

CORPORATE ACCESS NUMBER: 2016494722



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**GAMEHOST INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2011/12/31.**



Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2011/12/31

Corporate Access Number: 2016494722

Service Request Number: 17338121
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: GAMEHOST INC.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 2800, 715 - 5TH AVENUE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2X6

RECORDS ADDRESS

Street: 2800, 715 - 5TH AVENUE SW.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 2X6

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: SEE SCHEDULE A ATTACHED HERETO AND MADE A PART HEREOF

Share Transfers Restrictions: SEE SCHEDULE B ATTACHED HERETO AND MADE A PART HEREOF

Number of Directors:

Min Number Of Directors: 1
Max Number Of Directors: 11
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE C ATTACHED HERETO AND MADE A PART HEREOF

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2011/12/31

Director

Last Name: WILL
First Name: DARCY
Middle Name:
Street/Box Number: 400, 4406 - 50TH AVENUE
City: RED DEER
Province: ALBERTA
Postal Code: T4N 3Z5
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: SEBASTIAN
First Name: TIMOTHY
Middle Name: J.
Street/Box Number: 400, 4406 - 50TH AVENUE
City: RED DEER
Province: ALBERTA
Postal Code: T4N 3Z5
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: VAN SOMEREN
First Name: JERRY
Middle Name:
Street/Box Number: 400, 4406 - 50TH AVENUE
City: RED DEER
Province: ALBERTA

Postal Code: T4N 3Z5

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: MCPHERSON

First Name: JAMES

Middle Name:

Street/Box Number: 400, 4406 - 50TH AVENUE

City: RED DEER

Province: ALBERTA

Postal Code: T4N 3Z5

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: WILL

First Name: DAVID

Middle Name:

Street/Box Number: 400, 4406 - 50TH AVENUE

City: RED DEER

Province: ALBERTA

Postal Code: T4N 3Z5

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: MILES

First Name: PETER

Middle Name: L.

Street/Box Number: 400, 4406 - 50TH AVENUE

City: RED DEER

Province: ALBERTA

Postal Code: T4N 3Z5

Country:

Resident Canadian: Y

Named On Stat Dec:

Amalgamating Corporation

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Corporate Access Number	Legal Entity Name
2015242320	GAMEHOST INC.
2015812650	GAMEHOST (CALGARY) CORP.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2011/12/31
Share Structure	ELECTRONIC	2011/12/31
Statutory Declaration	10000907112216121	2011/12/31
Restrictions on Share Transfers	ELECTRONIC	2011/12/31

Registration Authorized By: DANIELLE SIMPSON
SOLICITOR

**Articles of Amalgamation
For
GAMEHOST INC.**

Share Structure: SEE SCHEDULE A ATTACHED HERETO AND MADE A PART
HEREOF

**Share Transfers
Restrictions:** SEE SCHEDULE B ATTACHED HERETO AND MADE A PART
HEREOF

Number of Directors:

Min Number of Directors: 1

Max Number of Directors: 11

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE SCHEDULE C ATTACHED HERETO AND MADE A PART
HEREOF

**Registration Authorized By: DANIELLE SIMPSON
SOLICITOR**

SCHEDULE "A"

Attached to and forming part
of Section 2
of the Articles of Amalgamation
of GAMEHOST INC. (the "Corporation")

AUTHORIZED CAPITAL OF THE CORPORATION

1. The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value to which shares shall be attached the right to:

(a) vote at any meeting of shareholders of the Corporation;

(b) receive any dividend declared by the Corporation;
and

(c) receive the remaining property of the Corporation upon dissolution.

2. The Corporation is authorized to issue an unlimited number of Preferred Shares ("Preferred Shares") which, as a class, have attached thereto the following attributes:

(a) the Preferred Shares may from time to time be issued in one or more series, and the Directors may fix from time to time before such issue the number of Preferred Shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion, if any, and any sinking fund or other provisions;

(b) the Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, be entitled to preference over the Common Shares, and over any other shares of the Corporation ranking by their terms junior to the Preferred Shares. The Preferred Shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common Shares, and any other shares of the Corporation ranking by their terms junior to the Preferred Shares as may be fixed in accordance with subclause (a) above; and

(c) if any cumulative dividends or amounts payable on

the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares shall participate rateably in respect of accumulated dividends and return of capital.

SCHEDULE "B"

Attached to and forming part
of Section 3
of the Articles of Amalgamation
of GAMEHOST INC. (the "Corporation")

RESTRICTIONS ON SHARE TRANSFERS

1. For the purposes of this section

(a) "AGLC" means the Alberta Gaming and Liquor Commission, or any successor thereto, assign thereof or lawful representative thereof under the laws of the Province of Alberta;

(b) "Person" means any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate group, body corporate, corporation, unincorporated association or organization, Governmental Entity, syndicate or other entity, whether or not having legal status;

(c) "Significant Interest" means Shares to which are attached, in the aggregate, more than 5% of the votes that may be ordinarily cast to appoint directors of the Corporation at a meeting of the shareholders of the Corporation;

(d) "Shareholder" means a holder of Shares of the Corporation; and

(e) "Shares" means common shares or preferred shares in the capital of the Corporation.

2. No Person, or group of Persons acting jointly or in concert, shall acquire, agree to acquire, hold, beneficially own or control, either directly or indirectly, a Significant Interest, unless such parties obtain the prior written consent of, and if required registration with, the AGLC, its successors, assigns or lawful representatives.

3. Until such time as the prior written consent of the AGLC, its successors, assigns or lawful representatives has been obtained, no Person, or group of Persons acting jointly or in concert, holding, acquiring or agreeing to acquire, beneficially own or control, a Significant Interest, either directly or indirectly shall:

(a) acquire, in any manner whatsoever, any Shares or otherwise increase the holder's Significant Interest; or

(b) dispose, in any manner whatsoever, any portion of the Significant Interest, except where such disposition is by way of a redemption of Shares in accordance with the terms of the articles of the Corporation;

if such disposition or acquisition would result in a change of ownership of the Corporation within the meaning of the Gaming and Liquor Act (Alberta), and the Gaming and Liquor Regulation and AGLC Policies promulgated thereunder.

4. In addition, any Shareholder, regardless of the number of Shares held by such Shareholder, may be required to file an application, be investigated and have suitability as a Shareholder determined if the AGLC 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 the AGLC.

5. If, in the opinion of the board of directors of the Corporation, a Person, or group of Persons acting in concert, fails to comply with the foregoing constraints the board of directors of the Corporation shall be entitled to take any of the following actions (each, a "Constraint Action"):

(a) place a stop transfer on all or any of the Shares of the Person, or group of Persons, the board of directors of the Corporation reasonably believes is violating such constraints;

(b) suspend all voting and distribution rights on all or any of the Shares held by the Person, or group of Persons, the board of directors of the Corporation reasonably believes is violating such constraints;

(c) apply to the Alberta Court of Queen's Bench or such other court of competent jurisdiction seeking an injunction to prevent a breach or continuing breach of such constraints; or

(d) 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 or the Corporation's Shares, or the Person or group of Persons, 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 complies with such constraints.

6. In addition, if the AGLC has determined a Shareholder's ownership of Shares is inconsistent with its declared policies, the board of directors of the Corporation shall also be entitled to take a Constraint Action against such Shareholder.

SCHEDULE "C"
attached to and forming part
of Section 6
of the Articles of Amalgamation
of GAMEHOST INC. (the "Corporation")

a. The directors of the Corporation may, without authorization of the shareholders:

i. borrow money on the credit of the Corporation;

ii. issue, reissue, sell or pledge debt obligations of the Corporation;

iii. subject to the Business Corporations Act of Alberta, give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and

iv. 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.

b. The directors may, by resolution, delegate the powers referred to in subsection (a) hereof to a director, a committee of directors or an officer.

c. 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 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.

d. Meetings of the shareholders may be held at any place within Canada or the United States of America.