporation covenants that it will from time to time take all such action as may be requisite to assure that the par value per share of the Common Stock is at all times equal to or less than the effective Conversion Price. The Corporation will take all such action within its control as may be necessary on its part to assure that all such shares of Common Stock may be so issued without violation of any applicable law or regulation, or of any requirements of any national securities exchange upon which the Common Stock of the Corporation may be listed. The Corporation will not take any action which results in any adjustment of the Conversion Price if after such action the total number of shares of Common Stock issued and outstanding and thereafter issuable upon exercise of all Options and conversion of Convertible Securities, including upon conversion of the Series D Preferred Stock, would exceed the total number of shares of such class of Common Stock then authorized by the Corporation's Articles of Incorporation.

(b) If the Corporation shall have insufficient shares of Series D Preferred Stock to satisfy accrued PIK Dividend Shares, it shall take all such action within its control as may be necessary on its part to designate additional shares of Series D Preferred Stock to satisfy such accrued PIK Dividend Shares.

10. Effect of Reacquisition of Shares Upon Redemption, Repurchase, Conversion or Otherwise. Shares of Series D Preferred Stock that have been issued and reacquired in any manner, whether by redemption, repurchase or otherwise or upon any conversion of shares of Series D Preferred Stock to Common Stock, shall thereupon be retired and shall have the status of authorized and unissued shares of Preferred undesignated as to series, and may be redesignated as any series of Preferred Stock and reissued.

11. Issue Tax. The issuance of certificates for shares of Common Stock upon conversion of the Series D Preferred Stock shall be made without charge to the holders thereof for any issuance tax, stamp tax, transfer tax, duty or charge in respect thereof, provided that the Corporation shall not be required to pay any tax, duty or charge which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Series D Preferred Stock which is being converted.

12. Closing of Books. The Corporation will at no time close its transfer books against the transfer of any Series D Preferred Stock or of any shares of Common Stock issued or issuable upon the conversion of any shares of Series D Preferred Stock in any manner which interferes with the timely conversion of such Series D Preferred Stock; provided, however, nothing herein shall be construed to prevent the Corporation from setting record dates for the holders of its securities.

13. Voting. The Holders of Series D Preferred Stock shall have the right to vote, on an as-if-converted-to-Common-Stock basis (subject to the limitation set forth below) and together with the holders of Common Stock as a single class, on any matter on which the holders of Common Stock are entitled to vote (including the election of directors); provided, however, that the foregoing voting rights shall be limited to that number of shares of Common Stock that would then be issuable to such Holder upon the conversion of all the shares of Series D Preferred Stock held by such Holder (after giving effect to the restrictions of Section 4(f)) on the record date for the determination of stockholders entitled to vote. The foregoing voting rights shall be in addition to any class voting rights provided by the NRS and this Certificate of Designation.

14. Certain Restrictions. In addition to any other vote of the Holders of Series D Preferred Stock required by law or by the Articles of Incorporation, without the prior consent of the Required Holders, given either in writing, or at a special meeting called for that purpose, at which meeting the holders of the shares of such Series D Preferred Stock shall vote (in person or by proxy) together as a class, the Corporation will not:

(a) authorize, create, designate, establish or issue (whether by merger or otherwise) (i) an increased number of shares of Series D Preferred Stock (other than PIK Dividend Shares) or (ii) any other class or series of capital stock ranking senior to or on parity with the Series D Preferred Stock as to any dividends or upon liquidation or reclassify any shares of Common Stock into shares having any preference or priority as to dividends or upon liquidation superior to or on parity with any such preference or priority of Series D Preferred Stock or reclassify any shares of Common Stock or any other class or series of capital stock into shares having any preference or priority as to dividends or upon liquidation superior to or on parity with any such preference or priority of Series D Preferred Stock;

(b) adopt a plan for the liquidation, dissolution or winding up of the affairs of the Corporation or any recapitalization plan (whether occurring by merger, consolidation or otherwise), file any petition seeking protection under any federal or state bankruptcy or insolvency law or make a general assignment for the benefit of creditors;

(c) amend, alter or repeal, whether by merger, consolidation or otherwise, the Articles of Incorporation or Bylaws of the Corporation or the Resolutions contained in this Certificate of



Designation of the Series D Preferred Stock and the powers, preferences, privileges, relative, participating, optional and other special rights and qualifications, limitations and restrictions thereof, which would adversely affect any right, preference, privilege or voting power of the Series D Preferred Stock, or which would increase or decrease the amount of authorized shares of the Series D Preferred Stock or of any other series of preferred stock ranking senior to the Series D Preferred Stock, with respect to the payment of dividends (whether or not such series of preferred stock is cumulative or noncumulative as to payment of dividends) or upon liquidation;

(d) directly or indirectly, declare or pay any dividend (other than dividends permitted or required pursuant to Section 2 and dividends payable in shares of Common Stock but only to the extent that such stock dividend results in an adjustment of the Conversion Price pursuant to Section 5 hereof) or directly or indirectly purchase, redeem, repurchase or otherwise acquire or permit any Subsidiary to redeem, purchase, repurchase or otherwise acquire (or make any payment to a sinking fund for such redemption, purchase, repurchase or other acquisition) any share of Common Stock, Option or Convertible Security or any other class or series of the Corporation's capital stock (except for the shares of Series D Preferred Stock in accordance with Section 15 hereof or for shares of Common Stock repurchased from current or former employees, consultants, or directors upon termination of service in accordance with plans approved by the Board) whether in cash, securities or property or in obligations of the Corporation or any Subsidiary;

(e) enter into a Variable Rate Transaction (as defined below), or issue any secured or unsecured debt securities. "Variable Rate Transaction" means a transaction in which the Company (i) issues or sells any debt or equity securities that are convertible into, exchangeable or exercisable for, or include the right to receive, additional shares of Common Stock either (A) at a conversion price, exercise price or exchange rate or other price that is based upon, and/or varies with, the trading prices of or quotations for the shares of Common Stock at any time after the initial issuance of such debt or equity securities or (B) with a conversion, exercise or exchange price that is subject to being reset at some future date after the initial issuance of such debt or equity security or upon the occurrence of specified or contingent events directly or indirectly related to the business of the Company or the market for the Common Stock or (ii) enters into any agreement, including, but not limited to, an equity line of credit, whereby the Company may sell securities at a future determined price (provided, the issuance and sale by the Company of any Common Stock pursuant to an "at-the-market" offering and related agreements shall not be considered a Variable Rate Transaction); or

(f) agree to do any of the foregoing.

15. Redemption. The Series D Preferred Stock shall not be redeemable at the option of the Corporation or the Holder.

16. No Waiver. Except as otherwise modified or provided for herein, the Holders of Series D Preferred Stock shall also be entitled to, and shall not be deemed to have waived, any other applicable rights granted to such holders under the NRS.

17. No Impairment. The Corporation will not, through any reorganization, transfer of assets, consolidation, merger scheme or arrangement, dissolution, issue or sale of securities or any



other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all time in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights and liquidation preferences granted hereunder of the holders of the Series D Preferred Stock against impairment. Without limiting the generality of the foregoing, the Corporation (i) shall not increase the par value of any shares of Common Stock receivable upon conversion of the Series D Preferred Stock above the Conversion Price then in effect and (ii) shall take all such actions as may be necessary or appropriate in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Stock upon conversion of the Series D Preferred Stock.

18. No Preemptive Rights. No Holder of any shares of Series D Preferred Stock shall have any preemptive right to subscribe to any issue of the same or other capital stock of the Corporation.

19. Amendment; Waiver. Any term of the Series D Preferred Stock may be amended or waived (including the adjustment provisions included in Section 5 hereof) upon the written consent of the Corporation and the Required Holders.

20. Action By Holders. Any action or consent to be taken or given by the holders of the Series D Preferred Stock may be given either at a meeting of the Holders of the Series D Preferred Stock called and held for such purpose or by written consent by the Required Holders.  
[End]

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FRANCISCO V. AGUILAR  
 Secretary of State  
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 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

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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: Know Labs, Inc.	
	Entity or Nevada Business Identification Number (NVID): C23651-1998	
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:	
5. Amendment of class or series of stock:	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.	
	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 Withdrawn: Series F Preferred Stock Date of Designation: 08/01/2018 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: * The certificate of designation designating the corporation's Series F Preferred Stock is hereby withdrawn.	
8. Signature: (Required)	<input checked="" type="checkbox"/> <i>Ren Erickson</i> Signature of Officer	Date: 08/10/2023

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

Page 1 of 1  
 Revised: 12/15/2022