



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

ROOTS CORPORATION

Corporate name / Dénomination sociale

947466-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2017-10-24

Date of amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

1 Corporate name
Dénomination sociale
ROOTS CORPORATION

2 Corporation number
Numéro de la société
947466-8

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation changes the minimum and/or maximum number of directors to:
Les nombres minimal et/ou maximal d'administrateurs sont modifiés pour :
Min. 3 Max. 15

The corporation makes other changes as follows:
La société apporte d'autres changements aux statuts comme suit :
See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I 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.

Original signed by / Original signé par
Jim Gabel

Jim Gabel
416-781-3574

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).

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 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

The articles of the Corporation are amended as follows:

- (a) To convert the issued and outstanding Class B shares (the “**Class B Shares**”) in the capital of the Corporation into issued and outstanding Class A shares (the “**Class A Shares**”), on a one-to-one basis.
- (b) To create an unlimited number of common shares (the “**Common Shares**”).
- (c) To re-designate the issued and outstanding Class A Shares in the capital of the Corporation as issued and outstanding Common Shares.
- (d) To create an unlimited number of preferred shares, issuable in series (the “**Preferred Shares**”).
- (e) To delete the rights, privileges, restrictions and conditions attached to the Class A Shares, the Class B Shares and the Class C shares of the Corporation, to further provide that the Corporation shall no longer be authorized to issue such shares and to confirm that the Class A Shares, Class B Shares and Class C shares are cancelled as authorized share classes of the Corporation.
- (f) To declare that after giving effect to the foregoing, the authorized capital of the Corporation shall consist of:
 - (i) an unlimited number of Common Shares; and
 - (ii) an unlimited number of Preferred Shares, issuable in series.
- (g) To consolidate the issued and outstanding Common Shares of the Corporation on a one-to-0.214193 basis.
- (h) To delete in its entirety the “Restrictions on share transfers” in Section 4 of the Articles of Incorporation (the “**Articles**”) and replace with “None”.
- (i) To delete entirely paragraph 1 and subsections (a) and (b) of the “Other Provisions” in Section 7 of the Articles (the “**Other Provisions**”) and to confirm that after the deletion of paragraph 1 and subsections (a) and (b), the Other Provisions are as set forth below:

“The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.”

The rights, privileges, restrictions and conditions attaching to the Common Shares and Preferred Shares shall be as set forth below:

1. COMMON SHARES

1.1 *Dividend Rights*

The holders of Common Shares are entitled to receive dividends on a *pari passu* basis out of the assets legally available for the payment of dividends at such times and in such amount and form as the Board of Directors may from time to time determine, subject to any preferential rights of the holders of any outstanding Preferred Shares.

1.2 *Voting Rights*

The holders of Common Shares are entitled to one vote in respect of each share held at meetings of shareholders. The holders of Common Shares will be entitled to receive notice of any meeting of the shareholders and may attend and vote at such meetings.

1.3 *Liquidation Rights*

Upon a liquidation, dissolution or winding-up, whether voluntary or involuntary, the holders of Common Shares, without preference or distinction, will be entitled to receive rateably all of the assets remaining after payment of all debts and other liabilities, subject to any preferential rights of the holders of any outstanding Preferred Shares.

2. PREFERRED SHARES

2.1 *Issuable in Series*

The Preferred Shares may at any time and from time to time be issued in one or more series. Subject to the provisions of the *Canada Business Corporations Act* and the Articles, the Board of Directors may, by resolution, from time to time before the issue thereof determine the maximum number of Preferred Shares of each series, create an identifying name for each series, attach special rights or restrictions to the Preferred Shares of each series including, without limitation, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms or conditions of redemption or purchase, any conversion rights, any retraction rights, any rights on our liquidation, dissolution or winding-up and any sinking fund or other provisions, the whole to be subject to filing Articles of Amendment to create the series and to include the special rights or restrictions attached to the Preferred Shares of the series.

2.2 *Voting Rights*

Except as required by law and except as provided in any special rights or restrictions attaching to any series of Preferred Shares issued from time to time, the holders of Preferred Shares will not be entitled to receive notice of, attend or vote at any meeting of shareholders.

2.3 *Dividend Rights*

Preferred Shares of each series, if and when issued, will, with respect to the payment of dividends, rank *pari passu* with the Preferred Shares of every other series and be entitled to preference over the Common Shares and any other shares ranking junior to the Preferred Shares with respect to payment of dividends.

2.4 *Liquidation Rights*

In the event of a liquidation, dissolution or winding-up, whether voluntary or involuntary, the holders of Preferred Shares will be entitled to preference with respect to distribution of property or assets over the Common Shares and any other shares ranking junior to the Preferred Shares with respect to the repayment of capital paid up on and the payment of unpaid dividends accrued on the Preferred Shares.