



Certificate of Incorporation

Canada Business Corporations Act

Certificat de constitution

Loi canadienne sur les sociétés par actions

LUMEN ASSET MANAGEMENT INC.

Corporate name / Dénomination sociale

928636-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Virginie Ethier

Director / Directeur

2015-05-12

Date of Incorporation (YYYY-MM-DD)

Date de constitution (AAAA-MM-JJ)



- 1 Corporate name: LUMEN ASSET MANAGEMENT INC.
2 The province or territory in Canada where the registered office is situated: ON
3 The classes and any maximum number of shares that the corporation is authorized to issue: The corporation is authorized to issue an unlimited number of Common Shares.
4 Restrictions on share transfers: The transfer of shares is subject to the restrictions on the transfer of securities set out in Section 7.
5 Minimum and maximum number of directors: Min. 1 Max. 10
6 Restrictions on the business the corporation may carry on: None.
7 Other Provisions: See attached schedule / Voir l'annexe ci-jointe
8 Incorporator's Declaration: I hereby certify that I am authorized to sign and submit this form.

Name(s) - Nom(s): JOHN I. BITOVE
Original Signed by - Original signé par: JOHN I. BITOVE

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
Other Provisions / Autres dispositions

No securities (other than non-convertible debt securities) of the corporation shall at any time be transferred to any person without either (i) the consent of the directors to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or (ii) the consent of the shareholders of the corporation to be signified by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of shares of the corporation which shares represent a majority of the votes attributable to all of the issued and outstanding shares of the corporation carrying the right to vote.