



4. The director(s) is/are:  
Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
David Del Chiaro	1106 Dearness Drive, Suite 4 London, Ontario, Canada N6E 1N9	Yes
Michael Brown	1106 Dearness Drive, Suite 4 London, Ontario, Canada N6E 1N9	Yes
Edwin Nordholm	1106 Dearness Drive, Suite 4 London, Ontario, Canada N6E 1N9	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 Posera Ltd.  
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de Posera Ltd.

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

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Posera Ltd.	1943643	2016	12	28
A. & A. Point of Sales Solutions Inc.	1030198	2016	12	28

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.

There shall be no restrictions on the activities that the corporation is authorized to carry on.

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 shares designated as the "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 :

## 1. COMMON SHARES

Subject to the rights of any class of shares that are expressed to rank in prior to them, the Common Shares shall have the following rights, privileges, restrictions and conditions:

### (a) Payment of Dividends

The holders of the Common Shares shall 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 rateably with the holders of the Common Shares, the Board of Directors may in their 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 shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Common Shares, be entitled to participate rateably in any distribution of the assets of the Corporation.

### (c) Voting Rights

The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) 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:  
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.

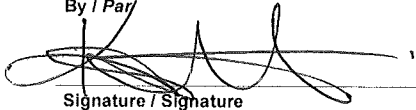
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

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.**

Posera Ltd.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Kevin Mills

Print name of signatory /  
Nom du signataire en lettres moulées

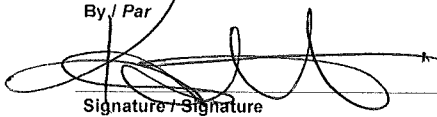
Chief Financial Officer

Description of Office / Fonction

A. & A. Point of Sales Solutions Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Kevin Mills

Print name of signatory /  
Nom du signataire en lettres moulées

Secretary

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

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Nom du signataire en lettres moulées

Description of Office / Fonction

**SCHEDULE "A-1"**

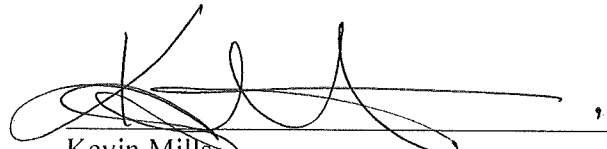
OFFICER'S STATEMENT  
PURSUANT TO SUBSECTION 178(2)  
OF THE BUSINESS CORPORATIONS ACT (ONTARIO)

RE: Amalgamation of Posera Ltd. and A. & A. Point of Sales Solutions Inc. (the "**Amalgamation**") to form Posera Ltd. (the "**Amalgamated Corporation**")

I, Kevin Mills, make this statement in respect of the Amalgamation pursuant to Section 178(2) of the *Business Corporations Act* (Ontario) (the "**Act**"):

1. I am the Chief Financial Officer of Posera Ltd. (the "**Corporation**").
2. I have conducted an examination of the books and records of the Corporation and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
  - (a) the Corporation is, and the Amalgamated Corporation continuing from the Amalgamation will be, able to pay their respective liabilities as they become due;
  - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Corporation will be prejudiced by the Amalgamation.

DATED the 28<sup>th</sup> day of December, 2016.

  
Kevin Mills



**SCHEDULE "A-2"**

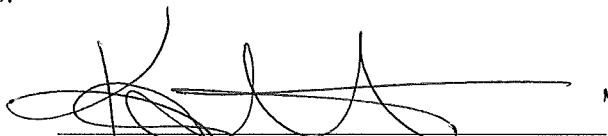
**OFFICER'S STATEMENT  
PURSUANT TO SUBSECTION 178(2)  
OF THE BUSINESS CORPORATIONS ACT (ONTARIO)**

RE: Amalgamation of Posera Ltd. and A. & A. Point of Sales Solutions Inc. (the "**Amalgamation**") to form Posera Ltd. (the "**Amalgamated Corporation**")

I, Kevin Mills, make this statement in respect of the Amalgamation pursuant to Section 178(2) of the *Business Corporations Act* (Ontario) (the "**Act**"):

1. I am the Secretary of A. & A. Point of Sales Solutions Inc. (the "**Corporation**").
2. I have conducted an examination of the books and records of the Corporation and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
  - (a) the Corporation is, and the Amalgamated Corporation continuing from the Amalgamation will be, able to pay their respective liabilities as they become due;
  - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Corporation will be prejudiced by the Amalgamation.

DATED the 28<sup>th</sup> day of December, 2016.

  
Kevin Mills

**SCHEDULE "B-1"**  
**RESOLUTIONS OF THE DIRECTORS**  
**OF**  
**POSERA LTD.**  
(the "Corporation")

**Approval of Amalgamation with A. & A. Point of Sales Solutions Inc.**

**CONTEXT**

- A.** The Corporation and A. & A. Point of Sales Solutions Inc. are both governed by the *Business Corporations Act* (Ontario) (the "Act").
- B.** A. & A. Point of Sales Solutions Inc. is the Corporation's wholly-owned subsidiary.
- C.** The Corporation and A. & A. Point of Sales Solutions Inc. have agreed to amalgamate pursuant to Section 177(1) of the Act.

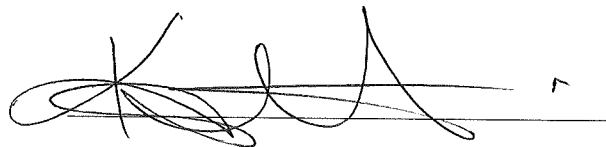
**RESOLVED THAT:**

- 1. The Corporation's amalgamation with A. & A. Point of Sales Solutions Inc., pursuant to Section 177(1) of the Act, is approved.
- 2. All shares in the capital of A. & A. Point of Sales Solutions Inc., including all shares which have been issued and are outstanding at the date of these resolutions, will be cancelled without any repayment of capital in respect of those shares.
- 3. Upon the issuance of a Certificate of Amalgamation under Section 178(4) of the Act, the issued and outstanding shares of the Corporation will be the shares of the amalgamated corporation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Corporation's Articles.
- 5. The by-laws of the amalgamated corporation will be the same as the by-laws of the Corporation.
- 6. The directors of the Corporation will be the directors of the amalgamated corporation.
- 7. No securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation.
- 8. Any director or officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

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CERTIFIED to be a true and correct copy of resolutions consented to by all of the directors of Posera Ltd., which resolutions are dated December 28, 2016 and are in full force and effect unamended as of the date hereof.

DATED December 28, 2016.

A handwritten signature in black ink, appearing to read 'Kevin Mills', is written over a horizontal line. The signature is stylized with loops and a long horizontal stroke.

Chief Financial Officer – Kevin Mills

**SCHEDULE “B-2”**  
**RESOLUTIONS OF THE SOLE DIRECTOR**  
**OF**  
**A. & A. POINT OF SALES SOLUTIONS INC.**  
(the “Corporation”)

**Approval of Amalgamation with Posera Ltd.**

**CONTEXT**

- A.** The Corporation and Posera Ltd. are both governed by the *Business Corporations Act* (Ontario) (the “Act”).
- B.** The Corporation is a wholly-owned subsidiary of Posera Ltd.
- C.** The Corporation and Posera Ltd. have agreed to amalgamate pursuant to Section 177(1) of the Act.

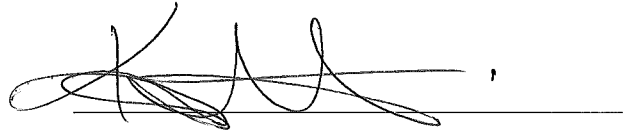
**RESOLVED THAT:**

- 1. The Corporation’s amalgamation with Posera Ltd., pursuant to Section 177(1) of the Act, is approved.
- 2. Upon the issuance of a Certificate of Amalgamation under Section 178(4) of the Act, all shares in the capital of the Corporation, including all shares that have been issued and are outstanding at the date of these resolutions, will be cancelled without any repayment of capital in respect of those shares.
- 3. Upon the issuance of a Certificate of Amalgamation under Section 178(4) of the Act, the issued and outstanding shares of Posera Ltd. will be the shares of the amalgamated corporation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as Posera Ltd.’s Articles.
- 5. The by-laws of the amalgamated corporation will be the same as the by-laws of Posera Ltd.
- 6. The directors of Posera Ltd. will be the directors of the amalgamated corporation.
- 7. No securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation.
- 8. Any director or officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

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CERTIFIED to be a true and correct copy of resolutions consented to by the sole director of A. & A. Point of Sales Solutions Inc., which resolutions are dated December 28, 2016 and are in full force and effect unamended as of the date hereof.

DATED December 28, 2016.

A handwritten signature in black ink, appearing to read 'KM', is written over a horizontal line. The signature is stylized and cursive.

Secretary – Kevin Mills