Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

LUMENPULSE INC.

Corporate name / Dénomination sociale

1028746-6

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.

Virginie Ethier

Virginie Ethier

Director / Directeur

2017-06-20

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)

Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)

1 - Corporate name of the amalgamated corporation

LUMENPULSE INC.

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

Quebec

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

See attached Schedule A.

4 - Restrictions, if any, on share transfers

NIL

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

Minimum number 3 **Maximum number** 10

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

NIL

7 - Other provisions, if any

See attached Schedule B.

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

☐	**183 - Long form :** approved by special resolution of shareholders	☑	**184(1) - Vertical short-form :** approved by resolution of directors	☐	**184(2) - Horizontal short-form :** approved by resolution of directors

9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
LUMENPULSE INC.	784054-3	
ÉCLAIRAGE LUMENPULSE INC./	1021245-8	
LUMENPULSE LIGHTING INC.		

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 to both (subsection 250(1) of the CBCA).*

Canada

SCHEDULE A
TO THE ARTICLES OF AMALGAMATION

The unlimited share capital of the Corporation shall consist of two (2) classes of shares to which shall attach the following rights, some of which may be exercised according to the procedure which follows:

A. Common Shares

The Corporation shall be authorized to issue an unlimited number of Common shares which shall have attached the following rights, privileges, restrictions and conditions:

1. The holders of the Common shares shall be entitled to one vote for each Common share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series.

2. The holders of the Common shares shall be entitled to receive, subject to the rights privileges, restrictions and conditions attached to any other classes of shares ranking in priority to the Common shares with respect to dividends, any dividend declared by the Corporation in respect of the Common shares.

3. The holders of the Common shares shall be entitled to receive, subject to the rights, privileges, restrictions and conditions attached to any other classes of shares ranking in priority to the Common shares upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets among the shareholders for the purpose of winding up the affairs of the Corporation, the remaining property and assets of the Corporation available for distribution, after payment of liabilities, upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets among the shareholders for the purpose of winding up the affairs of the Corporation."

B. Preferred Shares

The Corporation shall be authorized to issue an unlimited number of Preferred shares which shall have attached the following rights, privileges, restrictions and conditions:

1. The Preferred shares may at any time and from time to time be issued in one or more series.

2. Subject to the *Canada Business Corporations Act*, the Board of Directors may fix, before the issue thereof, the number of, the consideration per share, the designation of, the rights, privileges, restrictions and conditions attaching to the Preferred shares of each series, which rights, privileges, restrictions and conditions may include, without limitation, any voting rights, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms and conditions of redemption or purchase, any conversion or exchange features or rights, any rights on the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets among the shareholders for the purpose of winding up the affairs of the Corporation, and any sinking fund or other provisions, the whole to be subject to the

issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the Preferred shares of the series in question.

3. The Preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets among the shareholders for the purpose of winding up the affairs of the Corporation, rank on a parity with the Preferred shares of every other series and be entitled to preference over the Common shares and any other shares ranking junior to the Preferred shares with respect to payment of dividends and the distribution of the remaining property or assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets among the shareholders for the purpose of winding up the affairs of the Corporation. If any cumulative dividends (whether or not declared) or non-cumulative dividends declared or amounts payable on any such distribution of assets constituting a return of capital in respect of the Preferred shares of any series is not paid in full, the Preferred shares of such series shall participate rateably with the Preferred shares of every other series in accordance with the amounts that would be payable on such Preferred shares if all such dividends were declared and paid in full or the sums that would be payable on such Preferred shares on such a return of capital were paid in full, as the case may be.

SCHEDULE B
TO THE ARTICLES OF AMALGAMATION

The directors 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.