

/A

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
WILLIAM HARRISON	287 SPEEDVALE AVENUE WEST, GUELPH, ONTARIO N1H 1C5	Yes
TERRY REIDEL	287 SPEEDVALE AVENUE WEST, GUELPH, ONTARIO N1H 1C5	Yes
DENNIS GRIMM	287 SPEEDVALE AVENUE WEST, GUELPH, ONTARIO N1H 1C5	Yes

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - **Amalgamation Agreement / Convention de fusion :**

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

LINAMAR CORPORATION

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
LINAMAR CORPORATION	1887813	2018	12	31
2455600 ONTARIO INC.	2455600	2018	12	31
MONTUPET LTEE	5005935	2018	12	31

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

NONE

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

- (a) an unlimited number of common shares; and
- (b) an unlimited number of special shares issuable in series

8. 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:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

To provide that the rights, privileges, restrictions and conditions attaching to the common share and the special shares issuable in series shall be as follows:

COMMON SHARES

- (a) A holder of any common shares shall be entitled to receive notice of, to attend and to vote at all meetings of shareholders and to one vote for each common share held at any such meeting, except meetings at which only holders of a specified class of shares (other than common shares) or a specified series of share are entitled to vote;
- (b) A holder of any common shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive any dividend if, as and when declared by the Board of Directors of the Corporation, properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine; and
- (c) A holder of any common shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.

SPECIAL SHARES

The special shares shall, as a class, carry and be subject to the following designations, rights, privileges, restrictions and conditions:

- (a) The special shares may be issued at any time or from time to time in one or more series, each series to consist of such number of special shares as shall be fixed by the Board of Directors;
- (b) With respect to each series, the Board of Directors shall determine, subject to these provisions, the designation, rights, privileges, restrictions and conditions and other provisions to be attached to the special shares of such series;
- (c) The special shares of each series shall rank on a parity with the special shares of every other series with respect to priority in the payment of dividends and with respect to priority on the return of capital, or any other distribution of assets of the Corporation, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (herein referred to as a "liquidation dissolution");
- (d) The special shares of each series shall be entitled to a preference over the junior shares of the Corporation (as hereinafter defined) with respect to priority in the payment of dividends and on a liquidation dissolution, and, the Directors may give the special shares of any series such other preferences over the junior shares as they see fit; herein "junior shares" mean the common shares of the Corporation and any other shares of the Corporation that may rank junior to the special shares with respect to priority in the payment of dividends and with respect to priority on a liquidation dissolution.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

NONE

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

NONE

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

LINAMAR CORPORATION

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

ROGER FULTON

Print name of signatory /
Nom du signataire en lettres moulées

SECRETARY

Description of Office / Fonction

2455600 ONTARIO INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

ROGER FULTON

Print name of signatory /
Nom du signataire en lettres moulées

SECRETARY

Description of Office / Fonction

MONTUPET LTEE

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

ROGER FULTON

Print name of signatory /
Nom du signataire en lettres moulées

SECRETARY

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

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SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF

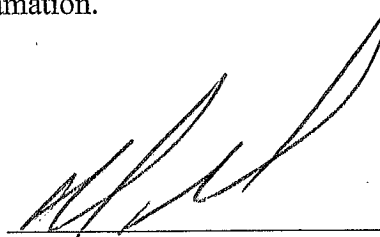
LINAMAR CORPORATION
(the "Linamar")

and

2455600 ONTARIO INC.
(**"2455600"**)

1. I, Dale Schneider, am the Chief Financial Officer of Linamar and Treasurer of 2455600, each being an amalgamating corporation listed in the Articles of Amalgamation to which this statement is attached.
2. Having conducted such examinations of the books and records of Linamar and 2455600 and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:
 - a. Each of Linamar and 2455600 is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - b. The realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - c. No creditor will be prejudiced by the amalgamation.

DATED this 31st day of December, 2018



Dale Schneider

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF

**Montupet Ltee
("MLC")**

1. I, Roger Fulton, am the Secretary of MLC, an amalgamating corporation listed in the Articles of Amalgamation to which this statement is attached.
2. Having conducted such examinations of the books and records of MLC and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:
 - a. MLC is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - b. The realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - c. No creditor will be prejudiced by the amalgamation.

DATED this 31st day of December, 2018



Roger Fulton

SCHEDULE "B"

Annexed hereto are copies of the director's resolutions authorizing amalgamation.

**UNANIMOUS WRITTEN RESOLUTION OF
THE DIRECTORS OF**

**2455600 ONTARIO INC.
(the "Corporation")**

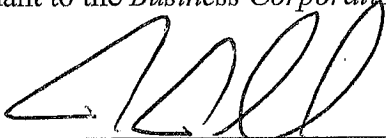
Amalgamation with Linamar Corporation

The Corporation is a wholly-owned subsidiary of Linamar Corporation and it is desirable that the Corporation amalgamate with Linamar Corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

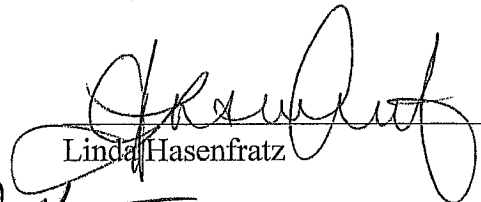
RESOLVED THAT:

1. The amalgamation of the Corporation and Linamar Corporation under the Act, pursuant to subsection 177(1) thereof, is approved;
2. Upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of Linamar Corporation;
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. Any director or officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.


The foregoing resolution is hereby consent to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 31st day of December, 2018



James Jarrell



Linda Hasenfratz



Roger Fulton

**UNANIMOUS WRITTEN RESOLUTION OF
THE DIRECTORS OF**

**MONTUPET LTEE
(the "Corporation")**


Amalgamation with Linamar Corporation

The Corporation is a wholly-owned subsidiary of Linamar Corporation and it is desirable that the Corporation amalgamate with Linamar Corporation pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

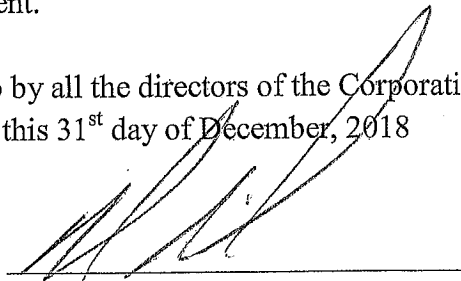
RESOLVED THAT:

1. The amalgamation of the Corporation and Linamar Corporation under the Act, pursuant to subsection 177(1) thereof, is approved;
2. Upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of Linamar Corporation;
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. Any director or officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.
6. These resolutions may be executed by the undersigned in separate counterparts, each of which when so executed and delivered shall be an original and all such counterparts shall together constitute one and the same instrument.


The foregoing resolution is hereby consent to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 31st day of December, 2018



Roger Fulton



Dale Schneider



Brian Wade

**RESOLUTION OF THE DIRECTORS
OF
LINAMAR CORPORATION
(the "Corporation")**

Amalgamation with 2455600 Ontario Inc. and Montupet Ltee

2455600 Ontario Inc. and Montupet Ltee. are wholly-owned subsidiaries of the Corporation and it is desirable that the Corporation amalgamate with 2455600 Ontario Inc. and Montupet Ltee pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

1. The amalgamation of the Corporation and 2455600 Ontario Inc. and Montupet Ltee under the Act, pursuant to subsection 177(1) thereof, is approved;
2. Upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of 2455600 Ontario Inc. and Montupet Ltee, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. Any director or officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.
6. These resolutions may be executed by the undersigned in separate counterparts, each of which when so executed and delivered shall be an original and all such counterparts shall together constitute one and the same instrument.

The foregoing resolution is hereby consent to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 31st day of December, 2018



Frank Hasenfratz



Mark Stoddart

Terry Reidel



Linda Hasenfratz

William Harrison

Dennis Grimm

**RESOLUTION OF THE DIRECTORS
OF
LINAMAR CORPORATION
(the "Corporation")**

Amalgamation with 2455600 Ontario Inc. and Montupet Ltee

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RESOLVED THAT:

1. The amalgamation of the Corporation and 2455600 Ontario Inc. and Montupet Ltee under the Act, pursuant to subsection 177(1) thereof, is approved;
2. Upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of 2455600 Ontario Inc. and Montupet Ltee, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
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The foregoing resolution is hereby consent to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 31st day of December, 2018

Frank Hasenfratz

Linda Hasenfratz

Mark Stoddart

William Harrison

Terry Reidel

Dennis Grimm

**RESOLUTION OF THE DIRECTORS
OF
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(the "Corporation")**

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RESOLVED THAT:

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3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
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5. Any director or officers of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.
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The foregoing resolution is hereby consent to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 31st day of December, 2018

Frank Hasenfratz

Linda Hasenfratz

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