



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

CRESTVIEW STRATEGY INC.

Corporate name / Dénomination sociale

1021658-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Virginie Ethier

Director / Directeur

2017-05-01

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)

1 - Corporate name of the amalgamated corporation

CRESTVIEW STRATEGY INC.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue

See attached Schedule 1.

4 - Restrictions, if any, on share transfers

See attached Schedule 2.

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number

1

Maximum number

10

6 - Restrictions, if any, on the business the corporation may carry on

None.

7 - Other provisions, if any

See attached Schedule 3.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input checked="" type="checkbox"/>	183 - Long form: approved by special resolution of shareholders	<input type="checkbox"/>	184(1) - Vertical short-form: approved by resolution of directors	<input type="checkbox"/>	184(2) - Horizontal short-form: approved by resolution of directors
-------------------------------------	--	--------------------------	--	--------------------------	--

9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
CRESTVIEW STRATEGY INC.	7 5 3 9 5 9 - 2	
CRESTVIEW TORONTO INC.	7 5 3 9 5 8 - 4	
CRESTVIEW OTTAWA INC.	7 5 3 9 5 7 - 6	
	-	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

**ARTICLES OF AMALGAMATION
FORM 9**

CRESTVIEW STRATEGY INC.

Schedule 1

3. The Classes and any maximum number of shares that the Corporation is authorized to issue

The Corporation is authorized to issue an unlimited number of Class A common shares (the "**Class A Common shares**") and an unlimited number of Class B common shares (the "**Class B Common shares**").

Share provisions

Subject to the requirements of the *Canada Business Corporations Act* (the "**CBCA**"), as amended or re-enacted from time to time, the rights, privileges, restrictions and conditions attaching to each class of shares of the Corporation are as follows:

1. DIVIDEND - CLASS A COMMON AND CLASS B COMMON SHARES

All dividends declared by the directors of the Corporation shall be declared and paid on any of the Class A Common shares or Class B Common shares at the time outstanding in such manner and in such proportions as the board of directors of the Corporation may in its absolute discretion determine. For greater certainty, the board of directors of the Corporation may declare and pay a dividend on any class of the Common shares to the exclusion of any dividends which may be declared on any of the other classes of Common shares.

2. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS A COMMON AND CLASS B COMMON

In the event of the liquidation, dissolution, winding-up of the Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holders of the Class A Common shares and Class B Common shares shall be entitled to receive, in equal amounts per share, without preference or distinction, all of the property and assets of the Corporation.

3. PURCHASE FOR CANCELLATION - CLASS A COMMON SHARES AND CLASS B COMMON SHARES

The Corporation may, upon giving notice as follows:

- (a) not less than 15 days' notice in writing on the Class A Common shares; and
- (b) not less than 16 days' notice in writing on the Class B Common shares;

request tenders for the purchase for cancellation of the whole or any part of the Class A Common shares or Class B Common shares, at the lowest price at which, in the opinion of the directors of the Corporation, such shares are obtainable. Except where the Corporation is purchasing or otherwise acquiring shares

issued by it to settle or compromise a debt or claim asserted by or against the Corporation, to eliminate fractional shares, to fulfil the terms of an agreement under which the Corporation has an option or is obliged to purchase shares owned by a current or former director, officer or employee of the Corporation, to satisfy the claim of a shareholder who dissents under Section 190 of the CBCA (as the said section may be amended or re-enacted from time to time) or to comply with an order under Section 241 of the CBCA (as the said section may be amended or re-enacted from time to time), the Class A Common shares or Class B Common shares, as the case may be, shall be purchased pursuant to tenders received by the Corporation upon request for tenders as described above addressed to all the holders of the Class A Common shares or Class B Common shares, as the case may be, at the time outstanding and the Corporation shall accept only the lowest tenders.

Where, in response to the invitation for tenders, two or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each tender in proportion as nearly as may be to the total number of shares offered in each tender.

Notwithstanding the foregoing, the Class A Common shares or Class B Common shares may be purchased with the consent of all of the holders of the Class A Common shares and Class B Common shares outstanding.

4. VOTING

Holders of Class A Common shares and Class B Common shares shall be entitled to 1 vote for each Class A Common share or Class B Common share held by them respectively.

5. DISSENT

Holders of shares of a class (whether Class A Common or Class B Common) are not entitled to vote separately as a class or dissent upon a proposal to amend the articles of the Corporation to:

- (a) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;
- (b) effect an exchange, reclassification or cancellation of the shares of such class or series; or
- (c) create a new class or series of shares equal or superior to shares of such class or series.

6. NOTICE

Where notice is required by the provisions hereof to be sent, the notice or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**ARTICLES OF AMALGAMATION
FORM 9**

CRESTVIEW STRATEGY INC

Schedule 2

4. Restrictions, if any, on share transfers

Securities of the Corporation, other than non-convertible debt securities, shall not be transferred without either:

- (i) the approval of the directors of the Corporation, expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (ii) 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) outstanding at the time, expressed by a resolution passed at a meeting of the holders of those shares or by an instrument or instruments in writing signed by the holders of a majority of those shares.

**ARTICLES OF AMALGAMATION
FORM 9**

CRESTVIEW STRATEGY INC.

Schedule 3

7. Other Provisions, if any

The other provisions that shall apply to the Corporation are as follows:

- (a) The number of directors of the Corporation and the number of directors to be elected at an annual meeting of the shareholders of the Corporation within the minimum and maximum number of directors provided for in the articles of the Corporation shall be that number as is determined from time to time by ordinary resolution of the shareholders or, if the ordinary resolution empowers the directors to determine that number, by resolution of the directors.
- (b) The directors 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, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.
- (c) 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 termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (d) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (e) 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, movable or immovable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation.
- (f) The Corporation has a lien or hypothec 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.
- (g) A holder of a fractional share issued by the Corporation is entitled to exercise voting rights and to receive a dividend in respect of the fractional share to the extent of the fraction.