

Certificate of Amendment

Certificat de modification

Business Corporations Act

Loi sur les sociétés par actions

SANGOMA TECHNOLOGIES CORPORATION

Corporation Name / Dénomination sociale

1483474

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

November 02, 2021 / 02 novembre 2021

Barbara Duckitt

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amendment is not complete
without the Articles of Amendment

Certified a true copy of the record of the
Ministry of Government and Consumer Services.

Barbara Duckitt

Director/Registrar



Ce certificat de modification n'est pas complet s'il
ne contient pas les statuts de modification

Copie certifiée conforme du dossier du
ministère des Services gouvernementaux et des
Services aux consommateurs.

Barbara Duckitt

Directeur ou registrateur



Articles of Amendment

Business Corporations Act

Corporation Name (Date of Incorporation/Amalgamation)

SANGOMA TECHNOLOGIES CORPORATION (July 01, 2001)

1. The name of the corporation is changed to:

Not amended

2. The number of directors or the minimum/maximum number of directors are amended as follows:

Not amended

3. The articles are amended as follows:

A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

Not amended

B. The classes and any maximum number of shares that the corporation is authorized to issue:

Not amended

C. 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. If there is only one class of shares, enter "Not Applicable":

1. The common shares in the capital of the Corporation be changed at the ratio of seven (7) pre-consolidation common shares for each one (1) post-consolidation common share (the "Share Consolidation"); 2. If as a result of the Share Consolidation, a holder of common shares would otherwise be entitled to a fraction of a common share, any fraction, shall be rounded down to the nearest whole common share.

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

A handwritten signature in black ink, appearing to read "Barbara Duckitt".

Director/Registrar, Ministry of Government and Consumer Services

D. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

Not amended

E. Other provisions:

Not amended

4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.

5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:

September 23, 2021

The articles have been properly executed by the required person(s).

- 5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act. *La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*

- 6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on *Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2001/09/17

(Year, Month, Day)
(année, mois, jour)

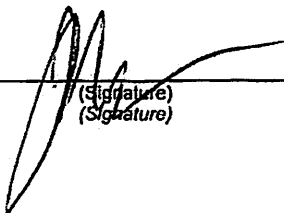
These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

SANGOMA.COM INC.

(Name of Corporation)
(Dénomination sociale de la société)

By/Par:



(Signature)
(Signature)

Director

(Description of Office)
(Fonction)

5. (A) 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.

(A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
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(B) 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.

(B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies 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

SANGOMA.COM INC.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
SANGOMA.COM INC.	1411634	June 28, 2001
1056574 ONTARIO LIMITED	1056574	June 28, 2001
883750 ONTARIO LIMITED	883750	June 28, 2001

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 commerciales³ ou aux pouvoirs de la compagnie.

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 compagnie est autorisée à émettre:

Unlimited number of Common Shares without par value.

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:

4.

Not Applicable.

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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes: ^{5.}

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 compagnies 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. 6.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

SANGOMA.COM INC.

Per: 

1056574 ONTARIO LIMITED

Per: 

883750 ONTARIO LIMITED

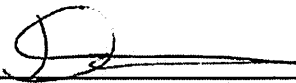
Per: 

**STATEMENT OF DIRECTOR OR
OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT**

I, David Mandelstam, hereby state that:

1. I am the President, Chief Executive Officer and a director of Sangoma.com Inc. and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation, namely **Sangoma.com Inc.**, will be able to pay its liabilities as they become due, and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 28th day of June, 2001.



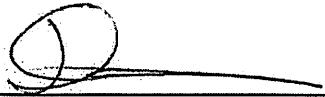
David Mandelstam

**STATEMENT OF DIRECTOR OR
OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT**

I, David Mandelstam, hereby state that:

1. I am the President and a director of 1056574 Ontario Limited and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation, namely Sangoma.com Inc., will be able to pay its liabilities as they become due, and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 28th day of June, 2001.



David Mandelstam

**STATEMENT OF DIRECTOR OR
OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE BUSINESS CORPORATIONS ACT**

I, Gideon Hack, hereby state that:

1. I am the President, Secretary and a director of 883750 Ontario Limited and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation, namely **Sangoma.com Inc.**, will be able to pay its liabilities as they become due, and
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 26th day of June, 2001.

Gideon Hack

SCHEDULE "B"

SANGOMA.COM INC.

"The following resolution, signed by all of the directors of Sangoma.com Inc. ("Holding"), is hereby passed pursuant to the *Business Corporations Act* (Ontario) (the "Act"):

AMALGAMATION WITH WHOLLY-OWNED SUBSIDIARY CORPORATIONS

WHEREAS Holding is the holding corporation of and has agreed to amalgamate with 1056574 Ontario Limited and 883750 Ontario Limited (the "Subsidiaries") pursuant to subsection 177(1) of the Act:

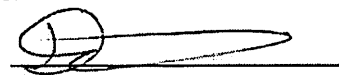
RESOLVED THAT:

1. the amalgamation of Holding and the Subsidiaries under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Subsidiaries under their articles of incorporation and of any act done thereunder, all shares in the capital of the Subsidiaries, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of Holding;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Holding;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. the proper officers of Holding be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

* * * * *

CERTIFIED to be a true copy of a resolution passed by the all of the directors of Sangoma.com Inc. which resolution is in full force and effect unamended at the date hereof.

DATED this 28th day of June, 2001.



David Mandelstam, President
& Chief Executive Officer

SCHEDULE "B"

1056574 ONTARIO LIMITED

"The following resolution, signed by all of the directors of 1056574 Ontario Limited (the "Subsidiary"), is hereby passed pursuant to the *Business Corporations Act* (Ontario) (the "Act"):

AMALGAMATION WITH HOLDING CORPORATION

WHEREAS the Subsidiary is a wholly-owned subsidiary of and has agreed to amalgamate with Sangoma.com Inc. ("Holding") and 883750 Ontario Limited pursuant to subsection 177(1) of the Act:

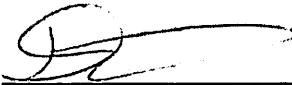
RESOLVED THAT:

1. the amalgamation of the Subsidiary, Holding and 883750 Ontario Limited under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Subsidiary under its articles of incorporation and of any act done thereunder, all shares in the capital of the Subsidiary, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of Holding;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Holding;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. the proper officers of the Subsidiary be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

* * * * *

CERTIFIED to be a true copy of a resolution passed by all of the directors of 1056574 Ontario Limited which resolution is in full force and effect unamended at the date hereof.

DATED this 29th day of June, 2001.



David Mandelstam, President

SCHEDULE "B"

883750 ONTARIO LIMITED

"The following resolution, signed by the sole director of 883750 Ontario Limited (the "Subsidiary"), is hereby passed pursuant to the *Business Corporations Act* (Ontario) (the "Act"):

AMALGAMATION WITH HOLDING CORPORATION

WHEREAS the Subsidiary is a wholly-owned subsidiary of and has agreed to amalgamate with Sangoma.com Inc. ("Holding") and 1056574 Ontario Limited pursuant to subsection 177(1) of the Act:

RESOLVED THAT:

1. the amalgamation of the Subsidiary, Holding and 1056574 Ontario Limited under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Subsidiary under its articles of incorporation and of any act done thereunder, all shares in the capital of the Subsidiary, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of Holding;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Holding;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. the proper officers of the Subsidiary be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

* * * * *

CERTIFIED to be a true copy of a resolution passed by the sole director of 883750 Ontario Limited which resolution is in full force and effect unamended at the date hereof.

DATED this 28th day of June, 2001.


Gideon Hack, President