



Ontario  
**CERTIFICATE**  
This is to certify that these  
articles are effective on

**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

1997812

**JUNE 08 JUIN, 2018**

*Barbara Aschitt*



Director / Directrice  
Business Corporations Act / Loi sur les sociétés par actions

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

- 1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

G	L	O	B	A	L	I	V	E		T	E	C	H	N	O	L	O	G	Y		I	N	C.				

- 2. The address of the registered office is:  
Adresse du siège social :

48 Yonge Street, Suite 1200

Street & Number or R.R. Number & if Multi-Office Building give Room No. /

Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Toronto

ONTARIO

M	5	E	1	G	6
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Name of Municipality or Post Office /

Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

- 3. Number of directors is:  
Nombre d'administrateurs :

Fixed number  
Nombre fixe

OR minimum and maximum  
OU minimum et maximum

1	10
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- 4. The director(s) is/are: / Administrateur(s) :

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Anthony Lacavera	48 Yonge Street, Suite 1200, Toronto, Ontario, M5E 1G6	Yes
Kingsley Ward	48 Yonge Street, Suite 1200, Toronto, Ontario, M5E 1G6	Yes
Jason Theofilos	48 Yonge Street, Suite 1200, Toronto, Ontario, M5E 1G6	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

GLOBALIVE TECHNOLOGY 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
GLOBALIVE TECHNOLOGY INC.	002321001	2018	06	08
GLOBALIVE TECHNOLOGY PARTNERS INC.	1997811	2018	06	08

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.**

The Corporation is not restricted by these articles of incorporation from carrying on any business or businesses or from exercising any power or powers.

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 (hereinafter called the "Common 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 :

The rights of the holders of the Common Shares include the rights:

- (a) to vote at all meetings of the shareholders;
- (b) to receive dividends as and when declared by the directors; and
- (c) to receive the remaining property of the Corporation upon dissolution.

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 :

None

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

None

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.

**GLOBALIVE TECHNOLOGY INC.**

Names of Corporations / Dénomination sociale des sociétés

By / Par



Simon Lockie

Chief Corporate Officer

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

**GLOBALIVE TECHNOLOGY PARTNERS INC.**

Names of Corporations / Dénomination sociale des sociétés

By / Par



Simon Lockie

Secretary

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

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

1. I am a Chief Corporate Officer of **Globalive Technology Inc.** and as such have knowledge of its affairs.
2. I am a Secretary of **Globalive Technology Partners Inc.** and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of **Globalive Technology Inc.** and of **Globalive Technology Partners Inc.** (the "Amalgamating Corporations") and have made such enquiries and investigations as are necessary to enable me to make this declaration.
4. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of either of the Amalgamating Corporations will be prejudiced by such amalgamation.

DATED as of the 8<sup>th</sup> day of June, 2018.



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Simon Lockie – Authorizing officer

**SCHEDULE "B"**  
**CERTIFIED RESOLUTION**  
**OF**  
**GLOBALIVE TECHNOLOGY INC.**  
**(the "Corporation")**

RECITAL:

The Corporation wishes to amalgamate with its wholly-owned subsidiary, Globalive Technology Partners Inc. (the "Subsidiary"), under the *Business Corporations Act* (Ontario) (the "Act").

**AMALGAMATION**

RESOLVED that:

1. the Corporation amalgamate with the Subsidiary and continue as one corporation (the "Amalgamated Corporation") under subsection 177(1) of the Act;
2. except as may be prescribed, the articles of amalgamation of the Amalgamated Corporation be the same as the articles of the Corporation;
3. the by-laws of the Amalgamated Corporation be the same as the by-laws of the Corporation;
4. on the issuance of a Certificate of Amalgamation under subsection 178(4) of the Act:
  - (a) all shares of the Subsidiary be cancelled without any repayment of capital;
  - (b) no securities be issued and no assets be distributed by the Amalgamated Corporation in connection with the amalgamation; and
  - (c) the stated capital of the Amalgamated Corporation be the same as the stated capital of the Corporation; and
5. any director or officer of the Corporation is authorized and directed to do on behalf of the Corporation any and all acts and things and execute all documents as such director or officer considers necessary, desirable or useful to carry out and give effect to the amalgamation of the Corporation and the Subsidiary and to this resolution.

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I, Simon Lockie, Chief Corporate Officer of **Globalive Technology Inc.** (the "Corporation"), certify that the foregoing is a true and correct copy of a resolution of the Directors of the Corporation, consented to by the Directors of the Corporation on the 8<sup>th</sup> day of June 2018, which resolution has not been rescinded, amended or otherwise varied, and is in full force and effect, as of the date hereof.

DATED as of the 8<sup>th</sup> day of June, 2018.



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Simon Lockie - Chief Corporate Officer

**SCHEDULE "B"**  
**CERTIFIED RESOLUTION**  
**OF**  
**GLOBALIVE TECHNOLOGY PARTNERS INC.**  
**(the "Corporation")**

RECITAL:

The Corporation is a wholly-owned subsidiary of, and wishes to amalgamate with, Globalive Technology Inc. ("Holdco"), under the *Business Corporations Act* (Ontario) (the "Act").

**AMALGAMATION**

RESOLVED that:

1. the Corporation amalgamate with Holdco and continue as one corporation (the "Amalgamated Corporation") under subsection 177(1) of the Act;
2. except as may be prescribed, the articles of amalgamation of the Amalgamated Corporation be the same as the articles of Holdco;
3. the by-laws of the Amalgamated Corporation be the same as the by-laws of Holdco;
4. on the issuance of a Certificate of Amalgamation under subsection 178(4) of the Act:
  - (a) all shares of the Corporation be cancelled without any repayment of capital;
  - (b) no securities be issued and no assets be distributed by the Amalgamated Corporation in connection with the amalgamation; and
  - (c) the stated capital of the Amalgamated Corporation be the same as the stated capital of Holdco; and
5. any director or officer of the Corporation is authorized and directed to do on behalf of the Corporation any and all acts and things and execute all documents as such director or officer considers necessary, desirable or useful to carry out and give effect to the amalgamation of the Corporation and Holdco and to this resolution.

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I, Simon Lockie, Secretary of **Globalive Technology Partners Inc.** (the "Corporation"), certify that the foregoing is a true and correct copy of a resolution of the Directors of the Corporation, consented to by the Directors of the Corporation on the 8th day of June, 2018, which resolution has not been rescinded, amended or otherwise varied, and is in full force and effect, as of the date hereof.

DATED as of the 8<sup>th</sup> day of June, 2018.



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Simon Lockie - Secretary

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