

4. Directors. (Continued from page 1)

Binyomin Posen, Suite 801, 1 Adelaide Street East, Toronto, ON M5C 2V9, Canadian Resident

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

ADDED CAPITAL INC.

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
ADDED CAPITAL INC.	553719	2020	04	10
2747455 ONTARIO INC.	002747455	2020	04	10

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The corporation is authorized to issue an unlimited number of common shares and 2,000,000 voting convertible, redeemable preference shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Please see Appendix "A", attached hereto.

Appendix "A"

The preference shares of the corporation shall have the following special rights and restrictions attached thereto:

- (a) the holders of preference shares shall be entitled to receive notice of, to attend at and to vote at any general meeting of the corporation, each preference share entitling the holder to one (1) vote in person or by proxy at all general meetings of the corporation;
- (b) in the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, the holders of the preference shares shall be entitled to receive out of the assets and property of the corporation, before any amount is paid or any property or assets of the corporation is distributed to the holders of any common shares, an amount equal to the amount paid up on the preference shares together with all declared and unpaid preferential non-cumulative cash dividend thereon; after payment to the holders of the preference shares of the amounts so payable to them as above provided they shall not be entitled to share in any further distribution of property or assets of the corporation;
- (c) the holders of preference shares shall have the right at any time to convert fully paid preference shares into common shares without par value in the capital of the corporation (as to be constituted upon the issue of the preference shares) on the basis of four (4) common shares for each preference share converted;
- (d) the conversion right herein provided for may be exercised by notice in writing given to the transfer agent of the corporation for the preference shares accompanied by the certificate or certificates representing the preference shares in respect of which the holder thereof desires to exercise such right of conversion; such notice shall be signed by the person or persons registered on the books of the corporation as the holder of the preference shares in respect of which such right is being exercised or by his or their duly authorized attorney and shall specify the number of preference shares which the holder desires to have converted; upon the said transfer agent receiving such notice, the corporation shall issue certificates for common shares at the rate hereinbefore provided and in accordance with the provisions hereof to the registered holder of the preference shares represented by the certificate or certificates accompanying such notice, or in such name or names as such registered holders may direct in writing (either in the said notice or otherwise) provided that such registered holder shall pay any applicable transfer taxes; if less than all of the preference shares represented by any certificate or certificates accompanying any such notice are to be converted, the holder shall be entitled to receive, at the expense of the corporation, a new certificate representing the preference shares comprised in the certificate or certificates surrendered as aforesaid which are not to be converted;
- (e) the corporation shall not issue fractional shares upon any conversion of preference shares and all fractional shares on any conversion of preference shares shall be rounded to the nearest lower whole share;
- (f) all shares resulting from any conversion of the preference shares into common shares shall be fully paid and non-assessable; nothing herein contained shall affect or restrict the right of the corporation to increase the number of its common shares in accordance with the provisions of the corporation Act and to issue such shares from time to time;
- (g) the corporation may upon giving notice as provided for in subparagraph (h) below. redeem at any time after the fifth anniversary of their issuance, the whole or any part of the preference shares on

payment for each share to be redeemed of the par value thereof together with an amount equal to all accrued and unpaid, non-cumulative, preferential dividends thereof, if any. In case a part of the outstanding preference shares is at any time to be redeemed, the shares so redeemable shall be redeemed pro-rata (disregarding fractions) in proportion to each holder's respective holdings of preference shares at the time of redemption; and

- (h) in any case of redemption of preference shares under the provisions of subparagraph (g) above, the corporation shall at least twenty (20) days before the date fixed for redemption mail to each person who at the date of mailing is a registered holder of preference shares to be redeemed, a notice in writing of the intention of the corporation to redeem such shares; provided, however, that the accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption as to the other holders. Such notice shall set out the redemption price and the date fixed by the corporation for redemption and, if part only of the preference shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed on or after the date fixed by the corporation for redemption the corporation shall pay or cause to be paid to or to the order of the registered holders of the preference shares to be redeemed the redemption price thereof upon presentation and surrender at the registered office of the corporation or any other place designated in the notice, of the certificates for the preference shares called for redemption. If such notice of redemption shall have been duly given, and if on or before the redemption date specified in such notice all funds necessary for such redemption shall have been set aside so as to be available therefor, then notwithstanding that any certificate for preference shares so called for redemption shall not have been surrendered for cancellation, the preference shares represented thereby shall be deemed to be no longer outstanding and any right to receive dividends thereon shall cease to accrue from and after the date fixed for redemption, and all rights with respect to such shares so called for redemption shall forthwith on such redemption date, cease and terminate except only the right of the holders thereof to receive the redemption price thereof, but without interest.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The issue, transfer, or ownership of shares of the corporation is not restricted.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

Without restricting any of the powers and capacities of the corporation, whether derived from the Business Corporations Act, 1982 (Ontario) or otherwise, the corporation may mortgage, hypothecate, pledge or otherwise create a security interest in all or any present or future, real or personal, movable or immovable, legal or equitable, property of the corporation including, without limitation, its book debts, rights, powers, franchises and undertaking, for any purpose whatsoever.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

2747455 ONTARIO INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

MICHAEL LERNER

Print name of signatory /
Nom du signataire en lettres moulées

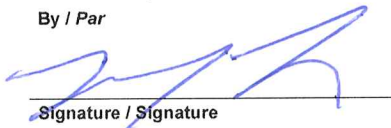
DIRECTOR

Description of Office / Fonction

ADDED CAPITAL INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

MICHAEL LERNER

Print name of signatory /
Nom du signataire en lettres moulées

DIRECTOR

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
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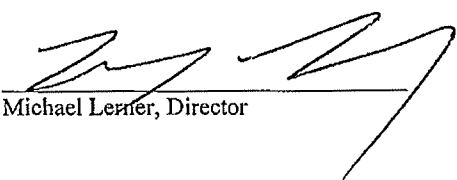
Schedule "A-1"

DIRECTOR'S STATEMENT

The undersigned, Michael Lerner, being a director of Added Capital Inc., hereby states that:

1. There are reasonable grounds for believing that:
 - (a) each of 2747455 Ontario Inc., and Added Capital Inc. (each, an "amalgamating corporation") is, and the amalgamated corporation will be, able to pay its liabilities as they become due; and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
3. Based on the statements made above, neither of the amalgamating corporations is obligated to give notice to any creditor pursuant to the provisions of the Business Corporations Act (*Ontario*).

DATED as of this 23rd day of April, 2020.



Michael Lerner, Director

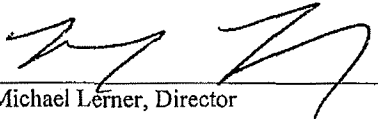
Schedule "A-2"

DIRECTOR'S STATEMENT

The undersigned, Michael Lerner, being the sole director of 2747455 Ontario Inc., hereby states that:

1. There are reasonable grounds for believing that:
 - (a) each of 2747455 Ontario Inc., and Added Capital Inc. (each, an "amalgamating corporation") is, and the amalgamated corporation will be, able to pay its liabilities as they become due; and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
3. Based on the statements made above, neither of the amalgamating corporations is obligated to give notice to any creditor pursuant to the provisions of the Business Corporations Act (*Ontario*).

DATED as of this 23rd day of April, 2020.



Michael Lerner, Director

Schedule "B -1"

ADDED CAPITAL INC.
DIRECTOR'S RESOLUTIONS

The undersigned, being the directors of Added Capital Inc. (the "Corporation"), hereby sign the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "Act"):

VERTICAL AMALGAMATION

WHEREAS, the Corporation wishes to amalgamate with 2747455 Ontario Inc. ("Numco 3"), a wholly-owned subsidiary of the Corporation (together with the Corporation, the "Amalgamating Corporations") in accordance with section 177(1) of the Act.

AND WHEREAS, the Amalgamating Corporations desire to amalgamate under the Act, in compliance with section 177(1) of the Act (the "Vertical Amalgamation").

AND WHEREAS, the board of directors of the Corporation (the "Board of Directors") has determined that there are reasonable grounds for believing that (i) each Amalgamating Corporation is, and the amalgamated corporation resulting from the Vertical Amalgamation (the "Amalgamated Corporation") will be, able to pay its liabilities as they become due, and (ii) the realizable value of each of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.

AND WHEREAS, the Board of Directors has determined that there are reasonable grounds for believing that no creditor will be prejudiced by the Vertical Amalgamation.

NOW THEREFORE, BE IT RESOLVED THAT:

Approval of Vertical Amalgamation

1. The Vertical Amalgamation be and is hereby authorized and approved.
2. The name of the amalgamated corporation resulting from the Vertical Amalgamation shall be "Red Light Holland Corp."
3. Upon consummation of the Vertical Amalgamation, and as at 12:01 a.m. (Toronto time) on the date shown on the certificate of amalgamation to be issued in respect of the Vertical Amalgamation, the common shares in the capital of Numco 3 shall be cancelled without any payment of capital in respect thereof.
4. The by-laws of the amalgamated corporation resulting from the Vertical Amalgamation shall be the current by-laws of the Corporation.
5. The articles of amalgamation of the amalgamated corporation resulting from the Vertical Amalgamation shall be the same as the current articles of incorporation of the Corporation.
6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation resulting from the Vertical Amalgamation in connection with the Vertical Amalgamation.

General

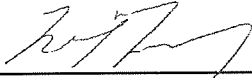
7. Any one officer or any director of the Corporation be, and each of them hereby is, authorized and empowered, acting for, in the name of and on behalf of the Corporation, to execute or to cause to be executed, under the seal of the Corporation or otherwise, and to deliver or to cause to be delivered, all such other agreements and documents in connection with the transactions contemplated by these resolutions, all in such form and containing such terms and conditions, as they shall consider necessary or desirable and shall approve, such approval to be conclusively evidenced by the execution thereof by the Corporation, and to do or to cause to be done all such other acts and things as they shall consider necessary or desirable in

connection with the same or in order to give effect to the intent of the foregoing paragraphs of this resolution.

8. All actions taken by the directors and officers of the Corporation, for and on behalf of the Corporation, in respect of the transactions contemplated by these resolutions to the date hereof are hereby approved, ratified and confirmed.
9. These resolutions may be executed in any number of counterparts and delivered by means of facsimile or by Portable Document Format (PDF), each of which when so executed and delivered shall be an original, and all such counterparts together shall constitute one and the same instrument.

[Remainder of page intentionally left blank. Signature page to follow.]

DATED this 10th day of April, 2020.



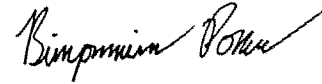
Michael Lerner



Donal Carroll



Balu Gopalakrishnan



Binyomin Posen

Schedule "B-2"

2747455 ONTARIO INC.
DIRECTOR'S RESOLUTIONS

The undersigned, being the sole director of 2747455 Ontario Inc. (the "**Corporation**"), hereby signs the following resolutions pursuant to the *Business Corporations Act* (Ontario) (the "**Act**");

AMALGAMATION

WHEREAS, the Corporation, a wholly-owned subsidiary of Red Light Holland Corp. (the "**Parent**") wishes to amalgamate with the Parent (the Parent and the Corporation, together, the "**Amalgamating Corporations**"), to form an amalgamated corporation (the "**Amalgamated Corporation**") in accordance with section 177(1) of the Act.

AND WHEREAS, the Amalgamating Corporations desire to amalgamate under the Act, in compliance with section 177(1) of the Act (the "**Amalgamation**").

AND WHEREAS, the Board of Directors of the Corporation has determined that there are reasonable grounds for believing that (i) each of the Amalgamating Corporations is, and the Amalgamated Corporation will be, able to pay its liabilities as they become due, and (ii) the realizable value of each of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.

AND WHEREAS, the Board of Directors of the Corporation has determined that there are reasonable grounds for believing that (i) no creditor will be prejudiced by the Amalgamation, or (ii) adequate notice has been given to all known creditors of the Amalgamating Corporations.

NOW THEREFORE, BE IT RESOLVED THAT:

Approval of Amalgamation

1. The Amalgamation be and is hereby authorized and approved.
2. The name of the Amalgamated Corporation shall be "Red Light Holland Corp."
3. Upon consummation of the Amalgamation, and as at 12:01 a.m. (Toronto time) on the date shown on the certificate of amalgamation to be issued in respect of the Amalgamation, the common shares in the capital of the Corporation shall be cancelled without any payment of capital in respect thereof.
4. The by-laws of the Amalgamated Corporation shall be the current by-laws of the Parent.
5. The articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of incorporation of the Parent.
6. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation.

General

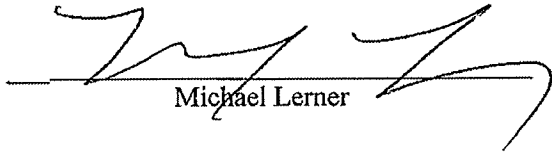
7. Any one officer or any director of the Corporation be, and each of them hereby is, authorized and empowered, acting for, in the name of and on behalf of the Corporation, to execute or to cause to be executed, under the seal of the Corporation or otherwise, and to deliver or to cause to be delivered, all such other agreements and documents in connection with the transactions contemplated by these resolutions, all in such form and containing such terms and conditions, as they shall consider necessary or desirable and shall approve, such approval to be conclusively evidenced by the execution thereof by the Corporation, and to do or to cause to be done all such other acts and things as they shall consider necessary or desirable in

connection with the same or in order to give effect to the intent of the foregoing paragraphs of this resolution.

8. All actions taken by the directors and officers of the Corporation, for and on behalf of the Corporation, in respect of the transactions contemplated by these resolutions to the date hereof are hereby approved, ratified and confirmed.
9. These resolutions may be executed in any number of counterparts and delivered by means of facsimile or by Portable Document Format (PDF), each of which when so executed and delivered shall be an original, and all such counterparts together shall constitute one and the same instrument.

[Remainder of page intentionally left blank. Signature page to follow.]

DATED this 10th day of April, 2020.


Michael Lerner