

Block 7 - PSV 2

AMENDMENT TO AGREEMENT OF PURCHASE AND SALE

Between: AMACON DEVELOPMENT (CITY CENTRE) CORP. (the "Vendor") and

PRADIP BANERJEE (the "Purchaser")

Suite 702 Tower TWO Unit 2 Level 7 (the "Unit")

It is hereby understood and agreed between the Vendor and the Purchaser that the following change(s) shall be made to the above-mentioned Agreement of Purchase and Sale, and except for such change(s) noted below, all other terms and conditions of the Agreement shall remain as stated therein, and time shall continue to be of the essence.

DELETE: FROM THE AGREEMENT OF PURCHASE AND SALE

N/A

INSERT: TO THE AGREEMENT OF PURCHASE AND SALE

The undersigned, Caltec Process Control Instrumentation Limited (collectively, the "Purchaser")

Ontario Corporation Number: 1647268

Date of Issue: February 1, 2005

Name of individual who can bind the Corporation: Pradip Banerjee

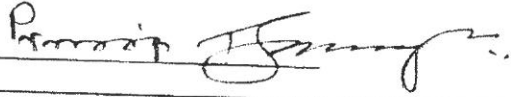
Corporation Address:

41 Whitwell Drive

Brampton, ON

L6P 1A3

Signature:



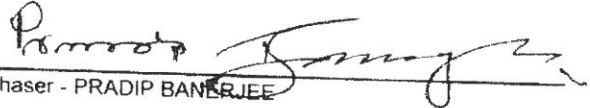
Dated at Mississauga, Ontario this 14 day of December 2016.

SIGNED, SEALED AND DELIVERED

In the Presence of:

Witness




Purchaser - PRADIP BANERJEE

Accepted at TORONTO this 16 day of DECEMBER 2016.

AMACON DEVELOPMENT (CITY CENTRE) CORP.

Per.

Authorized Signing Officer

I have the authority to bind the Corporation.

c/s



Ontario Ministry of
Consumer and
Business Services

CERTIFICATE
This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

1647268

FEBRUARY 01 FÉVRIER, 2005

[Signature]
Director / Directrice

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

Form 1
Business
Corporations
Act

Formule 1
Loi sur les
sociétés par
actions

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

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

[illegible]

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

41 Whitwell Drive

(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)

Brampton

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

ONTARIO

L	6	P	1	A	3
---	---	---	---	---	---

(Postal Code)
(Code postal)

- | | | |
|---|-------------------------|-------------------------|
| | minimum/ <i>minimal</i> | maximum/ <i>maximal</i> |
| 3. Number (or minimum and maximum number) of directors is/are:
<i>Nombre (ou nombres minimal et maximal) d'administrateurs :</i> | Minimum:1 | Maximum:10 |

- | | | |
|--|--|---|
| <p>4. The first director(s) is/are:
 <i>Premier(s) administrateur(s) :</i></p> | <p>Address for service, giving Street & No. or R.R. No.,
 Municipality, Province, Country and Postal Code
 <i>Domicile élu, y compris la rue et le numéro, le numéro de la
 R.R. ou le nom de la municipalité, la province, le pays et le
 code postal</i></p> | <p>Resident Canadian?
 Yes or No
 <i>Résident canadien?</i>
 <i>Oui/Non</i></p> |
| <p>First name, middle names and surname
 <i>Prénom, autres Prénoms et nom de famille</i></p> | | |

PRADIP BANERJEE

41 WHITWELL DRIVE, BRAMPTON,
ONTARIO, CANADA L6P 1A3

No

10. The names and addresses of the incorporators are:
Noms et adresses des fondateurs :

First name, middle names and surname or corporate name
*Prénom, autres prénoms et nom de famille ou
dénomination sociale*

Full address for service or address of registered office or
of principal place of business giving street & No. or R.R.
No., municipality and postal code
*Domicile élu au complet, adresse du siège social ou
adresse de l'établissement principal, y compris la rue et le
numéro ou le numéro de la R.R., le nom de la
municipalité et le code postal*

PRADIP BANERJEE

41 WHITWELL DRIVE, BRAMPTON, ONTARIO,
CANADA L6P 1A3

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

Signatures of incorporator(s) /
Signatures des fondateurs


PRADIP BANERJEE

9. Other provisions if any:
Autres dispositions, s'il y a lieu :

(a) Any invitation of the public to subscribe for any shares, or securities in the CORPORATION is hereby prohibited;

(b) The CORPORATION may at any time and from time to time purchase any of its common shares out of surplus upon the authorization thereof by an express resolution by the Board of Directors of the CORPORATION;

(c) That 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 having continued after termination of that employment to be, shareholders of the corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

8. 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 :

The right to transfer shares of the CORPORATION shall be restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the CORPORATION without either:

- (a) the express sanction of the holder of more than fifty percent (50%) of the common shares of the CORPORATION for the time being outstanding expressed by resolution passed at a meeting of shareholders or by instrument or instruments in writing signed by the holders of more than fifty percent (50%) of such shares, or
- (b) the previous express sanction of the directors of the CORPORATION expressed by a resolution passed by the votes of a majority of directors of the CORPORATION at a meeting of the Board of Directors or by an instrument or instruments in writing signed by a majority of the directors.

7. 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. The rights of the holders of class A common shares shall be equal in all respects and include the rights,

- (a) to vote at all meetings of the shareholders; and
- (b) to receive the remaining property of the CORPORATION on dissolution.

2. (a) the special shares may at any time and from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the Board of Directors of the CORPORATION.

(b) the Board of Directors of the CORPORATION shall by resolution duly passed and consented to before the issue of any special shares of any series, fix the designation, preferences, rights, conditions, restrictions, limitations or prohibitions to be attached to the special shares of such series, provided the same complies with the provisions of the BUSINESS CORPORATIONS ACT.

3. The Board of Directors of the CORPORATION may by resolution duly passed and consented to before the issue, issue additional classes of common shares in any series, fix the designation, preferences, rights, conditions, restrictions, limitations or prohibitions to be attached to those common shares of such series, provided the same complies with the provisions of the BUSINESS CORPORATIONS ACT.

5. 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

6. 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 an unlimited number of common shares and an unlimited number of special shares issuable in series.