



CANADA
PROVINCE OF NEW BRUNSWICK
BUSINESS CORPORATIONS ACT

CANADA
PROVINCE DU NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS
COMMERCIALES

CERTIFICATE OF AMALGAMATION
(SECTION 124)

CERTIFICAT DE FUSION
(ARTICLE 124)

Stompy Bot Productions, Inc.

Name of Corporation / Raison sociale de la corporation

683389

Corporation Number / Numéro de la corporation

I HEREBY CERTIFY that the above-mentioned corporation resulted from the amalgamation of the following corporations under the Business Corporations Act, as set out in the attached Articles of Amalgamation.

JE CERTIFIE que la corporation mentionnée ci-dessus provient de la fusion des corporations suivantes, en vertu de la Loi sur les corporations commerciales, de la façon indiquée dans les statuts de fusion ci-joints.

A handwritten signature in black ink, appearing to read "L. M. A. Thibault".

Director - Directeur

June 18, 2015 - le 18 juin 2015

Date of Amalgamation - Date de fusion



**BUSINESS CORPORATIONS ACT
FORM 6
ARTICLES OF AMALGAMATION
(SECTION 124)**

**LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 6
STATUTS DE FUSION
(ARTICLE 124)**

1 - Name of Corporation: **Stompy Bot Productions, Inc.** Raison sociale de la corporation:

2 - The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value: Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair:

The annexed schedule "I" is incorporated into this form.

3 - Restrictions, if any, on share transfers: Restrictions, s'il y en a, au transfert d'actions:
The annexed Schedule "II" is incorporated into this form.

4 - Number (or minimum and maximum number) of directors: Nombre (ou nombre minimum et maximum) des administrateurs:
A minimum of one (1) and a maximum of ten (10) directors as determined from time to time by resolution of the board of directors.

5 - Restrictions, if any, on business the corporation may carry on: Restrictions, s'il y en a, à l'activité que peut exercer la corporation:
None.

6 - Other provisions, if any: Autres dispositions, s'il y en a:
The annexed Schedule "III" is incorporated into this form.

7 (a) - The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the *Business Corporations Act*. a) - La fusion a été approuvée par les résolutions spéciales des actionnaires de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 122 de la *Loi sur les corporations commerciales*.
 (b) - The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 123 of the *Business Corporations Act*. These Articles of Amalgamation are the same as the Articles of Incorporation of (name the designated amalgamating corporation): b) - La fusion a été approuvée par une résolution des administrateurs de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 123 de la *Loi sur les corporations commerciales*. Ces statuts de fusion sont les mêmes que les statuts constitutifs de (raison sociale de la corporation fusionnante désignée):

8 - Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation: Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion:
Stompy Bot Productions, Inc.

9 - Name of Amalgamating Corporations Raison sociale des corporations fusionnantes	Corporation No. N°. de corporation	Signature	Date	Description of Office Fonction
Stompy Bot Productions, Inc.	664123		15/6/15	Authorized Officer
682147 N.B. Ltd.	682147		15/6/15	Authorized Officer

FOR DEPARTMENT USE ONLY / RÉSERVÉ À L'USAGE DU MINISTÈRE
 Corporation No. - N°. de corporation: **683389** Filed - Déposé: **FILED/DÉPOSÉ 2015-06-18**

STOMPY BOT PRODUCTIONS, INC.
(hereinafter referred to as the "Corporation")

THIS IS SCHEDULE "I" TO THE FOREGOING FORM 6
UNDER THE NEW BRUNSWICK BUSINESS CORPORATIONS ACT

The Corporation is authorized to issue:

1. an unlimited number of common shares having the conditions set out below; and
2. an unlimited number of special shares, issuable in series, having the conditions set out below.

Common Shares

1. Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each common share held by such holder.
2. The holders of common shares shall be entitled to receive dividends if and when declared by the board of directors.
3. In the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of common shares shall be entitled, subject to the rights of holders of shares of any class ranking prior to the common shares, to receive the remaining property or assets of the Corporation.

Special Shares

1. The special shares may from time to time be issued in one or more series and subject to the following provisions, the directors may fix from time to time before such issue the number of shares that is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of special shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the date of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.
2. The special shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the special shares of every other series and be entitled to preference over the common shares and over any other shares of the Corporation ranking junior to the special shares. The special shares of any series may also be given such other preferences, not inconsistent with these articles, over the special shares and any other shares of the Corporation ranking junior to the special shares as may be fixed as provided herein.
3. If any cumulative dividends or amounts payable on the return of capital in respect of a series of special shares are not paid in full, all series of special shares shall participate rateably in respect of such dividends and return of capital.

4. The special shares of any series may be made convertible into special shares of any other series or common shares at such rate and upon such basis as the directors in their discretion may determine.

5. Unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of special shares shall be entitled to one vote at a meeting of shareholders.

Voting Restrictions

The holders of shares of a class or of a series of the Corporation are not entitled to vote separately as a class or series, as the case may be, upon, and shall not be entitled to dissent in respect of, any proposal to amend the articles to:

1. increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;
2. effect an exchange, reclassification or cancellation of the shares of such class or series;
or
3. create a new class or series of shares equal or superior to the shares of such class or series.

FILED/DÉPOSÉ 2015-06-18

STOMPY BOT PRODUCTIONS, INC.
(hereinafter referred to as the "Corporation")

THIS IS SCHEDULE "II" TO THE FOREGOING FORM 6
UNDER THE NEW BRUNSWICK BUSINESS CORPORATIONS ACT

Share restrictions applicable to the Corporation are as follows:-

No securities, other than non-convertible debt securities, shall be transferred without the consent of the directors or 51% of the shareholders of the corporation expressed by resolution passed at a meeting of the board of directors or the shareholders, or by an instrument or instruments in writing signed by all such directors or shareholders.

FILED/DÉPOSÉ 2015 -06- 1 8

STOMPY BOT PRODUCTIONS, INC.
(hereinafter referred to as the "Corporation")

THIS IS SCHEDULE "III" TO THE FOREGOING FORM 6
UNDER THE NEW BRUNSWICK BUSINESS CORPORATIONS ACT

Other provisions applicable to the Corporation are as follows:-

1. **PRE-EMPTIVE RIGHTS**

(a) Notwithstanding subsection (2) of section 27 of the New Brunswick *Business Corporations Act* as from time to time in force, the holders of equity shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights and options to purchase, its equity shares of any class or any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall not as such, even if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the right to purchase such shares or other securities.

(b) Notwithstanding subsection (3) of section 27 of the New Brunswick *Business Corporations Act* as from time to time in force, the holders of voting shares of any class, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the right to purchase such shares or other securities.

2. **NOTICE OF SHAREHOLDER MEETINGS**

Notwithstanding subsection (1) of section 87 of the New Brunswick *Business Corporations Act* as from time to time in force notice of the time and place of a meeting of shareholders shall be deemed to be properly given if sent not less than Five (5) days before the meeting:

- (a) to each shareholder entitled to vote at the meeting;
- (b) to each director; and
- (c) to the auditor, if any.

3. **PLACE OF SHAREHOLDER MEETINGS**

Notwithstanding subsections (1) and (2) of Section 84 of the New Brunswick *Business Corporations Act*, as from time to time in force, meetings of shareholders of the Corporation may be held at any place outside New Brunswick.

4. **FINANCIAL ASSISTANCE**

Notwithstanding any provision in the New Brunswick *Business Corporations Act*, as from time to time in force, the Corporation or any corporation with which it is affiliated may, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise:

(a) to any shareholder, director, officer or employee of the Corporation or of an affiliated corporation; or

(b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation;

even if there are reasonable grounds for believing that:

(c) the Corporation is, or after giving the financial assistance would be, unable to pay its liabilities as they become due; or

(d) the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan or in the form of assets pledged or encumbered to secure a guarantee, after giving the financial assistance, would be less than the aggregate of the Corporation's liabilities and stated capital of all classes.

5. The board of directors shall consist of a minimum of One (1) and a maximum of Ten (10) directors as determined from time to time by resolution of the board of directors.

FILED/DÉPOSÉ 2015-06-18

PROVINCE OF ONTARIO

IN THE MATTER OF the *Business Corporations Act* (New Brunswick) and the Articles of Amalgamation of Stompy Bot Productions, Inc. and 682147 N.B. Ltd.

I, **JOHN NGUYEN**, of Cornwall, in the Province of Ontario, make the following statement pursuant to section 124(2) of the *Business Corporations Act*:

1. I am the Vice-President of Stompy Bot Productions, Inc. (the "Corporation"), one of the amalgamating corporations, and as such, have personal knowledge of the matters herein declared.

2. It is proposed that the Corporation amalgamate under the provisions of the *Business Corporations Act* (New Brunswick) with 682147 N.B. Ltd. to form an amalgamated corporation (the "Amalgamated Corporation") under the name Stompy Bot Productions, Inc.


1. I have conducted such examinations and have made such enquiries and investigations as are necessary to enable me to make this statement.

2. I have satisfied myself that there are reasonable grounds for believing that:

- (a) the Corporation is, and 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 the Corporation will be prejudiced by the amalgamation.

DATED as of the 15th day of June, 2015.

STOMPY BOT PRODUCTIONS, INC.

Per: 
John Nguyen
Vice-President

PROVINCE OF ONTARIO

IN THE MATTER OF the *Business Corporations Act* (New Brunswick) and the Articles of Amalgamation of Stompy Bot Productions, Inc. and 682147 N.B. Ltd.

I, **JOHN NGUYEN**, of Cornwall, in the Province of Ontario, make the following statement pursuant to section 124(2) of the *Business Corporations Act*:

1. I am the Vice-President of 682147 N.B. Ltd. (the "Corporation"), one of the amalgamating corporations, and as such, have personal knowledge of the matters herein declared.

3. It is proposed that the Corporation amalgamate under the provisions of the *Business Corporations Act* (New Brunswick) with Stompy Bot Productions, Inc. to form an amalgamated corporation (the "Amalgamated Corporation") under the name Stompy Bot Productions, Inc.

3. I have conducted such examinations and have made such enquiries and investigations as are necessary to enable me to make this statement.

4. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Corporation is, and 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 the Corporation will be prejudiced by the amalgamation.

DATED as of the 15th day of June, 2015.

682147 N.B. LTD.

Per: _____


John Nguyen
Vice-President

New
Nouveau  Brunswick

**BUSINESS CORPORATIONS ACT
FORM 2
NOTICE OF REGISTERED OFFICE OR
NOTICE OF CHANGE OF REGISTERED OFFICE
(SECTION 17)**

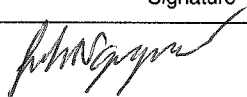
**LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 2
AVIS DE DESIGNATION OU
AVIS DE CHANGEMENT DU BUREAU ENREGISTRÉ
(ARTICLE 17)**

1 - Name of Corporation - Raison sociale de la corporation : Stompy Bot Productions, Inc.	2 - Corporation No. - N°. de la corporation <div style="text-align: center; font-size: 1.2em;">683389</div>
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3 - Place and address of the registered office: Suite 1000, Brunswick House 44 Chipman Hill Saint John, NB E2L 4S6	Lieu et adresse du bureau enregistré : Mailing Address: PO Box 7289, Sta. "A" Saint John, NB E2L 2A9
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4 - Effective date of change: N/A	Date d'entrée en vigueur du changement :
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5 - Previous place and address of the registered office: N/A	Derniers lieu et adresse du bureau enregistré :
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Date	Signature	Description of Office Fonction
June 6, 2015		Authorized Officer

FILED/DÉPOSÉ 2015-06-18

**BUSINESS CORPORATIONS ACT
FORM 4
NOTICE OF DIRECTORS
OR NOTICE OF CHANGE OF DIRECTORS
(SECTION 64, 71)**

**LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 4
LISTE DES ADMINISTRATEURS OU
AVIS DE CHANGEMENT D'ADMINISTRATEURS
(ARTICLE 64, 71)**

1 - Name of Corporation: **Stompy Bot Productions, Inc.** Raison sociale de la corporation:


2 - The following persons became directors of this corporation:				Liste des personnes devenues administrateurs de la corporation :			
Effective Date Date d'entrée en vigueur	D/J	M/M	Y/A 2015	Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
				Vince McMullin	299 Nerepis Road, Grand Bay Westfield, NB E5K 2Z9	Businessman	
				John Nguyen	121 Water Street, Cornwall, ON K6J 5T8	Businessman	
				Michael Soloman	8830 Headley Drive, Sterling Heights, MI, 48314	Businessman	
				James Taylor	180 Lareul Glen Road, Soquel, California, 95073	Businessman	
				Marc Buchmann	10472 Islington Avenue, Kleinburg, ON L0J 1C0	Businessman	

3 - The following persons ceased to be directors of the corporation: Liste des personnes qui ont cessé d'être administrateurs de la corporation :

Effective Date Date d'entrée en vigueur	D/J	M/M	Y/A	Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification

4 - The directors of the corporation now are: Administrateurs actuels de la corporation :

Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
Vince McMullin	299 Nerepis Road, Grand Bay Westfield, NB E5K 2Z9	Businessman	
John Nguyen	121 Water Street, Cornwall, ON K6J 5T8	Businessman	
Michael Soloman	8830 Headley Drive, Sterling Heights, MI, 48314	Businessman	
James Taylor	180 Lareul Glen Road, Soquel, California, 95073	Businessman	
Marc Buchmann	10472 Islington Avenue, Kleinburg, ON L0J 1C0	Businessman	

Date	Signature	Description of Office Fonction
June 6, 2015		Authorized Officer