

**Articles of Incorporation
For
RYJENCAP INC.**

Share Structure: SEE SCHEDULE "A" TO THE ARTICLES OF INCORPORATION
FILED JANUARY 18, 2005.

**Share Transfers
Restrictions:** SEE SCHEDULE "B" TO THE ARTICLES OF INCORPORATION
FILED JANUARY 18, 2005.

Number of Directors:

**Min Number of
Directors:** 1

**Max Number of
Directors:** 7

Business Restricted To: NONE

**Business Restricted
From:** NONE

Other Provisions: SEE SCHEDULE "C" TO THE ARTICLES OF INCORPORATION
FILED JANUARY 18, 2005.

**Registration Authorized By: DARREN B. FACH
INCORPORATOR**

Alberta

Articles of Incorporation

1. Name of Corporation

RYJENCAP INC.

2. The classes of shares, 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 and an unlimited number of Preferred Shares, each having the rights, privileges, restrictions and conditions set forth in Schedule "A" which is attached hereto and forms part of these Articles of Incorporation.

3. Restrictions on share transfers (if any):

The annexed schedule "B" is incorporated into this form.

4. Number, or minimum and maximum number, of directors that the corporation may have:

Not less than 1 director and not more than 7 directors.

5. If the corporation is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restriction(s):


None

6. Other rules or provisions (if any):

The annexed schedule "C" is incorporated into this form.

7. Dated: January 18, 2005

Incorporators

Name of Person Authorizing (please print)	Address: (including postal code)	Signature
Darren B. Fach	Third Floor, 14505 Bannister Road SE Calgary, Alberta T2X 3J3	

SCHEDULE "A"

SHARE CAPITAL

RYJENCAP INC.

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares.

1. The Common Shares, as a class, shall have the following rights, privileges, restrictions and conditions:

(a) **Voting:** The holders of the Common Shares without nominal or par value shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Common Share without nominal or par value held at all such meetings.

(b) **Dividends:** Subject to the rights of the holders of the Preferred Shares and any other class of shares ranking senior to the Common Shares, the holders of the Common Shares without nominal or par value shall be entitled to receive and participate rateably in any dividends declared by the board of directors of the Corporation.

(c) **Liquidation, Dissolution or Winding-Up:** Subject to the rights of the holders of the Preferred Shares and any other class of shares ranking senior to the Common Shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Common Shares without nominal or par value shall participate rateably in the distribution of the assets of the Corporation.

2. The Preferred Shares, as a class, shall have the following rights, privileges, restrictions and conditions:

(a) **Issuance in Series:** The Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares.

(b) **Ranking of Preferred Shares:** The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the Preferred Shares of every other series and be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Preferred Shares. The Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Common Shares and the shares of any other class ranking junior to the Preferred Shares, or as may be fixed in accordance with subparagraph 2(a).

(c) Approval by Holders of Preferred Shares: The approval by the holders of the Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the Business Corporations Act (Alberta), be given in writing by the holders of all of the Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Preferred Shares then outstanding are present in person or represented by proxy. If at any such meeting, when originally held, the holders of at least a majority of all Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the Preferred Shares previously mentioned. Notice of any meeting of the holders of the Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, in which case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

SCHEDULE "B"

RESTRICTIONS ON SHARE TRANSFERS

RYJENCAP INC.

No share in the capital of the Corporation shall be transferred without the express consent of the directors of the Corporation expressed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or by an instrument or instruments in writing signed by all of the directors.

SCHEDULE "C"

OTHER PROVISIONS

RYJENCAP INC.

1. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one third (1/3) of the number of directors who held office at the expiration of the last annual meeting.
2. The number of beneficial holders, direct or indirect, of securities that are:
 - (a) voting securities,
 - (b) securities that are not debt securities and that carry a residual right to participate in the earnings of the Corporation or, on the liquidation or winding up of the Corporation, in its assets, or
 - (c) securities convertible, directly or indirectly, into such securities,shall not be more than 50 persons or companies, counting any 2 or more joint registered owners as one beneficial owner, and not counting employees and former employees of the Corporation or its affiliates.
3. The Corporation may issue securities described in 2(a), (b) and (c), only to those persons described under the private issuer exemption in Multilateral Instrument 45-103 in relation to the Securities Act (Alberta).

BUSINESS CORPORATIONS ACT
(SECTIONS 27 or 171)

Alberta

ARTICLES OF AMENDMENT

1. Name of Corporation

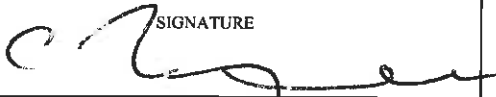
2. Corporate Access Number

RYJENCAP INC.

2011481609

3.

1. Pursuant to section 173(1)(l) of the *Business Corporations Act* (Alberta) the minimum number of directors of the Corporation is changed to 3 and the maximum number of directors of the Corporation is changed to 12.
2. Pursuant to section 173(1)(m) of the *Business Corporations Act* (Alberta) the restrictions on share transfers of the Corporation are deleted so that there shall be no restrictions on the transfer of shares.
3. Pursuant to section 173(1)(n) of the *Business Corporations Act* (Alberta) the other provisions to the Articles of the Corporation are deleted and the other provisions of the Corporation shall be as set out in Schedule "B" attached hereto.

4. DATE May 4, 2005	SIGNATURE  TERENCE W. ROGERS	TITLE President
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SCHEDULE "B"

OTHER PROVISIONS

RYJENCAP INC.

The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one third (1/3) of the number of directors who held office at the expiration of the last annual meeting.

Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2006/06/16

Service Request Number: 8799896

Corporate Access Number: 2011481609

Legal Entity Name: RYJENCAP INC.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: EMPIRE INDUSTRIES LTD.

New French Equivalent Name:

Nuans Number: 86767468

Nuans Date: 2006/05/30

French Nuans Number:

French Nuans Date:

Share Structure: SEE SCHEDULE "A" TO THE ARTICLES OF INCORPORATION FILED JANUARY 18, 2005.

Share Transfers Restrictions: NONE

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 12

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SCHEDULE "B" ATTACHED - AMENDED JUNE 16, 2006

BCA Section/Subsection: 173(1)(A)(F)(N)

Professional Endorsement Provided:

Future Dating Required:

Annual returns are outstanding for the 2006 file year(s).

Annual Return

No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2005/01/18
Restrictions on Share Transfers	ELECTRONIC	2005/01/18
Other Rules or Provisions	ELECTRONIC	2005/01/18
Other Rules or Provisions	ELECTRONIC	2005/05/04
Other Rules or Provisions	ELECTRONIC	2006/06/16
Consolidation, Split, Exchange	ELECTRONIC	2006/06/16

Registration Authorized By: WILLIAM M. WALKER
SOLICITOR

BUSINESS CORPORATIONS ACT
(SECTIONS 27 or 171)

Alberta

ARTICLES OF AMENDMENT

1. Name of Corporation	2. Corporate Access Number
RYJENCAP INC.	2011481609

3. Pursuant to s.173(1)(a) of the *Business Corporations Act* (Alberta) Article 1 of the Articles of the Corporation be amended by changing the name of the Corporation from Ryjencap Inc. to: **EMPIRE INDUSTRIES LTD.**

Pursuant to s.173(1)(f) of the *Business Corporations Act* (Alberta) Article 3 of the Articles of the Corporation is amended by changing each four currently issued and outstanding common shares into one issued and outstanding common share.

Pursuant to s.173(1)(n) and s.133(4) of the *Business Corporations Act* (Alberta) Article 6 of the Articles of the Corporation be amended by adding the following, after item 3 of Schedule 'B' - Other Rules and Provisions:

"4. The Corporation is authorized to hold meetings of shareholders anywhere outside of Alberta, within Canada."

4. DATE June 15, 2006	SIGNATURE <i>Basil Robert Cuddihy</i> Basil Cuddihy	TITLE Director
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This document was filed electronically with Corporate Registry, on this date, by a duly accredited Agent of that Registry.

Date: June 16, 2006
Agent: [Signature]

SCHEDULE "A"

RYJENCAP INC.

CONSOLIDATION OF SHARES

Pursuant to s.173(1)(f) of the *Business Corporations Act* (Alberta) Article 3 of the Articles of the Corporation is amended by changing each four currently issued and outstanding common shares into one issued and outstanding common share.

SCHEDULE "B"

OTHER PROVISIONS

1190312 Alberta Inc.

1. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one third (1/3) of the number of directors who held office at the expiration of the last annual meeting.
2. The number of beneficial holders, direct or indirect, of securities that are:
 - (a) voting securities,
 - (b) securities that are not debt securities and that carry a residual right to participate in the earnings of the Corporation or, on the liquidation or winding up of the Corporation, in its assets, or
 - (c) securities convertible, directly or indirectly, into such securities,shall not be more than 50 persons or companies, counting any 2 or more joint registered owners as one beneficial owner, and not counting employees and former employees of the Corporation or its affiliates.
3. The Corporation may issue securities described in 2(a), (b) and (c), only to those persons described under the private issuer exemption in Multilateral Instrument 45-103 in relation to the Securities Act (Alberta).
4. The Corporation is authorized to hold meetings of shareholders anywhere outside of Alberta, within Canada.

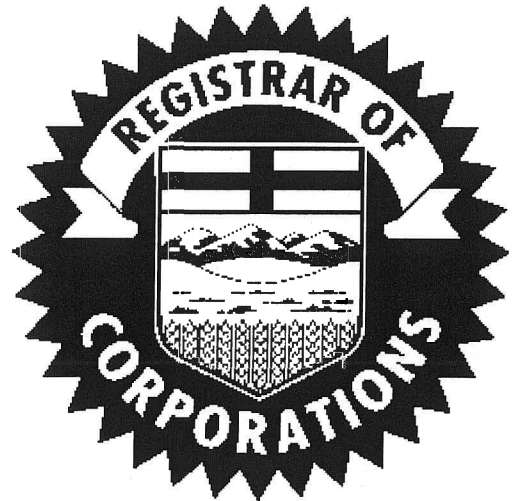
CORPORATE ACCESS NUMBER: 2011481609

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**EMPIRE INDUSTRIES LTD.
AMENDED ITS ARTICLES ON 2016/06/27.**



multiple copies of this document are available
at the following website:
www.alberta.ca

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Government

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1. Name of Corporation	2. Corporate Access Number
EMPIRE INDUSTRIES LTD.	2011481609

3. Item number 2 of the Articles of the above named corporation are amended in accordance with Section 173(1)(e)(h) of the *Business Corporations Act* as follows.

The Articles of the Corporation be amended as follows:

- Pursuant to Section 173(1)(e) of the *Business Corporations Act* (Alberta), the Articles of the Corporation be amended by redesignating the existing rights, restrictions, privileges and conditions in respect of its issued and unissued Class "A" Common Shares and Preferred Shares, issuable in series and replacing them with the respective rights, restrictions, privileges and conditions for those classes set out in Schedule "A" attached hereto; and
- Pursuant to Section 173(1)(h) of the *Business Corporations Act* (Alberta), the Articles of the Corporation be amended by removing two (2) classes of shares being Common Shares and Special Preferred Shares in their entirety.

Transmitted to Alberta Corporate Registry
on June 27, 2016 by
Carscallen LLP, Service Provider

Candice Pearson
Accredited Person

4. Authorized Representative/Authorized Signing Authority for the Corporation

<p>K. Guy Nelson Name of Authorized Representative</p> <hr/> <p>416 366 7977 Telephone Number (optional)</p> <hr/> <p>June 27, 2016 Date</p>	<p>Officer Relationship to Corporation</p> <hr/> <p>gnelson@empind.com Email Address (optional)</p> <hr/> <p><i>Guy Nelson</i> Signature</p>
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SCHEDULE "A"
TO THE ARTICLES OF AMENDMENT
EMPIRE INDUSTRIES LTD.
(the "Corporation")

The Classes and any maximum number of shares that the Corporation is authorized to issue:

Capital

The Corporation is authorized to issue an unlimited number of Class "A" Common Shares and an unlimited number of Preferred Shares.

1. The Class "A" Common Shares, as a class, shall have the following rights, privileges, restrictions and conditions:
 - (a) Voting: The holders of the Class "A" Common Shares without nominal or par value shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Class "A" Common Share without nominal or par value held at all such meetings.
 - (b) Dividends: Subject to the rights of the holders of the Preferred Shares and any other class of shares ranking senior to the Class "A" Common Shares, the holders of the Class "A" Common Shares without nominal or par value shall be entitled to receive and participate rateably in any dividends declared by the board of directors of the Corporation on such shares.
 - (c) Liquidation, Dissolution or Winding-Up: Subject to the rights of the holders of the Preferred Shares and any other class of shares ranking senior to the Class "A" Common Shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Class "A" Common Shares without nominal or par value shall:
 - (i) participate rateably with all holders of Class "A" Common Shares in the distribution of the assets of the Corporation to the extent of the stated capital of the Class "A" Common Shares; and
 - (ii) participate rateably with all holders of Class "A" Common Shares in the distribution of any remaining assets of the Corporation.
2. The Preferred Shares, as a class, shall have the following rights, privileges, restrictions and conditions:
 - (a) Issuance in Series: The Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares.

- (b) Ranking of Preferred Shares: The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the Preferred Shares of every other series and be entitled to preference over the Class "A" Common Shares and the shares of any other class ranking junior to the Preferred Shares. The Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Class "A" Common Shares and the shares of any other class ranking junior to the Preferred Shares, or as may be fixed in accordance with subparagraph 3(a).
- (c) Approval by Holders of Preferred Shares: The approval by the holders of the Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the *Business Corporations Act* (Alberta), be given in writing by the holders of all of the Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all Preferred Shares then outstanding are present in person or represented by proxy. If at any such meeting, when originally held, the holders of at least a majority of all Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the Preferred Shares previously mentioned. Notice of any meeting of the holders of the Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, in which case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2016/06/27

Service Request Number: 25366546

Corporate Access Number: 2011481609

Legal Entity Name: EMPIRE INDUSTRIES LTD.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: EMPIRE INDUSTRIES LTD.

New French Equivalent Name:

Nuans Number: 86767468

Nuans Date: 2006/05/30

French Nuans Number:

French Nuans Date:

Share Structure: SEE SCHEDULE "A" ATTACHED HERETO

Share Transfers Restrictions: NONE

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 12

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SCHEDULE "B" ATTACHED - AMENDED JUNE 16, 2006

BCA Section/Subsection: 173(1)(E)(H)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2016	2016/02/01
2015	2016/02/01
2014	2014/04/23

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2005/01/18
Restrictions on Share Transfers	ELECTRONIC	2005/01/18

Other Rules or Provisions	ELECTRONIC	2005/01/18
Other Rules or Provisions	ELECTRONIC	2005/05/04
Other Rules or Provisions	ELECTRONIC	2006/06/16
Consolidation, Split, Exchange	ELECTRONIC	2006/06/16
Other Rules or Provisions	ELECTRONIC	2014/09/30
Memo to File	ELECTRONIC	2014/09/30
Share Structure	ELECTRONIC	2016/06/27
Articles/Plan of Arrangement/Court Order	10000307117861877	2016/06/27
Share Structure	ELECTRONIC	2016/06/27

Registration Authorized By: K. GUY NELSON
OFFICER