



4. The directors of the Corporation are:

<b>Name</b>	<b>Residential Address</b>	<b>Resident Canadian</b>
Richard Cooper	[Redacted]	Yes
Howard Westerman	[Redacted]	No
Thomas Bijou	[Redacted]	No
Kurtis Arnold	[Redacted]	Yes
Ian A. McDougall	[Redacted]	Yes

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

**PUDO 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
PUDO INC.	51816	2016	02	29
MY COURIER DEPOT INC.	2400062	2016	02	29

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:

- a) an unlimited number of common shares; and
- b) an unlimited number of 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 :

See Pages 4A, 4B and 4C incorporated into this form.

1. The special shares without par value shall be designated as redeemable, voting, non-participating shares (hereinafter called the "Preference Shares").
2. No dividends at any time shall be declared, set aside or paid on the Preference Shares.
3. In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Preference Shares shall be entitled to receive from the assets and property of the Corporation a sum equivalent to the aggregate paid up capital of the Preference Shares held by them respectively before any amount shall be paid or any property or assets of the corporation distributed to the holders of any common shares or shares of any other class ranking junior to the Preference Shares. After payment to them as above provided they shall not be entitled to share in any further distribution of the assets or property of the Corporation.
4. The Preference Shares shall be redeemable in accordance with the provisions set forth in Clause 5 hereof, on payment for each share to be redeemed of the par value thereof.
5. The Corporation may not redeem the Preference Shares or any of them prior to the expiration of five years from the respective dates of issuance thereof, without the prior consent of the holders of the Preference Shares to be redeemed. The Corporation shall redeem the then outstanding Preference Shares five years from the respective dates of issue of the Preference Shares.
6. In the case of redemption of Preference Shares, the Corporation shall at least thirty (30) days before the date specified 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 Preference Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one (1) or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the redemption price and the date on which redemption is to take place and if part only of the 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 so specified 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 on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Preference Shares called for redemption. If a part only of the shares represented by any certificate be redeemed a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Preference Shares to deposit the redemption price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Preference Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Preference Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

7. The Corporation may at any time or times purchase for cancellation all or any part of the Preference Shares outstanding from time to time from the holders thereof, at a price not exceeding the paid up capital thereof, with the consent of the holders thereof.
8. The holders of the Preference Shares shall be entitled to receive notice of and attend all meeting of shareholders to the Corporation and shall have one (1) vote for each Preference Share held at all meetings of the shareholders of the Corporation.
9. No shareholder shall be entitled to sell, assign, transfer, or otherwise dispose of any Preference Share or Shares without both (a) the previous express sanction of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors of the Corporation or consented to by an instrument or instruments in writing signed by a

majority of the directors; and (b) the prior written consent of the Ontario Securities Commission.

10. The number of Preference Shares issuable by the Corporation at any time shall be limited such that at no time shall more than 500,000 Preference Shares be issued and outstanding.
11. For each five (5) Preference Shares held the holder may at his option convert such five (5) Preference Shares into one (1) common share but in no event shall the five hundred thousand (500,000) Preference Shares be converted into more than one hundred thousand (100,000) common shares.



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 :

Not applicable.

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

See Page 5A incorporated into this form.

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.

- (1) The Corporation may hold meetings of its directors and executive committees (if any) at any place, either within or without the Province of Ontario, and meetings of its shareholders at any place within the Province of Ontario.
- (2) If the by-laws of the Corporation so provide, it shall not be necessary for a majority of the directors to constitute a quorum of the board; PROVIDED, however, that the number necessary to constitute a quorum shall be two-fifths thereof or such greater proportionate number as may be fixed by by-law.
- (3) The Corporation may purchase any of its shares.
- (4) The objects of the Corporation are:
  - (i) To acquire, own, lease, prospect for, open, explore, develop, work, improve, maintain and manage mines and mineral lands and deposits, including oil and gas lands and deposits, and to dig for, raise, crush, wash, smelt, assay, analyze, reduce, amalgamate, refine, pipe, convey and otherwise treat ores, metals and minerals, including oil and gas whether belonging to the Corporation or not, and to render the same merchantable and to sell or otherwise dispose of the same or any part thereof or interest therein;
  - (ii) To take, acquire and hold as consideration for ores, metals or minerals, including oil and gas, sold or otherwise disposed of or for goods supplied or for work done by contract or otherwise, shares, debentures or other securities of or in any other company having objects similar, in whole or in part, to those of the Corporation hereby incorporated and to sell and otherwise dispose of the same.
- (5) The Corporation is hereby authorized to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Corporation or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Corporation; PROVIDED, however, that the said commission shall not exceed twenty-five per centum of the amount realized upon the sale of such shares.

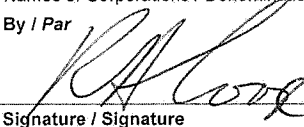
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

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.**

**PUDO INC.**

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Richard Cooper

Print name of signatory /  
Nom du signataire en lettres moulées

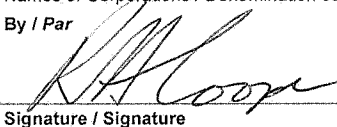
Director

Description of Office / Fonction

**MY COURIER DEPOT INC.**

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Richard Cooper

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 /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

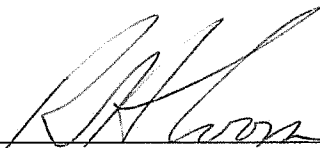
**SCHEDULE "A"**

**STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF  
THE BUSINESS CORPORATIONS ACT (ONTARIO)**

I, Richard Cooper of Kleinburg, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am a Director of Pudo Inc. and My Courier Depot Inc. (the "Amalgamating Corporations") and as such have knowledge of the affairs of such corporations.
3. There are reasonable grounds for believing that,
  - (a) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation, namely Pudo Inc., will be able to pay its liabilities as they become due, and
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation.
5. I have conducted such examinations of the books and records of the Amalgamating Corporations as are necessary to enable me to make the statements hereinafter set forth.

This Statement is made this 29 day of February, 2016.

  
\_\_\_\_\_  
**Richard Cooper**

**SCHEDULE "B" (Page 1 of 2)**  
**"RESOLUTION OF THE BOARD OF DIRECTORS**  
**OF**  
**PUDO INC.**  
**(the "Corporation")**

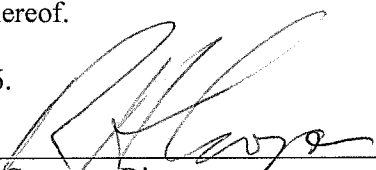
**WHEREAS** the Corporation and My Courier Depot Inc. have decided to amalgamate as one pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario);

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The amalgamation of the Corporation with My Courier Depot Inc. be and it is hereby authorized and approved by the Board of Directors.
2. The draft articles of amalgamation, in the form presented to the Board, being the same as the articles of the Corporation, be and they are hereby authorized, approved and adopted by the Board of Directors.
3. The by-laws of the amalgamated corporation shall be the by-laws of the Corporation.
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
5. Upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), all shares in the capital stock of My Courier Depot Inc., including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof.
6. Any one officer or director of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation to execute and deliver the aforesaid articles of amalgamation, the requisite statement under section 178(2) of the *Business Corporations Act* (Ontario) and to execute and deliver and to do such other things as he/she may deem necessary and appropriate to effect the transactions contemplated herein."

CERTIFIED to be a true and correct copy of the resolution duly approved by the Board of Directors of the Corporation on the 29 day of February, 2016, as required by law and that such resolution is in full force and effect, unamended as at the date hereof.

DATED the 29 day of February, 2016.

  
\_\_\_\_\_  
Richard Cooper – Director

**SCHEDULE "B" (Page 2 of 2)**  
**"RESOLUTION OF THE BOARD OF DIRECTORS**  
**OF**  
**MY COURIER DEPOT INC.**  
**(the "Corporation")**

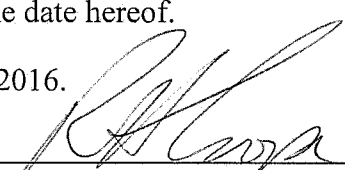
**WHEREAS** Pudo Inc. and the Corporation have decided to amalgamate as one corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario);

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The amalgamation of the Corporation with Pudo Inc. be and it is hereby authorized and approved by the Board of Directors.
2. The draft articles of amalgamation, in the form presented to the Board, being the same as the articles of Pudo Inc., be and they are hereby authorized, approved and adopted by the Board of Directors.
3. The by-laws of the amalgamated corporation shall be the same as the by-laws of Pudo Inc.
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
5. Upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), all shares in the capital stock of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof.
6. Any one officer or director of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation to execute and deliver the aforesaid articles of amalgamation, the requisite statement under section 178(2) of the *Business Corporations Act* (Ontario) and to execute and deliver and to do such other things as he/she may deem necessary and appropriate to effect the transactions contemplated herein."

CERTIFIED to be a true and correct copy of the resolution duly approved by the Board of Directors of the Corporation on the 29 day of February, 2016, as required by law and that such resolution is in full force and effect as at the date hereof.

**DATED** the 29 day of February, 2016.

  
\_\_\_\_\_  
Richard Cooper – Director