



## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

TECSYS INC.

Corporate name / Dénomination sociale

1399713-8

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.

Hantz Prosper

Director / Directeur

2022-05-01

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**

TECSYS INC.

**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

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

See attached Schedule

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

Minimum number  Maximum number

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

See attached Schedule

**7 - Other provisions, if any**

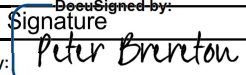
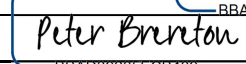
See attached Schedule

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

<input type="radio"/> 183 - Long form : approved by special resolution of shareholders	<input checked="" 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	DocuSigned by: Signature
TECSYS INC.	149220-9	 BBAD39265ECB409
ORDERDYNAMICS CORPORATION	842702-0	 BBAD39265ECB409...

**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

### DESCRIPTION OF CLASSES OF SHARES

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of Class A preferred shares issuable in series. The common shares and the Class A preferred shares shall respectively carry and be subject to the following rights, privileges, restrictions and conditions:

#### **I. COMMON SHARES**

- (a) **Dividends.** After payment to the holders of the Class A preferred shares and the holders of any other class of shares ranking ahead of the common shares, the holders of the common shares shall be entitled to receive, as and when declared by the board of directors out of the moneys of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable at such times as the board of directors shall determine.
- (b) **Liquidation, dissolution or winding-up.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, after payment to the holders of any other class of shares of the Corporation ranking ahead of the common shares of the amounts which they are entitled to receive in any such event, the remaining assets of the Corporation shall be paid to or distributed equally and rateably among the holders of common shares.
- (c) **Voting Rights.** Each common share of the Corporation shall entitle the holder thereof to one vote at any meeting of shareholders.
- (d) **Class Vote.** The holders of the common shares shall not be entitled to vote separately as a class in the case of an amendment to the articles of the Corporation referred to in paragraphs 176(1)(a), 176(1)(b) and 176(1)(e) of the *Canada Business Corporations Act*.

#### **II. CLASS A PREFERRED SHARES**

- (e) **Issue in series.** The Class A preferred shares shall be issuable in series and the board of directors of the Corporation shall have the right, from time to time, to fix the number of, and to determine the designation, rights, privileges, restrictions and conditions attaching to the Class A preferred shares of each series subject to the limitations, if any, set out in the articles of the corporation.
- (f) **Dividends.** The holders of any series of Class A preferred shares shall be entitled to receive in priority to the holders of shares of any other class of the Corporation ranking subordinate to the Class A preferred shares, as and when declared by the board of directors of the Corporation, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such Class A preferred shares form part.

- (g) **Liquidation, dissolution or winding-up.** Upon any liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, before any amount shall be paid to or any assets distributed among the holders of shares of any other class of the Corporation ranking subordinate to the Class A preferred shares, the holders of the Class A preferred shares shall be entitled to receive with respect to the shares of each series thereof all amounts which may be provided in the articles of the Corporation to be payable thereon in respect of return of capital, premium and dividends remaining unpaid, including all cumulative dividends, whether or not declared. After payment to the holders of Class A preferred shares of the amounts provided in the articles of the Corporation to be payable to them, they shall not be entitled to share in any further distribution of the assets of the Corporation.
- (h) **Voting Rights.** Subject to the provisions of the *Canada Business Corporations Act*, the holders of the Class A preferred shares shall not be entitled to receive any notice of or attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting.
- (i) **Class Vote.** The holders of the Class A preferred shares shall not be entitled to vote separately as a class and, unless the articles of the Corporation otherwise provide, the holders of any series of the Class A preferred shares shall not be entitled to vote separately as a series, in the case of an amendment to the articles of the Corporation referred to in paragraphs 176(1)(a), 176(1)(b) and 176(1)(e) of the *Canada Business Corporations Act*.
- (j) **Procedure at shareholders' meetings.** Any meetings of shareholders at which the holders of Class A preferred shares are required or entitled by law to vote separately as a class or as a series, shall, unless the articles of the Corporation otherwise provide, be called and conducted in accordance with the provisions of the *Canada Business Corporations Act*, as supplemented by the by-laws of the Corporation. At any such meeting such holders of Class A preferred shares shall be entitled to one vote for each share held.

**SCHEDULE**  
**RESTRICTIONS ON SHARE TRANSFERS**

None.

**SCHEDULE**  
**RESTRICTIONS ON BUSINESS**

None.

## **SCHEDULE**

### **OTHER PROVISIONS**

The directors of the Corporation may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders of the Corporation provided that:

- i) The total number of directors of the Corporation immediately after such appointment shall not exceed the maximum number set forth in the articles of the Corporation; and
- ii) The total number of directors so appointed by the directors shall not exceed one-third of the number of directors elected at the previous annual meeting of shareholders of the Corporation.