



Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

Integrated Energy Storage Corp.

Corporate name / Dénomination sociale

1000771-4

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act* (CBCA).

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions* (LCSA).

Virginie Ethier

Director / Directeur

2016-12-02

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



Form 11
Articles of Continuance
Canada Business Corporations Act
(CBCA) (s. 187)

Formulaire 11
Clauses de prorogation
Loi canadienne sur les sociétés par actions
(LCSA) (art. 187)

- 1 Corporate name
Dénomination sociale
Integrated Energy Storage Corp.
- 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
BC
- 3 The classes and the 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
See attached schedule / Voir l'annexe ci-jointe
- 4 Restrictions on share transfers
Restrictions sur le transfert des actions
None
- 5 Minimum and maximum number of directors
Nombre minimal et maximal d'administrateurs
Min. 3 Max. 10
- 6 Restrictions on the business the corporation may carry on
Limites imposées à l'activité commerciale de la société
None
- 7 (1) If change of name effected, previous name
S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure
Aileron Ventures Limited
(2) Details of incorporation
Détails de la constitution
See attached schedule / Voir l'annexe ci-jointe
- 8 Other Provisions
Autres dispositions
See attached schedule / Voir l'annexe ci-jointe

- 9 Declaration: I certify that I am a director or an officer of the company continuing into the CBCA.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société se prorogeant sous le régime de la LCSA.

Original signed by / Original signé par

Simon Clarke

Simon Clarke

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.

FORM 11: ARTICLES OF CONTINUANCE
INTEGRATED ENERGY STORAGE CORP.
SCHEDULE: SHARE STRUCTURE:

The Corporation is authorized to issue an unlimited number of Class “A” shares (the “**Common Shares**”) and an unlimited number of Class “B” preferred shares, issuable in series (the “**Preferred Shares**”).

- I. CLASS “A” SHARES. The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:
 1. Voting
 - 1.1. Holders of Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings of holders of another class of shares. Each Common Share shall entitle the holder thereof to one vote.
 2. Dividends
 - 2.1. Subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares with respect to the payment of dividends, holders of Common Shares shall be entitled to receive, if, as and when declared by the board of directors of the Corporation (“Board”), such dividends as may be declared thereon by the Board from time to time.
 - 2.2. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrent with the holders of Common Shares, the Board may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.
 3. Liquidation, Dissolution or Winding-Up
 - 3.1. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a “Distribution”), holders of Common Shares, subject to the preferences accorded to holders of Preferred Shares and any other class of shares of the Corporation ranking senior to or concurrent with the Common Shares with respect to payment on a Distribution, shall be entitled to share equally, share for share, in the remaining property of the Corporation without preference or distinction.

- II. CLASS "B" PREFERRED SHARES. The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, shall be as follows:
 - 1. Issuance in Series
 - 1.1. Subject to the filing of Articles of Amendment in accordance with the *Canada Business Corporations Act* (the "**Act**"), the Board may at any time and from time to time issue the Preferred Shares in one of more series, each series to consist of such number of shares as may, before the issuance thereof, be determined by the Board.
 - 1.2. Subject to the filing of Articles of Amendment in accordance with the Act, the Board may from time to time fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, the amount, if any, specified as being payable preferentially to such series on a Distribution; the extent, if any, of further participation on a Distribution; voting rights, if any; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any.
 - 2. Dividends
 - 2.1. Subject to the rights accorded to holders of any other shares of the Corporation ranking senior to or concurrent with the Preferred Shares with respect to the payment of dividends, the holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares with respect to the payment of dividends, to be paid rateably with holders of each other series of Preferred Shares the amount of accumulated dividends, if any, specified as being payable preferentially to the holders of such series.
 - 3. Liquidation
 - 3.1. In the event of a Distribution, holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares with respect to payment on a Distribution, to be paid rateably with holders of each other series of Preferred Shares the amount, if any, specific as being payable preferentially to the holders of such series on a Distribution.

**FORM 11: ARTICLES OF CONTINUANCE
INTEGRATED ENERGY STORAGE CORP.**

SCHEDULE: OTHER PROVISIONS:

The directors may, between annual shareholder meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting of the shareholders, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

Schedule / Annexe
Company History / Historique de l'entreprise

Incorporated in Alberta on May 31, 2010 with the name 1539460 Alberta Ltd.

On December 29, 2010 the Corporation's name was changed to Aileron Ventures Limited.