

CORPORATE ACCESS NUMBER

20727863



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

INTERMAP TECHNOLOGIES LTD.

IS THE RESULT OF AN AMALGAMATION FILED ON
FEBRUARY 25, 1997.



A handwritten signature in black ink, appearing to read "G. Boddy".

Registrar of Corporations

BUSINESS CORPORATIONS ACT
(Section 179)

FORM 9

**ALBERTA CONSUMER AND
CORPORATE AFFAIRS**

ARTICLES OF AMALGAMATION

1. NAME OF CORPORATION.

2. CORPORATE ACCESS NO.

INTERMAP TECHNOLOGIES LTD.

20727063

2. 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 Class A Common Shares and an unlimited number of Class A Participating Preferred Shares, each having the rights, privileges, restrictions and conditions set forth in Schedule 1 attached hereto.

3. RESTRICTIONS IF ANY ON SHARE TRANSFERS.

None.

4. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS.

Minimum of three (3), maximum of fifteen (15).

5. RESTRICTIONS IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON.

None.

6. OTHER RULES OR PROVISIONS IF ANY.

See Schedule 2 attached hereto.

7. NAME OF AMALGAMATING CORPORATIONS.

CORPORATE ACCESS NO.

INTERMAP TECHNOLOGIES LIMITED
STARBRIDGE VENTURE CAPITAL INC.

20714912
20700981

8. DATE

SIGNATURE

TITLE

February 25, 1997


BRIAN L. BULLOCK

President

FOR DEPARTMENTAL USE ONLY

FILED

SCHEDULE 1 attached to and forming part of the Articles of Amalgamation of INTERMAP TECHNOLOGIES LTD.

1. Class A Common Shares

The rights attaching to the Class A Common Shares are equal in all respects and include the following:

- (a) holders of Class A Common Shares shall be entitled to vote at all meetings of the shareholders of the Corporation except meetings at which only holders of a specified class are entitled to vote and, upon a ballot, shall be entitled to one vote for each Class A Common Share held; and
- (b) subject to the restrictions provided herein and to the rights, privileges, restrictions and conditions attaching to the Class A Participating Preferred Shares, holders of Class A Common Shares shall be entitled to receive dividends declared on such shares by the Corporation and, after payment of the sum of \$0.25 (Canadian) per share to the holders of Class A Participating Preferred Shares, to share in the remaining property of the Corporation in the event of a liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property for the purpose of winding-up the affairs of the Corporation; provided, however, no dividend or other distribution shall be declared or paid on Class A Common Shares and no Class A Common Shares shall be purchased by the Corporation if any Class A Participating Preferred Shares are then outstanding.

2. Class A Participating Preferred Shares

The rights attaching to the Class A Participating Preferred Shares are equal in all respects and include the following:

- (a) holders of Class A Participating Preferred Shares shall be entitled to vote at all meetings of the shareholders of the Corporation (equally with the holders of Class A Common Shares) except meetings at which only holders of a specified class are entitled to vote and, upon a ballot, shall be entitled to one vote for each Class A Participating Preferred Share held;
- (b) holders of Class A Participating Preferred Shares shall be entitled to receive dividends declared on such shares by the Corporation and to receive, in priority to the holders of Class A Common Shares, the sum of \$0.25 (Canadian) per share in the event of a liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property for the purpose of winding-up the affairs of the Corporation;
- (c) at any time prior to December 31, 1999 the Class A Participating Preferred Shares shall be convertible into Class A Common Shares of the Corporation on a share-for-share basis at the option of all of the holders of the Class A Participating Preferred Shares. Upon receipt of duly authorized instructions from the holders of all of the Class A Participating Preferred Shares and the surrender of certificates representing such shares by the holders thereof for the purpose of cancellation, the Corporation

shall forthwith cancel the Class A Participating Preferred Shares and issue a like number of Class A Common Shares in exchange therefor. If the holders of Class A Participating Preferred Shares do not exercise the conversion rights described herein on or before December 31, 1999, such rights shall terminate;

- (d) the holders of the Class A Participating Preferred Shares shall have the right, as a class, to elect not less than that number of directors as make up two-fifths (2/5) of the members of the board of directors of the Corporation from time to time;
- (e) on and after December 31, 1999, or such earlier date as agreed to by the holders of all Class A Participating Preferred Shares and the Corporation, the Corporation may redeem the Class A Participating Preferred Shares as of a date specified by it or upon written notice (the "Notice") to the Corporation specifying that all registered holders desire to have the Class A Participating Preferred Shares held by such holders redeemed by the Corporation and, upon receipt of the Notice at the registered office of the Corporation, the Corporation shall, within sixty days following such receipt, redeem or purchase all of the outstanding Class A Participating Preferred Shares for a purchase price in the aggregate of \$2,500,000 (U.S.). In the event that a redemption or purchase by the Corporation of those Class A Participating Preferred Shares specified in the Notice would result in the Corporation contravening the provisions of the *Business Corporations Act* (Alberta) or other applicable legislation, then the Corporation shall redeem such proportion of the issued and outstanding Class A Participating Preferred Shares held by each holder thereof who has, at the relevant date, given the required notice as can be redeemed without causing such contravention. The Corporation shall redeem the balance of the outstanding shares in respect of which the Corporation has received notices for redemption on a pro rata basis at such time or times as such redemption can be made without causing the Corporation to be in contravention of the *Business Corporations Act* (Alberta) or other applicable legislation;
- (f) unless the Corporation issues Class A Common Shares pursuant to:
 - (i) a prospectus offering Class A Common Shares generally to the public and such prospectus has been filed with all required regulatory authorities,
 - (ii) the provisions of a stock option plan adopted by the Corporation,
 - (iii) a convertible debenture granted or to be granted to IITC Holdings Ltd.,
 - (iv) a convertible debenture granted or to be granted to Environmental Research Institute of Michigan, or
 - (v) the conversion of Class A Participating Preferred Shares into Class A Common Shares,

it shall, before issuing additional Class A Common Shares, grant the holders of the Class A Participating Preferred Shares the pre-emptive right to purchase that number of the Class A Common Shares proposed to be issued that the total number of issued and outstanding Class A Participating Preferred Shares held by such holders bears to the aggregate of the issued and outstanding Class A Participating Preferred Shares and the Class A Common Shares. The holders of Class A Participating Preferred Shares shall, within fourteen (14) days following receipt from the Corporation of a

written notice, advise the Corporation as to whether they will purchase all or any part of the Class A Common Shares available for purchase by them pursuant to the pre-emptive right granted to them. The written notice to be forwarded by the Corporation shall state:

- (vi) the total number and the sale price of the Class A Common Shares proposed to be sold;
- (vii) the number of Class A Common Shares available to be purchased by the holders of Class A Participating Preferred Shares pursuant to the pre-emptive right granted to them; and
- (viii) the date proposed for the closing of the sale of the additional Class A Common Shares.

If the holders of Class A Participating Preferred Shares do not advise the Corporation within the said fourteen-day period that they wish to exercise the pre-emptive right granted to them, they shall be deemed to have waived such right relating to the issuance of the additional Class A Common Shares referred to in the notice sent by the Corporation.

SCHEDULE 2 attached to and forming part of the Articles of Amalgamation of INTERMAP TECHNOLOGIES LTD.

1. Upon the affirmative vote of 75% or more of the Directors, the Directors may, between annual general meetings of the Corporation, appoint one or more additional Directors of the Corporation to serve until the next annual general meeting of the Corporation, but the number of additional Directors so appointed and serving as Directors at any particular time shall not exceed one-third of the number of Directors who held office at the expiration of the immediately preceding annual general meeting of the Corporation.
2. Meetings of Shareholders may, if the Directors so determine, be held outside of the Province of Alberta in any city in the Province of Ontario as may be designated by the Directors.

CORPORATE ACCESS NUMBER: 207278631



BUSINESS CORPORATIONS ACT

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

**INTERMAP TECHNOLOGIES CORPORATION
AMENDED ITS ARTICLES ON 1999/05/25.**



BUSINESS CORPORATIONS ACT
(SECTION 27 OR 171)

ALBERTA CONSUMER AND CORPORATE AFFAIRS

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION	2. CORPORATE ACCESS NUMBER
Intermap Technologies Ltd.	20727863

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

Pursuant to section 167(1)(f) of the *Business Corporations Act* (Alberta), the Articles of Amalgamation of the Corporation are amended by consolidating the issued and outstanding Class A Common Shares on the basis of changing each 12.5 old Class A Common Shares issued and outstanding into one new Class A Common Share, and by consolidating the issued and outstanding Class A Preferred Shares on the basis of changing each 12.5 old Class A Preferred Shares issued and outstanding into one new Class A Preferred Share, provided that no fractional shares shall be issued and in the event of a fractional entitlement, the number of Class A Common Shares or Class A Preferred Shares issuable as the case may be shall be rounded up to the next whole number.

Pursuant to Section 167(1)(a) of the *Business Corporations Act* (Alberta), Item #1 of the Articles of Amalgamation is amended by changing the name of the Corporation to Intermap Technologies Corporation.

DATE

SIGNATURE

TITLE

May 14/99

Brian Bullock
Brian Bullock

President

Name/Structure Change Alberta Corporation - Registration Statement

Service Request Number: 1194543
Corporate Access Number: 207278631
Previous Legal Entity Name: INTERMAP TECHNOLOGIES LTD.
Previous French Equivalent Name:
Legal Entity Name: INTERMAP TECHNOLOGIES CORPORATION
French Equivalent Name:
Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Nuans Report Number: 64251708
Nuans Report Date: 1999/05/21
French Name Nuans Report Number:
French Name Nuans Report Date:
**Classes Of Shares and any
Maximum Number(within each class):** SEE SCHEDULE 1 ATTACHED HERETO.
Restrictions On Share Transfers: NONE.
Minimum Number Of Directors: 3
Maximum Number Of Directors: 15
Restrictions On Business To: NONE.
Restrictions On Business From: NONE.
Other Provisions: SEE SCHEDULE 2 ATTACHED HERETO.
Section And Subsection of Act Change Made Under: 167(1)(A)(F)
Directors Issue Shares In Series:
Professional Endorsement Provided:
Future Dating Required:
Amendment Date: 1999/05/25

Annual Returns are outstanding

Annual Returns

File Year	Date Filed
1998	1998/07/13

Attachments

Attachment Type	Microfilm Bar Code	Date Recorded
Share Capital	ELECTRONIC	1999/05/25
Other Rules or Provisions	ELECTRONIC	1999/05/25
Section 167(1)(f) Schedule	ELECTRONIC	1999/05/25

**Registration Authorized By: TINGLE & ASSOCIATES
SOLICITOR**

SCHEDULE 1 attached to and forming part of the Articles of Amendment
of
INTERMAP TECHNOLOGIES CORPORATION

The Corporation is authorized to issue an unlimited number of Class A Common Shares and an unlimited number of Class A Participating Preferred Shares, each having the rights, privileges, restrictions and conditions set forth.

1. Class A Common Shares

The rights attaching to the Class A Common Shares are equal in all respects and include the following:

(a) holders of Class A Common Shares shall be entitled to vote at all meetings of the shareholders of the Corporation except meetings at which only holders of a specified class are entitled to vote and, upon a ballot, shall be entitled to one vote for each Class A Common Share held; and

(b) subject to the restrictions provided herein and to the rights, privileges, restrictions and conditions attaching to the Class A Participating Preferred Shares, holders of Class A Common Shares shall be entitled to receive dividends declared on such shares by the Corporation and, after payment of the sum of \$0.25 (Canadian) per share to the holders of Class A Participating Preferred Shares, to share in the remaining property of the Corporation in the event of a liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property for the purpose of winding-up the affairs of the Corporation; provided, however, no dividend or other distribution shall be declared or paid on Class A Common Shares and no Class A Common Shares shall be purchased by the Corporation if any Class A Participating Preferred Shares are then outstanding.

2. Class A Participating Preferred Shares

The rights attaching to the Class A Participating Preferred Shares are equal in all respects and include the following:

(a) holders of Class A Participating Preferred Shares shall be entitled to vote at all meetings of the shareholders of the Corporation (equally with the holders of Class A Common Shares) except meetings at which only holders of a specified class are entitled to vote and, upon a ballot, shall be entitled to one vote for each Class A Participating Preferred Share held;

(b) holders of Class A Participating Preferred Shares shall be entitled to receive dividends declared on such shares by the Corporation and to receive, in priority to the holders of Class A Common Shares, the sum of \$0.25 (Canadian) per share in the event of a liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property for the purpose of winding-up the affairs of the Corporation;

(c) at any time prior to December 31, 1999 the Class A Participating Preferred Shares shall be convertible into Class A Common Shares of the Corporation on a share-for-share basis at the option of all of the holders of the Class A Participating Preferred Shares. Upon receipt of duly authorized instructions from the holders of all of the Class A Participating Preferred Shares and the surrender of certificates representing such shares by the holders thereof for the purpose of cancellation, the Corporation shall forthwith cancel the Class A Participating Preferred Shares and issue a like number of Class A Common Shares in exchange therefor. If the holders of Class A Participating Preferred Shares do not exercise the conversion rights described herein on or before December 31, 1999, such rights shall terminate;

(d) the holders of the Class A Participating Preferred Shares shall have the right, as a class, to elect not less than that number of directors as make up two-fifths (2/5) of the members of the board of directors of the Corporation from time to time;

(e) on and after December 31, 1999, or such earlier date as agreed to by the holders of all Class A Participating Preferred Shares and the Corporation, the Corporation may redeem the Class A Participating Preferred Shares as of a date specified by it or upon written notice (the "Notice") to the Corporation specifying that all registered holders desire to have the Class A Participating Preferred Shares held by such holders redeemed by the Corporation and, upon receipt of the Notice at the registered office of the Corporation, the Corporation shall, within sixty days following such receipt, redeem or purchase all of the outstanding Class A Participating Preferred Shares for a purchase price in the aggregate of \$2,500,000 (U.S.). In the event that a redemption or purchase by the Corporation of those Class A Participating Preferred Shares specified in the Notice would result in the Corporation contravening the provisions of the Business Corporations Act (Alberta) or other applicable legislation, then the Corporation shall redeem such proportion of the issued and outstanding Class A Participating Preferred Shares held by each holder thereof who has, at the relevant date, given the required notice as can be redeemed without causing such contravention. The Corporation shall redeem the balance of the outstanding shares in respect of which the Corporation has received notices for redemption on a pro rata basis at such time or times as such redemption can be made without causing the Corporation to be in contravention of the Business Corporations Act (Alberta) or other applicable legislation;

(f) unless the Corporation issues Class A Common Shares pursuant to:

- (i) a prospectus offering Class A Common Shares generally to the public and such prospectus has been filed with all required regulatory authorities,
- (ii) the provisions of a stock option plan adopted by the Corporation,
- (iii) a convertible debenture granted or to be granted to IITC Holdings Ltd.,
- (iv) a convertible debenture granted or to be granted to Environmental Research Institute of Michigan, or
- (v) the conversion of Class A Participating Preferred Shares into Class A Common Shares,

it shall, before issuing additional Class A Common Shares, grant the holders of the Class A Participating Preferred Shares the pre-emptive right to purchase that number of the Class A Common Shares proposed to be issued that the total number of issued and outstanding Class A Participating Preferred Shares held by such holders bears to the aggregate of the issued and outstanding Class A Participating Preferred Shares and the Class A Common Shares. The holders of Class A Participating Preferred Shares shall, within fourteen (14) days following receipt from the Corporation of a written notice, advise the Corporation as to whether they will purchase all or any part of the Class A Common Shares available for purchase by them pursuant to the pre-emptive right granted to them. The written notice to be forwarded by the Corporation shall state:

- (vi) the total number and the sale price of the Class A Common Shares proposed to be sold;
- (vii) the number of Class A Common Shares available to be purchased by the holders of Class A Participating Preferred Shares pursuant to the pre-emptive right granted to them; and
- (viii) the date proposed for the closing of the sale of the additional Class A Common Shares.

If the holders of Class A Participating Preferred Shares do not advise the Corporation within the said fourteen-day period that they wish to exercise the pre-emptive right granted to them, they shall be deemed to have waived such right relating to the issuance of the additional Class A Common Shares referred to in the notice sent by the Corporation.

SCHEDULE 2 attached to and forming part of the Articles of Amendment
of
INTERMAP TECHNOLOGIES CORPORATION

1. Upon the affirmative vote of 75% or more of the Directors, the Directors may, between annual general meetings of the Corporation, appoint one or more additional Directors of the Corporation to serve until the next annual general meeting of the Corporation, but the number of additional Directors so appointed and serving as Directors at any particular time shall not exceed one-third of the number of Directors who held office at the expiration of the immediately preceding annual general meeting of the Corporation.

2. Meetings of Shareholders may, if the Directors so determine, be held outside of the Province of Alberta in any city in the Province of Ontario as may be designated by the Directors.

SECTION 167(1)(F) ELECTRONIC ATTACHMENT

Pursuant to section 167(1)(f) of the Business Corporations Act (Alberta), the Articles of Amalgamation of the Corporation are amended by consolidating the issued and outstanding Class A Common Shares on the basis of changing each 12.5 old Class A Common Shares issued and outstanding into one new Class A Common Share, and by consolidating the issued and outstanding Class A Preferred Shares on the basis of changing each 12.5 old Class A Preferred Shares issued and outstanding into one new Class A Preferred Share, provided that no fractional shares shall be issued and in the event of a fractional entitlement, the number of Class A Common Shares or Class A Preferred Shares issuable as the case may be shall be rounded up to the next whole number.

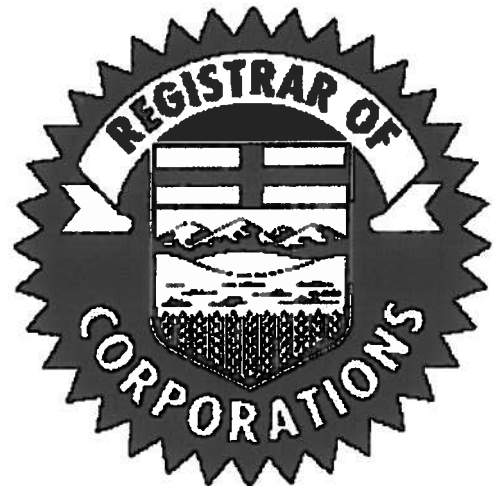
CORPORATE ACCESS NUMBER: 207278631

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**INTERMAP TECHNOLOGIES CORPORATION
AMENDED ITS ARTICLES ON 2017/12/01.**



Articles Of Amendment

Business Corporations Act
Section 29 or 177

1. Name of Corporation	2. Corporate Access Number
INTERMAP TECHNOLOGIES CORPORATION	207278631

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

1. Pursuant to Section 173(1)(f) of the *Business Corporations Act* (Alberta), the Articles of the Corporation be and are hereby amended by consolidating all of the issued and outstanding Class A Common Shares of the Corporation as evidenced by the attached Section 173(f) Schedule.

Jennifer Bakken Jennifer Bakken December 1, 2017
Authorized Signature Name of Person Authorizing (please print) Date

N/A Executive Vice Pres. and CFO
Identification Title (please print)
(not applicable for solebars)

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Box 3140, Edmonton, Alberta T8J 2G7, (780) 427-7013

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Alberta Registries
Canada LLP
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SECTION 173(1)(f) SCHEDULE

Pursuant to Section 173(1)(f) of the *Business Corporations Act (Alberta)*, the Articles of the Corporation be and are hereby amended by consolidating all of the issued and outstanding Class A Common Shares of the Corporation into a lesser number of Class A Common Shares of the Corporation on the basis of ten (10) old Class A Common Shares to one (1) new Class A Common Share.

No certificates representing fractional new Class A Common Shares shall be issued. With respect to fractional new Class A Common Shares that would otherwise be issuable to a Shareholder, the entitlement of such Shareholder will be rounded up or down to the nearest whole number of Class A Common Shares with fractional Class A Common Shares greater than or equal to 0.5 being rounded up to the nearest whole Class A Common Share and fractional Class A Common Shares less than 0.5 being rounded down to the nearest whole Class A Common Share. No compensation will be issued to Shareholders as a result of rounding down, and no cash shall be paid for fractional shares.

Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2017/12/01

Service Request Number: 28097851

Corporate Access Number: 207278631

Legal Entity Name: INTERMAP TECHNOLOGIES CORPORATION

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: INTERMAP TECHNOLOGIES CORPORATION

New French Equivalent Name:

Nuans Number: 64251708

Nuans Date: 1999/05/21

French Nuans Number:

French Nuans Date:

Share Structure: SEE SCHEDULE 1 ATTACHED HERETO.

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 15

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: SEE SCHEDULE 2 ATTACHED HERETO.

BCA Section/Subsection:

Professional Endorsement Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2017	2017/10/03
2016	2016/04/07
2015	2015/03/10

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	1999/05/25
Other Rules or Provisions	ELECTRONIC	1999/05/25
Consolidation, Split, Exchange	ELECTRONIC	1999/05/25
Consolidation, Split, Exchange	ELECTRONIC	2017/12/01

**Registration Authorized By: CONNOR KENSE
SOLICITOR**