



## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

Pollard Banknote Limited

Corporate name / Dénomination sociale

913917-6

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.

Virginie Ethier

Director / Directeur

2015-01-01

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



Form 9

1 - Name of the Amalgamated Corporation

Dénomination sociale de la société issue de la fusion

**POLLARD BANKNOTE LIMITED**

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

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

**Manitoba**

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

**The corporation is authorized to issue an unlimited number of preference shares, issuable in series, and an unlimited number of common shares.**

4 - Restrictions, if any, on share transfers

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

**None.**

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:  Maximum:

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

**None.**

7 - Other provisions, if any

Autre dispositions, s'il y a lieu

**See attached schedule.**

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<br>Dénomination social des sociétés fusionnantes | Corporation No.<br>N° de la société | Signature |
|--|-------------------------------------|-----------|
| Pollard Banknote Limited   | 7 5 1 0 1 0 - 1                     |           |
| Pollard Banknote GP Limited  | 6 4 1 1 8 2 - 7                     |           |
| Pollard (Canada) Inc.  | 6 4 1 2 9 1 - 2                     |           |
| 9106839 Canada Ltd.  | 9 1 0 6 8 3 - 9                     |           |
| 9106880 Canada Ltd.  | 9 1 0 6 8 8 - 0                     |           |
|  |                                     |           |

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).

Nota:

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).

## SCHEDULE

The Corporation is authorized to issue an unlimited number of preference shares, issuable in series, and an unlimited number of common shares.

The 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:

### PREFERENCE SHARES

- (a) Issue in Series: The board of directors may issue the preference shares at any time and from time to time in one or more series and shall fix the number of shares in each series. Before any shares of a particular series are issued, the directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, voting rights, the rate(s), amount or method(s) of calculation of any dividends thereon and whether such rate(s), amount or method(s) of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which such dividend shall accrue, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any) and the terms and conditions of any purchase obligation or sinking fund or other provisions attaching thereto. Before the issue of a series of preference shares, the directors of the Corporation shall send to the Director appointed under the Canada Business Corporations Act or any other statutory provision of like or similar effect, from time to time in force, articles of amendment in prescribed form containing a description of such series including the number of shares in such series and the designation, rights, privileges, restrictions and conditions determined by the directors.
- (b) Priority: No rights, privileges, restrictions or conditions attached to a series of preference shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of preference shares then outstanding. The preference shares are entitled to priority over the common shares and over any other shares ranking prior to the common shares and over any other shares ranking junior to the preference shares.

## COMMON SHARES

- (a) Payment of Dividends: Subject to the prior rights of the holders of the preference shares, the holders of the common shares shall be entitled to receive rateably such dividends (if any) as the board of directors may in its discretion declare.
- (b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or 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, subject to the prior rights of the holders of the preference shares, be entitled to participate rateably in any distribution of the assets of the Corporation.
- (c) Voting Rights: Subject to the constraint on ownership set forth below, 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 to one (1) vote in respect of each common share held at all such meetings.
- (d) Constraint on Ownership: As used herein, the following terms have the following meanings:

"Agent" means a person appointed to act on behalf of another;

"Depository" means CDS Clearing and Depository Services Inc. or any other person acting as an intermediary for the payment or delivery of securities in respect of securities transactions and providing centralized services for securities transactions or providing centralized services as a depository in respect of securities transactions;

"Gaming Regulatory Authority" means any governmental authority which exercises gaming regulatory jurisdiction over the business of the Corporation and/or its subsidiaries, as such business is constituted from time to time;

"Ownership Threshold" means five percent (5.0%) of the common shares (on a non-diluted basis) issued and outstanding from time to time;

"Participant" means a holder of common shares or the Agent of such holder registered with the Depository;

"person" includes an individual, partnership, association, body corporate, trustee, executor, administrator, legal representative, any government or government entity, or any other entity, whether or not having legal status.

If, in the opinion of the board of directors of the Corporation, a person, or group of persons acting in concert (in each case excluding Pollard Equities Limited) acquires, agrees to acquire, holds, beneficially owns or controls, either directly or indirectly, a number of common shares that is equal to or in excess of the Ownership Threshold, the board of directors of New Pollard is entitled at any time, in its sole discretion, to take the following actions (each a "Constraint Action"):

- (i) place a stop transfer on all or any of the common shares of the person, or group of persons, the board of directors of the Corporation reasonably believes holds,

- beneficially owns, controls or directs, directly or indirectly, a number of common shares that is equal to or in excess of the Ownership Threshold;
- (ii) suspend all voting and/or dividend rights on all or any of the common shares the person, or group of persons, the board of directors of the Corporation reasonably believes holds, beneficially owns, controls or directs, directly or indirectly, a number of common shares that is equal to or in excess of the Ownership Threshold;
  - (iii) apply to a court of competent jurisdiction seeking an injunction to prevent a person or group of persons from acquiring, holding, owning, controlling and/or directing, directly or indirectly, a number of common shares that is equal to or in excess of the Ownership Threshold; and/or
  - (iv) make application to the relevant securities commission, its successors or assigns or such other governmental regulatory agency having jurisdiction over the affairs of the Corporation, to effect a cease trading order or such similar restriction against such person or group of persons until such time as the person or group of persons ceases to hold, own, control or direct, directly or indirectly, a number of common shares that is equal to or in excess of the Ownership Threshold.

In addition, if (i) a Gaming Regulatory Authority has determined that ownership by a holder of common shares is inconsistent with its declared policies, or (ii) the board of directors of the Corporation, acting reasonably (including, where necessary or advisable, after receiving the advice of outside regulatory counsel), determines that a Gaming Regulatory Authority is likely to consider that ownership by a holder of common shares is inconsistent with its declared policies, the board of directors of the Corporation shall be entitled to take Constraint Action against such shareholder. Any person who holds, owns, controls or directs, directly or indirectly, common shares equal to or in excess of the Ownership Threshold, may be required to file an application, be investigated and have suitability as a shareholder determined by a Gaming Regulatory Authority, if such Gaming Regulatory Authority has reason to believe such ownership would otherwise be inconsistent with its declared policies. The shareholder must pay all of the costs of the investigation incurred by any such Gaming Regulatory Authority.

In order to apply the provisions concerning the Ownership Threshold set out herein, the board of directors of the Corporation may, in their sole discretion:

- (i) require a person in whose name common shares of the Corporation are registered, the Agent of such person, the Participant in whose name such shares are registered, or the Depository, to provide a statutory declaration under the *Canada Evidence Act* or otherwise concerning:
  - (A) whether the shareholder is the beneficial owner of, or controls or directs, common shares of the Corporation or holds them for a beneficial owner;
  - (B) whether the shareholder is an associate or affiliate of another shareholder;
  - (C) the number of common shares beneficially owned, controlled or directed, directly or indirectly; and
  - (D) any further facts that the directors consider relevant in their sole discretion;

- (ii) require any person seeking to have a transfer of a common share registered in its name or to have a common share issued to it to provide a declaration similar to the declaration a person may be required to provide in (i) directly above; and
- (iii) determine the circumstances in which any declarations are required, their form and the times when they are to be provided or appoint one or more persons to make such determination on behalf of the Corporation.

Without in any way restricting the powers conferred upon the Corporation or its board of directors by the Canada Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, the board of directors may from time to time, without authorization of the shareholders, in such amounts and on such terms as it deems expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
- (c) subject to the provisions of the Canada Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

The board of directors may from time to time delegate to a director, a committee of directors or an officer of the Corporation any or all of the powers conferred on the board as set out above, to such extent and in such manner as the board shall determine at the time of such delegation.

Except in the case of any class or series of shares of the Corporation listed on a stock exchange, the Corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

Between annual and general meetings of the Corporation, the directors of the Corporation may appoint one or more additional directors to serve until the next annual and general meeting but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the expiration of the last annual and general meeting.