

CORPORATE ACCESS NUMBER: 2020745424

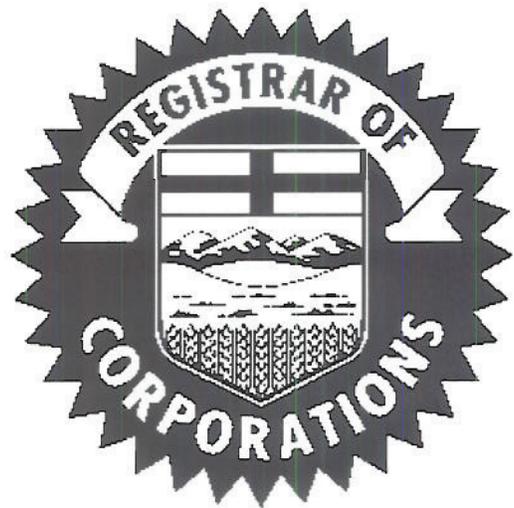
**Government  
of Alberta ■**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**VERTEX RESOURCE GROUP LTD.  
IS THE RESULT OF AN AMALGAMATION FILED ON 2017/10/16.**

The Information in this document is  
an accurate reproduction of data  
electronically captured within the  
official records of Alberta Registries.



**Articles of Amalgamation  
For  
VERTEX RESOURCE GROUP LTD.**

**Share Structure:** SHARE STRUCTURE SCHEDULE ATTACHED  
**Share Transfers Restrictions:** NONE  
**Number of Directors:**  
**Min Number of Directors:** 1  
**Max Number of Directors:** 11  
**Business Restricted To:** NONE  
**Business Restricted From:** NONE  
**Other Provisions:** OTHER PROVISIONS SCHEDULE ATTACHED

**Registration Authorized By: TERRY STEPHENSON  
DIRECTOR**

# Amalgamate Alberta Corporation - Registration Statement

**Alberta Registration Date: 2017/10/16**

**Corporate Access Number: 2020745424**

**Service Request Number:** 27839768  
**Alberta Corporation Type:** Named Alberta Corporation  
**Legal Entity Name:** VERTEX RESOURCE GROUP LTD.  
**French Equivalent Name:**  
**Nuans Number:**  
**Nuans Date:**  
**French Nuans Number:**  
**French Nuans Date:**

## REGISTERED ADDRESS

**Street:** 10235 101 ST NW #2200  
**Legal Description:**  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T5J 3G1

## RECORDS ADDRESS

**Street:** 10235 101 ST NW #2200  
**Legal Description:**  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T5J 3G1

## ADDRESS FOR SERVICE BY MAIL

**Post Office Box:**  
**City:**  
**Province:**  
**Postal Code:**  
**Internet Mail ID:**

**Share Structure:** SHARE STRUCTURE SCHEDULE ATTACHED  
**Share Transfers Restrictions:** NONE  
**Number of Directors:**  
**Min Number Of Directors:** 1  
**Max Number Of Directors:** 11  
**Business Restricted To:** NONE  
**Business Restricted From:** NONE

**Other Provisions:**

OTHER PROVISIONS SCHEDULE ATTACHED

**Professional Endorsement Provided:**

**Future Dating Required:**

**Registration Date:**

2017/10/16

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**Director**

**Last Name:** STEPHENSON

**First Name:** TERRY

**Middle Name:**

**Street/Box Number:** #121, 2055 PREMIER WAY

**City:** SHERWOOD PARK

**Province:** ALBERTA

**Postal Code:** T8H 0G2

**Country:**

**Resident Canadian:** Y

**Named On Stat Dec:** Y

**Last Name:** BUTLIN

**First Name:** BRIAN

**Middle Name:**

**Street/Box Number:** #121, 2055 PREMIER WAY

**City:** SHERWOOD PARK

**Province:** ALBERTA

**Postal Code:** T8H 0G2

**Country:**

**Resident Canadian:** Y

**Named On Stat Dec:**

**Last Name:** FREEMAN

**First Name:** TERRY

**Middle Name:**

**Street/Box Number:** 307, 9622 – 42 AVENUE

**City:** EDMONTON

**Province:** ALBERTA

**Postal Code:** T6E 5Y4

**Country:**

**Resident Canadian:** Y

**Named On Stat Dec:**

**Last Name:** BAKER

**First Name:** TRENT

**Middle Name:**

**Street/Box Number:** 53 WEST COACH WAY S.W.  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T3H 0M9  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** O'CONNOR  
**First Name:** STUART  
**Middle Name:**  
**Street/Box Number:** 225 - 39TH AVENUE S.W.  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 1C2  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

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**Amalgamating Corporation**

| <b>Corporate Access Number</b> | <b>Legal Entity Name</b>   |
|--------------------------------|----------------------------|
| 2018494373                     | VIER CAPITAL CORP.         |
| 2019057849                     | VERTEX RESOURCE GROUP LTD. |
| 2019257506                     | KINETICHEM CORP.           |

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**Attachment**

| <b>Attachment Type</b>    | <b>Microfilm Bar Code</b> | <b>Date Recorded</b> |
|---------------------------|---------------------------|----------------------|
| Share Structure           | ELECTRONIC                | 2017/10/16           |
| Statutory Declaration     | 10000007119019108         | 2017/10/16           |
| Other Rules or Provisions | ELECTRONIC                | 2017/10/16           |

**Registration Authorized By:** TERRY STEPHENSON  
DIRECTOR

SHARE STRUCTURE SCHEDULE

Attached to and Forming Part of the Articles of Amalgamation  
of

VERTEX RESOURCE GROUP LTD.  
(the "Corporation")

THE CLASSES OF SHARES AND ANY MAXIMUM NUMBER OF SHARES  
THAT THE CORPORATION IS AUTHORIZED TO ISSUE ARE:

1. An unlimited number of Common shares, the holders  
of which are entitled:

(a) to receive notice of and to attend and vote at  
all meetings of shareholders, except meetings at which  
only holders of a specified class of shares are  
entitled to vote;

(b) to receive any dividend declared by the  
Corporation on this class of shares; provided that the  
Corporation shall be entitled to declare dividends on  
the Preferred shares, or on any other classes of  
shares without being obliged to declare any dividends  
on the Common shares of the Corporation;

(c) subject to the rights, privileges, restrictions  
and conditions attaching to any other class of shares  
of the Corporation, to receive the remaining property  
of the Corporation upon dissolution in equal rank with  
the holders of all other Common shares of the  
Corporation.

2. An unlimited number of Preferred shares, which as  
a class, have attached thereto the following rights,  
privileges, restrictions and conditions:

(a) the Preferred shares may from time to time be  
issued in one or more series, and the Directors may  
fix from time to time before such issue the number of  
Preferred shares which is to comprise each series and  
the designation, rights, privileges, restrictions and  
conditions attaching to each series of Preferred  
shares including, without limiting the generality of  
the foregoing, any voting rights, the rate or amount  
of dividends or the method of calculating dividends,  
the dates of payment thereof, the terms and conditions  
of redemption, purchase and conversion if any, and any  
sinking fund or other provisions;

(b) the Preferred shares of each series shall, with  
respect to the payment of dividends and the  
distribution of assets or return of capital in the  
event of liquidation, dissolution or winding-up of the  
Corporation, whether voluntary or involuntary, or any  
other return of capital or distribution of the assets  
of the Corporation amongst its shareholders for the

purpose of winding up its affairs, be entitled to preference over the Common shares and over any other shares of the Corporation ranking by their terms junior to the Preferred shares of that series. The Preferred shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common shares and any other such Preferred shares as may be fixed in accordance with clause (2)(a); and

(c) if any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred shares are not paid in full, all series of Preferred shares shall participate rateably in respect of accumulated dividends and return of capital.

OTHER PROVISIONS SCHEDULE

Attached to and Forming Part of the Articles of Amalgamation  
of

VERTEX RESOURCE GROUP LTD.  
(the "Corporation")

OTHER RULES OR PROVISIONS:

1. The directors 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 one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.
2. Meetings of the shareholders of the Corporation may be held outside of Alberta at any place within Canada or the United States of America as the board of directors of the Corporation may determine.