



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

FRONTENAC MORTGAGE INVESTMENT CORPORATION

Corporate name / Dénomination sociale

822091-3

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

2012-07-01

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)



Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA) Loi canadienne sur les sociétés par actions (LCSA)

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

1 - Name of the Amalgamated Corporation FRONTENAC MORTGAGE INVESTMENT CORPORATION

Dénomination sociale de la société issue de la fusion

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

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

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 Schedule 1 attached hereto

4 - Restrictions, if any, on share transfers

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

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: 3 Maximum: 10

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

There shall be no restrictions on the business the Corporation may carry on nor on the powers the Corporation may exercise.

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

See Schedule 2 attached hereto

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
Frontenac Mortgage Investment Corporation	63018718	<i>Wayne Robinson</i>
Mortgage Investment Corporation of Eastern Ontario	822090-5	<i>Wayne Robinson</i>

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).

Note: 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).

E-MAIL
2012-06-27
14:50

Schedule 1

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

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

The Corporation is authorized to issue an unlimited number of common shares. The rights, privileges, restrictions and conditions attaching to the common shares shall be as follows:

1. **Payment of Dividends:** Subject to the prior rights of the holders of any other class or classes of shares ranking above the common shares, the holders of the common shares shall be entitled to receive in each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation out of the monies or property of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend or dividends in such amount as may be determined by the board of directors from time to time in their discretion. The board of directors may declare and pay dividends on the common shares without declaring or paying any dividends on any other class or classes of shares.
2. **Participation upon Liquidation, Dissolution or Winding-Up:** Subject to the prior rights of the holders of any other class or classes of shares ranking above the common shares, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of its assets or property among shareholders for the purpose of winding-up its affairs, the holders of the common shares shall be entitled to receive, in equal amounts per share, without preference or distinction, 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 and to attend any meeting of the shareholders of the Corporation and shall be entitled to one (1) vote in respect of each common share held at all meetings of the shareholders of the Corporation.
4. **Waiver:** Where notice is required by the provisions hereof to be sent to the holders of common shares, the notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

7- Other provisions, if any

Autres dispositions, s'il ya lieu

(a) The directors of the Corporation may, without authorization of the shareholders:

(i) borrow money on the credit of the Corporation;

(ii) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation whether secured or unsecured;

(iii) to the extent permitted by the Act, give directly or indirectly financial assistance to any persons by means of a loan, guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and

(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.