Québec

Certificat de fusion

Loi sur les sociétés par actions

J'atteste par les présentes que les sociétés par actions mentionnées dans les statuts de fusion ci-joints ont fusionné le 1er janvier 2012 à 0 h 1 min, en vertu de la Loi sur les sociétés par actions, en une seule société par actions sous le nom

GROUPE DISTINCTION INC.

et sa ou ses versions

DISTINCTION GROUP INC.

comme l'indiquent les statuts de fusion ci-joints.

Registraire des entreprises Québec

Déposé au registre le 6 janvier 2012 sous le numéro d'entreprise du Québec 1167912261.

580701

Registraire des entreprises

Statuts de fusion

Ce formulaire s'adresse à toute société par actions qui désire déposer des statuts de fusion. Veuillez lire les renseignements aux pages 3 et 4 avant de remplir ce formulaire.

Pour les statuts de fusion simplifiés seulement.

Numéro d'entreprise du Québec
NEQ 1 1

Cochez la case appropriée : ☑ Fusion ordinaire ☐ Fusion simplifiée

1 Nom
Inscrivez le nom de la société issue de la fusion et sa version dans une autre langue, s'il y a lieu.
N'inscrivez rien si vous demandez une désignation numérique au lieu d'un nom.

GROUPE DISTINCTION INC.
DISTINCTION GROUP INC.

Cochez la case appropriée.
☐ Nous demandons une désignation numérique au lieu d'un nom.
☑ Nous demandons un nom et nous confirmons avoir pris des moyens raisonnables pour nous assurer que le nom choisi est conforme à la loi.

2 Nombre
Inscrivez le nombre exact d'administrateurs ou leur nombre minimal et maximal. min. 3 - max. 10

3 Date d'entrée en vigueur
Inscrivez la date d'entrée en vigueur si elle est postérieure à celle du dépôt des statuts. 2012 01 01

4 Heure d'entrée en vigueur
Inscrivez l'heure d'entrée en vigueur, le cas échéant. 00 01 (heures minutes) ☑ avant-midi ☐ après-midi

5 Capital-actions autorisé et limites imposées
Décrivez le capital-actions autorisé et les limites imposées.
Sauf indication contraire dans les statuts, la société a un capital-actions illimité et ses actions sont sans valeur nominale. (Voir la section « Description du capital-actions » à la page 4.)

The attached Schedule A forms an integral part hereto.

Réservé à l'administration

H121 ZZ 72495049

6 Restrictions

Inscrivez les restrictions sur le transfert des titres ou des actions et les autres dispositions, s'il y a lieu.

The attached Schedule B and Schedule C form an integral part hereto.

7 Limites imposées aux activités

Inscrivez les limites imposées aux activités, s'il y a lieu.

None.

8 Nom et numéro d'entreprise du Québec (NEQ) de chaque société qui fusionne

Faites signer un administrateur ou un dirigeant autorisé de chaque société qui fusionne dans la case prévue à cet effet.

Nom de la société	Numéro d'entreprise du Québec (NEQ)	Signature de l'administrateur ou du dirigeant autorisé
GROUPE DISTINCTION INC.	1164812977	
ACQUISITION CLEAN INC.	1167775007	
9253-6184 QUÉBEC INC.	1167776617	
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Si l'espace prévu est insuffisant, joignez une annexe, identifiez la section et numérotez les pages, s'il y a lieu.

SCHEDULE A

Capital-actions autorisé et limites imposées

The corporation (the "**Corporation**") resulting from the amalgamation (the "**Amalgamation**") of Distinction Group Inc., Clean Acquisition Inc. and 9253-6184 Québec Inc. is authorized to issue an unlimited number of class A common shares (the "**Class A Common Shares**"), class B common shares (the "**Class B Common Shares**"), class A preferred shares (the "**Class A Preferred Shares**"), class B preferred shares (the "**Class B Preferred Shares**") and class C preferred shares (the "**Class C Preferred Shares**").

The rights and restrictions attaching to the shares of the Corporation are as follows:

1. CLASS A COMMON SHARES AND CLASS B COMMON SHARES

(a) **Rank.** Except with respect to voting rights as set forth in section (b) hereof, the Class A Common Shares and the Class B Common Shares shall rank *pari passu* in all respects.

(b) **Voting.** The holders of the Class A Common Shares and the Class B Common Shares are entitled to receive notice of, attend and vote (in person or by proxy) at all meetings of the shareholders of the Corporation, except where holders of another class are entitled to vote separately as a class as provided in the *Business Corporations Act* (Québec), as amended from time to time (the "**QBCA**").

Notwithstanding the number of Class A Common Shares that may be issued and outstanding from time to time, the total number of votes to which the holders of Class A Common Shares, as a class, are entitled at all meetings of shareholders of the Corporation shall be equal to 90% of the voting shares of the Corporation.

Notwithstanding the number of Class B Common Shares that may be issued and outstanding from time to time, the total number of votes to which the holders of Class B Common Shares, as a class, are entitled at all meetings of shareholders of the Corporation shall be equal to 10% of the voting shares of the Corporation.

(c) **Dividends.** Subject to the rights of the holders of the Class A Preferred Shares, Class B Preferred Shares and Class C Preferred Shares, and any other class of shares ranking senior to the Class A Common Shares and the Class B Common Shares, the holders of the Class A Common Shares and the Class B Common Shares are entitled to receive, equally on a per share basis and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends, such dividends as the Board of Directors of the Corporation may from time to time declare, in their absolute discretion.

(d) **Liquidation and Dissolution.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of Class A Preferred Shares, Class B Preferred Shares and Class C Preferred Shares, and any other class of shares ranking senior to the Class A Common Shares and the Class B Common Shares, the holders of the Class A Common Shares and the Class B Common Shares shall be entitled to receive the remaining property and assets of the Corporation and to participate rateably in any distribution thereof without preference or distinction as to the class of common share held.

2. **CLASS A PREFERRED SHARES**

(a) **Non-Voting.** The holders of Class A Preferred Shares are not entitled to receive notice of, attend or vote at meetings of shareholders of the Corporation and the Class A Preferred Shares carry no voting rights, except as otherwise provided in the QBCA.

(b) **Dividends.** The holders of Class A Preferred Shares shall not be entitled to receive any dividends thereon.

(c) **Redemption.** Subject to the provisions of the QBCA, the Corporation shall, immediately after and on the date of the issuance of the Class A Preferred Shares to holders in connection with the Amalgamation (the "**Amalgamation Redemption Date**"), redeem the Class A Preferred Shares and pay the Amalgamation Redemption Amount (as hereinafter defined) in accordance with subsection (ii), as follows:

(i) Except as hereinafter provided or as otherwise determined by the Corporation, no notice of redemption or other act or formality on the part of the Corporation shall be required to call the Class A Preferred Shares for redemption.

(ii) On or before the Amalgamation Redemption Date, the Corporation shall deliver or cause to be delivered to Computershare Investor Services Inc. (the "**Depositary**") at its principal office in the City of Toronto, an amount equal to (A) $4.50 multiplied by (B) the number of Class A Preferred Shares to be issued in connection with the Amalgamation (the "**Amalgamation Redemption Amount**"). Delivery to and receipt by the Depositary of the Amalgamation Redemption Amount, shall be a full and complete discharge of the Corporation's obligation to deliver the Amalgamation Redemption Amount to the holders of Class A Preferred Shares. Any interest on such deposit shall belong to the Corporation or its successor(s) payable upon demand.

(iii) From and after the Amalgamation Redemption Date, (A) the Depositary shall pay and deliver or cause to be paid and delivered to the order of each holder of Class A Preferred Shares, by way of cheque, on presentation and surrender at the office of the Depositary in the City of Toronto of the certificate representing the common shares of the Corporation's predecessor, Distinction Group Inc. – Groupe Distinction Inc., which were converted into Class A Preferred Shares in connection with the Amalgamation and the holder's letter of transmittal or such other documents as the Corporation or the Depositary may, in its discretion, consider acceptable, an amount equal to (x) $4.50 multiplied by (y) the number of Class A Preferred Shares held by such holder immediately following the Amalgamation (in respect of each holder, its "**Amalgamation Redemption Payment**"); and (B) no holder of Class A Preferred Shares shall be entitled to exercise any of the rights of shareholders in respect thereof except to receive from the Depositary its Amalgamation Redemption Payment therefor unless payment of the aforesaid Amalgamation Redemption Payment has not been made in accordance with the foregoing provisions, in which case the rights of such shareholder will remain unaffected. Under no circumstances will interest on any Amalgamation Redemption Payment be payable by the Corporation (or its successor(s)) or the Depositary whether as a result of any delay in paying the Amalgamation Redemption Payment to a holder or otherwise.

(iv) Immediately after the Amalgamation, and subject to the delivery to and receipt by the Depositary of the Amalgamation Redemption Amount pursuant to subsection (ii) above, each Class A Preferred Share shall irrevocably be deemed to be redeemed and cancelled, the Corporation shall be fully and completely discharged from its obligations with respect to the payment of the Amalgamation Redemption Amount to the holders of Class A Preferred Shares, and the rights of each such holder shall be limited to receiving from the Depositary the Amalgamation Redemption Payment payable to it on presentation and surrender of the said certificates held by it or other documents as specified above. Subject to the requirements of applicable law with respect to unclaimed property, if the Amalgamation Redemption Amount has not been fully claimed in accordance with the provisions hereof within six years of the Amalgamation Redemption Date, the unclaimed Amalgamation Redemption Amount shall be forfeited to the Corporation or its successor(s).

(v) All payments hereunder will be net of any taxes the Corporation or its successor(s) are required or entitled to withhold under applicable law.

(d) **Liquidation and Dissolution.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, and subject to the extinguishment of the rights of holders of Class A Preferred Shares upon payment to the Depositary of the Amalgamation Redemption Amount, the holders of the Class A Preferred Shares shall be entitled to receive, after distribution to the holders of the Class C Preferred Shares, the Class B Preferred Shares and any other shares ranking senior to the Class A Preferred Shares, and before any distribution of any part of the assets of the Corporation among the holders of the Class A Common Shares and the Class B Common Shares, for each share, an amount equal to the Amalgamation Redemption Payment and no more.

3. CLASS B PREFERRED SHARES

(a) **Non-Voting.** The holders of Class B Preferred Shares are not entitled to receive notice of, attend or vote at meetings of shareholders of the Corporation and the Class B Preferred Shares carry no voting rights, except as otherwise provided in the QBCA.

(b) **Dividends.** Subject to the rights of the holders of the Class C Preferred Shares and any other class of shares ranking senior to the Class B Preferred Shares, the holders of the Class B Preferred Shares are entitled to receive, equally on a per share basis and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends, such dividends as the Board of Directors of the Corporation may from time to time declare, in its absolute discretion.

(c) **Redemption.** The Corporation may, upon giving notice as hereinafter provided, redeem at any time the Class B Preferred Shares on payment by the Corporation of an amount equal to the amount paid for each such Class B Preferred Share on issue (such amount is hereafter referred to as the "**Class B Preferred Redemption Amount**"), and, unless waived by the holders of the Class B Preferred Shares, the Corporation shall at least 30 days before the date specified for redemption give the holders of the Class B Preferred Shares notice in writing of the intention of the Corporation to redeem the Class B Preferred Shares. The notice shall set out the Class B Preferred Redemption Amount and the date upon which the Corporation shall redeem the Class B Preferred Shares ("**Class B Redemption Date**"). The Corporation shall redeem the Class B Preferred Shares on the Class B Redemption Date by paying each holder of Class B Preferred Shares the Class B Preferred Redemption Amount on presentation and surrender by the holders to the Corporation of the share certificates representing the Class B Preferred Shares. Payment of the Class B Preferred Redemption Amount shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. From and after the Class B Redemption Date, if the Class B Preferred Redemption Amount is paid by the Corporation to the holder, the holder shall cease to be entitled to any dividends or other distributions in respect of the Class B Preferred Shares and shall not be entitled to exercise any rights of a holder of the Class B Preferred Shares in respect thereof. If the Class B Preferred Redemption Amount of the Class B Preferred Shares is not paid, the rights of the holders of the Class B Preferred Shares shall remain unaffected.

(d) **Liquidation and Dissolution.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class B Preferred Shares shall be entitled to receive, after distribution to the holders of the Class C Preferred Shares and before any distribution of any part of the assets of the Corporation among the holders of the Class A Preferred Shares, the Class A Common Shares and the Class B Common Shares and any other shares ranking junior to the Class B Preferred Shares, for each share, an amount equal to the Class B Preferred Redemption Amount per share and no more.

4. CLASS C PREFERRED SHARES

(a) **Non-Voting.** The holders of Class C Preferred Shares are not entitled to receive notice of, attend or vote at meetings of shareholders of the Corporation and the Class C Preferred Shares carry no voting rights, except as otherwise provided in the QBCA.

(b) **Dividends.** The holders of the Class C Preferred Shares are entitled to an annual fixed cumulative preferential dividend in the amount of 4.375% of the Class C Preferred Redemption Amount, as hereinafter defined, on each Class C Preferred Share held, as and when such dividends are declared by the Board of Directors of the Corporation from funds legally available for dividends. The annual fixed cumulative preferential dividend on the Class C Preferred Shares accrues on a daily basis starting from the respective dates of issuance of the Class C Preferred Shares.

Such dividend is payable by the Corporation annually on dates to be fixed from time to time by the Board of Directors of the Corporation. The Board of Directors may also determine whether any such dividend is payable in money or property or by issuing fully paid shares of the Corporation.

If on any dividend payment date, the amount of the dividend payable on such date is not paid in full on all of the issued and outstanding Class C Preferred Shares entitled to the dividend, any amount not paid will be paid on a subsequent date or dates as determined by the Board of Directors of the Corporation.

The Board of Directors of the Corporation is entitled to declare part of the annual fixed cumulative preferential dividend on the Class C Preferred Shares even if the dividend for such year may not be declared in full.

Except with the consent in writing of all of the holders of Class C Preferred Shares, no dividend shall be declared or paid on, or set apart for, any other class of shares of the Corporation ranking junior to the Class C Preferred Shares unless all accrued cumulative dividends on the Class C Preferred Shares then outstanding have been declared or paid or provided for at the date such other dividend is declared, paid or set apart.

The holders of the Class C Preferred Shares are not entitled to any dividend other than or in excess of the fixed cumulative preferential dividend provided for in this paragraph.

(c) **Purchase for Cancellation.** Subject to the QBCA, the Corporation may at any time or times, upon providing 30 days' prior written notice to the holders of Class C Preferred Shares, purchase for cancellation the whole or any part of the Class C Preferred Shares outstanding by agreement with the holders of the shares being purchased at the lowest price at which, in the opinion of the Board of Directors, those shares are obtainable but not exceeding the Class C Preferred Redemption Amount, as hereinafter defined.

In the case of purchase of Class C Preferred Shares by private contract, the Corporation shall not be required to offer to purchase Class C Preferred Shares from all shareholders before proceeding to purchase from any one shareholder nor shall it be required to make such purchases on a pro rata basis. From and after the date of such purchase under the provisions of this paragraph, the shares so purchased shall be cancelled.

(d) **Class C Preferred Redemption Amount.** The Class C Preferred Redemption Amount with respect to each Class C Preferred Share shall be one of the following (the "**Class C Preferred Redemption Amount**"):

(i) in the case of a Class C Preferred Share issued for cash, the cash amount paid by the holder at the time of issuance; or

(ii) in the case of a Class C Preferred Share issued for consideration other than cash, the fair market value of the consideration received on issuance of such Class C Preferred Share.

If the consideration received by the Corporation for the issuance of a Class C Preferred Share is other than cash, the Board of Directors shall determine by resolution the fair market value of such consideration, which determination shall be final and shall bind the Corporation and the holder of such Class C Preferred Share. Any reduction in the issued and paid-up share capital account for the Class C Preferred Shares shall trigger a corresponding reduction in the Class C Preferred Redemption Amount.

(e) **Liquidation and Dissolution.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class C Preferred Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Class A Common Shares, the Class B Common Shares, the Class A Preferred Shares, the Class B Preferred Shares and any other shares ranking junior to the Class C Preferred Shares, for each share, an amount equal to the Class C Preferred Redemption Amount per share together with any unpaid cumulative dividends, whether or not declared, which shall have accrued thereon and which, for such purposes, shall be treated as accruing up to the date of such liquidation, dissolution or winding-up and no more.

In the event that the totality of the assets of the Corporation are not sufficient to repay the entire amount required to be paid to the holders of the Class C Preferred Shares pursuant to the preceding paragraph, the holders of Class C Preferred Shares shall share in the assets of the Corporation proportionately to the number of shares owned by each holder of Class C Preferred Shares.

SCHEDULE B

Restrictions sur le transfert des actions et autres dispositions, le cas échéant

1. There shall be no restriction on the transfer of the Corporation's shares.
2. Annual meetings and special meetings of the shareholders of the Corporation may be held outside the Province of Quebec.
3. The directors of a Corporation that is a reporting issuer or that has 50 or more shareholders may appoint one or more additional directors who shall hold office for a term expiring no 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.

SCHEDULE C

Modalité de conversion d'actions

The manner in which the issued and outstanding shares of the share capital of each amalgamating corporation are to be converted into shares of the amalgamated corporation ("**Amalco**") is set out below:

a) each issued and outstanding Common Share of Clean Acquisition Inc. will be exchanged for one Amalco Class A Common Share;

b) each issued and outstanding Class A Share of 9253-6184 Québec Inc. will be exchanged for one Amalco Class A Preferred Share;

c) each issued and outstanding Class B Share of 9253-6184 Québec Inc. will be exchanged for one Amalco Class B Common Share;

d) each issued and outstanding Common Share of Distinction Group Inc. ("**GDI**"), other than those held by dissenting shareholders and newco(s), if any, will be exchanged for one Amalco Class A Preferred Share;

e) each issued and outstanding GDI Common Share held by newco(s), if any, will be exchanged for one Amalco Class B Preferred Share;

f) each issued and outstanding GDI Preferred Share will be exchanged for one Amalco Class C Preferred Share;

g) dissenting shareholders will be entitled to be paid the fair market value of their GDI Common Shares or GDI Preferred Shares, as applicable, by Amalco, and their GDI Common Shares or GDI Preferred Shares, as applicable, will be cancelled; and

h) each issued and outstanding share of an amalgamating corporation held by another amalgamating corporation shall be cancelled without any repayment of capital in respect thereof.

In lieu of fractional shares, each fractional interest in an Amalco share will be rounded up or down, as the case may be, to the nearest whole number of Amalco share.