



Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

MARTELLO TECHNOLOGIES GROUP INC.

Corporate name / Dénomination sociale

1090598-4

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

2018-09-10

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 11
ARTICLES OF CONTINUANCE
(Section 187)**

1 - Corporate name	
MARTELLO TECHNOLOGIES GROUP INC.	
2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)	
Ontario	
3 - The classes and any maximum number of shares that the corporation is authorized to issue	
see Schedule A attached hereto	
4 - Restrictions, if any, on share transfers	
None	
5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)	
Minimum number	Maximum number
3	12
6 - Restrictions, if any, on the business the corporation may carry on	
None	
7 a) - If change of name effected, previous name	
7 b) - Details of incorporation	
incorporated under the Business Corporations Act (BC) - April 6, 1981	
8 - Other provisions, if any	
see Schedule B attached hereto	
9 - Declaration	
I hereby certify that I am a director or an authorized officer of the corporation continuing into the CBCA	
Print name	Signature
John Proctor	
<small>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).</small>	

**SCHEDULE A
SHARE RIGHTS**

(a) An unlimited number of Common Shares which shall have attached thereto the following rights, restrictions, conditions and limitations:

COMMON SHARES

1. Voting

The holders of the Common Shares shall be entitled to receive notice of and to attend and shall be entitled to one (1) vote at any meeting of the shareholders of the Corporation for each Common Share held, except meetings at which only holders of a specified class of shares are entitled to vote.

2. Dividends

The holders of the Common Shares shall be entitled to receive non-cumulative dividends as and when the directors shall in their discretion declare dividends on the Common Shares and pay the same.

3. Dissolution

Subject to the rights of the holders of shares ranking prior to or on a parity with the Common Shares, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation, in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

**SCHEDULE B
OTHER PROVISIONS**

- (a) Without in any way restricting the powers of the Corporation, the board of directors may from time to time and without authorization of the shareholders:
 - i) borrow money on the credit of the Corporation;
 - ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

- (b) The board of directors may from time to time delegate any or all of the foregoing powers to such officers or directors of the Corporation to such extent and in such manner as the board of directors may from time to time determine.

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