



## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

BluMetric Environmental Inc.

Corporate name / Dénomination sociale

830714-8

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.

Marcie Girouard

Director / Directeur

2012-11-16

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



Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA) Loi canadienne sur les sociétés par actions (LCSA)

**FORM 9  
ARTICLES OF AMALGAMATION  
(SECTION 185)**

**FORMULAIRE 9  
STATUTS DE FUSION  
(ARTICLE 185)**

**Form 9**

1 -- Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion  
 BluMetric Environmental Inc.

2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address) / La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)  
 Ontario

3 -- The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre  
 See attached Schedule 3

4 -- Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu  
 None

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) / Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)  
 Minimum:  Maximum:  Minimal:  Maximal:

6 -- Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu  
 None

7 -- Other provisions, if any / Autres dispositions, s'il y a lieu  
 See attached Schedule 7

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183       184(1)       184(2)

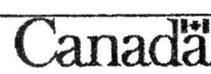
9 -- Declaration: I hereby certify that I am a director or an officer of the corporation. / Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations / Dénomination social des sociétés fusionnantes	Corporation No. / N° de la société	Signature
BluMetric Environmental Inc.	197189-1	
WESA Group Inc.	830713-0	

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 both (subsection 250(1) of the CBCA).  
 Nota: 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 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

8307148

**E-MAIL**  
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### Schedule 3

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Special Shares, issuable in series.

The rights, privileges, restrictions and conditions attaching to the Common Shares and the Special Shares are as follows:

#### Common Shares

The holders of the Common Shares shall be entitled:

- (a) to vote at all meetings of the shareholders of the Corporation, except at meetings at which only holders of a specified class or series of shares are entitled to vote, and shall be entitled to one vote for each Common Share held;
- (b) to receive, subject to the prior rights of any other class of shares ranking in priority thereto, as and when declared by the board of directors of the Corporation any dividends out of monies of the Corporation properly applicable thereto; and
- (c) to receive, subject to the prior rights of any other class of shares ranking in priority thereto, repayment of capital and the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

#### Special Shares

The Special Shares shall, as a class, carry and be subject to the rights, privileges, restrictions and conditions as follows:

- (a) the Special Shares shall may at any time and from time to time be issued in one or more series;
- (b) subject to the Act, the directors may fix, before issue, the number of Special Shares of each series, the designation, rights, privileges, restrictions and conditions attaching to the Special Shares of each series, including without limitation, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment, any terms or conditions of redemption or purchase, any conversion rights and any rights on the liquidation, dissolution or winding up of the Corporation, any sinking fund or other provisions, the whole to be subject to the issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching the Special Shares of the series;
- (c) the Special Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, rank on a par with the Special Shares of every other series to preference over the Common Shares. If any amount of cumulative dividends (whether or not declared) or declared non-cumulative dividends or any amount

payable on such distribution of assets constituting a return of capital in respect of the Special Shares of any series is not paid in full, the Special Shares of that series shall participate ratably with the Special Shares of every other series in respect of all such dividends and amounts;

- (d) the Special Shares as such shall not have any voting rights, unless otherwise provided under the Act.

### **Series I Special Shares**

The first series of the Special Shares shall consist of 2,831,325 shares designated as Series I Special Shares (the "Series I Special Shares") and in addition to the rights, privileges, restrictions and conditions attaching to the Special Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### **1. Dividends**

The holders of the Series I Special Shares shall not be entitled to receive dividends.

#### **2. Conversion**

The Series I Special Shares shall be subject to conversion as follows:

- (a) Conversion Ratio. The ratio at which Series I Special Shares shall initially be converted shall be one Common Share for each Series I Special Share (the "Conversion Ratio"), and the Conversion Ratio shall be subject to adjustment as set forth in subsection 2(c).
- (b) Automatic Conversion. Each Series I Special Share shall automatically be converted on the earlier of (i) completion of a Qualified Financing (as defined below) and (ii) July 2, 2013 (the "Conversion Event") into such number of fully paid and non-assessable Common Shares as is determined by the Conversion Ratio as adjusted and in effect at the time of such automatic conversion. "Qualified Financing" means a public offering or private placement of Common Shares or other securities of the Corporation convertible into or exchangeable for Common Shares, completed after the date on which any Series I Special Shares are issued (the "First Issue Date") and prior to June 28, 2013, in which the Corporation receives gross proceeds of not less than \$2,000,000, for an issue price or conversion or exchange price of not less than \$0.664 per Common Share (the "Issue Price").
- (c) Adjustments to Conversion Ratio. The Conversion Ratio shall be subject to adjustment from time to time as follows:
  - (i) Adjustment of Conversion Ratio Upon Qualified Financing. In the event the Corporation shall complete a Qualified Financing, then the Conversion Ratio shall be adjusted to a fraction of a Common Share equal to \$0.664 divided by the Issue Price. For illustration purposes, if the Issue Price is

\$1.00, the adjusted Conversion Ratio is 0.664 of a Common Share for each Series I Special Share.

Any adjustment under this subsection shall become effective on the Business Day next following the Business Day on which the Qualified Financing is completed.

- (ii) Adjustment of Conversion Ratio on July 2, 2013. If the Corporation does not complete a Qualified Financing, the Conversion Ratio shall be adjusted, effective July 2, 2013, to a fraction of a Common Share equal to \$0.664 divided by the volume weighted average trading price of the Common Shares on the TSX Venture Exchange during the period from and including June 3, 2013 to and including June 28, 2013 (the "VWAP"); provided, that if the VWAP is \$0.664 or less, there shall be no adjustment to the Conversion Ratio.
- (iii) Adjustment for Stock Splits and Consolidations. If the Corporation shall at any time or from time to time after the First Issue Date effect a subdivision of the outstanding Common Shares without effecting a corresponding subdivision of the then outstanding Series I Special Shares, the Conversion Ratio in effect immediately before that subdivision shall be proportionately decreased so that the number of Common Shares issuable on conversion of each share of such class shall be increased in proportion to such increase in the aggregate number of Common Shares outstanding. If the Corporation shall at any time or from time to time after the First Issue Date consolidate the outstanding Common Shares without effecting a corresponding consolidation of the Series I Special Shares, the Conversion Rate in effect immediately before the consolidation shall be proportionately increased so that the number of Common Shares issuable on conversion of each share of such class shall be decreased in proportion to such decrease in the aggregate number of Common Shares outstanding. Any adjustment under this subsection shall become effective at the close of business on the Business Day the subdivision or consolidation becomes effective.
- (d) Mechanics of Conversion. Upon notice from the Corporation of the occurrence of the Conversion Event and the Conversion Ratio applicable to the Conversion Event, holders of Series I Special Shares shall surrender the certificate or certificates representing such Series I Special Shares, duly endorsed, at the registered office of the Corporation or as otherwise directed by the Corporation. The Corporation shall, as soon as practicable after receipt of such certificates, issue and deliver at such office to such holder of Series I Special Shares, or to the nominee or nominees of such holder, a certificate or certificates for the number of Common Shares to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the Conversion Event, and the person or persons entitled to receive the Common Shares issuable upon such conversion shall be treated for

all purposes as the record holder or holders of such Common Shares as of such date.

- (e) No Fractional Shares. No fractional Common Shares shall be issued upon the conversion of any Series I Special Shares, and the number of Common Shares to be issued shall be rounded down to the nearest whole share. The number of Common Shares issuable upon such conversion shall be determined on the basis of the total number of Series I Special Shares of each holder at the time converting into Common Shares and the number of Common Shares issuable upon such aggregate conversion.
- (f) Notices. Any notice required by the provisions of this Section 2 to be given to the holders of Series I Special Shares may be given by regular mail, postage prepaid, or by personal delivery or by facsimile or other form of electronic transmission and, in each instance, addressed to each holder of record at such holder's address appearing on the books of the Corporation. Any notice given by regular mail shall be deemed given on the third (3rd) Business Day following it being deposited in regular mail or if personally delivered, on the date of such delivery if such date is a Business Day and such delivery was made prior to 4:00 p.m. (Ottawa time) and otherwise on the next Business Day, or if transmitted by facsimile or other form of electronic transmission on the Business Day following the date of transmission. For the purposes of this Section, "Business Day" means any day other than a Saturday, Sunday or statutory or civic holiday in Ottawa, Ontario.

### **3. Voting Rights**

The holders of Series I Special Shares shall not have any voting rights unless otherwise provided under the Act.

### **4. Dissolution**

In the event of the liquidation, dissolution or winding-up of the Corporation whether voluntary or involuntary, or other distribution of its assets, the holders of the Series I Special Shares, on an as if converted basis, shall be entitled to receive the same amount per share as the holders of the Common Shares.

#### Schedule 7

The directors 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 the shareholders, but the total number of directors as appointed may not exceed one-third of the number of directors elected at the previous meeting of the shareholders.

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

(To be filed with Articles of Incorporation, Amalgamation and Continuance)  
(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

**Form 2**

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.

Changes to the registered office or the board of directors are to be made by filing Form 3 - Change of Registered Office Address or Form 6 - Changes Regarding Directors.

**Instructions**

4 The address of a director must be a residential address or other address for service. An address for service is an address where legal documents must be accepted by the director or someone on their behalf, and where an acknowledgement or delivery receipt can be provided, if required. An address for service can be the residential address of the director or a business address.

At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the Canada Business Corporations Act (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA).

If the space available is insufficient, please attach a schedule to the form.

**Declaration**

5 In the case of an incorporation this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

If you require more information, please consult our website at [www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca) or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at [corporationscanada@ic.gc.ca](mailto:corporationscanada@ic.gc.ca).

File documents online  
(except for Articles of Amalgamation):  
Corporations Canada Online  
Filing Centre:  
[www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca)

Or send documents by mail:  
Director General,  
Corporations Canada  
Jean Edmonds Tower South  
9th Floor  
365 Laurier Ave. West  
Ottawa ON K1A 0C8

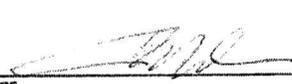
By Facsimile: 613-941-0999

1 Corporation name  
BLUMETRIC ENVIRONMENTAL INC.

2 Address of registered office (must be a street address, a P.O. Box is not acceptable)  
3108 Carp Road  
NUMBER AND STREET NAME  
Ottawa Ontario KOA 1L0  
CITY PROVINCE/TERRITORY POSTAL CODE

3 Mailing address (if different from the registered office)  
SAME AS ABOVE   
ATTENTION OF  
NUMBER AND STREET NAME  
CITY PROVINCE/TERRITORY POSTAL CODE

FIRST NAME	LAST NAME	ADDRESS (must be a street address, a P.O. Box is not acceptable)	RESIDENT CANADIAN (Yes/No)
William	Touzel	32 Cranham Cr., Stratford ON K2S 1R2	Yes
Roger	Woeller	3322 Panmure Rd., Kinburn, ON K0A 2H0	Yes
Denis	Douville	1483 Forest Valley Dr., Gloucester ON K1C 5P5	Yes
Jordan	Grant	54 Fulton Ave. Toronto, ON M4K 1X5	Yes
J. Mark	Stirling	153 Country Club Drive, Hamilton ON L8K 5W4	Yes

5 Declaration  
I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.  
  
SIGNATURE  
Ian Malone (613) 523-1641  
PRINT NAME TELEPHONE NUMBER  
Note: 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 to both (subsection 250(1) of the CBCA).

**E-MAIL**  
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