



Industry Canada

Industrie Canada

**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

4265408 CANADA INC.

426540-8

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

Director - Directeur

October 18, 2004 / le 18 octobre 2004

Date of Incorporation - Date de constitution

Canada



1 — Name of the Corporation / Dénomination sociale de la société

4265408 CANADA INC.

2 — The province or territory in Canada where the registered office is situated / La province ou le territoire au Canada où est situé le siège social

Province of Ontario

3 — The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et le nombre maximal d'actions que la société est autorisée à émettre

The annexed Schedule 1 is incorporated in this form.

4 — Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu

The annexed Schedule 2 is incorporated in this form.

5 — Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum 1; Maximum 5

6 — Restrictions, if any, on the business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu

None.

7 — Other provisions, if any / Autres dispositions, s'il y a lieu

The annexed Schedule 3 is incorporated in this form.

8 — Incorporators — Fondateurs

Name(s) - Nom(s)	Address (including postal code) Adresse (inclure le code postal)	Signature
Victor Hum	41 st Floor, 1 First Canadian Place Toronto, Ontario, M5X 1B2	

FOR DEPARTMENTAL USE ONLY — À L'USAGE DU MINISTÈRE SEULEMENT
Corporation No. — N° de la société

4265408

Filed — Déposée

OCT 18 2004

SCHEDULE 1

The Corporation is authorized to issue an unlimited number of Class A shares and an unlimited number of Class B shares.

Subject to the requirements of the Canada Business Corporations Act as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "Act") the rights, privileges, restrictions and conditions attaching to the Class A shares and to the Class B shares are as follows:

1. Dividends

The holders of the Class A shares and the holders of the Class B shares shall be entitled to participate equally as to dividends, and all dividends which the directors may determine to declare and pay or set apart for payment in any financial year of the Corporation shall be declared and paid or set apart for payment in equal amounts per share on all of the Class A shares and all of the Class B shares at the time outstanding without preference or distinction.

2. Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs:

- (a) the holders of the Class B shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate amounts in the stated capital account for the Class B shares divided by the number of Class B shares then outstanding in respect of each Class B share held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class A shares or shares of any other class ranking junior to the Class B shares. After payment to the holders of the Class B shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets of the Corporation; and
- (b) the holders of the Class A shares shall be entitled to receive the remaining assets of the Corporation.

Voting Rights

(a) The holders of the Class A shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class A share held at such meetings, except a meeting of holders of a particular class of shares other than the Class A shares who are entitled to vote separately as a class at such meeting; and

(b) Except as otherwise provided by law, the holders of the Class B shares shall not be entitled as such to receive notice of, or to attend, any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting or to sign any resolution in writing in lieu thereof.

SCHEDULE 2

The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

SOLIDIFI INC.

426540-8

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Director - Directeur

November 1, 2004 / le 1 novembre 2004

Date of Amendment - Date de modification

Canada



1 — Name of corporation - Dénomination de la société

4265408 CANADA INC.

2 — Corporation No. N° de la société

426540-8

3 — The articles of the above-named corporation are amended as follows:

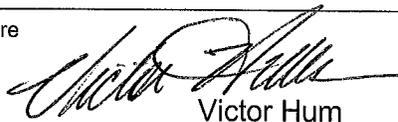
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

To change the name of the Corporation set forth in Paragraph 1 to SOLIDIFI INC.

Date

October 28, 2004

Signature


Victor Hum

Title — Titre

Director

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Filed — Déposée

NOV 01 2004

SCHEDULE 3

1. (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited.

2. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, for the purpose of securing any bonds, debentures or debenture stock which the Corporation is by law entitled to issue, by authentic deed or otherwise, grant a hypothec or mortgage, including a floating hypothec or mortgage, on a universality of property, moveable or immovable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, moveable or immovable, present or future, corporeal or incorporeal, of the Corporation.

3. The Corporation has a lien on a share registered in the name of a shareholder or the shareholder's personal representative for a debt of that shareholder to the Corporation.

4. The number of directors of the Corporation within the minimum and maximum numbers of directors provided for in the articles of the Corporation shall be as determined from time to time by ordinary resolution of the shareholders of the Corporation or, if the ordinary resolution empowers the directors to determine such number, by resolution of the directors of the Corporation.

5. The directors of the Corporation may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders of the Corporation, but the total number of directors so appointed shall not exceed one third of the number of directors elected at the previous annual meeting of shareholders of the Corporation.



**Certificate
of Amendment**

**Certificat
de modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

SOLIDIFI INC.

426540-8

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended:

Je certifie que les statuts de la société susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

February 24, 2006 / le 24 février 2006

Date of Amendment - Date de modification



1 — Name of corporation - Dénomination de la société

SOLIDIFI INC.

2 — Corporation No. N° de la société

426540-8

3 — The articles of the above-named corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

the articles of the Corporation be amended by deleting in its entirety section 2 of the rights, privileges, restrictions and conditions attaching to the Class A shares and to the Class B shares of the Corporation (set out in Schedule 1 to the articles) and substituting therefor the following:

2. Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the Class A shares and the Class B shares shall rank equally as to priority of distribution, and the holders of the Class A shares shall be entitled to participate concurrently with the holders of the Class B shares in the distribution. Such distribution shall be made in equal amounts per share on all the Class A shares and the Class B shares at the time outstanding without preference or distinction.

Date

02/23/2006

Signature

Jason Smith

Title — Titre

Chief Executive Officer

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Filed — Déposée



**Certificate
of Amendment**

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**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

SOLIDIFI INC.

426540-8

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

June 22, 2009 / le 22 juin 2009

Date of Amendment - Date de modification



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

REAL MATTERS INC.

Corporate name / Dénomination sociale

426540-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Aïssa Aomari

Deputy Director / Directeur adjoint

2010-07-27

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Articles of Amendment

(Section 27 or 177 of the Canada Business Corporations Act (CBCA))

Form 4

Instructions

3 Any changes in the articles of the corporation must be made in accordance with section 27 or 177 of the CBCA.

A: If an amendment involves a change of corporate name (including the addition of the English or French version of the corporate name), the new name must comply with sections 10 and 12 of the CBCA as well as part 2 of the regulations, and the Articles of Amendment must be accompanied by a Canada-biased NUANS® search report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A numbered name may be assigned under subsection 11(2) of the CBCA without a NUANS® search.

D: Any other amendments must correspond to the paragraphs and subparagraphs referenced in the articles being amended. If the space available is insufficient, please attach a schedule to the form.

4 Declaration

This form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

Prescribed Fees

- Corporations Canada Online Filing Centre: \$200
- By mail or fax: \$200 paid by cheque payable to the Receiver General for Canada or by credit card (American Express®, MasterCard® or Visa®).

Important Reminders

Changes of registered office address and/or mailing address:

Complete and file Change of Registered Office Address (Form 3).

Changes of directors or changes of a director's address:

Complete and file Changes Regarding Directors (Form 6).

These forms can be filed electronically, by mail or by fax free of charge.

File documents online:

Corporations Canada Online Filing Centre:
www.corporationscanada.ic.gc.ca

Or send documents by mail:

**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

By Facsimile:
613-941-0999

1 Corporation name

SOLIDIFI INC.

2 Corporation number

426540 - 8

3 The articles are amended as follows:

(Please note that more than one section can be filled out)

A: The corporation changes its name to:

REAL MATTERS INC.

B: The corporation changes the province or territory in Canada where the registered office is situated to:
(Do not indicate the full address)

C: The corporation changes the minimum and/or maximum number of directors to:
(For a fixed number of directors, please indicate the same number in both the minimum and maximum options)

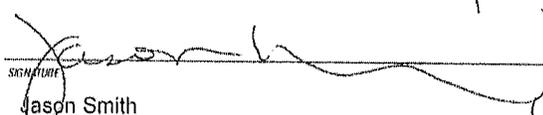
minimum:

maximum:

D: Other changes: (e.g., to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) **Please specify.**

4 Declaration

I hereby certify that I am a director or an officer of the corporation.


SIGNATURE

Jason Smith

(905) 739-1214

PRINT NAME

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).



2010-07-28

Corporations Canada
9th floor, Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Corporations Canada
9e étage, Tour Jean Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

FRASER MILNER CASGRAIN LLP
SANDRA KLEINERT
99 BANK STREET
SUITE #1420
OTTAWA ON K1P 1H4
Canada

Corporation Number: 426540-8
Numéro de société :

Request Received: 2010-07-27
Date de réception de la demande :

Request ID: 3825995
Numéro de la demande

Your Reference:
Votre référence :

Please find enclosed the **Certificate of Amendment** issued under the *Canada Business Corporations Act* (CBCA) and related documents for **REAL MATTERS INC.** Please ensure that these documents are kept with the corporate records.

Vous trouverez ci-joint le **certificat de modification** émis en vertu de la *Loi canadienne sur les sociétés par actions* (LCSA) ainsi que les documents connexes relativement à **REAL MATTERS INC.** Veuillez vous assurer de le conserver avec les livres de la société.

The issuance of this certificate will be listed in Corporations Canada's online Monthly Transactions report. You can access the report on the Corporations Canada website.

L'émission de ce certificat sera rapportée dans notre prochain rapport mensuel de transactions. Vous pouvez consulter le rapport dans le site Web de Corporations Canada.

Please ensure that the corporation is aware of **all** of its ongoing reporting obligations by referring to our pamphlet, *Keeping Your Corporation in Good Standing*, available on our website or by contacting Corporations Canada.

Veillez vous assurer que la société est informée de **toutes** ses obligations de déclaration. Vous pouvez consulter la brochure *Maintenir votre société en conformité*, ci-jointe ou disponible en ligne, pour connaître les obligations de déclaration de la société.

While Corporations Canada has approved the name of the corporation, please be aware that the corporation assumes full responsibility for any risk of confusion with existing business names and trademarks (including those set out in the NUANS® search report). The corporation may be

En dépit du fait que Corporations Canada ait approuvé la dénomination sociale, il faut savoir que la société assume toute

required to change the name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on business.

Please find enclosed additional information about protecting a corporate name.

If you require additional information, please contact Corporations Canada.

responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le rapport de recherche NUANS^{MD}). La société devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de l'autorité législative où la société mène ses activités.

Vous trouverez ci-joint d'autres renseignements sur la façon de protéger une dénomination sociale.

Si vous avez besoin de plus d'information, veuillez communiquer avec Corporations Canada.



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

REAL MATTERS INC.

Corporate name / Dénomination sociale

426540-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2016-10-31

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

-
- 1 Corporate name
Dénomination sociale
REAL MATTERS INC.
-
- 2 Corporation number
Numéro de la société
426540-8
-
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

-
- 4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Jason Smith

Jason Smith
1-877-739-2212

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe
Amendment Schedules / Annexes - Modification

1. to delete section 4, being the restrictions on share transfer incorporated as Schedule 2 of the articles of the Corporation, in their entirety;

2. to insert the following paragraph to section 4, being the restrictions on share transfer incorporated as Schedule 2 of the articles of the Corporation:

“If the corporation:

(i) is not a reporting issuer or an investment fund within the meaning of applicable securities legislation; and

(ii) has not distributed to the public (excluding accredited investors within the meaning of applicable securities legislation) any of its securities,

then no securities in the capital of the corporation (other than non-convertible debt securities) shall be transferred without the previous consent of the board of directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors.”

3. to delete the following paragraph, which is referenced as items 1(a) and 1(b) of section 7, being the other provisions incorporated as Schedule 3 of the articles of the Corporation, in their entirety:

“1. (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited.”

4. after giving effect to the foregoing, current paragraphs 2, 3, 4, and 5 of section 7, being the other provisions incorporated as Schedule 3 of the articles of the Corporation only shall remain and be renumbered as new paragraphs 1, 2, 3 and 4.



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

REAL MATTERS INC.

Corporate name / Dénomination sociale

426540-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2017-05-08

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

1 Corporate name
Dénomination sociale
REAL MATTERS INC.

2 Corporation number
Numéro de la société
426540-8

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Jason Smith
Jason Smith
1-877-739-2212

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Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

The articles of the Corporation are amended to:

- (a) consolidate the issued and outstanding Class A shares in the capital of the Corporation by changing every two (2) issued and outstanding Class A shares into one (1) issued and outstanding Class A share;
- (b) provide that no fractional Class A shares will be issued upon the consolidation. Any fractional interest in Class A shares that would otherwise result from the consolidation will be rounded up to the next whole share if the fractional interest is equal to or greater than one-half of a Class A share and rounded down to the next whole share if the fractional interest is less than one-half of a Class A share;
- (c) increase the authorized capital of the Corporation by creating an unlimited number of preferred shares, issuable in series;
- (d) decrease the authorized capital by deleting the Class B shares;
- (e) re-designate all the issued and unissued Class A shares as common shares;
- (f) confirm that, after giving effect to the foregoing, the authorized capital of the Corporation shall consist of an unlimited number of common shares and an unlimited number of preferred shares, issuable in series;
- (g) delete the existing rights, privileges, restrictions and conditions attaching to the Class A shares and the Class B shares and provide that the rights, privileges, restrictions and conditions attaching to the common shares, and the preferred shares, as a class, are as follows:

“A. Common Shares

The common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Voting

Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each common share held by such holder.

2. Dividends

Subject to the rights of the holders of the preferred shares and the rights of the holders of any other class or series of shares ranking senior to the common shares, the holders of common shares shall be entitled to receive dividends if and when declared by the board of directors.

3. Liquidation

In the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of common shares shall be entitled, subject to the rights of the holders of the preferred

shares and the rights of the holders of any other class or series of shares ranking senior to the common shares, to receive the remaining property or assets of the Corporation.

B. Preferred Shares

The preferred shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Preferred Shares, Issuable in Series

The board of directors of the Corporation is authorized to fix the number of shares constituting each series of preferred shares, and to determine the designation and any rights, privileges, restrictions and conditions attaching to the shares of each such series. Before the issue of the first preferred shares of a series, the board of directors shall send to the Director (as defined in the *Canada Business Corporations Act*) articles of amendment containing a description of such series, including the designation and any rights, privileges, restrictions and conditions attached to the shares of such series.

2. No Class Priority

No rights, privileges, restrictions or conditions attached to any series of preferred shares shall confer on the shares of such series a priority in respect of dividends, distribution of assets or return of capital in the event of the liquidation, dissolution or winding-up of the Corporation over any other series of shares of the same class.

3. Series Differences

Subject to section 2, the rights, privileges, restrictions and conditions of each series of preferred shares may differ from those of any other series of preferred shares at any time outstanding.

4. Ranking as to Dividends and Return of Capital

The preferred shares of each series shall be entitled to a preference and priority over the common shares with respect to the payment of dividends and the distribution of assets or return of capital if there is a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.”

(h) delete paragraphs 1, 2 and 3 (further to the articles of amendment of the Corporation effective October 31, 2016) of Schedule 3 of the articles of incorporation of the Corporation, being the following:

1. In addition to, and without limiting, such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, for the purpose of securing any bonds, debentures or debenture stock which the Corporation is by law entitled to issue, by authentic deed or otherwise, grant a hypothec or mortgage, including a floating hypothec or mortgage, on a universality of property, moveable or immovable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, moveable or immovable, present or future, corporeal or incorporeal, of the Corporation.
2. The Corporation has a lien on a share registered in the name of a shareholder or the shareholder's personal representative for a debt of that shareholder to the Corporation;

3. The number of directors of the Corporation within the minimum and maximum numbers of directors provided for in the articles of the Corporation shall be as determined from time to time by ordinary resolution of the shareholders of the Corporation or, if the ordinary resolution empowers the directors to determine such number, by resolution of the directors of the Corporation; and
- (i) confirm that current paragraph 4 (further to the articles of amendment of the Corporation effective October 31, 2016) of Schedule 3 of the articles of incorporation of the Corporation shall be renumbered as paragraph 1, as follows:
1. The directors of the Corporation may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders of the Corporation, but the total number of directors so appointed shall not exceed one third of the number of directors elected at the previous annual meeting of shareholders of the Corporation.