

RESOLUTIONS OF THE DIRECTOR

OF

439987 CANADA INC.

(the Corporation)

ARTICLES OF AMENDMENT

BE IT RESOLVED THAT:

- 1 The director hereby ratifies and confirms the amendment of the articles of the Corporation as provided in the form of articles of amendment approved by the shareholder of the Corporation.
- 2 Subject to and conditional with effect upon the Certificate and Articles of Amendment of the Corporation being issued by Corporations Canada (the **Issued Amendment**), the authorized capital of the Corporation shall consist of:
 - (a) an unlimited number of Class A Common Shares; and
 - (b) an unlimited number of Class A Preferred Shares;

and all other references to authorized and unissued share capital inconsistent with the foregoing are cancelled.

New Forms of Share Certificates

- 3 Subject to and conditional with effect upon the Issued Amendment of the Corporation being completed, each form of share certificate attached hereto as Schedule A is hereby approved and adopted as the form of share.

SHARE EXCHANGE AGREEMENT

WHEREAS subject to and conditional with effect upon the Issued Amendment of the Corporation being completed, the Class A shareholder of the Corporation (the **Shareholder**), propose to exchange all of his issued and outstanding Class A shares held (the **Subject Shares**) for Class A Preferred Shares in the capital of the Corporation (the **New Shares**), as set out in the attached Schedule B, pursuant to the terms and conditions of the share exchange agreement dated as of the date hereof (the **Share Exchange Agreement**) between the Corporation and the Shareholder (the **Share Exchange**);

NOW THEREFORE BE IT RESOLVED THAT:

- 1 The Corporation is hereby authorized to enter into and perform its obligations under the Share Exchange Agreement providing for the exchange by the Shareholder of the Subject Shares for the New Shares in the capital of the Corporation as set out in the attached Schedule B, all upon the terms and subject to the conditions specified in the Share Exchange Agreement, a copy of which has been submitted to, and examined by, the director.
- 2 The sole director of the Corporation acting in good faith and in the best interests of the Corporation, hereby determines that the value of the New Shares received for the Subject Shares in the capital of the Corporation is not less than the fair equivalent of money that the Corporation would have received if the said New Shares had been issued for money and hereby determines that the addition to the respective stated capital accounts of the Corporation maintained for the

New Shares of the Corporation shall be amounts equal to the paid up capital of the Subject Shares under the *Income Tax Act* (Canada).

3 The New Shares of the Corporation are hereby issued to the Shareholder as set out in the attached Schedule B as fully paid and non-assessable shares in the capital of the Corporation.

4 Any officer or director of the Corporation is hereby authorized to:

(a) execute and deliver the Share Exchange Agreement with such changes, if any, as the officer or director may deem necessary or advisable, such execution to be conclusive evidence of his or her approval of any such changes; and

(b) execute and deliver all such instruments, agreements and other documents and take such further and other action as in such officer's or director's opinion may be necessary or desirable to complete the transactions hereby approved and authorized.

5 The corporate records of the Corporation (including any shareholders' ledger or securities transfer register) be rectified to the extent necessary to reflect the Share Exchange as referred to above.

PAYMENT AND ISSUE OF SHARES

RESOLVED THAT:

Against payment of the subscription price per share set forth below, the trust (a **Subscriber**) identified below is hereby issued the number and class or series of shares set out opposite such Subscriber's name:

Name of Subscriber	Number of Shares	Class or Series of Shares	Subscription Price Per Share
The Walker 2037 Family Trust	10	Class A Common	\$0.50

THESE RESOLUTIONS may be signed and transmitted by electronic means.

[Signature page follows]

THE UNDERSIGNED, being the sole director of the Corporation, hereby signs the foregoing resolutions in accordance with the provisions of the *Canada Business Corporations Act*.

DATED this _____ day of February, 2017.

James M. Walker

SCHEDULE A

FORMS OF SHARE CERTIFICATES

SCHEDULE B
SHARE EXCHANGE

Name of Shareholder	No. of Class A shares to be Exchanged (Subject Shares)	Fair market value of Subject Shares	No. and Class of New Shares of Corporation to be Issued on Exchange	Amount to be added to the stated capital account in respect of New Shares
James M. Walker	100 Class A shares	\$ {FBD} <u>7,029,600</u>	{FBD} <u>7,029,600</u> Class A Preferred Shares	 \${100}—capital account of the Class A Preferred Shares {NTD: to be confirmed}<u>100</u>

SUBSCRIPTION

TO: 4399871 CANADA INC. (the Corporation)

The undersigned hereby subscribes for and agrees to take 10 (Ten) Class A Common Shares of the Corporation at the price of \$0.50 per share.

The undersigned tenders the sum of \$5.00 (Five Dollars) in payment in full for the Class A Common Shares hereby subscribed for.

DATED this _____ day of February, 2017.

THE WALKER 2037 FAMILY TRUST

Per:

James Walker, Trustee

*In his capacity as sole Trustee of The Walker
2037 Family Trust and without personal
liability*

RECEIPT FOR PAYMENT OF SUBSCRIPTION PRICE

TO: THE WALKER 2037 FAMILY TRUST

RECEIPT on or about the _____ day of February, 2017 of \$5.00 (Five Dollars) in lawful money of Canada is hereby acknowledged by the undersigned in full payment of the subscription price for the Class A Common Shares in the capital of the undersigned issued to you on the _____ day of February, 2017.

DATED this _____ day of February, 2017.

4399871 CANADA INC.

By:

Name: James M. Walker

Title: President