

Certificate of Amalgamation

Certificat de fusion

Business Corporations Act

Loi sur les sociétés par actions

DATA COMMUNICATIONS MANAGEMENT CORP./ GESTION DES
COMMUNICATIONS DATA CORP.

Corporation Name / Dénomination sociale

1000066554

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

January 01, 2022 / 01 janvier 2022

Barbara Duckitt

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amalgamation is not complete
without the Articles of Amalgamation

Certified a true copy of the record of the
Ministry of Government and Consumer Services.

Barbara Duckitt

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne
contient pas les statuts de fusion

Copie certifiée conforme du dossier du
ministère des Services gouvernementaux et des
Services aux consommateurs.

Barbara Duckitt

Directeur ou registrateur



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name

DATA COMMUNICATIONS MANAGEMENT CORP./ GESTION DES COMMUNICATIONS DATA CORP.

2. Registered Office Address

9195 Torbram Road, Brampton, Ontario, Canada, L6S 6H2

3. Number of Directors

Minimum/Maximum

Min 1 / Max 10

4. The director(s) is/are:

Full Name

Gregory COCHRANE

Resident Canadian

Yes

Address for Service

9195 Torbram Road, Brampton, Ontario, Canada, L6S 6H2

Full Name

Merri JONES

Resident Canadian

Yes

Address for Service

9195 Torbram Road, Brampton, Ontario, Canada, L6S 6H2

Full Name

Richard KELLAM

Resident Canadian

Yes

Address for Service

9195 Torbram Road, Brampton, Ontario, Canada, L6S 6H2

Full Name

James MURRAY

Resident Canadian

Yes

Address for Service

9195 Torbram Road, Brampton, Ontario, Canada, L6S 6H2

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

A handwritten signature in black ink, appearing to read "Barbara Duckitt".

Director/Registrar, Ministry of Government and Consumer Services

Full Name Michael G. SIFTON
Resident Canadian Yes
Address for Service 9195 Torbram Road, Brampton, Ontario, Canada, L6S 6H2

Full Name J.R. Kingsley WARD
Resident Canadian Yes
Address for Service 9195 Torbram Road, Brampton, Ontario, Canada, L6S 6H2

Full Name Derek WATCHORN
Resident Canadian Yes
Address for Service 9195 Torbram Road, Brampton, Ontario, Canada, L6S 6H2

5. Method of Amalgamation

B. Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries.

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
DATA COMMUNICATIONS MANAGEMENT CORP./ GESTION DES COMMUNICATIONS DATA CORP.	5008461	December 15, 2021
PERENNIAL INC.	1994941	December 15, 2021

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":
None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:

The Corporation is authorized to issue an unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

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. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation. (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 the 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.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

None.

10. Other provisions:

None.

The articles have been properly executed by the required person(s).

Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

Supporting Document - Schedule "B"

The directors' resolutions of each amalgamating corporation as required under section 177 of the Business Corporations Act

SCHEDULE A

**DATA COMMUNICATIONS MANAGEMENT CORP.
PERENNIAL INC.
(collectively, the "Corporations")**

STATEMENT

I, James Lorimer, Chief Financial Officer of each of the Corporations, refers to the proposed amalgamation of the Corporations and hereby state that:

1. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of each amalgamating corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the said amalgamation.
2. No creditor has notified either Corporation that such creditor objects to the proposed amalgamation.

DATED 27 December, 2021.



James Lorimer
Chief Financial Officer

SCHEDULE B

PERENNIAL INC.

The undersigned, being all the directors of Perennial Inc. (the "**Corporation**"), sign the following resolutions as of December 27, 2021:

AMALGAMATION

RECITALS:

- A. The Corporation is a wholly-owned subsidiary of DATA Communications Management Corp. (the "**Holding Corporation**").
- B. The Corporation and the Holding Corporation wish to amalgamate and continue as one corporation (the "**Amalgamated Corporation**") pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Amalgamation**").

RESOLVED that:

- 1. The Amalgamation is approved and authorized.
- 2. Upon the Amalgamation becoming effective, all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
- 3. The articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Holding Corporation.
- 4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation.
- 5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Holding Corporation, as such by-laws may be supplemented, amended or repealed from time to time after the Amalgamation becoming effective in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
- 6. Each director and officer of the Corporation, acting alone, is authorized to do all such acts and things and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents as in such director's or officer's opinion may be necessary or desirable to complete the Amalgamation.

ELECTRONIC TRANSMISSION

RESOLVED that receipt by the Corporation by electronic transmission of a signed signature page to these resolutions from any director will be as effective as receipt of an original signed copy of these resolutions by the Corporation.

Effective as of the date first above written.

[signature page follows]



Gregory Cochrane



James Lorimer

SCHEDULE B
CERTIFICATE

I, James E. Lorimer, the Chief Financial Officer of Data Communications Management Corp. (the “**Corporation**”), certify for and on behalf of the Corporation, and not in my personal capacity and without personal liability, that attached as Schedule A is a copy of an extract from a resolution duly passed by the board of directors of the Corporation at a meeting held on December 15, 2021, which resolution is in full force and effect and has not been amended or rescinded.

DATED as of December 28, 2021.

A handwritten signature in black ink, appearing to read "James Lorimer", is positioned above a horizontal line.

James E. Lorimer, Chief Financial Officer

SCHEDULE A

Internal Reorganization

The Chair noted that, for purposes of operational efficiencies, the Corporation proposed to complete an internal reorganization pursuant to which the Corporation would amalgamate with its wholly-owned subsidiary, Perennial Inc., effective January 1, 2022. He further noted that the amalgamated corporation would be named "DATA Communications Management Corp." and that the amalgamation would have no adverse impact on the day-to-day operations of the Corporation's business. A discussion regarding the proposed amalgamation then ensued. After discussion, on motion duly made, seconded and carried, the following resolutions were passed:

AMALGAMATION

RECITALS:

- A. Perennial Inc. (the "Subsidiary") is a wholly-owned subsidiary of the Corporation.
- B. The Corporation and the Subsidiary wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to the provisions of subsection 177(1) of the Business Corporations Act (Ontario) (the "Amalgamation").

RESOLVED that:

- 1. The Amalgamation is approved and authorized.
- 2. Upon the Amalgamation becoming effective, all the shares of the Subsidiary shall be cancelled without any repayment of capital in respect thereof.
- 3. The articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Corporation.
- 4. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation.
- 5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation, as such by-laws may be supplemented, amended or repealed from time to time after the Amalgamation becoming effective in accordance with the provisions of the Business Corporations Act (Ontario) relating to the making, amending and repealing of by-laws.
- 6. Each director and officer of the Corporation, acting alone, is authorized to do all such acts and things and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver, and to file with applicable regulatory authorities, all such documents, instruments, press releases and reports, as in such director's or officer's opinion may be necessary or desirable in connection with the Amalgamation.