

Certificate of Amalgamation

Business Corporations Act

Certificat de fusion

Loi sur les sociétés par actions

SPARQ SYSTEMS INC.

Corporation Name / Dénomination sociale

1000393727

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

January 01, 2023 / 01 janvier 2023

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amalgamation is not complete
without the Articles of Amalgamation

Certified a true copy of the record of the
Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne
contient pas les statuts de fusion

Copie certifiée conforme du dossier du
ministère des Services au public et aux
entreprises.

V. Quintanilla W.

Directeur ou registrateur



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name

SPARQ SYSTEMS INC.

2. Registered Office Address

945 Princess Street, Box 212, Kingston, Ontario, Canada, K7L 0E9

3. Number of Directors

Minimum/Maximum

Min 1 / Max 10

4. The director(s) is/are:

Full Name

NISHITH GOEL

Resident Canadian

Yes

Address for Service

945 Princess Street, Box 212, Kingston, Ontario, Canada, K7L 0E9

Full Name

PRAVEEN JAIN

Resident Canadian

Yes

Address for Service

945 Princess Street, Box 212, Kingston, Ontario, Canada, K7L 0E9

Full Name

BAOJUN (ROBBIE) LUO

Resident Canadian

No

Address for Service

945 Princess Street, Box 212, Kingston, Ontario, Canada, K7L 0E9

Full Name

ARUL SHANMUGASUNDARAM

Resident Canadian

No

Address for Service

945 Princess St, Box 212, Kingston, Ontario, Canada, K7L 0E9

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

Full Name

RAVI SOOD

Resident Canadian

Yes

Address for Service

945 Princess Street, Box 212, Kingston, Ontario, Canada, K7L 0E9

5. Method of Amalgamation

B. Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries.

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.

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
SPARQ SYSTEMS INC.	1000068111	December 19, 2022
SPARQ CORP.	2665000	December 19, 2022

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:

One class of shares in an unlimited number to be designated as 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. If there is only one class of shares, enter "Not Applicable":

1. Dividends The holders of common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding. 2. Dissolution In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any 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 be entitled to receive the remaining property and assets of the Corporation. 3. Voting Rights The holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each common share held at all meetings of the shareholders of the Corporation.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

None.

10. Other provisions:

None.

The articles have been properly executed by the required person(s).

Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

SCHEDULE A

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

I, Praveen Jain, of the City of Kingston, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the “**Act**”).
2. I am a director and officer of SPARQ Systems Inc. (the “**Corporation**”) and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the “**Amalgamation**”) of the Corporation and SPARQ Corp. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 19th day of December, 2022.

(signed) “Praveen Jain”

Praveen Jain

SCHEDULE A

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

I, Praveen Jain, of the City of Kingston, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the “**Act**”).
2. I am a director and officer of SPARQ Corp. (the “**Corporation**”) and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the “**Amalgamation**”) of the Corporation and SPARQ Systems Inc. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 19th day of December, 2022.

(signed) “Praveen Jain”

Praveen Jain

Supporting Document - Schedule "B"

The directors' resolutions of each amalgamating corporation as required under section 177 of the Business Corporations Act

**RESOLUTION OF THE DIRECTORS
OF
SPARQ SYSTEMS INC.
(the "Corporation")**

The following resolution signed by all of the directors of the Corporation are hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario):

AMALGAMATION WITH SPARQ CORP.

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS the Corporation is a wholly-owned subsidiary of SPARQ Corp. ("**Parentco**");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and Parentco amalgamate (the "**Amalgamation**") and continue as one corporation (the "**Amalgamated Corporation**") pursuant to subsection 177(1) of the Act;

AND WHEREAS Praveen Jain, Nishith Goel, Arul Shanmugasundaram, Baojun (Robbie) Luo and Ravi Sood, each being a director of the Corporation, have disclosed, pursuant to subsection 132(6) of the Act, the nature and extent of their interest in the Amalgamation by virtue of each also being a director of Parentco;

AND WHEREAS subsection 132(5) of the Act provides that a director having an interest in a contract or transaction with the corporation within the meaning of subsection 132(1) of the Act shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction, unless the contract or transaction is, among other things, one with an affiliate;

AND WHEREAS the Corporation and Parentco are affiliated within the meaning of the Act;

AND WHEREAS subsection 132(7) of the Act provides that where a material contract is made or a material transaction is entered into between a corporation and another person of which a director or officer of the corporation is a director or officer or in which he or she has a material interest,

- (a) the director or officer is not accountable to the corporation or to its shareholders for any profit or gain realized from the contract or transaction; and
- (b) the contract or transaction is neither void nor voidable,

by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his or her interest in accordance with the applicable provisions of section 132 and the contract or transaction was reasonable and fair to the corporation at the time it was so approved;

IT IS RESOLVED THAT:

1. the Amalgamation of the Corporation and Parentco effective January 1, 2023, pursuant to the provisions of subsection 177(1) of the Act, is approved;
2. the directors determine that the Amalgamation is reasonable and fair to the Corporation;
3. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of the Corporation shall be cancelled without any repayment of capital in respect thereof;
4. except that the name of the Amalgamated Corporation shall be SPARQ Systems Inc., the articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of Parentco;
5. upon the Amalgamation becoming effective, the by-laws of Parentco as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
6. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
7. any director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

[Remainder of page intentionally left blank]

DATED as of December 19, 2022

(signed) “Praveen Jain”

Praveen Jain

(signed) “Nishith Goel”

Nishith Goel

(signed) “Ravi Sood”

Ravi Sood

(signed) “Arul Shanmugasundaram”

Arul Shanmugasundaram

(signed) “Baojun (Robbie) Luo”

Baojun (Robbie) Luo

**RESOLUTION OF THE DIRECTORS
OF
SPARQ CORP.
(the “Corporation”)**

The following resolution signed by all of the directors of the Corporation are hereby passed pursuant to the provisions of the *Business Corporations Act* (Ontario):

AMALGAMATION WITH SPARQ SYSTEMS INC.

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the “**Act**”) provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS SPARQ Systems Inc. (“**SPARQ Systems**”) is a wholly-owned subsidiary corporation of the Corporation;

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and SPARQ Systems amalgamate (the “**Amalgamation**”) and continue as one corporation (the “**Amalgamated Corporation**”) pursuant to subsection 177(1) of the Act;

AND WHEREAS Praveen Jain, Nishith Goel, Arul Shanmugasundaram, Baojun (Robbie) Luo and Ravi Sood, each being a director of the Corporation, have disclosed, pursuant to subsection 132(6) of the Act, the nature and extent of their interest in the Amalgamation by virtue of each also being a director of SPARQ Systems;

AND WHEREAS subsection 132(5) of the Act provides that a director having an interest in a contract or transaction with the corporation within the meaning of subsection 132(1) of the Act shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction, unless the contract or transaction is, among other things, one with an affiliate;

AND WHEREAS the Corporation and SPARQ Systems are affiliated within the meaning of the Act;

AND WHEREAS subsection 132(7) of the Act provides that where a material contract is made or a material transaction is entered into between a corporation and another person of which a director or officer of the corporation is a director or officer or in which he or she has a material interest,

- (a) the director or officer is not accountable to the corporation or its shareholders for any profit or gain realized from the contract or transaction; and
- (b) the contract or transaction is neither void nor voidable,

by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his or her interest in accordance with the applicable provisions of section 132 and the contract or transaction was reasonable and fair to the corporation at the time it was so approved;

IT IS RESOLVED THAT:

1. the Amalgamation of the Corporation and SPARQ Systems effective January 1, 2023, pursuant to the provisions of subsection 177(1) of the Act, is approved;
2. the directors determine that the Amalgamation is reasonable and fair to the Corporation;
3. upon the Amalgamation becoming effective, all the shares (whether issued or unissued) of SPARQ Systems shall be cancelled without any repayment of capital in respect thereof;
4. except that the name of the Amalgamated Corporation shall be SPARQ Systems Inc., the articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Corporation;
5. upon the Amalgamation becoming effective, the by-laws of the Corporation as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
6. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
7. any director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

[Remainder of page intentionally left blank]

DATED as of December 19, 2022

(signed) “Praveen Jain”

Praveen Jain

(signed) “Nishith Goel”

Nishith Goel

(signed) “Ravi Sood”

Ravi Sood

(signed) “Arul Shanmugasundaram”

Arul Shanmugasundaram

(signed) “Baojun (Robbie) Luo”

Baojun (Robbie) Luo