



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

GOODFELLOW INC.

Corporate name / Dénomination sociale

1655901-8

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

2024-12-01

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

Goodfellow 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 A.

4 - Restrictions, if any, on share transfers

Not applicable.

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

Not applicable.

7 - Other provisions, if any

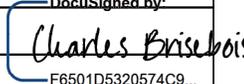
See attached Schedule B.

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	Signature
Goodfellow Inc.	044803-6	 F6501D5320574C9...
Quality Hardwoods Ltd.	1655762-7	 F6501D5320574C9...

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 A

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

3.1 The Corporation may issue an unlimited number of Common Shares (hereinafter called the "**Common Shares**") and an unlimited number of Preferred Shares (hereinafter called the "**Preferred Shares**").

3.2 The Common Shares shall carry and be subject to the following rights, privileges and conditions:

3.2.1 The holders of Common Shares are entitled to vote at all meetings of shareholders.

3.2.2 The holders of Common Shares are entitled to receive dividends when, as and to the extent declared by the Board of Directors to be payable.

3.2.3 In the event of a bankruptcy, winding-up, dissolution or liquidation and dissolution of the Corporation, the holders of the Common Shares are entitled to receive the remaining property of the Corporation, after payment to the holders of the Preferred Shares of the amounts payable with respect to such Preferred Shares.

3.3 The Preferred Shares shall carry and be subject to the following rights, privileges and conditions:

3.3.1 Preferred Shares may be issued from time to time and at any time in one or more series, each of which series shall consist of such number of Preferred Shares as the Board of Directors of the Corporation may determine by resolution before the issuance thereof.

3.3.2 By resolution adopted before the issuance of each series of Preferred Shares, and subject always to the following conditions and the provisions of the *Canada Business Corporations Act*, the Board of Directors may determine the description of each series of Preferred Shares, as well as the rights, privileges and conditions attached thereto, and, without restricting the generality of the foregoing, the Board of Directors of the Corporation may determine

3.3.2.1 the rate of preferred dividends, cumulative or non-cumulative, the amounts of payment, the date or dates of payment, the place or places of payment and the date after which such dividends shall accumulate, as the case may be;

3.3.2.2 the right of the Corporation to purchase or redeem the Preferred Shares of any series in accordance with the provisions of the *Canada Business Corporations Act*, as well as the purchase or redemption price thereof;

3.3.2.3 the rights of the holders of Preferred Shares of a certain series to deposit such shares with the Corporation for redemption and to force the Corporation to effect such redemption;

3.3.2.4 the rights of conversion or exchange for any Preferred Shares in a certain series into or for shares of another series;

3.3.2.5 the terms and conditions of any share purchase fund or sinking fund for a series of Preferred Shares;

3.3.2.6 the restrictions, if any, imposed on the payment of dividends on Common Shares; subject always to the issuance by the Director of Corporations of a Certificate of Amendment to the Articles of Incorporation in accordance with the *Canada Business Corporations Act*.

3.3.3 No dividend shall be declared, paid, or set aside for future payment on Common Shares during any fiscal year of the Corporation unless, during such fiscal year, the prescribed dividends for any series of Preferred Shares (including any accumulated dividends) have been declared, paid or set aside for future payment on all issued and outstanding Preferred Shares.

3.3.4 In the event of bankruptcy, winding-up, dissolution of the Corporation, or of any other distribution of capital, no sum shall be paid to nor shall any assets be distributed among the holders of the Common Shares until there shall have been paid to the holders of Preferred Shares a price equal to the consideration received for each issued and outstanding Preferred Share together with all dividends declared thereon and unpaid and the holders of the Preferred Shares shall be entitled to be paid equally and rateably all such monies out of the assets of the Corporation and no more, and the remaining assets and funds of the Corporation shall be divided among and paid to the holders of the Common Shares in accordance with their respective rights.

3.3.5 The Preferred Shares in any series rank equally with the Preferred Shares in all other series with regard to the payment of dividends and the distribution of the assets of the Corporation in the event of the winding-up of the Corporation or any other distribution of capital; the holders of Preferred Shares in any series participate pro-rata in the payment of cumulative dividends and the refund of capital, in the event that such payment or refund has not been effected for the entire series.

3.3.6 Except as provided in the *Canada Business Corporations Act*, the Preferred Shares shall not entitle their holders to receive notice of, attend or vote at meeting of the shareholders of the Corporation.

3.3.7 The Preferred Shares cannot be converted into Common Shares.

SCHEDULE B

7 - Other provisions, if any:

Without in any way limiting the powers conferred on the directors by the *Canada Business Corporations Act*, the directors of the Corporation may from time to time without authorization from the shareholders:

- (i) borrow money upon the credit of the Corporation;
- (ii) limit or increase the amount to be borrowed;
- (iii) issue, reissue, sell or pledge debt obligations of the Corporation for such sums and at such prices as may be deemed expedient;
- (iv) subject to section 42 of the *Canada Business Corporations Act*, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (v) 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.

APPOINTMENT OF DIRECTORS

The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.



Form 2
**Initial Registered Office Address
and First Board of Directors**

*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2
**Siège social initial et premier
conseil d'administration**

*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale

GOODFELLOW INC.

2 Address of registered office
Adresse du siège social

225 Rue Goodfellow
Delson QC J5B 1V5

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

See attached schedule / Voir l'annexe ci-jointe

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
CHARLES BRISEBOIS

CHARLES BRISEBOIS

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe

Members of the board of directors / Membres du conseil d'administration

Resident Canadian
Résident Canadien

Robert Hall	Chemin Hatley-Centre, Canton de Hatley QC J0B 2C0, Canada	Yes / Oui
George Douglas Goodfellow	9 Laurier Court, Beaconsfield QC H9W 4S7, Canada	Yes / Oui
Marie-Hélène Nolet	231 Rue Upper Edison, Saint-Lambert QC J4R 2V8, Canada	No / Non
Alain Côté	925 Duluth, Boucherville QC J4B 6Y5, Canada	Yes / Oui
David A. Goodfellow	444 Chemin Du Lac-St-Louis, Léry QC J6N 1A3, Canada	Yes / Oui
Sarah Prichard	612-2600 Avenue Pierre-Dupuy, Montréal QC H3C 3R6, Canada	Yes / Oui
James Hewitt	V5-870 Bord-du-Lac, Dorval QC H9S 5X7, Canada	Yes / Oui