



| First name, initials and surname<br><i>Prénom, initiales et nom de famille</i> | Address for service, giving Street & No. or R.R.<br>No., Municipality and Postal Code.<br><i>Domicile élu, y compris la rue et le<br/>numéro, le numéro de la R.R. ou le nom de la<br/>municipalité et le code postal</i> | Resident<br>Canadian<br>State<br>Yes or No<br><i>Résident<br/>Canadien<br/>Oui/Non</i> |
|--------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| Reetu Gupta                                                                    | 20 Dalhousie St, Toronto, Ontario, Canada M5B 2A5                                                                                                                                                                         | Yes                                                                                    |
| David Oliver                                                                   | 20 Dalhousie St, Toronto, Ontario, Canada M5B 2A5                                                                                                                                                                         | Yes                                                                                    |

5. Method of amalgamation, check A or B  
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :



The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or  
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :



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.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.  
et sont énoncés textuellement aux présents statuts.

| Names of amalgamating corporations<br>Dénomination sociale des sociétés qui fusionnent | Ontario Corporation Number<br>Numéro de la société en Ontario | Date of Adoption/Approval<br>Date d'adoption ou d'approbation |               |             |
|----------------------------------------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|---------------|-------------|
|                                                                                        |                                                               | Year<br>année                                                 | Month<br>mois | Day<br>jour |
| Zonetail Inc.                                                                          | 003081736                                                     | 2018                                                          | 10            | 19          |
| Revelstoke Subco Inc.                                                                  | 002659667                                                     | 2018                                                          | 11            | 08          |

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

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:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

#### Common Shares

**Voting:** The holders of the Common Shares shall be entitled to one vote in respect of each Common Share held at any meeting of the shareholders of the corporation except meetings at which only holders of a specified class or series of shares are entitled to vote.

**Dividends:** The holders of the Common Shares shall be entitled to receive dividends as and when declared by the directors in their discretion from time to time out of moneys of the corporation properly applicable to the payment of dividends.

**Winding-Up:** In the event of the liquidation, dissolution or winding-up of the corporation or other distribution of the assets of the corporation among its shareholders, the holders of the Common Shares shall be entitled to share pro rata in the distribution of the balance of the assets of the corporation.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

None

10. Other provisions, (if any):  
Autres dispositions, s'il y a lieu :

None

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

ZONETAIL INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Mark Holmes

Print name of signatory /  
Nom du signataire en lettres moulées

Chief Executive Officer

Description of Office / Fonction

REVELSTOKE SUBCO INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Craig Leon

Print name of signatory /  
Nom du signataire en lettres moulées

Chief Executive Officer

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

## **SCHEDULE "A"**

### **STATEMENT OF DIRECTOR OR OFFICER**

1. I am the Chief Executive officer of **Revelstoke Subco Inc.** (the "Amalgamating Corporation") and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of the Amalgamating Corporation and have made such enquiries and investigations as are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
  - (a) the Amalgamating Corporation is and the corporation to be formed by its amalgamation with **Zonetail Inc.** (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Amalgamating Corporation will be prejudiced by such amalgamation.

[SIGNATURE PAGE FOLLOWS]

Dated as of the 8 day of November, 2018.

A handwritten signature in blue ink, consisting of stylized, overlapping strokes that form a cursive-like representation of the name 'Craig Leon'.

---

Craig Leon

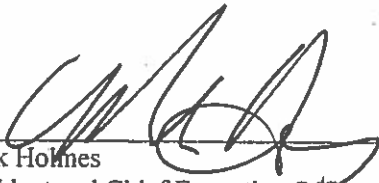
## **SCHEDULE "A"**

### **STATEMENT OF DIRECTOR OR OFFICER**

1. I am the President and Chief Executive Officer of **Zonetail Inc.** (the "Amalgamating Corporation") and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of the Amalgamating Corporation and have made such enquiries and investigations as are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
  - (a) the Amalgamating Corporation is and the corporation to be formed by its amalgamation with **Revelstoke Subco Inc.** (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Amalgamating Corporation will be prejudiced by such amalgamation.

[SIGNATURE PAGE FOLLOWS]

DATED as of November 8, 2018.

  
\_\_\_\_\_  
Mark Holmes  
President and Chief Executive Officer

## SCHEDULE "B"

### AMALGAMATION AGREEMENT

THIS AGREEMENT dated November 8, 2018.

BETWEEN:

**ZONETAIL INC.**

**As Amalgamating Corporation 1**

**- and -**

**REVELSTOKE SUBCO INC.**

**As Amalgamating Corporation 2**

#### **RECITALS:**

- A. Each of Amalgamating Corporation 1 and Amalgamating Corporation 2 is a corporation existing under the *Business Corporations Act* (Ontario).
- B. The authorized capital of Amalgamating Corporation 1 consists of an unlimited number of common shares of which 60,984,830 common shares are issued and outstanding as fully-paid and non-assessable shares of Amalgamating Corporation 1.
- C. The authorized capital of Amalgamating Corporation 2 consists of an unlimited number of common shares of which 100 common shares are issued and outstanding as fully-paid and non-assessable shares of Amalgamating Corporation 2.
- D. Amalgamating Corporation 1 and Amalgamating Corporation 2 wish to amalgamate under section 174 of the Act.

IN CONSIDERATION of the mutual covenants and agreements contained in this Agreement and for other good and valuable consideration (the receipt and adequacy of which are acknowledged), the Parties agree as follows:

#### **1. INTERPRETATION**

**1.1** In this Agreement, including the Recitals to this Agreement, unless the context otherwise requires:

- (1) "Act" means the *Business Corporations Act* (Ontario).
- (2) "Agreement" means this amalgamation agreement, including all Schedules to this amalgamation agreement, as amended from time to time in accordance with its provisions.
- (3) "Amalgamated Corporation" has the meaning ascribed to that term in Section 2.
- (4) "Amalgamating Corporation 1" means Zonetail Inc., a corporation existing under the Act.
- (5) "Amalgamating Corporation 2" means Revelstoke Subco Inc., a corporation existing under the Act.

- (6) **"Amalgamating Corporations"** means Amalgamating Corporation 1 and Amalgamating Corporation 2, and **"Amalgamating Corporation"** means either of them.
- (7) **"Parties"** means collectively Amalgamating Corporation 1 and Amalgamating Corporation 2, and **"Party"** means either of them.

**1.2 In this Agreement:**

- (a) the division into Sections and the insertion of headings are for convenience of reference only and do not affect the construction or interpretation of this Agreement;
- (b) the expressions "hereof", "herein", "hereto", "hereunder", "hereby" and similar expressions refer to this Agreement and not to any particular portion of this Agreement; and
- (c) unless specified otherwise or the context otherwise requires:
- (i) references to any Section are references to the Section of this Agreement;
  - (ii) "including" or "includes" means "including (or includes) but is not limited to" and shall not be construed to limit any general statement preceding it to the specific or similar items or matters immediately following it;
  - (iii) references to any legislation, statutory instrument or regulation or a section thereof, are references to the legislation, statutory instrument, regulation or section as amended, restated and re-enacted from time to time; and
  - (iv) words in the singular include the plural and vice-versa and words in one gender include all genders.

**1.3 The following schedule is attached to and form part of this Agreement:**

Schedule I - Share Capital

**2. AMALGAMATION**

Effective November 8, 2018, Amalgamating Corporation 1 and Amalgamating Corporation 2 shall amalgamate under section 174 of the Act and continue as one corporation (the **"Amalgamated Corporation"**) under the terms and conditions set out in the Agreement.

**3. NAME**

The name of the Amalgamated Corporation shall be **"Zonetail Inc."**.

**4. REGISTERED OFFICE**

The registered office of the Amalgamated Corporation shall be in the province of Ontario and shall be located at 20 Dalhousie Street, Toronto, Ontario, M5B 2A5.

**5. RESTRICTIONS ON BUSINESS**

There shall be no restrictions on the business that the Amalgamated Corporation may carry on or the powers that the Amalgamated Corporation may exercise.

**6. SHARE CAPITAL**

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

**6.2** The 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, are as set out in attached Schedule 1.

**7. RESTRICTIONS ON SHARE TRANSFERS**

There shall be no restrictions on the transfer of shares of the Amalgamated Corporation.

**8. CONVERSION AND/OR CANCELLATION OF SHARES**

On the amalgamation becoming effective:

- (a) each issued and fully-paid common share of Amalgamating Corporation 1 shall be converted into one issued and fully-paid common share of the Amalgamated Corporation; and
- (b) each issued and fully-paid common share of Amalgamating Corporation 2 shall be cancelled without any repayment of capital in respect thereof.

**9. DIRECTORS AND OFFICERS**

**9.1** The minimum number of directors of the Amalgamated Corporation shall be one (1) and the maximum number of directors of the Amalgamated Corporation shall be ten (10).

**9.2** The first directors of the Amalgamated Corporation shall be the individuals listed on the attached Schedule 2.

**9.3** The officers of the Amalgamated Corporation shall be the individuals listed on the attached Schedule 2, to hold office at the pleasure of the board of directors.

**10. BY-LAWS**

The by-laws of the Amalgamated Corporation shall be the by-laws of Amalgamating Corporation 1. These by-laws of the Amalgamated Corporation may be inspected at Borden Ladner Gervais LLP, 22 Adelaide Street West, Suite 3400, Toronto, Ontario, M5H 4E3 during normal business hours.

**11. FURTHER ASSURANCES**

Each Party shall promptly do, execute, deliver or cause to be done, executed or delivered all further acts, documents and matters in connection with this Agreement that the other Party may reasonably require, for the purposes of giving effect to this Agreement, including completing and sending the documents required under section 178 of the Act to the Director under the Act.

**12. TERMINATION**

At any time before the endorsement of a Certificate of Amalgamation under the Act, this Agreement may be terminated by the board of directors of either Amalgamating Corporation despite the approval of this Agreement by the shareholders of both or either of the Amalgamating Corporations.

**13. ENUREMENT**

This Agreement shall enure to the benefit of and be binding on the Parties and their respective successors. This Agreement may not be assigned by either Party.

**14. ENTIRE AGREEMENT**

This Agreement constitutes the entire agreement between the Parties pertaining to the subject matter of this Agreement and supersedes all prior correspondence, agreements, negotiations, discussions and understandings, if any, written or oral.

**15. GOVERNING LAW**

This Agreement and any dispute arising from or in relation to this Agreement shall be governed by, and interpreted and enforced in accordance with, the laws of the province of Ontario and the laws of Canada applicable in that province.

**16. COUNTERPARTS**

This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one agreement. Delivery of an executed counterpart of this Agreement by facsimile or transmitted electronically in legible form, including without limitation in a tagged image format file (TIFF) or portable document format (PDF), shall be equally effective as delivery of a manually executed counterpart of this Agreement.

[SIGNATURE PAGE FOLLOWS]

THIS AGREEMENT has been duly executed by the Parties as of the date first stated above.

**ZONETAIL INC.**

By: \_\_\_\_\_

  
**Mark Holmes**  
President and Chief Executive Officer

**REVELSTOKE SUBCO INC.**

By: \_\_\_\_\_

  
**Craig Leon**  
Chief Executive Officer & President

## **SCHEDULE I TO THE AMALGAMATION AGREEMENT**

### **SHARE CAPITAL**

The 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, are:

#### **Common Shares**

**Voting:** The holders of the common shares shall be entitled to one vote in respect of each common share held at any meeting of the shareholders of the corporation except meetings at which only holders of a specified class or series of shares are entitled to vote.

**Dividends:** The holders of the common shares shall be entitled to receive dividends as and when declared by the directors in their discretion from time to time out of moneys of the corporation properly applicable to the payment of dividends.

**Winding-Up:** In the event of the liquidation, dissolution or winding-up of the corporation or other distribution of the assets of the corporation among its shareholders, the holders of the common Shares shall be entitled to share pro rata in the distribution of the balance of the assets of the corporation.

SCHEDULE 2 TO THE AMALGAMATION AGREEMENT

**DIRECTORS:**

| <u>Name</u>           | <u>Address for Service</u>                   | <u>Resident<br/>Canadian</u> |
|-----------------------|----------------------------------------------|------------------------------|
| Mark Holmes           | 20 Dalhousie St, Toronto, ON M5B 2A5         | Yes                          |
| Paul Scott            | 201 Daisy Avenue, Pasadena, CA, USA 91107    | No                           |
| William Morris Rogers | 11 The Fairway, Woodstock ,Georgia USA 30188 | No                           |
| Adam Topp             | 20 Dalhousie St, Toronto, ON M5B 2A5         | Yes                          |
| Reetu Gupta           | 20 Dalhousie St, Toronto, ON M5B 2A5         | Yes                          |
| David Oliver          | 20 Dalhousie St, Toronto, ON M5B 2A5         | Yes                          |

**OFFICERS:**

| <u>Name</u>     | <u>Address for Service</u>           | <u>Titles</u>                            |
|-----------------|--------------------------------------|------------------------------------------|
| Mark Holmes     | 20 Dalhousie St, Toronto, ON M5B 2A5 | President and Chief<br>Executive Officer |
| Daniel Crandall | 20 Dalhousie St, Toronto, ON M5B 2A5 | Chief Financial Officer &<br>Secretary   |
| Brian Davies    | 20 Dalhousie St, Toronto, ON M5B 2A5 | Vice-President of Sales                  |
| Ken Singh       | 20 Dalhousie St, Toronto, ON M5B 2A5 | Director of Business<br>Development      |