



## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

SHAWCOR LTD.  
SHAWCOR LTÉE

Corporate name / Dénomination sociale

1133433-6

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.

Raymond Edwards

Director / Directeur

2019-04-02

Date of Amalgamation (YYYY-MM-DD)  
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)  
FORM 9  
ARTICLES OF AMALGAMATION  
(Section 185)**

**1 - Corporate name of the amalgamated corporation**

SHAWCOR LTD.  
SHAWCOR LTÉE

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

Ontario

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

An unlimited number of common shares.

**4 - Restrictions, if any, on share transfers**

N/A

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

Minimum number  Maximum number

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

None

**7 - Other provisions, if any**

See schedule A

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

<input type="radio"/>	<b>183 - Long form: approved by special resolution of shareholders</b>	<input checked="" type="radio"/>	<b>184(1) - Vertical short-form: approved by resolution of directors</b>	<input type="radio"/>	<b>184(2) - Horizontal short-form: approved by resolution of directors</b>
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**9 - Declaration**

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
SHAWCOR LTD. SHAWCOR LTÉE	9 0 7 5 6 4 - 0	
ZCL COMPOSITES INC.	1 1 1 6 5 9 3 - 3	
	-	
	-	

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

## **SCHEDULE A**

### **Other Provisions**

The directors of the Corporation may appoint one or more directors of the Corporation 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 of the Corporation. Any directors of the Corporation appointed pursuant to the previous sentence shall hold office for a term expiring not later than the close of the next annual meeting of shareholders.



**Form 2**  
**Initial Registered Office Address  
and First Board of Directors**  
*Canada Business Corporations Act  
(CBCA) (s. 19 and 106)*

**Formulaire 2**  
**Siège social initial et premier  
conseil d'administration**  
*Loi canadienne sur les sociétés par  
actions (LCSA) (art. 19 et 106)*

1 Corporate name  
Dénomination sociale

SHAWCOR LTD.  
SHAWCOR LTÉE

2 Address of registered office  
Adresse du siège social

25 Bethridge Road  
Rexdale ON M9W 1M7

3 Additional address  
Autre adresse

4 Members of the board of directors  
Membres du conseil d'administration

See attached schedule / Voir l'annexe ci-jointe

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.  
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par  
Darrell Ewert

Darrell Ewert  
416-744-5789

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.

**Schedule / Annexe**

**Members of the board of directors / Membres du conseil d'administration**

Resident Canadian  
Résident Canadien

Donald M. Wishart	239 Cranarch Circle SE, Calgary AB T3M 0S4, Canada	Yes / Oui
E. Charlene Valiquette	249 Rosewood Avenue, Pembroke ON K8A 2E9, Canada	Yes / Oui
Stephen M. Orr	127 Kingsway Crescent, Toronto ON M8X 2S3, Canada	Yes / Oui
James W. Derrick	52 Waterfrong Circle, Buffalo NY 14202, United States	No / Non
Kevin J. Forbes	Heatherlands Cansiron Lane, Ashurst Wood, East Grinstead RH19 3SD, United Kingdom	No / Non
Michael S. Hanley	236 Stanstead Avenue, Mount Royal QC H3R 1X3, Canada	Yes / Oui
John T. Baldwin	72 Underhill Road, London SE220QT, United Kingdom	No / Non
Robert Andrew Mionis	10 Ancient Highway, Hampton NH 03842, United States	No / Non
Derek S. Blackwood	2054 Diamond Springs Drive, Houston TX 77077, United States	No / Non
Pamela S. Pierce	15406, Old Stone Trail, Houston TX 77079, United States	No / Non