



## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

DOMINION WATER RESERVES CORP.

Corporate name / Dénomination sociale

1223676-1

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Raymond Edwards

Director / Directeur

2020-07-31

Date of Amalgamation (YYYY-MM-DD)  
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)  
FORM 9  
ARTICLES OF AMALGAMATION  
(Section 185)**

**1 - Corporate name of the amalgamated corporation**

DOMINION WATER RESERVES CORP.

**2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)**

Quebec

**3 - The classes and any maximum number of shares that the corporation is authorized to issue**

See attached Schedule 1

**4 - Restrictions, if any, on share transfers**

See attached Schedule 2

**5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)**

Minimum number  Maximum number

**6 - Restrictions, if any, on the business the corporation may carry on**

None

**7 - Other provisions, if any**

See attached Schedule 3

**8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:**

<input checked="" type="radio"/> 183 - Long form: approved by special resolution of shareholders	<input type="radio"/> 184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/> 184(2) - Horizontal short-form: approved by resolution of directors
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**9 - Declaration**

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
DOMINION WATER RESERVES CORP.	0948702 - 6	
TUCKER ACQUISITION INC.	1201868 - 3	
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**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).



## **SCHEDULE 1**

The Corporation is authorized to issue an unlimited number of Common shares without nominal or par value.

The rights and restrictions attached to the Common shares are as follows:

### **1. COMMON SHARES**

- 1.1 The holders of the Common shares shall be entitled to receive notice of, attend and vote at all meetings of shareholders. Each Common share shall entitle its holder to one (1) vote.
- 1.2 The holders of the Common shares shall be entitled to receive any dividend declared by the Corporation on the Common shares.
- 1.3 The Common shares shall be entitled to receive the remaining property of the Corporation upon dissolution.

## **SCHEDULE 2**

### **SHARE TRANSFERS**

All transfers of shares of the Corporation shall require the approval of the Board of Directors of the Corporation expressed by resolution.

In the event the Corporation becomes a distributing corporation, this foregoing restriction shall be deemed to be removed and of no further force and effect.

## **SCHEDULE 3**

### **1. TRANSFER OF SECURITIES**

All transfers of securities of the Corporation (other than non-convertible debt securities) shall require the approval of the Board of Directors of the Corporation. In the event the Corporation becomes a distributing corporation, this foregoing restriction shall be deemed to be removed and of no further force and effect.

### **2. LIEN**

The Corporation shall have a lien on all securities registered in the name of a security holder or such security holder's representative for a debt of that security holder to the Corporation.

### **3. FINANCING**

Without in any way limiting the powers conferred upon the Corporation or its directors by any of the provisions of the *Canada Business Corporations Act*, but subject to the provisions thereof, and to any Unanimous Shareholders Agreement, as the case may be, the directors of the Corporation may, without authorization of the shareholders, cause the Corporation to:

- (a) hypothecate or otherwise create a security interest in any property, moveable or immovable, present or future, which the Corporation may presently own or subsequently acquire, for the purpose of securing any bonds, debentures or securities which the Corporation is by law entitled to issue or for the purpose of securing the performance of any obligations of the Corporation;
- (b) borrow money, without limitation or restriction, upon the credit of the Corporation;
- (c) issue, re-issue, sell or hypothecate debt obligations of the Corporation;  
or
- (d) guarantee the performance of any obligation of any person.

### **4. APPOINTMENT OF DIRECTORS**

The directors may appoint one or more additional directors, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders. The total number of director so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.