



2013-07-03

Corporations Canada  
9th floor, Jean Edmonds Towers South  
365 Laurier Avenue West  
Ottawa, Ontario K1A 0C8

Corporations Canada  
9e étage, Tour Jean-Edmonds sud  
365, avenue Laurier ouest  
Ottawa (Ontario) K1A 0C8

FARRIS, VAUGHAN, WILLS & MURPHU LLP  
Judy Garren  
700 WEST GEORGIA STREET  
25TH FLOOR  
VANCOUVER BC V7Y 1B3  
Canada

Corporation Number:  
Numéro de société : **854790-4**

Request Received:  
Date de réception de la demande : **2013-06-27**

Request ID:  
Numéro de la demande : **6056763**

Your Reference:  
Votre référence :

Please find enclosed the **Certificate of Amalgamation** issued under the *Canada Business Corporations Act (CBCA)* and related documents for **Vecima Networks Inc.** Please ensure that these documents are kept with the corporate records.

The issuance of this certificate will be listed in Corporations Canada's online Monthly Transactions report. You can access the report on the Corporations Canada website.

Please ensure that the corporation is aware of its ongoing reporting obligations by referring to the pamphlet, *Keeping Your Corporation in Good Standing* (enclosed or available on our website).

Also enclosed is additional information about protecting a corporate name.

If you require additional information, please contact Corporations Canada.

Vous trouverez ci-joint le **certificat de fusion** ainsi que les documents connexes émis en vertu de la *Loi canadienne sur les sociétés par actions (LCSA)* relativement à **Vecima Networks Inc.** Veuillez vous assurer de les conserver avec les livres de la société.

L'émission de ce certificat sera rapportée dans notre prochain rapport mensuel de transactions. Vous pouvez consulter le rapport dans le site Web de Corporations Canada.

Veuillez vous assurer que la société est informée de ses obligations de déclaration. Vous pouvez consulter la brochure *Maintenir votre société en conformité*, ci-jointe ou disponible en ligne, pour connaître les obligations de déclaration de la société.

De plus vous trouverez ci-joint de l'information concernant la protection de la dénomination sociale.

Si vous avez besoin de plus d'information, veuillez communiquer avec Corporations Canada.



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## Corporation Information Sheet

Canada Business Corporations Act (CBCA)

## Fiche de renseignements concernant la société

Loi canadienne sur les sociétés par actions (LCSA)

Vecima Networks Inc.

Corporation Number	854790-4	Numéro de société
Corporation Key Required for changes of address or directors online	11335527	Clé de société Requise pour mettre à jour en ligne l'adresse du siège social ou l'information concernant les administrateurs
Anniversary Date Required to file annual return	07-01 (mm-dd/mm-jj)	Date anniversaire Requise pour le dépôt du rapport annuel
Annual Return Filing Period Starting in 2014	07-01 to/au 08-30 (mm-dd/mm-jj)	Période pour déposer le rapport annuel Débutant en 2014

### Reporting Obligations

A corporation can be dissolved if it defaults in filing a document required by the CBCA. To understand the corporation's reporting obligations, consult *Keeping Your Corporation in Good Standing* (enclosed or available on our website).

### Corporate Name

Where a name has been approved, be aware that the corporation assumes full responsibility for any risk of confusion with existing business names and trademarks (including those set out in the NUANS® search report). The corporation may be required to change its name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on business. For additional information, consult **Protecting Your Corporate Name** (enclosed or available on our website).

### Obligations de déclaration

Une société peut être dissoute si elle omet de déposer un document requis par la LCSA. Pour connaître les obligations de déclaration de la société veuillez consulter *Maintenir votre société en conformité*, ci-jointe ou disponible dans notre site Web.

### Dénomination sociale

En dépit du fait que Corporations Canada ait approuvé la dénomination sociale, il faut savoir que la société assume toute responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le rapport de recherche NUANS<sup>®</sup>). La société devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de l'autorité législative où la société mène ses activités. Pour obtenir de l'information supplémentaire, veuillez consulter le document **Protection de la dénomination sociale** ci-joint ou disponible dans notre site Web.



## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

Vecima Networks Inc.

Corporate name / Dénomination sociale

854790-4

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.

Marcie Girouard

Director / Directeur

2013-07-01

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)



**FORM 9  
 ARTICLES OF AMALGAMATION  
 (SECTION 185)**

**FORMULAIRE 9  
 STATUTS DE FUSION  
 (ARTICLE 185)**

**Form 9**

1 - Name of the Amalgamated Corporation

Dénomination sociale de la société issue de la fusion

**Vecima Networks Inc.**

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

La province ou le territoire au Canada où se situera le siège social (n'indiquez pas l'adresse complète)

**British Columbia**

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

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

See attached Schedule A

4 - Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

If the Corporation is not a "distributing corporation" (as defined in the Canada Business Corporations Act), no share of the Corporation may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.

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

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Minimum:

Maximum:

Minimal:

Maximal:

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

Limites imposées à l'activité commerciale de la société, s'il y a lieu

None

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

The directors are authorized to appoint one or more directors, who shall hold office for a term expiring not 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 or appointed at the previous annual meeting of shareholders.

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

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183

184(1)

184(2)

9 - Declaration: I hereby certify that I am a director or an officer of the corporation.

Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature
WaveCom Electronics (2003) Inc.	856515-5	
Vecima Networks Inc.	443067-1	

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

Nota:

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

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**Schedule A  
to Articles of Amalgamation  
of  
Vecima Networks Inc.**

The Corporation is authorized to issue an unlimited number of Common shares and an unlimited number of Preference shares.

The rights, privileges, restrictions and conditions attaching to the Common shares and the Preference shares of the Corporation, in each case as a class, are as follows:

**COMMON SHARES**

**1. Dividends**

Subject to the *Canada Business Corporations Act* (the "Act") and the prior rights of the holders of the Preference shares, the holders of the Common shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends in any financial period, such dividends as the directors may in their discretion declare.

**2. Participation in Assets on Dissolution**

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of the assets or property of the Corporation among shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, the holders of the Common shares shall, subject to the prior rights of the holders of the Preference shares, be entitled to receive all of the remaining property and assets of the Corporation.

**3. Voting Rights**

The holders of the Common shares shall be entitled to receive notice of, to attend, and to vote at all meetings of the shareholders of the Corporation, and each such share shall confer on the holder the right to one vote in person or by proxy at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to attend and vote.

**PREFERENCE SHARES**

**1. Issuable in Series**

The Preference shares may be issued from time to time in one or more series in accordance with and subject to the provisions of the Act. Before the first shares of a particular series are issued, the directors of the Corporation shall by resolution fix the number of shares in such series and determine, subject to any limitations set out in the articles, the designation, rights, privileges, restrictions and conditions attaching to the shares of such series. Before the issue of the first shares of a series, the directors of the Corporation shall send to the Director appointed under the Act articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions as determined by the directors.

**2. No Class Priority**

No rights, privileges, restrictions or conditions attaching to a series of Preference shares shall confer upon the shares of such series a priority in respect of dividends or return of capital over the shares of any other series of Preference shares. The Preference shares of each series shall rank on a parity with the Preference shares of every other series with respect to priority in the payment of dividends, return of capital and in the distribution of assets of the Corporation in the event of the liquidation, dissolution of

winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.

### **3. Ranking as to Dividends and Return of Capital**

The Preference shares of each series shall be entitled to a preference and priority over the Common shares of the Corporation and over any other shares of the Corporation ranking junior to the Preference shares 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 any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.

### **4. Voting**

Subject to the rights, privileges, restrictions and conditions that may be attached to a particular series of Preference shares by the directors of the Corporation in accordance with the conditions attaching to the Preference shares, the holders of the Preference shares as a class shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting (except where holders of a specified class or series of shares are entitled to vote separately as a class as provided in the Act).



## Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)  
(Sections 19 and 106 of the Canada Business Corporations Act)

### Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 - Change or Registered Office Address or Form 6 - Changes Regarding Directors.

If the space available at item 4 is insufficient, please attach information, on a separate piece of paper, to the form.

#### Instructions

4 At least 25 percent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the Canada Business Corporations Act (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

#### 5 Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form may be signed by a director or an officer of the corporation (subsection 262.1(2) of the CBCA).

#### General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 266 of the CBCA is permitted under the Privacy Act. If you require more information, please consult our web site at [www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca) or contact us at 613-941-9042 (Ottawa region) or toll-free at 1 866 333-5556 or by email at [corporationscanada@ic.gc.ca](mailto:corporationscanada@ic.gc.ca).

File documents online  
(except for Articles of Amalgamation):

**Corporations Canada Online Filing Centre:**

[www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca)

or send documents by mail:

**Director General,  
Corporations Canada  
Jean Edmonds Tower South  
9th Floor  
365 Laurier Ave. West  
Ottawa ON K1A 0C8**

By Facsimile:  
613-941-0999

**Canada**

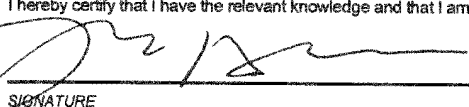
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<b>1 Corporation name</b>
Vecima Networks Inc.

<b>2 Address of registered office (must be a street address)</b>
25 <sup>th</sup> Floor, 700 West Georgia Street
NUMBER AND STREET NAME
Vancouver British Columbia V7Y 1B3
CITY PROVINCE/TERRITORY POSTAL CODE

<b>3 Mailing address (if different from the registered office)</b>
SAME AS ABOVE <input checked="" type="checkbox"/>
ATTENTION OF
NUMBER AND STREET NAME
CITY PROVINCE/TERRITORY POSTAL CODE

<b>4 Members of the board of directors</b>			
FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (must be a street address)	CANADIAN RESIDENT (Yes/No)
Surinder Ghai	Kumar	3356 Ravenwood Road Victoria, BC V9C 2X4	Yes
Hugh Charles	Wood	837 8th Avenue North Saskatoon, SK S7K 2X3	Yes
Barry	Baptie	2338 - 129A Street Surrey, BC V4A 9H1	Yes
Vincent	Gallant	1032 - 119 Street NW Edmonton, AB T6J 7H7	Yes
Richard Dean	Rockwell	4136 Sunset Blvd. North Vancouver, BC V7R 3Y9	Yes

<b>5 Declaration</b>
I hereby certify that I have the relevant knowledge and that I am authorized to sign and submit this form.

SIGNATURE
JOHN HANNA
PRINT NAME
(250) 881-1982
TELEPHONE NUMBER
Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

IC 2904 (2006/12)

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