



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

BIOX CORPORATION

Corporate name / Dénomination sociale

855181-2

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

2013-10-01

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 186)

FORMULAIRE 9
STATUTS DE FUSION
(ARTICLE 186)

Form 9

1 -- Name of the Amalgamated Corporation

BIOX CORPORATION

Dénomination sociale de la société issue de la fusion

2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address)

Ontario

La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

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

The annexed Schedule A is incorporated in this form.

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 -- Restrictions, if any, on share transfers

None

Restrictions sur le transfert des actions, s'il y a lieu

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Minimum: Maximum:

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimal: Maximal:

6 -- Restrictions, if any, on business the corporation may carry on

None

Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 -- Other provisions, if any

The 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.

Autres dispositions, s'il y a lieu

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

☐ 183

☒ 184(1)

☐ 184(2)

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

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 sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature
BIOX Corporation	454752-7	
BIOX Hamilton II Inc.	734594-1	
BIOX Montreal Inc.	734595-0	

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 280(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 280(1) de la LCSA).

SCHEDULE A

ARTICLES OF AMALGAMATION

The Corporation is authorized to issue an unlimited number of common shares, the rights, privileges, restrictions and conditions of which are set out below.

1. The rights, privileges, restrictions and conditions attaching to the common shares are as follows:
 - (a) **Payment of Dividends:** The holders of the common shares will be entitled to receive dividends if, 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 in such amounts and payable in such manner as the board of directors may from time to time determine.
 - (b) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares will, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, be entitled to participate in the distribution. Such distribution will be made in equal amounts per share on all common shares at the time outstanding without preference or distinction.
 - (c) **Voting Rights:** The holders of the common shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each common share held at all such meetings.