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Ministry of Government
and Consumer Services

Ministère des Services
gouvernementaux et des
Services aux consommateurs

Ontario

CERTIFICATE

This is to certify that these
articles are effective on

CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

JANUARY 01 JANVIER, 2018

Barbara Luckitt

③

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Ontario Corporation Number
Numéro de la société en Ontario

1988006

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

ARTICLES OF AMALGAMATION STATUTS DE FUSION

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

C	H	A	P	L	E	A	U		P	U	B	L	I	C		U	T	I	L	I	T	I	E	S		C	O	R	P
O	R	A	T	I	O	N																							

2. The address of the registered office is:
Adresse du siège social:

110 LORNE STREET SOUTH, BOX 670

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

CHAPLEAU

ONTARIO

P 0 M 1 K 0

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs:

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1

7

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

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code 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	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
KEVIN LINDQUIST	141 MONK STREET, BOX 144 CHAPLEAU, ONTARIO, CANADA P0M 1K0	Yes
ANDRE BYHAM	120 LANSLOWNE STREET SOUTH, BOX 26 CHAPLEAU, ONTARIO, CANADA P0M 1K0	Yes
GERARD BERNIER	181 DEMERS STREET, BOX 895 CHAPLEAU, ONTARIO, CANADA P0M 1K0	Yes
PAUL BERNIER	44 LORNE STREET SOUTH, BOX 1809 CHAPLEAU, ONTARIO, CANADA P0M 1K0	Yes

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

A - Amalgamation Agreement / Convention de fusion :

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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

CHAPLEAU PUBLIC UTILITIES CORPORATION

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
CHAPLEAU ENERGY SERVICES CORPORATION	1498252	2017	12	01
CHAPLEAU PUBLIC UTILITIES CORPORATION	1353009	2017	12	01

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.

N/A

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 :

The corporation is authorized to issue:

- (a) an unlimited number of non-voting Class A special shares;
- (b) an unlimited number of non-voting Class B special shares; and
- (c) 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 :

The rights, privileges, restrictions and conditions attaching to the Class A special shares, the Class B special shares and the common shares are as follows:

A. Class A Special Shares

The Class A special shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Definitions:

In these share conditions, the following words and phrases shall have the following applicable meanings:

- (i) "redemption amount" of each Class A special share means One Hundred Dollars (\$100.00);
- (ii) "redemption price" of each Class A special share means the redemption amount together with any dividends declared thereon and unpaid; and
- (iii) "Act" means the *Business Corporations Act* (Ontario).

(b) Dividends:

Subject to any shareholders agreement to the contrary, the holders of the Class A special shares shall in each year in the discretion of the directors, but always in preference to any payment of dividends on the Class B special shares and the common shares, be entitled, out of any or all profits or surplus available for dividends, to a non-cumulative cash dividend payable annually in such amount as may be determined and fixed from time to time by resolution of the Board of Directors; the holders of Class A special shares shall not be entitled to any dividend other than or in excess of the non-cumulative cash dividend as may be declared in the discretion of the directors as hereinabove provided.

(c) Redemption at the Option of the Corporation:

- (i) The Corporation may, at its option, and without the consent of the holders of the Class A special shares, redeem all or from time to time any part of the outstanding Class A special shares on payment for each share to be redeemed of an amount equal to the redemption price.
- (ii) Before redeeming any Class A special shares, the Corporation shall mail to each person who, at the date of such mailing, is a registered holder of shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder; such notice shall be mailed by ordinary prepaid post addressed to the last address of such holder as it appears on the records of the Corporation or, in the event of the address of any such holder not appearing on the records of the Corporation, then to the last known address of such holder, at least thirty (30) days before the date specified for redemption; such notice shall set out the redemption price, the date on which redemption is to take place and, if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed; on or after the date so specified for redemption the Corporation shall pay or cause to be paid the redemption price to the registered holders of the shares to be redeemed, on presentation and surrender of the certificates for the shares so called for redemption at such place or places as may be specified in

such notice, and the certificates for such shares shall thereupon be cancelled, and the shares represented thereby shall thereupon be redeemed. In case a part only of the outstanding Class A special shares is at any time to be redeemed, the shares to be redeemed shall be selected, at the option of the directors, either by lot in such manner as the directors in their sole discretion shall determine or as nearly as may be pro rata (disregarding fractions) according to the number of Class A special shares held by each holder. In case a part only of the Class A special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in such notice, the holders of the shares called for redemption shall cease to be entitled to dividends and shall not be entitled to any rights in respect thereof, except to receive the redemption price, unless payment of the redemption price shall not be made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unimpaired. On or before the date specified for redemption, the Corporation shall have the right to deposit the redemption price of the shares called for redemption in a special account with any chartered bank or trust company in Canada named in the notice of redemption to be paid without interest, to or to the order of the respective holders of such shares called for redemption upon presentation and surrender of the certificates representing the same and, upon such deposit being made, the shares in respect whereof such deposit shall have been made, shall be redeemed and the rights of the several holders thereof, after such deposit, shall be limited to receiving out of the moneys so deposited, without interest, the redemption price applicable to their respective shares against presentation and surrender of the certificates representing such shares.

(d) **Retraction at the Option of the Holder:**

- (i) Subject to the Act, a holder of any Class A special share shall be entitled to require the Corporation to redeem the whole or any part of the Class A special shares registered in the name of the holder on the books of the Corporation.
- (ii) A holder of Class A special shares to be redeemed shall tender to the Corporation at its registered office a request in writing specifying a) that the holder desires to have the whole or any part of the Class A special shares registered in his name redeemed by the Corporation and b) the business day, which shall be not less than thirty (30) days after the day on which the request in writing is given to the Corporation (unless such thirty (30) days notice period has been waived with the mutual consent of the holder and the Corporation), on which the holder desires to have the Corporation redeem the Class A special shares (the "redemption date"), together with the share certificates, if any, representing the Class A special shares which the registered holder desires to have the Corporation redeem.
- (iii) On receipt of a request and share certificates, the Corporation shall, on the redemption date, redeem the Class A special shares by paying to the registered holder an amount equal to the redemption price for each Class A special share. This payment shall be made by cheque payable at any branch in Canada of one of the Corporation's bankers for the time being. If a part only of the Class A special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued by the Corporation.
- (iv) The Class A special shares shall be redeemed on the redemption date and from that date the Class A special shares shall cease to be entitled to dividends and their holder shall not be entitled to exercise any of the rights of shareholders in respect of the Class A special shares. Should full payment not be made for the Class A special shares, so redeemed, the rights of the holders of the Class A special shares shall remain unaffected.

(e) **Liquidation:**

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A special shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, an amount equal to the redemption price.

(f) **Voting:**

(i) Subject to the provisions of subparagraph (ii) hereof, the holders of the Class A special shares shall not, as such, have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings. Notwithstanding the aforesaid conditions, restrictions, limitations or prohibitions on the right to vote, the holders of the aforesaid shares are entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation pursuant to subsection 184(3) of the Act or as such subsection may be amended from time to time.

(ii) The foregoing provisions, the provisions of this subparagraph and the provisions of subparagraph (iii) hereof may be repealed, altered, modified or amended by Articles of Amendment but only with the approval of the holders of the Class A special shares given as hereinafter specified in addition to any other approval required by the Act, as the same may from time to time be in force or any successor corporations statute of the Province of Ontario.

(iii) The approval of the holders of the Class A special shares as to any and all matters referred to herein may be given by special resolution sanctioned at a meeting of holders of Class A special shares duly called and held upon at least ten (10) days' notice at which the holders of at least a majority of the outstanding Class A special shares are present or represented by proxy and carried by the affirmative votes of the holders of not less than two-thirds of the Class A special shares represented and voted at such meeting cast on a poll. On every poll taken at every such meeting every holder of Class A special shares shall be entitled to one (1) vote in respect of each Class A special share held.

B. Class B Special Shares

The Class B special shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **Definitions:**

In these share conditions, the following words and phrases shall have the following applicable meanings:

- (i) "redemption amount" of each Class B special share means One Dollar (\$1.00); and
- (ii) "redemption price" of each Class B special share means the redemption amount together with any dividends declared thereon and unpaid.

(b) **Dividends:**

Subject to any shareholders agreement to the contrary, the holders of the Class B special shares shall in each year in the discretion of the directors, always after the payment of

dividends on the Class A special shares but in preference to any payment of dividends on the common shares, be entitled, out of any or all profits or surplus available for dividends, to a non-cumulative cash dividend payable in such amount to be not less than twenty per cent (20%) of the after-tax profit of the Corporation, which will be allocated proportionately to the number of Class B special shares issued and outstanding; the holders of Class B special shares shall not be entitled to any dividend other than or in excess of the non-cumulative cash dividend as may be declared in the discretion of the directors as hereinabove provided.

(c) **Redemption at the Option of the Corporation:**

- (i) The Corporation may, at its option, and without the consent of the holders of the Class B special shares, redeem all or from time to time any part of the outstanding Class B special shares on payment for each share to be redeemed of an amount equal to the redemption price.
- (ii) Before redeeming any Class B special shares, the Corporation shall mail to each person who, at the date of such mailing, is a registered holder of shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder; such notice shall be mailed by ordinary prepaid post addressed to the last address of such holder as it appears on the records of the Corporation or, in the event of the address of any such holder not appearing on the records of the Corporation, then to the last known address of such holder, at least thirty (30) days before the date specified for redemption; such notice shall set out the redemption price, the date on which redemption is to take place and, if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed; on or after the date so specified for redemption the Corporation shall pay or cause to be paid the redemption price to the registered holders of the shares to be redeemed, on presentation and surrender of the certificates for the shares so called for redemption at such place or places as may be specified in such notice, and the certificates for such shares shall thereupon be cancelled, and the shares represented thereby shall thereupon be redeemed. In case a part only of the outstanding Class B special shares is at any time to be redeemed, the shares to be redeemed shall be selected, at the option of the directors, either by lot in such manner as the directors in their sole discretion shall determine or as nearly as may be pro rata (disregarding fractions) according to the number of Class B special shares held by each holder. In case a part only of the Class B special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in such notice, the holders of the shares called for redemption shall cease to be entitled to dividends and shall not be entitled to any rights in respect thereof, except to receive the redemption price, unless payment of the redemption price shall not be made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unimpaired. On or before the date specified for redemption, the Corporation shall have the right to deposit the redemption price of the shares called for redemption in a special account with any chartered bank or trust company in Canada named in the notice of redemption to be paid without interest, to or to the order of the respective holders of such shares called for redemption upon presentation and surrender of the certificates representing the same and, upon such deposit being made, the shares in respect whereof such deposit shall have been made, shall be redeemed and the rights of the several holders thereof, after such deposit, shall be limited to receiving out of the moneys so deposited, without interest, the redemption price applicable to their respective shares against presentation and surrender of the certificates representing such shares.

(d) **Retraction at the Option of the Holder:**

- (i) Subject to the Act, a holder of any Class B special share shall be entitled to require the Corporation to redeem the whole or any part of the Class B special shares registered in the name of the holder on the books of the Corporation.
- (ii) A holder of Class B special shares to be redeemed shall tender to the Corporation at its registered office a request in writing specifying a) that the holder desires to have the whole or any part of the Class B special shares registered in his name redeemed by the Corporation and b) the business day, which shall be not less than thirty (30) days after the day on which the request in writing is given to the Corporation (unless such thirty (30) days' notice period has been waived with the mutual consent of the holder and the Corporation), on which the holder desires to have the Corporation redeem the Class B special shares (the "redemption date"), together with the share certificates, if any, representing the Class B special shares which the registered holder desires to have the Corporation redeem.
- (iii) On receipt of a request and share certificates, the Corporation shall, on the redemption date, redeem the Class B special shares by paying to the registered holder an amount equal to the redemption price for each Class B special share. This payment shall be made by cheque payable at any branch in Canada of one of the Corporation's bankers for the time being. If a part only of the Class B special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued by the Corporation.
- (iv) The Class B special shares shall be redeemed on the redemption date and from that date the Class B special shares shall cease to be entitled to dividends and their holder shall not be entitled to exercise any of the rights of shareholders in respect of the Class B special shares. Should full payment not be made for the Class B special shares, so redeemed, the rights of the holders of the Class B special shares shall remain unaffected.

(e) **Liquidation:**

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class B special shares shall be entitled to receive, after payment to the holders of the Class A special shares, but before any distribution of any part of the assets of the Corporation among the holders of the common shares, an amount equal to the redemption price.

(f) **Voting:**

- (i) Subject to the provisions of subparagraph (ii) hereof, the holders of the Class B special shares shall not, as such, have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings. Notwithstanding the aforesaid conditions, restrictions, limitations or prohibitions on the right to vote, the holders of the aforesaid shares are entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation pursuant to subsection 184(3) of the Act or as such subsection may be amended from time to time.
- (ii) The foregoing provisions, the provisions of this subparagraph and the provisions of subparagraph (iii) hereof may be repealed, altered, modified or amended by Articles of Amendment but only with the approval of the holders of the Class B special shares given as hereinafter specified in addition to any other approval required by the

Act, as the same may from time to time be in force or any successor corporations statute of the Province of Ontario.

- (iii) The approval of the holders of the Class B special shares as to any and all matters referred to herein may be given by special resolution sanctioned at a meeting of holders of Class B special shares duly called and held upon at least ten (10) days notice at which the holders of at least a majority of the outstanding Class B special shares are present or represented by proxy and carried by the affirmative votes of the holders of not less than two-thirds of the Class B special shares represented and voted at such meeting cast on a poll. On every poll taken at every such meeting every holder of Class B special shares shall be entitled to one (1) vote in respect of each Class B special share held.

C. Common Shares

The holders of the common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Dividends:

If in any year, after providing for the full dividend on the Class A special shares and Class B special shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to dividends on the common shares.

(b) Liquidation:

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the common shares shall be entitled to receive, after payment to the holders of the Class A special shares and the Class B special shares, the remaining property of the Corporation.

(c) Voting:

The holders of the common shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation (except where the holders of another class of shares are entitled to vote separately as a class as provided in the Act) and each common share shall be entitled to one (1) vote in person or by proxy at all meetings of shareholders of the Corporation.

9. The issue, transfer or ownership of shares is/are 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 :

No shares shall be transferred without the previous consent of the directors of the Corporation expressed by a resolution in writing passed by the Board of Directors or by an instrument in writing signed by a majority of the directors

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

- (a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (c) Subject to the provisions of the *Business Corporations Act* (Ontario), the Corporation may purchase any of its issued common shares.

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.

CHAPLEAU ENERGY SERVICES CORPORATION

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

RICK SMITH

Print name of signatory /
Nom du signataire en lettres moulées

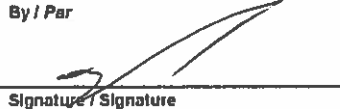
DIRECTOR

Description of Office / Fonction

CHAPLEAU PUBLIC UTILITIES CORPORATION

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

KEVIN LINDQUIST

Print name of signatory /
Nom du signataire en lettres moulées

DIRECTOR

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-1"


**IN THE MATTER OF THE AMALGAMATION
OF
CHAPLEAU PUBLIC UTILITIES CORPORATION
&
CHAPLEAU ENERGY SERVICES CORPORATION**

STATEMENT OF DIRECTOR

I, **Kevin Lindquist**, of the Township of Chapleau, in the Province of Ontario, hereby certify and state as follows:

1. This statement is made pursuant to subsection 179(2) of the *Business Corporations Act* (Ontario).
2. I am the President and one of the four directors of Chapleau Public Utilities Corporation one of the amalgamating corporations, and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of Chapleau Public Utilities Corporation (the "**Amalgamating Corporation**") and have made such inquiries and investigations as are necessary to enable me to make this statement.
4. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Amalgamating Corporation is and the amalgamated corporation will be able to pay its 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)
 - (i) no creditor will be prejudiced by the amalgamation; or
 - (ii) adequate notice has been given to all known creditors of the Amalgamating Corporation.

DATED the 15 day of December, 2017.



Kevin Lindquist - President
Chapleau Public Utilities Corporation

SCHEDULE "A-2"

**IN THE MATTER OF THE AMALGAMATION
OF
CHAPLEAU PUBLIC UTILITIES CORPORATION
&
CHAPLEAU ENERGY SERVICES CORPORATION**

STATEMENT OF DIRECTOR

I, **Lorne Swanson**, of the Township of Chapleau, in the Province of Ontario, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am the President and one of the three directors of Chapleau Energy Services Corporation, one of the amalgamating corporations, and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of Chapleau Energy Services Corporation (the "**Amalgamating Corporation**") and have made such inquiries and investigations as are necessary to enable me to make this statement.
4. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the Amalgamating Corporation is and the amalgamated corporation will be able to pay its 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)
 - (i) no creditor will be prejudiced by the amalgamation; or
 - (ii) adequate notice has been given to all known creditors of the Amalgamating Corporation.

DATED the 15 day of December, 2017.



Lorne Swanson - President
Chapleau Energy Services Corporation

SCHEDULE "B-1"

CHAPLEAU PUBLIC UTILITIES CORPORATION
(the "Corporation")

RESOLUTIONS of the Board of Directors, effective the 1st day of December, 2017.

WHEREAS the Corporation is a wholly-owned subsidiary of The Corporation of the Township of Chapleau and has decided to amalgamate with Chapleau Energy Services Corporation, another wholly-owned subsidiary of The Corporation of the Township of Chapleau, pursuant to section 177(2) of the *Business Corporations Act* (Ontario) (the "Act");

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and Chapleau Energy Services Corporation to continue as Chapleau Public Utilities Corporation, under the Act pursuant to section 177(2) thereof, is hereby approved;
2. Upon the endorsement of a Certificate of Amalgamation pursuant to the provisions of the Act, all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, are hereby converted 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 Incorporation of the Corporation dated August 18th, 1999, as amended on January 31st, 2002 and December 4th, 2008;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. The stated capital of Chapleau Energy Services Corporation shall be added to the stated capital of the Corporation; and
6. Any one of the proper officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

CERTIFIED to be a true copy of a resolution consented to by the signatures of all the directors of Chapleau Public Utilities Corporation and dated the 1st day of December, 2017, which resolution is now in full force and effect.

DATED this 15 day of December, 2017.



Kevin Lindquist - President

SCHEDULE "B-2"

CHAPLEAU ENERGY SERVICES CORPORATION
(the "Corporation")

RESOLUTIONS of the Board of Directors, effective the 1st day of December, 2017.

WHEREAS the Corporation is a wholly-owned subsidiary of The Corporation of the Township of Chapleau and has decided to amalgamate with Chapleau Public Utilities Corporation, another wholly-owned subsidiary of The Corporation of the Township of Chapleau, pursuant to section 177(2) of the *Business Corporations Act* (Ontario) (the "Act");

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and Chapleau Public Utilities Corporation to continue as Chapleau Public Utilities Corporation under the Act pursuant to section 177(2) thereof, is hereby approved;
2. Upon the endorsement of a Certificate of Amalgamation pursuant to the provisions of the Act, all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, are hereby converted 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 Incorporation of Chapleau Public Utilities Corporation dated August 18th, 1999, as amended January 31st, 2002 and December 4th, 2008;
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Chapleau Public Utilities Corporation;
5. The stated capital of the Corporation shall be added to the stated capital of Chapleau Public Utilities Corporation; and
6. Any one of the proper officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

CERTIFIED to be a true copy of a resolution consented to by the signatures of all the directors of Chapleau Energy Services Corporation and dated the 1st day of December, 2017, which resolution is now in full force and effect.

DATED this 15 day of December, 2017.



Lorne Swanson - President