Industry Canada | Industrie Canada

Certificate of Amendment | **Certificat de modification**

Canada Business Corporations Act | **Loi canadienne sur les sociétés par actions**

Comnetix Inc. | 621378-2

Name of corporation-Dénomination de la société | Corporation number-Numéro de la société

I hereby certify that the articles of the above-named corporation were amended:

Je certifie que les statuts de la société susmentionnée ont été modifiés:

- ☐ a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice; | a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- ☐ b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares; | b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- ☑ c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment; | c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- ☐ d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization; | d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Director - Directeur

April 22, 2004 / le 22 avril 2004

Date of Amendment - Date de modification

Canada

Industry Canada Industrie Canada

Canada Business Corporations Act — Loi canadienne sur les sociétés par actions

ELECTRONIC TRANSACTION REPORT — **RAPPORT DE LA TRANSACTION ÉLECTRONIQUE**

ARTICLES OF AMENDMENT (SECTIONS 27 OR 177) — **CLAUSES MODIFICATRICES (ARTICLES 27 OU 177)**

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. **Name of Corporation - Dénomination de la société**	2. **Corporation No. - N° de la société**
Comnetix Inc.	**621378-2**

3. **The articles of the above-named corporation are amended as follows:**
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

1. increasing the maximum number of directors to be elected to the board from ten (10) to fifteen (15);

2. increasing the authorized capital of the Corporation by creating Preferred Shares, issuable in series;

3. declaring that the authorized capital of the Corporation, after giving effect to the foregoing, shall consist of Preferred Shares, issuable in series and an unlimited number of Common Shares;

4. deleting the rights, privileges, restrictions and conditions attaching to the Common Shares and providing that the rights, privileges, restrictions and conditions attaching to the Preferred Shares and the Common Shares in the capital of the Corporation shall be as follows:

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

(a) Dividends

The holders of the Common Shares, subject to the rights of the holders of the Preferred Shares, but in priority to all other shares ranking junior to the Common Shares shall be entitled to receive and the Corporation shall pay thereon, dividends as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends.

(b) Voting Rights

The holders of the Common Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect to each Common Share held at such meetings, except meetings at which the holders of a particular class of shares other than the Common Shares are entitled to vote separately as a class.

(c) Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of property of the Corporation among shareholders for the purposes of winding-up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of the Preferred Shares, be entitled to receive the assets and prop erty of the Corporation.

2. The rights, privileges, restrictions and conditions attaching to the Preferred Shares are as follows:

(a) Each series of Preferred Shares shall consist of such number of shares as shall before issuance thereof be fixed by the directors who shall at the same time determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each such series including, without limiting the generality of the foregoing, the rate of preferential dividends, whether dividends shall be cumulative or non-cumulative, the dates of payment thereof, whether the shares shall be redeemable and if so the redemption price and the terms and conditions of redemption, any voting rights, any conversion rights, any sinking fund, purchase fund or other provisions attaching thereto, and the amount payable on return of capital in the event of liquidation, dissolution or winding up of the Corporation.

(b) The Preferred Shares of any series shall be entitled to such preferences over the Common Shares and any other shares ranking junior to the Preferred Shares with respect to the payment of dividends and all amounts payable on return of capital in the event of liquidation, dissolution or winding up of the Corporation as may be determined by the directors when authorizing the respective series.

(c) The holders of the Preferred Shares shall not be entitled to receive notice of or to attend or vote at any meeting of shareholders of the Corporation provided, however, that notwithstanding the foregoing provisions of this paragraph:

(i) the holders of any series of the Preferred Shares shall be entitled to receive notice of and to vote at meetings of shareholders of the Corporation to the extent specifically provided in the rights and privileges to be attached to such series; and

(ii) the holders of the Preferred Shares or of any series thereof shall be entitled to vote separately as a class or as a series in respect of a ny matter for which a separate vote is specifically provided in the Canada Business Corporations Act or any successor statute thereto."

5. deleting the information contained under "Other Provisions" in the Articles of Incorporation of the Corporation and replacing it with the following:

"1. The actual number of directors within the minimum and maximum number set out in paragraph 5 may be determined from time to time by resolution of the board of directors. Any vacancy among the directors resulting from an increase in the number of directors as so determined may be filled by resolution of the directors.

2. The directors are authorized to appoint one or more directors, who shall hold office for a term 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 or appointed at the last annual meeting of shareholders.

3. Meetings of shareholders may be held at such place in Canada or outside of Canada as the directors determine."

Date	Name - Nom	Signature	Capacity of - en qualité
2004-04-21	DARCY KILLEEN		AUTHORIZED OFFICER

Industry Canada | Industrie Canada

Canada Business Corporations Act | Loi canadienne sur les sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

FORMULAIRE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 -- Name of the Corporation - Dénomination sociale de la société	2 -- Corporation No. - Nº de la société
6213782 Canada Inc.	6213782

3 -- The articles of the above-named corporation are amended as follows: | Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

See Schedule "A" attached hereto and forming part of these Articles of Amendment.

Signature	Printed Name - Nom en lettres moulées	4 -- Capacity of - En qualité de	5 -- Tel. No. - Nº de tél.
	Darcy Killeen	Authorized Officer	

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Canada

SCHEDULE "A"

The articles of the Corporation be and are hereby amended by:

1. increasing the maximum number of directors to be elected to the board from ten (10) to fifteen (15);

2. increasing the authorized capital of the Corporation by creating Preferred Shares, issuable in series;

3. declaring that the authorized capital of the Corporation, after giving effect to the foregoing, shall consist of Preferred Shares, issuable in series and an unlimited number of Common Shares;

4. deleting the rights, privileges, restrictions and conditions attaching to the Common Shares and providing that the rights, privileges, restrictions and conditions attaching to the Preferred Shares and the Common Shares in the capital of the Corporation shall be as follows:

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

(a) Dividends

The holders of the Common Shares, subject to the rights of the holders of the Preferred Shares, but in priority to all other shares ranking junior to the Common Shares shall be entitled to receive and the Corporation shall pay thereon, dividends as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends.

(b) Voting Rights

The holders of the Common Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect to each Common Share held at such meetings, except meetings at which the holders of a particular class of shares other than the Common Shares are entitled to vote separately as a class.

(c) Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of property of the Corporation among shareholders for the purposes of winding-up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of the Preferred Shares, be entitled to receive the assets and property of the Corporation.

2. The rights, privileges, restrictions and conditions attaching to the Preferred Shares are as follows:

   (a) Each series of Preferred Shares shall consist of such number of shares as shall before issuance thereof be fixed by the directors who shall at the same time determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each such series including, without limiting the generality of the foregoing, the rate of preferential dividends, whether dividends shall be cumulative or non-cumulative, the dates of payment thereof, whether the shares shall be redeemable and if so the redemption price and the terms and conditions of redemption, any voting rights, any conversion rights, any sinking fund, purchase fund or other provisions attaching thereto, and the amount payable on return of capital in the event of liquidation, dissolution or winding up of the Corporation.

   (b) The Preferred Shares of any series shall be entitled to such preferences over the Common Shares and any other shares ranking junior to the Preferred Shares with respect to the payment of dividends and all amounts payable on return of capital in the event of liquidation, dissolution or winding up of the Corporation as may be determined by the directors when authorizing the respective series.

   (c) The holders of the Preferred Shares shall not be entitled to receive notice of or to attend or vote at any meeting of shareholders of the Corporation provided, however, that notwithstanding the foregoing provisions of this paragraph:

      (i) the holders of any series of the Preferred Shares shall be entitled to receive notice of and to vote at meetings of shareholders of the Corporation to the extent specifically provided in the rights and privileges to be attached to such series; and

      (ii) the holders of the Preferred Shares or of any series thereof shall be entitled to vote separately as a class or as a series in respect of any matter for which a separate vote is specifically provided in the *Canada Business Corporations Act* or any successor statute thereto."

5. deleting the information contained under “Other Provisions” in the Articles of Incorporation of the Corporation and replacing it with the following:

“1. The actual number of directors within the minimum and maximum number set out in paragraph 5 may be determined from time to time by resolution of the board of directors. Any vacancy among the directors resulting from an increase in the number of directors as so determined may be filled by resolution of the directors.

2. The directors are authorized to appoint one or more directors, who shall hold office for a term 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 or appointed at the last annual meeting of shareholders.

3. Meetings of shareholders may be held at such place in Canada or outside of Canada as the directors determine.”