

CORPORATE ACCESS NUMBER: 2016283406

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**GLENBRIAR TECHNOLOGIES INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2011/10/01.**



Articles of Amalgamation

Business Corporations Act
Section 185

1. Name of Amalgamated Corporation

GLENBRIAR TECHNOLOGIES INC.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

See Schedule RE: Authorized Capital

3. Restrictions on share transfers (if any):

None

4. Number, or minimum and maximum number of directors:

Minimum 3; Maximum 15

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None

6. Other provisions (if any):

See Schedule RE: Other Provisions

7. Name of Amalgamating Corporations

Corporate Access Number

Glenbriar Technologies Inc.	209543222
Peartree Software Inc.	2016255032

SCHEDULE RE: AUTHORIZED CAPITAL

- (A) An unlimited number of voting Common Shares without nominal or par value; and
 - (B) An unlimited number of Preferred Shares issuable in one or more series, in accordance with and subject to the rights, privileges, restrictions and conditions set forth below.
- 1.1 Reference in this Schedule to any series of shares ranking on a parity with another series means parity with respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.
- 1.2 The directors may issue the Preferred Shares in one or more series. Before issuing any shares in a series, the directors shall specify by resolution:
- (a) the number of shares in the series;
 - (b) the descriptive designation of the series;
 - (c) the special rights, privileges, restrictions and conditions attached to the series, including without limitation:
 - i. the rate of preferential dividends and dates of payment of dividends;
 - ii. the redemption price and terms and conditions of redemption;
 - iii. conversion rights;
 - iv. sinking fund rights;
 - v. rights of purchase of the shares of the series by the Corporation;
 - vi. voting rights; and
 - vii. other provisions or limitations.
- 1.3 Each series of Preferred Shares ranks on a parity with and has the same voting rights as every other series of Preferred Shares.
- 1.4 The Preferred Shares are entitled to priority over the Common Shares on payment of dividends and distribution of assets on a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, to the extent fixed for each respective series.
- 1.5 Class provisions attaching to the Preferred Shares may only be amended with the prior approval of the holders of the Preferred Shares voting as a class.

SCHEDULE RE: OTHER PROVISIONS

The directors may, between annual meetings, appoint one or more additional directors to serve until the next annual meeting, but the number of additional directors shall not exceed one-third of the number of the directors who held office at the expiration of the last annual meeting.