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BOX 20059 BAY ADELAIDE P.O. TORONTO A6 M5H 0A1 416-900-3891 ELECTRA HEAD OFFICE 401 BAY STREET, 6TH FLOOR
TORONTO A6 M5H 2Y4 6-K 1 f6k 122024.htm FORM 6-K Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington,
D.C. 20549 Form 6-KREPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES
EXCHANGE ACT OF 1934For the month of December 2024Commission File Number: 001-41356Electra Battery Materials
Corporation(Translation of registrant's name into English)133 Richmond St W, Suite 602Toronto, Ontario, CanadaM5H 2L3(416) 900-
3891(Address of principal executive office)Indicate by check mark whether the registrant files or will file annual reports under cover of
Form 20-F or Form 40-F.Form 20-F [X] Â Â Â Â Form 40-F [Â] Â Â DOCUMENTS INCLUDED AS PART OF THIS REPORT Â Exhibit
NumberÂ DescriptionÂ Â 99.1Â Press Release dated December 20, 2024 Â 99.2Â Report of Voting Results SIGNATURESPursuant 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.Â Â Â Â Â Electra Battery Materials CorporationÂ Â Â Â Â (Registrant)Â Â Â Â Date:
December 20, 2024Â Â Â /s/ Trent Mellâ Â Â Â Â Trent Mellâ Â Chief Executive Officer and DirectorÂ Â EX-99.1 2 exh_991.htm
PRESS RELEASE EdgarFilingEXHIBIT 99.1Electra Announces Results of Special Meeting TORONTO, Dec. 20, 2024 (GLOBE NEWSWIRE)
-- Electra Battery Materials Corporation (NASDAQ: ELBM; TSX-V: ELBM) (â€œElectraâ€ or the â€œCompanyâ€) is pleased to announce
the results of its special meeting of shareholders held today in Toronto. A total of 13,792,275 common shares in the capital of the
Company (â€œCommon Sharesâ€), or 24% of Electraâ€™s issued and outstanding Common Shares were represented in person or by
proxy at the meeting. Shareholders voted in favour of all items of business put forth at the meeting, being (i) an amendment to the articles
of the Company to complete a reverse stock split (the â€œReverse Splitâ€) of the issued and outstanding common shares (the
â€œCommon Sharesâ€) of the Company at a ratio of one (1) post-Reverse Split Common Share for between three (3) to five (5) pre-
Reverse Split Common Shares, as determined by the Board of Directors of the Company and (ii) the 2024 Employee Share Purchase Plan
for the Company (the â€œ2024 ESP Planâ€). The Companyâ€™s full voting results at the meeting are available on SEDAR+ at
www.sedarplus.com. Following receipt of shareholder approval, the Companyâ€™s Board of Directors has concluded that the Reverse
Split of the issued and outstanding Common Shares of the Company is in the best interests of the shareholders. The Company is
proceeding with the Reverse Split on the basis of four (4) pre-Reverse Split Common Shares to one (1) post-Reverse Split Common Share.
The Reverse Split will not affect the total shareholders' equity; however, the conclusion of the Reverse Split will support the
Companyâ€™s efforts to regain compliance with the Minimum Bid Requirement. Following receipt of notice, received September 17,
2024, from The Nasdaq Stock Market LLC (â€œNasdaqâ€) of noncompliance with the minimum bid price requirement (â€œMinimum Bid
Requirementâ€) of US\$1.00 per share under Nasdaq Listing Rule 5550(a)(2), the Company submitted an appeal of Nasdaq's
determination. A hearing on the appeal was held on November 5, 2024, and the Company was notified it has been granted until January
15, 2025, to regain compliance with the Minimum Bid Requirement, subject to certain conditions. This matter does not impact the listing
of the shares on the TSX Venture Exchange. Failure to regain compliance will result in delisting from the Nasdaq. Heather Smiles, Vice
President, Investor Relations & Corporate Development commented, â€œWe recognize the significant visibility and access to the U.S.
market that our Nasdaq listing offers Electra and are committed to taking the necessary actions to preserve this listing. We are grateful
for the support of our shareholders as we navigate this process.â€ The 2024 ESP Plan was conditionally approved by the TSX Venture
Exchange (the â€œTSXVâ€) on November 4, 2024, and remains subject to final acceptance of the TSXV. The Reverse Split remains
subject to TSXV approval. Corporate Update The Company also confirms the former engagement with Epstein Research, a research and
analysis firm owned by Peter Epstein, based in Montebello, NY and active in the metals and mining industry. Epstein Research increases
awareness of the Company through social media platforms, and produces management interviews and written, visual and video content.
The engagement commenced on September 1, 2024, and ended on November 30, 2024, during which time Epstein Research was paid an
aggregate of US\$6,000, representing a monthly cash fee of US\$2,000. The Company is at arms-length from Epstein Research, and Peter
Epstein, and the compensation paid to Epstein Research did not include any securities of the Company. About Electra Battery Materials
Electra is a processor of low-carbon, ethically-sourced battery materials. Currently focused on developing North Americaâ€™s only cobalt
sulfate refinery, Electra is executing a phased strategy to onshore the electric vehicle supply chain and provide a North American solution
for EV battery materials refining. In addition to building North Americaâ€™s only cobalt sulfate refinery, its strategy includes integrating
black mass recycling, potential cobalt sulfate processing in BA@cancour, Quebec, and exploring nickel sulfate production potential within
North America. For more information, please visit www.ElectraBMC.com. Contact Heather SmilesVice President, Investor Relations &
Corporate Development Electra Battery Materialsinfo@ElectraBMC.com1.416.900.3891 Neither the TSX Venture Exchange nor its
Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or
accuracy of this release. Cautionary Note Regarding Forward-Looking Statements This news release may contain forward-looking
statements and forward-looking information (together, â€œforward-looking statementsâ€) within the meaning of applicable securities
laws and the United States Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, are
forward-looking statements. Generally, forward-looking statements can be identified by the use of terminology such as â€œplansâ€,
â€œexpectsâ€, â€œestimatesâ€, â€œintendsâ€, â€œanticipatesâ€, â€œbelievesâ€ or variations of such words, or statements that certain
actions, events or results â€œmayâ€, â€œcouldâ€, â€œwouldâ€, â€œmightâ€, â€œoccurâ€ or â€œbe achievedâ€. Forward-looking
statements involve risks, uncertainties and other factors that could cause actual results, performance, and opportunities to differ
materially from those implied by such forward-looking statements. Factors that could cause actual results to differ materially from these
forward-looking statements are set forth in the management discussion and analysis and other disclosures of risk factors for Electra
Battery Materials Corporation, filed on SEDAR at www.sedar.com. Although Electra Battery Materials Corporation believes that the
information and assumptions used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on
these statements, which only apply as of the date of this news release, and no assurance can be given that such events will occur in the
disclosed times frames or at all. Except where required by applicable law, Electra Battery Materials Corporation disclaims any intention
or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. EX-
99.2 3 exh_992.htm EXHIBIT 99.2 EdgarFiling Exhibit 99.2 Â Â Â ELECTRA BATTERY MATERIALS CORPORATION (the
â€œCompanyâ€) Â REPORT OF VOTING RESULTS Â In accordance with Section 11.3 of National Instrument 51-102 â€œ Continuous
Disclosure Obligations, the Company hereby advises of the results of the voting on the matters submitted to the special meeting (the
â€œMeetingâ€) of shareholders of the Company (the â€œShareholdersâ€) held on Friday, December 20, 2024. At the Meeting, the
Shareholders were asked to consider certain matters outlined in the Notice of Special Meeting of Shareholders and Management
Information Circular dated October 31, 2024 (the â€œCircularâ€). The matters voted upon at the Meeting and the results of the voting as
provided by TSX Trust Company after the Meeting were as follows: Â 1.Reverse Split Â The vote on this special resolution was required to
be approved by no less than two-thirds of the votes cast by the holders of Common Shares present in person, or represented by proxy,
at the Meeting. The Voting Results showed that 13,792,275 of the issued and outstanding shares of the Company were voted on this
matter, the results of which are as follows: Â Â Votes For % of Votes For Votes Against % of Votes Against Reverse Split 10,988,425
79.67% 2,803,850 20.33% Â As a result of the foregoing, the resolution described on page 11 of the Circular was adopted as a special
resolution of the Company and the Reverse Split was approved. Â 2.2024 Employee Share Purchase Plan Â The vote on this resolution
was required to be approved by the affirmative vote of a simple majority of the votes cast by disinterested shareholders. The Voting
Results showed that 6,007,069 of the issued and outstanding shares of the Company were voted on this matter, the results of which are as
follows: Â Â Votes For % of Votes For Votes Against % of Votes Against 2024 Employee Share Purchase Plan 5,146,995 85.68% 860,074
14.32% Â As a result of the foregoing, the resolution described on page 13 of the Circular was adopted as an ordinary resolution of the
disinterested shareholders of the Company and the Employee Share Purchase Plan was approved. Â DATED this 20th day of December,
2024. Â ELECTRA BATTERY MATERIALS CORPORATION Â /s/ Heather Smiles Â By:Â Â Â Â Heather Smiles, Vice-President Investor
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U\!>: \!J\O-5A2\!M P\! #^>P^AN7^5L2 M+ \!E\? \!0HHHKY 4@ \!T:E\!4#) \!X IM=3\+ \!#B+X@ MZ#88# \!+ \!H74\!JG^C) \!-E\!@8'
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MC:OL&6WB5AT\!0 U110 4444 %%% %1110 5%+PS-NDACD\JR@ MU+10 U46-0J\J4= \!@4ZBB@ HHHH *** "F20L.NV1^M^D7T89%/HH
9\$D^ \!M8T5AT^& \!3Z^* "BBB@ HHHH *** "BBB@ HHHH *** "BBB@ HHHH *** "BBB@ HHHH *** "BBB@ HHHH ***
 \!VBM4\!G2=+T\!6P9\!6F8>R MC 50TKP.O2?CU\JGV\!OK\!F\!REI D? C\!O \!""Y5YM7O\GSXB3\!:"O2 @+ \!I?
VWQB:DJ^EK^TG^8Y\!_ E7FE> \!L: M3Y.CZC?LF# + \!L2MZA1D ^A# \!J\!^V\F(BNVIX>UO89?25?Z2? \! \!J=KX^ ^M. ^L^6?
B+JSAMT<GD\! \! ?U\!KZU&\!33M\N:J0XC@B:5C\! \$G^5?&#H7\W\ M\<7AS\)(TC5B2?U>OFT\!OC@QJ? \!4: M5KOHDOOU 0KT445\!R?
 \!444^ M^ \!E1<9R>@H ^ \!V^ \! + \!K.4^27D\2\>^<^> \!K1KK?B^K\ / \!^="OP0\ MBM7V9_O8\$ZFI \!FEC12">DV05&V0-
GKNQD \!37G7\3VM?V?V4LP?GOK\ M^# "N7\Z@>G7V@&^~^ @ M^HW\!L \$W2@0^EN6N^&#LHS \!/%?9\?9Y%3M3G4\!NWW? \]
#GX\!OQB:.\$4<OLI MO\W_ ^ = VOM< \!G2=#TE68- \!JPP^OAI M^&^ ^ ^C^5?+E>P?M1Z\!_OO.EM\$< MM^801P:>P8C\U\GFU7VV-J\!L\!=H?
H_#&^ \!JY30B\!VN; P "U *P M4445Y\!0%>V?LHZ# :JQ GOV0_8VS.N NNQ^C\!U> \!U\!7?LBZ^ \!E\+ZK\!KQ M\!7NKA8D?
U5\!G^&O9RBE\!7P7:7\!O^"?<48GZME-9K>7N > \!P>N> ^T445^ \!I M^ \!WA1110 4444 (S\!5)\!P\!R2:O ^N\TV P#0=TW_ \!#(P#&N- :4\! \!)*^
M_C?7%E\$ \!FROP\!P\!I\!YWMO_ F7S MKA8D5.O.EF. \!%>KA.\$L13E4G+E2\!ON/E4.D:4L:~%XHM9^N:13:7%K="16VG\!VNAX\!
M..O(K\!J\!V' B1K?Q0 9\!T:4 \$\$TEWJ5M-8M=RG+SK&1M=CW." 3WVT\5@0 M\J\K"?F3@ \!P> \!JNC4ARR\!Y\!117DGM\!1110
45R O^ \!^7ASX3>:CO%XIU%- M.T\!EORLI8LYZ^ \!J@SEC@ \!#TKA?V? P\!I32OVBKQO-X>T\!M=\$TB2^ \!+Z\!PK M7.CAB=J#.
HZG\!S#@5\!J4Y0=1+W5U.76\!QF\!32O\!H>Q445\!L^K^V\!X^F^ \!V MD^ O^Z7^BC7: 4%T\!Y:
<>7:V\!M^K.TA^ \!%&3\!H\3K\!13\!J\!Y%>P5^U.C:G=K MGT311161L% %%% %1110 4444 %%% %1110 445>745A:3W\!B."%&DD=NB
M\!DD @* %\$X\!J76SG>"XUBP@FOX>.2Z164^ \!A\!%7K_ \!M\!J\!MUGM+B^Z@ \!J\!LD+ MAU\!T\!X\!K\]
(B=XRN?"O\$ \!2^ \!096WZE\!J\!S\!K^& \!J65W.02(X+A': ZG-?FE P4T^*S> (B\!IG@ M^SG\!L_ \!# \!MOG""@W.H# \!D^ \!#V):~? \!+?P>^ \!J?

\$7Q/XFGC=X|L%MH92>!) *W M([YOT [Y<+|8E*VFUON^ .7-B JL(WUM> WGZ64445XY|@4444 %0W=U#
Z8VLUS<2+#+PHTDDCG'HH&22?0 5X#X/ &TO!OO. ^+FF>!/!=O=:[+<>8| ^J M%?)MHHT4LQ7=|SG@8X
YZUK" E.HFXJZ6YCK4K242F!1?11161L% % % % 1 M110 4453UG4!6D7UZ59A:P/M52Q.U2< #KTH#8A7Q-HJ7GV0:K8FZW^7Y
MN4WJO|NW.< ^U:5?E5^R#V? \$ C:IK"P1OZ H^J6\$ \$=S=S*I+ M# 'WG'Y5^J M=V+P|<-.04KZ'GX+%2Q4'-OMK8***X3T
HHJEK>JPZ#HM J5R MVRWL|>2XE:T5%+\$ D*> ^@MM60 | "3:/L^R^VM8 :M E^1|I3?N NLJ4 MGQ
M1|=YG(FG=E W.1^F*^7=.M7OKZW MXQN>5U10/4G M 4UJE6=|EC9P6T?^KAC6?H|@?RKW|A>5I.D.:KWPI0|EE M'O-
M I^@4445Y|D%=#V|) MSOEI M-D<|9:A V|VSD H#7/5ZO^SAI/V|OP|V?NV=NG|IG"C P!"/Y5T8>*M'L8= MV>:F5?ZM@ZM:M% ?
T \$ ^H*78 P|J 6OM'B|I|4G%M#PSQN=L#|S 6OIRO M#BXW:U :GQ-UN8-NCBF^SIZ80!>/Q|XU|V=5.3#U|9AG-2\$|YE%?
*R. ^&?'FN-XD| M9:SJ1?>MO=2.C?|&X|? !W%8-*WWC25^72DYRRM| P#PQ^5<
M>XGEH4.,NKG=H85+M X^8ZX| @E:X)^SZ'XS|62QLK7\$T6GON?NLJ|@N^Q9*W P""
MH7C: ^VBI|H7AR^7=%HVF822/ ^|+Q8 . ^+6E^S3^W+X\$ ^ /P7L?"S^H^M|M M.=6%=M/6|EVC&6F)EY|!.! ^%?FOX<| # ^.?VU/CO<>
(UTB: ^>3=1U/7O:U5)MK M*W! V:SU(08 ZDU^OUG:16%G|:P(X(46.-%Z^H& /R%G|6.WOAXNTP'X7U+O|K=TMEI6GOM/<3- "H|!W). !W|
M%? OBK @|E|?|L\$KX:\$|VCZ4A1VQ|5|PYFTR&5|Z. |4 M065FZ(PZG5W/RF. ;. ;D^ ^.%F @RQTC^S- TO597X.^|W7E|D0XQ
MOU8|>XKU# @FG|9FCD X5E9>2PD:YU: ^UCSON *J|F.G^+U|UX9^VU|@|1 M?M:AX>|-.:6<5HUOI<=M:0+&K7!ON.%
R2SX "OU.^&GPN|?#P I=|L MCV5E=V|C%:2W4-NB2RA54>P&3DC)SWKU<5.E1P<*.A|6|U|V|SQ|3K5|:J MY #H| ^|8 : ^.: ^L.
|C1 |>N+<3>7:F3R|RR^5#9P>FXU| ^| %&M2T?1?>O:| M|&S?7=508|2ZD@5IEA3.CA7(R|D+T|:Y' @FE|'U|X9: XGUS1K4Y:W4
MA| M>VRR|\$A499"PRX|DU23NLZ|H.CWV|7V6MG|<2MZ(BEC^
M@K|F P|ECPZO|0W|7HU7781|5H:|YUR|2505?:Q*|>@HWM&5YV"H4ZG/5|K
MW8K8|3'XBK2|G1HOWINUSV3P: P50O6UR"+O7X+MH=+=@LDVESOYL8)^JM?|
M:7&17WYX=|06'BS0=|UG2KA:O3: ^|+BWG3HZ. @ D: .+ @|VBP %:PQ9: M=:V|MJ\$.EEKPPQA"P:0^7NP.:|LFY5
MCA12HRSE07@37|?|WC/ A\$?V:=?A1E\$^KR.1.NHNL9 MB<|?|:AA. ^EV?5|/W|7^K M+>+O/\$G#PS:++H.FVHN\$F|Y|Y)RS.%56. O(W
M'@=|Z+|J|J|L|LSQ^2^!&N|QFROVCR0+481M#M|O|.O\$5.1A.Y3FE>??Y P"1|O|P\$ ^+ # &CX4Z3XSFTX.:M M P":.1:>7>%5)&3.|
|%5M29 " @:3|)|TTT^=I=O LM1 M0A0Q.+581M#M|O|.O\$5.1A.Y3FE>??Y P"1|O|P\$ ^+ # &CX4Z3XSFTX.:M M P":.1:>7>%5)&3.|
Z|PD) "O\$?^?8? MPE MSQMK?C^|AW6VD1 8|D|F&8 MB/ |L.3^%>O5|1?2|"/|F #?PSX7BE7S-3OFNIH XO+B7"GZ:G 2NS|T :
MUX1|SBQM7V.&G/R /0 .6'1?|.W&K.2H6|CM4'9LH|^6U?^ ^J 9CX-WUE| M+ V6 " ^HWS"*QTOP|>RDD#CRO.(^ISCZFORO|:>& |
A' V??AFO ^TZ|?T|E|J|4C|'M?|)=A=XU|H?MP?8 #W|E?P.X*MY?+U'7+.TMI45AD6|42%|CT M+;1^=?
1XZ+O+ITUUD PT|E|NLDL^M|5|K|=4? ?CS5+|QY|&N^=3=O/U:59 M"|X=CEW" 0T8 X\$* 2+ @F?
X.A X#W>LoSt<^MZE))EOXHXP\$4CVSOKX' M^WA| A M| O@LJRWUG|:AJ\$>.1=79|T@^I6/R5 X#7ZV L|^#QX#^! @
MG0PK*|OID+2|AR)'7S'! P"!.:SS.JO|T8QV: !?TC3*: ^+M2E+>* % TST. MOB3X|?| !2>P| ^+KWP|X+T""Q#|8S-!<:A>3%
(&D4X98U7E@#QDD9|5|1 ^M+OE PK|X/^+ !K:K'39GAXSF4|5C'XL5K|YO^". PYA|8?&^UK5:1:J' M1:%
|E1LX|0|?'XB|JM/#T'9RZ^1|C| ^| M@|1: ^/NG^>?/AV#00|1G6VM|J0L9F>-)&.%\$BMR 20.@|9K|A|>B|8VG MO' :O-
T.**&UO|^%5M&:10%PL|J|@# =9J 88< "C..DX2|JW.KV#^+?M6L|JD:KYN5VN?%W|:W|8G "M:C? AGIND?:K|4-
(N:4&FVBW.ZD8"XY.PYZ| MO7QY^OS|9O|&?BD+N'P| P|J.K(FEVR>:L+22IEAP<|#XU|1?2|2T? M3=+*:.9:6-
DFMZE|)=W5TL"BX:*0B OC.LW'^S7|? 3|^#^BZ7| M#|0 M:CHUE=:QJ5W:J\$-W<6RM-\$H:8@5B.C|FX8 O5Z%.=&A@%)P^+3?
<|V|3K8C. M7|3^#7:R \$ ^L5SM&|V.<5|: ?M" P#|1:2^XNO/#A+1(\$FH6\$GDW=Y< M3%+=9|PT:|1EB#P3P.Y%?
3GO@|:|.O.A:|X|2NXC:3=.FGC+=/."D|C|6*C| M: .# @G+|.+:XB &|5?
\$>M6|ZA#HM|JUTIG4.AN|V|Q|ZG&|A|BO.P \$&FZG=G|8|\$5XU*>'H.T|>=R/50A?| |%1(M6|2V^G^./|!&D: ?<2+': :&G
M3.P@R<:G1N|CO@Y%?>T.T=S#'\$XDBD4.C|J+ET7P/X?T^=VDFM=|@A=FZEFC4' M|XBKOU&E"G3|TUR|W0C+|J|=2K1JRYN5|F-
|.OB=|?'A4AKWB^>V%XNFP|AUM MM^SS6+!ON>W+5|P># | @|5|&|>\$ \$>Q:YX8:38M-\$5L:078DDO:B3<1&J M-H"H26|/%?7
^"GWC+^Q @SHV@(?WFL:F&:YV1*6Z>FYE *O+>V" P|D?P| M2|!< C7Q59-JVGR73PZ9IDKLL|VX629@-Q+&:
>E/7BKH4|/">WKKK 7Z MF6(Q8)EC%A|JEK %|Q|L LB M.:W^T|: ^)M1O|L|L%TW39XX+2|/4|N| "MO#\$|<
#|ZUWW|0WQFM @+|+M1|73V8U%|>2*&S|SR -=W'XS@|IEO| @-O MPX^%A:X2:5=:X3TF|1|Y|N&N|(F9F|P@ D:B<# "05|@?
|%4O&GV3P?X M-|+1R#?>7Z?\$.O1'X|) ^ (O\$SHRFZ?/=8'4E M\$)
_\$@5CB816(E"DM+V.C"SG|6C4|N|IM=GRI^T1 P44T|X6^+SPOX2T2+Q' M|J%A(8:R|N9BEND@^J|H7EB#P3D#1VKFOA#
%.HO\$GBZSTCQKX9M|&L|R9 M8%U'3YF98&8X|D5OX.M>%?L ^ ^ V^ (|2*:KK5H+^#3H9|3G-PNX&8G" M,0>IWOGGTK% :IM|OY^V:
K&D:%9PVIFU2VTM5@0*KS#9&S8'^<=4KMWF98W%N'Q*GHY64:|A^@.17B7|:'C/ A'V: ^ETDOE7%Y:#3 MH?
=IF#\$2|)%S^>TVL V6UAA|S' :^F3U.!BOB' @J:X\$^P^ ^/?AB.O:M0OG MO|H^>V|IGZ9D/Y5| @Z?M.1"G^|1|C|JGLL-.?E^>AQ?
! *OP=Y B#OMXI= M>+>WAT^ (D<:I&+M|C|U .OT7KY< X)R>#O| A&?V<+ /4'3:-K=|/ >EL
M3@>C=G'14/P) P""E\$KX|9V'AWQCX>@T|ZC.MO.:A8S.|2R.<*)%:D D@9! MXS7B' !.7X8Z:|2OC%K6M^ (+*5+?1| W"1W2"1&N)'VJO4|'
WGZXK% :0^ M'ZZE^V-Y&+4KWN M>%|/T7|: | 'U/9X>3|Z?>> D5'V^84UT6OW?|>HHHKXH :0HHHH M|+X1Z7 ^IX^TM2.I'YG: @
|Z| :^J| (9UTOS4U34&42P?|=CD | MH(O=F8*2< TQW|Q|1|P|U|EO|HK6|0|>: @ M9PI\$:GOA5R?U?|*^<1R0*
^6UP|CZ\$G'Z8K#KYC\$3|I5E|NS|:R M^A|6PF*CVBOOZ B% % % %8'H|7T=^S'H D:#|NHLHS/L'GOA5R?U?|*^<1R0*
M^O@|U|/C #G1HRNUYHS<-|7)8?H1^5>OE<.:OS=D?%65 99?|:-?7W: H MCJ=6U|T|J|O|A 5VT+S-|%4G^E?G J-T|J?
7%Q|2TDK|J|10|N|3UIM=+|1% P'\$@|=.:8%2R374> |T'SP?- V P|T/P'C3\$^VS1TUM"*7WZ J% % % %?1GP0444 % % % !?
|XKG|022""SM.GG5VZ|PAV?^8|HIR:2ZDRDH|? (#|H|7IOB M P#M.>)9:5 M0OM8^P6FSG**PAC "OL#X|?L\$ "IX?
AKJ>AATTZG:..M| M@A+&B6|B.ZXX*\$=/'3?2*W|QOA63XA?M1>%#.#(EK=|JL 9'U|3("2| MP?CZ7W= P4:1:2| M|ASK=:?'Y5SK=
|/9JO=T|CCIE%?68FI.G7HX>D|:7 K MY'QF'ITZF'KX|J M^|V KYGRE P \$S \$&N6 QYFTFTNIFT:XTNXDO+7>?*^4I
ML2:TW|B|GT8U^J-?GE P2|N%:KKOOXMEBR\$6'3|O|G.D@ +RZ 0MF\$EF.U M5&23VKR.TDI8EI=+ /MY/%OPD6^MSR+|H#X|?
#GX+.:|+XS>WOK^12U|I:0+ / M<2>X4 =7/XX'UK|JOV@PVZ/\$GQ<|.WGACP HEOX3|&3GRI885#2S+G<%9@ MJYP254<^M8%Y#=?
M8 MBFOS9|OLF&PT)^?)ALHMO*J>V(T.K'/R>?:|3#X:EAZE|C|/5 | @EGX) L P#XK|42PLDFHWJ6<4Z'^N3C @3
MG|J^VM2OXM*TTZQ9SM@MHGFED|H|@D H*?|>V :8| LX^#+%HEAGN+7|= MC|O|S\$A^%.:S|:2|
(#^SCXTU|96AN+BT^PP'U\$DO\$8(|Z->+B&|3BVEU M=OT?PR6%P46^BO^I^< |>GR '3|LK3M3N1)=PRZO-K4|U"1LTB\$ 1O+>?
MK 7YP2|+ #P|JL6>+ .:."2EG:1V\$Q:2(VYQ^2+ ^=?H 71FLTZZ@MH|Q MRY/3<< ZCWDV\$ITO^"7ZC^TOB'X7|Q3\$QZ:9-
=318X\$DK<' OE|^=?2?M'@D # |9Y|\$2|9BN#8+3|PPI|).3P* OC|* -?XR74GO^ :2O:"%GO+.:| MUV+2X@|R|(V6-L?
0*YK|2:6W2SM8>:(8XD""0 8%8|JUAJ^YO^OFS++ M-JB|(^2 KY|3 &U/" "LW>+|D|FAN:V|= @21SNE8*1 WSOK|O V: M?
VD+K|JF|WQ|J^L6'A^TURU|V6U#74SU^2@.4|@/N:|& -|OZ|^#QJ8K|M.7+R>?MSX"|<> M/M? &9?
C IVH7IDMG<:S=6M@EI:L7\$.>53 |Y|5F \$U^T>FV.>EZ=:VYW992C%3|J?Y>UC|^/^JOC| 4X53:1^ ^U* M7|Y|XC0\$?B|?0 |"?@O
(Q5IFCP|K^HGU)7U*1@.\$:Q*Y|PNT5|' MO:U+ M3OVMK|1K8 |>LEKHL|!R-W&3 WW(1^%?|YX7T+PSX:TK2(%5(K&UBME5|@
M8100Y5KBOW.#I4N^O|7WF&# ?8ZM6|:U|QJ5^7W !4""^|: 9H.&T 1 AC|*:%C|TFWN:J-|DF4QB.(?7:KG^T*^X?V M6?
A4GP=^| AO06C\$ ^T N|X|S|S 3|7 @-? ?P5T>3|J|S|IM|07D33Z|
M:7C:G*KKE5M\$*MXS29VQC|Z 56KQ|O94|>&6^|J69Y='VU6IBNFR|)\$ % % % %> M&?
0!7Y2 |%)&C>*OV@H|)%@=9H=\$L8K553DB5 G+/@MX)OY&E^&|*!@|C.CS.'XD5UWO'7 A|J|INS2 M?"D#&Y| ^&Y4M^VD%|#: /
<' ^| R'|*XG @H|XHEMOVKIYH@K-H|I9|S|Z MA| F|>@ L5Z3X'^#Q8^-KNWVV2TN+:SNGP6+@%G<'KDR.@ UZNL-'M
M|JUEZR|TGBITLWN 2*\$?%4G (^ VS)H('2TU7Q|EZ|'RN+YV(SF1@|U 60G| L P#XK|42PLDFHWJ6<4Z'^N3C @3
MD5.1'8|A5 (P./>M<-A|5*%552VU=U'XS<0W>NRZM.ZC|JFE7|M|J#|. 8"MLR =P|4%T M7|J<^5O?E:\$J|?U^|I| %|)"/ " ?
L|JL4WEW&O7|5KL O1|F1 U5/S MKX= 9E :WO|JFC2|J:M=-.66M2ZK-|>+75Pl.'A5 4'CYF|XU| P5+| MFV37%>>V\$ "U^RE?+G|
M*/|27ASX P#BO5:2|AW: ^&6TNU6:2 4O%OG:.\$&U ><O'VKZCKSLQJRG44) M1Y>5:G|Y71C3IRG&?S.|I6|R| X*?
>.O|8^FB>'T|V:1|JLV#D%Y6+^CU MP%K|^ 9Y| % |*|^"/@O02BF:Z9'9@HX.K+O< BS&OS|6.WQ| :@FMXOYD%
M P")%M@DAR(A<^P^FRCA^?L|&L:H@VHH^@#L|71C P|UOHT^? KISFR MW|JB: ^|(^+ON'5^4|P43|YR>-
/NEO|\$MV\$B:3.6^GOA>2WC OC^US|(^L M?JW+*DS32R.C0%F9N .|K|A?A=\$ QY :@L|V9|)#?>|E2E7|1Y3+CZ: M4 |T
TW3X+4|1@%D0|C^|) M|XU|XZ|5^ ^|7A>^M:U:Q3>VMAHD"?OY:S|0@|J%Q \$3Z \$FM^OS= X*C \$FXO? M&AKP:W)%E96W|H74*D --
(2|AWPBY^ ^X<+1>+K|J#> ^K|O>(6#P|FEM MHC2^*7 !1S3M/FNM/^\$OA&WMYY 8OK%Y:*C.|SE(5'.2O'1'3 &)|\$O/B
M|^UAHN|FYO|K:626KR23|S|'0W |'=#7T%|/PG|.LY L+:AKXTR\$ ^?S. MF0QSZG|CZ- %DL8(CCATV"3N'29| ^ M0CKW^:C2PM65&-
NE^K JYWR5ZV+HOKRO?WK=0U 0 1"ORI X4>+V|3?M V M^BO.|J|&T^W 4Y >2\$R|K|RC|* 55F"|J68X^237X|6(X|?MO1\$|J^@U+Q
M|YA7|/(BD+&23RXZ| ^H|5|57M%YQO)^N^BMY. 5:X>?5\$! |"OPGX>|EIT M|3+>1^9<(-Y %LG|D^+@5/B|:?\$GA5YOL |.MC|:+-
V1R/E8^P8^NK M"@ <"OD|JH|JNX?|/XL-X'L?" "17*Q0DS+?^2?D&1&%V-SR. >O-HPJUZ MMZ:O+

<I2M4HX>E:J/I1V/A3X8 \$3QI^QC:KM:RP>*XMW^R:II\$?4:OL5O: MOBN3&8:ZU:TEHSQ<I3 XOZI>I):KR/N^BBBOGCZ8**** M "BBB@ HHHH **** "BBB@ HHHH *^6/BUJWJK>.M1<,&2) *4CT48 F#7U/ M7%W'P>I*W=O+/+I/O+(O=F^T2\$?^@:W (\$2? %5XOI 9-?N MOQ R/L I:L# "R^Y?YGR 17U! PI:PC PI UOI P(D ^*H X4MX1 ZIK?I M@1) \51 9-?NOQ R# 6K RR^Y? YE'X\$:7I@I\$"X(PUW.TAR.P^4?R 6NH)> M:K 8O@W6+P?>CMG" P^I1M'ZD5IZ7I=MHNGP65I'Y5M"NU%R3@?4I:AU P / MV7B;2Y-U"- IK60@LBNR9P1343Y7* G: M^WW'PU(VZ1CV)XIM?7' HCP5 T"G \I? (JC A1^@K H%/\ ^14O P.5 M7SOIDU^Z ' (2 I:!) /IE P#)'R/17UQ PHCP5 T"G \J7 .*H P""M\$>"O^@4 @5+ P#%4?V37I[K]? I@ UOP\D N7 R1\HZ58OJ>I6MI' K+B58E M^K\$?SK\GL:5+&S@MHUVOPOK&H'8 8%VNF.EQ:N)(V-O(P M#H<#L&NWKU\#A)852YIV?&\09Q2S5TU132C?P.N 1OL>?M7:WY6F:J2OAI M'>X=24 !I -J^::^Z/%OPOI #GCBIBN\9LGNIHDI M")W0\JDK7:J3XT MHK\+ P">? G O'? P "I?I XJC (9YI"?I = *E P#BJX?I#O/>WO M "/< P!=LN DGIR ^2/C2O8?V71% M#X@R7K#Y+&U=P?IIL(T+5\5 PSSX\$ M P"@. \X%2 %5T? @ X=Z\X#:Z.BV1M6N=HE+2NY.W./O\$XZFNO"9/6HUXU M^C5EKU R^S3B\I"8O!571YED^T'8/ \$ \$ G7K=4=\$T M6S\Z3:Z;IV>RM4\$<48).U1\GDU>KIK"T?J]"I"+LD?C68XKZ\IC*N) FDW\ MNGX\11174><%%%% %7S! P %%%&W "*" LY7IC^*J7&MW<- BJ-U9 =IX !I^= M?3I>??%IX\$>#OC18Z=9^,=FU"WL)6F@2*ZDA"LPP2=A&>/6NC#SA3K1G/9 MY<53G5HRITVK^Y+ LP? M"+^SCXPU+O"N@OZ\P@D+@NWWI&8XR< #IO^?H9 P .J]?@? M PI"O=? ^#X ^+K:I) L0 !GP;\&IV/@^*XNX&#OF N9:E%8'(OV*YI\I^ MA>88\VGMM1N7I>9IS'+,=[+V#FE#^O(H L* #.?X9 L\Z)%? 6QMM3U5GU.X1 M@0PIS^EA>A"!.*8^+&I3:A./%E\JSSP.5" M.Z@DAFC66&12CON.JRD8((IC%?.SJNI5=675W/J)*=%4Z*I1Z*O^.[&'O6]* M _! XVKXD\8M.EBMC<0Q3O1&5HYFVX8@<I\&?IJI? QL^Q :: :2 M&*&.*#3 MM00+?3:&*08D2W#1%)'8G:YW\G?;W^R\ MLYQL N _I.<=L5MW'T%/PDN/&9I4 \I(-%K^VL7PDAOID190P8\$(&V@ @< 8K MZ%YCAO:NLD^:UCYA97B 8J\VN5. 74JHTG38M'TNSL(^1:PI!'G^ZJA1^@K MXN X^F^)+FO^&?A318MZP7^I- .P^ZPCC.U3^+Y X#7VY7#?%IX,>/CEX7& M@^+/-I:)(H9(W.:I+ "U8T:I.D\4CZ/%T95V^EIV;/ MC _) X/P /P9H/A6U\I0OWTGC/5\1FN)UCMR8A&J95V?. JX^IK\>I<:OI H M^@W7=3A5GEL\&:=7KN5"1^HKRWX*?L@? #SX#Z\I)KGAVUO9=8>I)H^WUR9"L M:\$%J%&Y<#&G&:IIFACN89(9462*12CHPR&4C!'\I6F+JTJM=U*=[N98^C5H MX=4Z)MKK:Q^./I* Q*!> OC\I C^OQ/QP1Q7SU= \SZO@U>>I(-I4. MF:A%#)(9#IT5\RVX).< ?> I@U? 2UG:16%I!:6Z""%%CC1>B\I@#I\A71F&) MHXE0G3O6C .E8:9 9\$?V-CT)WOYF/OQ7 M9?&3IM#P)=? LJV@3P2UXNKWFFP:7+.RP%#M(551*&8\$D _I.=V: ^VOBYI# M _!OOPT6+3/%^D+J\$<#%X)TI1UY>XZ&O&M\ X)O _!S1M22\FL=3U14 M;7Q,7I\$Z%*)'L3713OF&=*G&LG>':9G+6P6^C6J2H- 6GWW1Y? P2Z^%= MUI>A^)'?=[I2:B5L+\$NN _I:=(X)MVT9\IC7W1J5'I'>GW5Y.P6&WB:5V/0* MH)\I:I.DV6@Z9:==IMI#8V%K& (H::W0)'&HZ =!4/B+0.3Q1H.HZ\J"N\IC M?V\VTZQN48QNI5@&(X)Y%>5B* UBLZDNOY^L8:# 5:"I1UM^9^2 P"RS\IG MOG .: *T_5\A%>.34\G7)DE^8;5+2 ?@2HK\>:IE^\$ P"RS\./@GK\^M>\$M\$DL M=1F@-LTTUW+-A"02 '8XS@3>W\>I\U?I _!-GX2 _I "" _!ZX\67D.S4?\$TWFI1E MARMK&2I?I\O:W&VOKRL\PYH-GX5\Z:HVGQ"&QT^WCM8(O "B*% (5HUX^ M\INO5E4? 4IS#45AZ:;2Z\1117.=)YC^TSXW _%>? ?OKK:RB&XBTZ2*W9O^ M>L@V(S85!\ \$Q _OI\ :GONU377"M%HNFL0&?&WDK!% (\I\Z _I)XG?" P / M?&#PG-X:I3VLE\I\$TB2R0QSO\$69&W+I\RD'\@&L:X0?L ^'/@5#J4?@I2GTX: M@R<-)<23.VT\$* 7)P.3P^I2CB84<-.DOBE^7I7/(KX2I6O=JVN6/WW _JO^ M5W\95Y+XM :K\9PVRF6;^T(I"-IU+(B1X _5I:~M7:~#^S ^O^X>I\I\TH@O: MUK>RF _>MS:/R.OS#\L5\W)^R#\+IOB0?I:C\8KI/B _I7P:|=+73K:QC83:C\I\I)M:QQW4D(5F _I)V._I =:ZI8 MZE)T8V?+##? U1QPRZK%5Y77-/T:U/E' _O5^#OLWA?QKXH=?FNKJ\3XB1SM MC4NV#F\I2RK\QKDOA?I _"OPW\?"L? AWPK8G3*25YA&TK2L78Y)+,23 P#6 MKK:\S%5EB^TJBV9Z^#H/#4(TGNC\OVD/\$D.O\8^BC4->26XT^S\I0*DT2 _? MO\$ZKM' %XKT#I\NW\JC0 CO _.(YHOA):B3P _IY:YDNKB\$Q>.:1M"J#V52?Q M:ON/XM?L9 #XS>)SXAUV2KB^5Y-HGN+^X:S\I# +@<\$XXSUJ\7V\(_ @ P"(M=+T:3KKPN4M-JA:"V2WNY8CACN9G^L-\$ Q-DU\4Y#^POX13PC^S+X053N^48WU)VO@YEVB>1G*(. @ MW.23^~6M>T^P\3Z+>Z3JMK'?=>Q-!<6\HRLB_.\$&O#E54J\I\O57Q^)\I: +C MAU1CH\6 _) #I\AOXN>#/_OI \$S5? \$/BU\U9&TYK6Q%G;^<6=W4LN >"0H _& MOUYM9C'?^>WP@I-^*:*6X=/U*X>VG6X@M+B^ M9H4=6#+P.%@ "I\2: ^E\Z\PO%+\$5%.G> 6YOY:AZV%ING5M;I8 (KINB:>V : MVU>;789)+%M&6->"I\3A?I-P^M>I?MI MD^# BE* _\&>I\I\Y2\FBFOI M)KOM/XS2LV^ OCO:'GQ9I'GWELNR" MI##<(O7:N M^5<JCD5YSX- X)Z _I\PAIT.H\I5\K>(I\G\I\$LBX86Z M#:#A^C^N5\$Z:/8S73.)\$TA M""WU^9Z 56O-?A\^SKX\$^!4FI2>#M)?3I-0""X>2YDF9@N=H! M9.\S.P&I\RY) [>I52Q.*6%G27Q2 _+^KD5L+.MBZ=9VY8 ??^K^H%?CI^VMX M@DU3\I Q5-J.3""SNH:;8!\F&-\$ Q\I1D _C7I%UXK\9V0?AMICUSQ%ID\ M>KJBOO>6-P86F4= X'#8'<9QOQFGE^)\AAJKE46C5A9EA.F+I^*-ZIW/B\I\MI MJK/PW\9O"7ASPKX(%V=%M7%S=3W\$)B&)\MCB"GKM\I))<5I7?I\$! _!R^%?V: M-)NC&J7&L7.U (R _O ML3A P%!\70:E^Q#\^M6\Z- HD AAA8Z4)\(FIEC= MF<@NTC^P+L=HY:..<5ZQX#\^Z\I #7PGI AO08'MM(L\$=O#)*TI522<:F)) MY)ZUIB.51EAU0HIK7J98;"5XXIXBNT\+?:(QOCEXN7P)\I' &O-U\I.G=.(CW? ZI^*@EBT:3I)=SH%GK6=#\$PHX:I3^U+^OI\S7\$86=:%4ZNG+I\I U8\I)K\A?V MJ+NY\! MJ:KK6LVDD\I::Q::FD)\X\ZW4QL _I\PI%? KU7FGOC 9TV! _!W@7Q M;HRW5U:@K\?0.8:B;?W0Z\E< P)R^G XF&I-J-S5TU8O._+/ %4E&#LT\GPS^ MVM^VGX9~7P\IT PCX+%)\O<7"76H37GRBOIO @G\I.KC MX= _L 6%S?6QMM0UV=M2=6!\#>60%BR# _LCA P^G^"2] @GU\! _!FL0ZD=)O- M:GA<211ZI=&2)2.F4 "M P _!"KZ1CC6*-410B* _JC _I\6V\O-'V^P^'3M> M\N887"U _O\$XEKFM9)#\I***\@I\H**** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@#Y/_O _&*I7 _.:I<6.OVOB^'28:6S6T2RN+9I%7#_S M,"".3D?D*Z3\F\I 8M\I _L\WDVM->R>(/\$TT^E"^FC"):H?O+\$O."<