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**Consumer and
Commercial
Relations**

CERTIFICATE

This is to certify that these
articles are effective on

DECEMBER · 11 DÉCEMBRE, 1986

**Ministère de
la Consommation
et du Commerce**

CERTIFICAT

CERTIFICATE
Ceci certifie que les présents
statuts entrent en vigueur le

Ontario Corporation Number
Numéro de la compagnie en Ontario

694486

**Controller of Records
Companies Branch**

Contrôleur des Dossiers
Direction des Compagnies

Trans Code	Line No.	Stat.	Comp Type	Method Incorp.	Share
A	0	0	A	3	S
18	20	28	29	30	31
Notice Req'd					
N	Jurisdiction				A
22	ONTARIO				53
	33				47

ARTICLES OF AMALGAMATION STATUTS DE FUSION

Form 4
Business
Corporations
Act,
1982

**Formule
numéro 4
Loi de 1982
sur les
compagnies**

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

[illegible]

2. The address of the registered office is: *Adresse du siège social:*

181 KING STREET SOUTH.

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)

Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

WATERLOO, ONTARIO

(Name of Municipality, or Post Office)

Nom de la municipalité ou du bureau de poste

N	2	J	1	P	7
---	---	---	---	---	---

(Postal Code)

(Code Postal)

CITY OF WATERLOO

(Name of Municipality,
Geographical Township)
(Nom de la municipalité,
du canton)

in the
dans le/la

REGIONAL MUNICIPALITY
OF WATERLOO

(County, District, Regional Municipality)
Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

MINIMUM OF THREE (3); MAXIMUM OF TWELVE (12)

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

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving Street & No. or R.R. No., Municipality and Postal Code <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
JAMES A. BRICKMAN	304-172 Sherwood Avenue, Toronto, Ontario. M4P 2A8	Yes
TIMOTHY M. FLEMING	139 Dunbar Road South, Waterloo, Ontario. N2L 2E8	Yes

4. The director(s) are: (Cont'd)

<u>Name</u>	<u>Address</u>	<u>Resident Canadian</u>
THOMAS GILCHRIST	57 Blyth Hill Road, Toronto, Ontario. M4N 3L6	Yes
STEPHEN GUTTMAN	70 Otter Crescent, Toronto, Ontario. M5N 2W5	Yes
HOWARD HAWKE	10 Castlefrank Road, Toronto, Ontario. M4W 2Z4	Yes
RICHARD J. HOBSON	65 Margaret Avenue South, Waterloo, Ontario. N2J 3P8	Yes
DONALD B. KOPAS	59 Douglas Drive, Toronto, Ontario. M4W 2B2	Yes
WILLIAM SCOTT UFFELMAN	296 Old Post Road, Waterloo, Ontario. N2L 5C2	Yes

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 175(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 175(4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check
A or B

Cocher
A ou B

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 176 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

☐ B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 176 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

~~Brick Brewing Co. Limited~~

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>
Brick Brewing Co. Limited	578714	October 2, 1986
Mortar Small Business Development Corporation	584118	October 2, 1986

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

3

N/A

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:

The Corporation is authorized to issue:

(a) an unlimited number of Common Shares (the "Common Shares");

(b) in series an unlimited number of Preference Shares without nominal or par value with such rights, privileges, restrictions and conditions as the directors of the Corporation may determine.

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 is to 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:*

I. THE RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS ATTACHING TO THE COMMON SHARES SHALL INCLUDE THE FOLLOWING:

(a) Payment of Dividends: The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets 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. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Common Shares, the Board of Directors may in their sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares in the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its Shareholders for the purpose of winding-up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Common Shares, be entitled to participate in any distribution of the assets of the Corporation.

(c) Voting Rights: The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the Shareholders of the Corporation and to ONE (1) vote in respect of each Common Share held at all such meetings.

II. The holders of a share of a class or series shall not be entitled to vote separately as a class or series or dissent upon a proposal to amend the Articles of the Corporation to:

(a) Increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;

(b) Effect an exchange, reclassification or cancellation of the shares of such class or series;

(c) Create a new class or series of shares equal or superior to the shares of such class or series.

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:

N/A

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu.

N/A

11. The statements required by subsection 177(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 177 (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.

BRICK BREWING CO. LIMITED

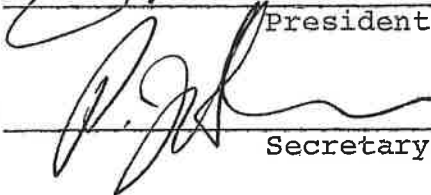
Per: _____



c/s

President

Per: _____



Secretary

MORTAR SMALL BUSINESS DEVELOPMENT CORPORATION

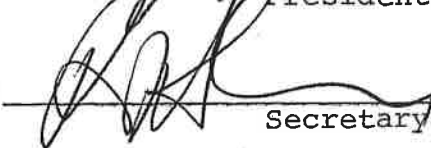
Per: _____



c/s

President

Per: _____



Secretary


SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 177(2) OF
THE BUSINESS CORPORATIONS ACT, 1982

I, JAMES R. A. BRICKMAN, of the City of Waterloo, in the Regional Municipality of Waterloo, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 177(2) of the Business Corporations Act, 1982 (the "Act").
2. I am the President and a Director of BRICK BREWING CO. LIMITED and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of Brick Brewing Co. Limited, one of the amalgamating corporations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that, (i) Brick Brewing Co. Limited is and the corporation to be formed by the amalgamation of Brick Brewing Co. Limited and Mortar Small Business Development Corporation will be able to pay its liabilities as they become due, and (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. Adequate notice has been given by Brick Brewing Co. Limited to all of its known creditors in accordance with the provisions of clause 177(2)(b) of the Act and no creditor has notified Brick Brewing Co. Limited of its objection to the proposed amalgamation.

THIS STATEMENT is made this 11th day of December ,
1986.



JAMES R. A. BRICKMAN

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 177(2) OF
THE BUSINESS CORPORATIONS ACT, 1982

I, DONALD B. KOPAS, of the City of Toronto, in the Municipality of Metropolitan Toronto, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 177(2) of the Business Corporations Act, 1982 (the "Act").
2. I am the President and a Director of MORTAR SMALL BUSINESS DEVELOPMENT CORPORATION and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of Mortar Small Business Development Corporation, one of the amalgamating corporations as are necessary to enable me to make the statements herein-after set forth.
4. There are reasonable grounds for believing that, (i) Mortar Small Business Development Corporation is and the corporation to be formed by the amalgamation of Brick Brewing Co. Limited and Mortar Small Business Development Corporation will be able to pay its liabilities as they become due, and (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of Mortar Small Business Development Corporation will be prejudiced by the amalgamation.
6. Based on the statements made above Mortar Small Business Development Corporation is not obligated to give notice to any creditor.

THIS STATEMENT is made this 11th day of December ,
1986.



DONALD B. KOPAS

DATED:

BRICK BREWING CO. LIMITED

- and -

MORTAR SMALL BUSINESS DEVELOPMENT
CORPORATION

AMALGAMATION
A G R E E M E N T

GOWLING & HENDERSON
Barristers & Solicitors
Suite 1100
50 Queen Street North
Kitchener, Ontario
N2H 6M1

TMF022:mmm

5/

SCHEDULE "B"

THIS AMALGAMATION AGREEMENT entered into as of the 15th day of October, 1986,

B E T W E E N:

BRICK BREWING CO. LIMITED, Ontario Corporation
#578714,

(hereinafter referred to as "Brick"),
OF THE FIRST PART;

- and -

MORTAR SMALL BUSINESS DEVELOPMENT CORPORATION,
Ontario Corporation #584118,

(hereinafter referred to as "Mortar"),
OF THE SECOND PART.

WHEREAS:

- i) Brick was incorporated pursuant to the Business Corporations Act, 1982 (Ontario), (the "Act") by Certificate of Incorporation dated the 20th day of February, 1984. Articles of Amendment for Brick have been filed on the 21st day of June, 1984; the 3rd day of July, 1984; the 23rd day of May, 1985; the 4th day of July, 1985; the 29th day of September, 1986; the 30th day of September, 1986; the 3rd day of October, 1986 and the 7th day of October, 1986;
- ii) Mortar was incorporated pursuant to the Act by Certificate of Incorporation dated the 24th day of May, 1984. Articles of Amendment for Mortar were filed on the 29th day of June, 1984;
- iii) Brick and Mortar acting under the authority contained in the Act have agreed to amalgamate upon the terms and conditions hereinafter set out;

- iv) Brick and Mortar have each made full disclosure to the other of all their respective assets and liabilities;
- v) It is desirable that the said amalgamation should be effected;
- vi) The authorized capital of Brick consists of:
 - (a) ELEVEN THOUSAND ONE HUNDRED AND ELEVEN (11,111) Common Shares without nominal or par value (the "Brick Common Shares");
 - (b) ONE HUNDRED THOUSAND (100,000) Class "A" Non-Voting Preference Shares having a paid up value of ONE (\$1.00) DOLLAR per share (the "Brick Class "A" Non-Voting Preference Shares");
 - (c) TWO HUNDRED (200) Class "A" Voting Preference Shares having a paid up value of EIGHT HUNDRED AND SEVENTY-FIVE (\$875.00) DOLLARS per share (the "Brick Class 'A' Voting Preference Shares");
 - (d) SIX HUNDRED AND THIRTY THOUSAND (630,000) Class "B" Preference Shares having a paid up value of ONE (\$1.00) DOLLAR per share (the "Brick Class 'B' Preference Shares");
 - (e) ONE HUNDRED AND TWENTY-FIVE THOUSAND (125,000) Class "C" Preference Shares having a paid up value of ONE (\$1.00) DOLLAR per share (the "Brick Class 'C' Preference Shares"); and
 - (f) An unlimited number of Class "D" Special Shares having a paid up value of ONE-TENTH OF ONE CENT (\$.001) per share (the "Brick Class 'D' Special Shares");

(g) THREE HUNDRED THOUSAND (300,000) Class "E" Special Shares having a paid up value of ONE (\$1.00) DOLLAR per share (the "Brick Class 'E' Special Shares").

vii) The authorized capital of Mortar consists of:

(a) An unlimited number of common shares (the "Mortar Common Shares") and an unlimited number of special shares (the "Mortar Special Shares"), provided that the aggregate consideration for the issue of the Common Shares and the Special Shares shall not exceed in amount or value the sum of FIVE MILLION (\$5,000,000.00) DOLLARS;

viii) Brick did issue in favour of Mortar a TEN THOUSAND (\$10,000.00) DOLLAR convertible debenture dated the 11th day of July, 1984 (the "Mortar Convertible Debenture"). The Mortar Convertible Debenture was registered pursuant to the Corporations Securities Registration Act on the 11th day of July, 1984, as Instrument No. 72845 and was registered in the Land Registry Office for the Registry Division of Waterloo North (No. 58) on the 11th day of July, 1984 as Instrument No. 786198. A Financing Statement was registered pursuant to the Personal Property Security Act as No. 840711 20 5266. The Mortar Convertible Debenture provides for the conversion of the principal amount outstanding thereunder into ONE HUNDRED AND ELEVEN (111) Common Shares and TEN THOUSAND (10,000) Class "B" Preference Shares in the capital stock of Brick (the said ONE HUNDRED AND ELEVEN (111) Common Shares and TEN THOUSAND (10,000) Class "B" Preference Shares are hereinafter referred to as the "Mortar Convertible Shares").

NOW THEREFORE WITNESSETH that in consideration of the mutual covenants and premises herein contained the Parties hereto covenant and agree as follows:

1. In this Agreement:

- (a) "Amalgamating Corporations" means Brick and Mortar;
- (b) "Amalgamated Corporation" means the corporation continuing from the amalgamation of the Amalgamating Corporations;
- (c) "Amalgamating Agreement" or "Agreement" means this Amalgamation Agreement;
- (d) "Act" means the Business Corporations Act, 1982, S.O. 1982;
- (e) "Effective Date" means the date set out on the certificate endorsed by the Director appointed under the Act on the Articles of Amalgamation giving effect to the Amalgamation.

Words and phrases used herein and defined in the Act shall have the same meaning herein as in the Act unless the context otherwise requires.

2. The Amalgamating Corporations and each of them do hereby agree to amalgamate under the provisions of Section 173 of the Act and to continue as one corporation under the terms and conditions hereinafter set out. The amalgamation shall be effective immediately before the opening of business on the Effective Date.

3. The name of the Amalgamated Corporation shall be:

BRICK BREWING CO. LIMITED

4. The registered office of the Amalgamated Corporation shall be at the Regional Municipality of Waterloo, in the Province of Ontario.

5. The address of the registered office shall be:

181 King Street South,
Waterloo, Ontario
N2J 1P7

6. There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the powers the Amalgamated Corporation may exercise.

7. The by-laws of the Amalgamated Corporation shall be the by-laws of Brick. The proposed by-laws of the Amalgamated Corporation may be examined at the following address:

181 King Street South,
Waterloo, Ontario
N2J 1P7

8. The classes of shares that the Amalgamated Corporation is authorized to issue are:

(a) An unlimited number of Common Shares (the "Common Shares");

✕ (b) The Amalgamated Corporation is authorized to issue in series an unlimited number of Preference Shares without nominal or par value with such rights, privileges, restrictions and conditions as the directors of the Amalgamated Corporation may determine.

9. The rights, privileges, restrictions and conditions attaching to each class of shares that the Amalgamated Corporation is authorized to issue are set forth in Schedule "A" attached hereto.

10. The authorized but un-issued shares in the capital stock of the Amalgamating Corporations shall be respectively cancelled.

11. Upon the amalgamation becoming effective, the authorized, issued and outstanding shares in the capital stock of the Amalgamating Corporations shall be converted into issued and fully paid shares in the capital stock of the Amalgamated Corporation as follows:

(a) The shares in the capital stock of Brick held and beneficially owned by Mortar shall be cancelled without any repayment of capital in respect thereof pursuant to subsection 174(2) of the Act;

(b) The SIX HUNDRED AND SIXTY-SIX THOUSAND SEVEN HUNDRED AND THIRTY (666,730) issued and outstanding Mortar Common Shares shall be converted into FOUR HUNDRED AND SIXTY-SEVEN THOUSAND SEVEN HUNDRED AND SIXTY-SEVEN (467,767) Common Shares in the capital of the Amalgamated Corporation on the basis of POINT SEVEN ZERO ONE SIX (.7016) Common Shares of the Amalgamated Corporation for each ONE (1) Mortar Common Share (disregarding any fractions of shares resulting from such conversion);

(c) The TWO HUNDRED AND THIRTY-FIVE THOUSAND AND THIRTY-SIX (235,036) issued and outstanding Mortar Special Shares shall be converted into THREE HUNDRED AND TWENTY-NINE THOUSAND SEVEN HUNDRED AND NINETY-EIGHT (329,798) Common Shares in the capital of the Amalgamated Corporation on the basis of ONE POINT FOUR ZERO THREE TWO (1.4032) Common Shares of the Amalgamated Corporation for each ONE (1) Mortar Special Shares (disregarding any fractions of shares resulting from such conversion);

(d) The TEN THOUSAND (10,000) issued and outstanding Brick Common Shares, save for the Common Shares cancelled pursuant to Clause 11(a), shall be converted into FIVE HUNDRED AND TWENTY-FIVE THOUSAND (525,000) Common Shares in the capital of the Amalgamated Corporation on the basis of ONE HUNDRED (100) Common Shares of the Amalgamated Corporation for each ONE (1) Brick Common Share (disregarding any fractions of shares resulting from such conversion);

(e) The ONE HUNDRED THOUSAND (100,000) issued and outstanding Brick Class "A" Non-Voting Preference Shares shall be converted into FIFTY-FOUR THOUSAND ONE HUNDRED AND TWENTY-FIVE (54,125) Common Shares in the capital of the Amalgamated Corporation on the basis of POINT FIVE FOUR ONE TWO FIVE SEVEN TWO (.5412572) Common Shares of the Amalgamated Corporation for each ONE (1) Brick Class "A" Non-Voting Preference Share (disregarding any fraction of shares resulting from such conversion);

(f) The TWO HUNDRED (200) issued and outstanding Brick Class "A" Voting Preference Shares, save for the Class "A" Voting Preference Shares cancelled pursuant to Clause 11(a), shall be converted into ONE HUNDRED AND FIFTY-SEVEN THOUSAND FIVE HUNDRED (157,500) Common Shares in the capital of the Amalgamated Corporation on the basis of ONE THOUSAND FIVE HUNDRED (1,500) Common Shares of the Amalgamated Corporation for each ONE (1) Brick Class "A" Voting Preference Share (disregarding any fraction of shares resulting from such conversion);

(g) The FIVE HUNDRED AND THIRTY THOUSAND (530,000) issued and outstanding Brick Class "B" Preference Shares, save for the Class "B" Preference Shares cancelled pursuant to Clause 11(a), shall be converted into SEVEN THOUSAND FOUR HUNDRED AND THIRTY (7,430) Common Shares in the capital stock of the Amalgamated Corporation on the basis of POINT TWO FOUR SEVEN

SIX SEVEN SIX (.247676) Common Shares of the Amalgamated Corporation for each ONE (1) Brick Class "B" Preference Share (disregarding any fraction of shares resulting from such conversion);

(h) The ONE HUNDRED AND TWENTY-FIVE THOUSAND (125,000) issued and outstanding Brick Class "C" Preference Shares shall be converted into TWENTY-SIX THOUSAND FOUR HUNDRED (26,400) Common Shares in the capital stock of the Amalgamated Corporation on the basis of POINT TWO ONE ONE TWO (.2112) Common Shares in the Amalgamated Corporation for each ONE (1) Brick Class "C" Preference Share (disregarding any fraction of shares resulting from such conversion);

(i) The FIFTY THOUSAND (50,000) issued and outstanding Brick Class "D" Special Shares shall be converted into ONE HUNDRED (100) Common Shares in the capital stock of the Amalgamated Corporation on the basis of POINT ZERO ZERO TWO (.002) Common Shares in the Amalgamated Corporation for each ONE (1) Brick Class "D" Special Share and a Warrant (a copy of which is attached hereto as Schedule "B") entitling the holder thereof or its permitted assigns to purchase on or before the 30th day of September, 1991, up to ONE HUNDRED AND THIRTY-FIVE THOUSAND (135,000) Common Shares in the capital of the Amalgamated Corporation at a price per share equal to ONE DOLLAR AND THIRTY-FIVE CENTS (\$1.35) (disregarding any fraction of shares resulting from such conversion);

(j) The ONE HUNDRED AND SIXTY-SIX THOUSAND SIX HUNDRED AND SIXTY-THREE (166,663) issued and outstanding Brick Class "E" Special Shares, save for the Class "E" Special Shares cancelled pursuant to Clause 11(a), shall be converted into ONE HUNDRED AND TWENTY-ONE THOUSAND SIX HUNDRED AND SIXTY-FIVE (121,665) Common Shares in the capital stock of the Amalgamated Corporation on the basis of ONE (1) Common

Shares in the Amalgamated Corporation for each ONE (1) Brick Class "E" Special Share (disregarding any fraction of shares resulting from such conversion).

No fractional shares shall be issued on the amalgamation. A shareholder entitled to fractional shares in the Amalgamated Corporation shall receive cash in lieu of such fractional share entitlement on the basis of ONE DOLLAR AND EIGHTY CENTS (\$1.80) per full Common Share entitlement.

After the filing of Articles of Amalgamation in respect of this Agreement and the endorsement of a Certificate of Amalgamation in respect thereof, the shareholders of the Amalgamating Corporation shall, when requested by the Amalgamated Corporation, surrender the certificates representing shares held by them in the Amalgamated Corporations and, in return, shall be entitled to receive certificates for shares of the Amalgamated Corporation on the basis aforesaid and a cheque of the Amalgamated Corporation representing the cash payment in lieu of fractional share entitlement.

12. The Mortar Convertible Debenture shall be deemed to be converted as at the date hereof but the ONE HUNDRED AND ELEVEN (111) Common Shares and TEN THOUSAND (10,000) Class "B" Preference Shares thereunder shall be cancelled pursuant to subsection 174(2) of the Act without any repayment of capital in respect thereof.

13. The stated capital of the shares of the Amalgamated Corporation issued on conversion of the shares of the Amalgamating Corporations pursuant to Paragraph 11 hereof shall be as follows:

<u>Issued Shares of Amalgamated Corporation</u>	<u>Stated Capital</u>
1,689,783 Common Shares	\$1,385,091.00

14. The Board of Directors of the Amalgamated Corporation shall consist of a minimum of THREE (3) directors and a maximum of TWELVE (12) directors, until changed in accordance with the Act. Until changed by special resolution of the shareholders of the Amalgamated Corporation, or if the directors of the Amalgamated Corporation are so authorized by special resolution of the shareholders of the Amalgamated Corporation, by resolution of the said directors, the Board of Directors of the Amalgamated Corporation shall consist of NINE (9) directors, and the first directors of the Amalgamated Corporation shall be the following:

<u>Name</u>	<u>Address</u>	<u>Resident Canadian</u>
James A. Brickman	304-172 Sherwood Avenue, Toronto, Ontario M4P 2A8	Yes
Timothy M. Fleming	139 Dunbar Road South, Waterloo, Ontario N2L 2E8	Yes
Charles Cazabon	916 Sweetwater Crescent, Mississauga, Ontario L5H 4A8	Yes
Thomas Gilchrist	57 Blyth Hill Road, Toronto, Ontario M4N 3L6	Yes
Stephen Guttman	70 Otter Crescent, Toronto, Ontario M5N 2W5	Yes
Howard Hawke	10 Castlefrank Road, Toronto, Ontario M4W 2Z4	Yes

Richard J. Hobson	65 Margaret Avenue North, Waterloo, Ontario N2J 3P8	Yes
Donald B. Kopas	59 Douglas Drive, Toronto, Ontario M4W 2B2	Yes
William Scott Uffelman	296 Old Post Road, Waterloo, Ontario N2L 5C2	Yes

The said first directors shall hold office until the first annual meeting of the Amalgamated Corporation or until their successors are elected or appointed. The subsequent directors shall be elected each year thereafter by ordinary resolution at either an annual meeting or a special meeting of the shareholders. The directors shall manage or supervise the management of the business and affairs of the Amalgamated Corporation, subject to the provisions of the Act.

15. Upon the shareholders of the Amalgamated Corporations respectively adopting this Amalgamation Agreement in accordance with the requirements of the Act, and subject to Paragraph 19 hereof, Articles of Amalgamation in prescribed form shall be filed with the Director under the Act.

16. Upon the endorsement of the Certificate of Amalgamation under the Act:

* (a) The Amalgamated Corporations are amalgamated and continue as one corporation effective on that date under the terms and conditions prescribed in this Amalgamation Agreement;

(b) The Amalgamated Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;

(c) A conviction against, or ruling, order or judgment in favour of or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;

(d) The Articles of Amalgamation shall be Articles of Incorporation of the Amalgamated Corporation and the Certificate of Amalgamation, except for the purposes of subsection 117(1) of the Act, shall be deemed to be the Certificate of Incorporation of the Amalgamated Corporation;

(e) The Amalgamated Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the amalgamation has become effective.

17. The auditors of the Amalgamated Corporation shall be Messrs. Clarkson, Gordon until the close of the first annual meeting of the Amalgamated Corporation.

18. Each of the Amalgamating Corporations may, by Special Resolution (as that term is defined in the Act) of each of them, assent to any alteration or modification of this Agreement prior to the Articles of Amalgamation being filed pursuant to Section 177 of the Act.

19. This Amalgamation Agreement may be terminated by the Board of Directors of either of the Amalgamating Corporations, notwithstanding the approval of this Agreement by the shareholders of such Amalgamating Corporations, at any time prior to the endorsement of a Certificate of Amalgamation in respect of this Amalgamation Agreement.

IN WITNESS WHEREOF the Parties hereto have executed this Agreement as of the date first above appearing.

BRICK BREWING CO. LIMITED

Per: "James A. Brickman"
President

"c/s"

Per: "Richard J. Hobson"
Secretary

MORTAR SMALL BUSINESS DEVELOPMENT
CORPORATION

Per: "D. B. Kopas"
President

"c/s"

Per: "Richard J. Hobson"
Secretary

DATED:

1986.

BRICK BREWING CO. LIMITED

- and -

MORTAR SMALL BUSINESS DEVELOPMENT
CORPORATION

AMALGAMATION

A G R E E M E N T

GOWLING & HENDERSON
Barristers & Solicitors
Suite 1100
50 Queen Street North
Kitchener, Ontario
N2H 6M1

SCHEDULE "A"

I. THE RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS ATTACHING TO THE COMMON SHARES SHALL INCLUDE THE FOLLOWING:

(a) Payment of Dividends: The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets 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. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Common Shares, the Board of Directors may in their sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares in the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its Shareholders for the purpose of winding-up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Common Shares, be entitled to participate in any distribution of the assets of the Corporation.

(c) Voting Rights: The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the Shareholders of the Corporation and to ONE (1) vote in respect of each Common Share held at all such meetings.

X II. The holders of a share of a class or series shall not be entitled to vote separately as a class or series or dissent upon a proposal to amend the Articles of the Corporation to:

X (a) Increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;

(b) Effect an exchange, reclassification or cancellation of the shares of such class or series;

X (c) Create a new class or series of shares equal or superior to the shares of such class or series.

SCHEDULE "B"

WARRANT CERTIFICATE
to purchase Common Shares
of
BRICK BREWING CO. LIMITED
(incorporated pursuant to the Business Corporations Act, 1982 (Ontario))

THIS IS TO CERTIFY that, for value received, BENBRICK HOLDINGS LTD., its successors and permitted assigns (the "Holder") is entitled to purchase the whole or any part, being not fewer than ONE THOUSAND (1,000) shares, of ONE HUNDRED AND THIRTY-FIVE THOUSAND (135,000) fully paid and non-assessable Common Shares without nominal or par value (as constituted on the 1st day of September, 1986) of BRICK BREWING CO. LIMITED (hereinafter called the "Corporation") at the price of ONE DOLLAR AND THIRTY-FIVE CENTS (\$1.35) per Common Share in lawful money of Canada at any time prior to the close of business on the 31st day of August, 1991, by surrendering this Warrant, with the subscription form attached as a Schedule hereto duly completed and executed and a certified cheque payable to or to the order of the Corporation at par in the City of Waterloo, Ontario, for the purchase of the purchase price of the Common Shares subscribed for, to the Secretary of the Corporation at its head office at 181 King Street South, Waterloo, Ontario.

Certificates for the Common Shares subscribed for will be mailed to the Holder specified in the subscription form at its respective address specified therein or delivered to such person(s) when the transfer books of the Corporation have been open for FIVE (5) business days after surrender and payment as aforesaid. In the event of a number of Common Shares fewer than the number which can be purchased pursuant to this Warrant, the Holder shall be entitled to receive a new Warrant in respect of the balance of the Common Shares. To the extent that this Warrant confers the right to purchase a fraction of a share, such right may only be exercised in respect of such fraction in combination with another Warrant or other Warrants which in the aggregate entitle the Holder to purchase a whole number of Common Shares.

Upon presentation at the head office of the Corporation in the City of Waterloo, Ontario, and upon compliance with the reasonable requirements of the Secretary of the Corporation, Warrants entitling the Holder to purchase more than ONE THOUSAND (1,000) Common Shares may be exchanged for Warrants in any other authorized denomination of the same date of expiration entitling the Holder hereof to purchase an equal aggregate number of Common Shares at the same subscription price, provided that only one Warrant entitling the Holder thereof to purchase fewer than ONE THOUSAND (1,000) Common Shares shall be issued on each such exchange.

This Warrant is non-transferable by Benbrick Holdings Ltd. except to James R. A. Brickman, his heirs and administrators.

The holding of this Warrant shall not constitute the Holder hereof a shareholder of the Corporation nor entitle it to any right of interest in respect thereof except as herein expressly provided.

If and whenever at any time hereafter while this Warrant or any replacement hereof is outstanding, the outstanding Common Shares shall be subdivided, redivided or changed into a greater or consolidated into a lesser number of shares, or the outstanding Common Shares of the Corporation shall be reclassified, or the Corporation shall pay a stock dividend upon its outstanding Common Shares, the holder, if it has not exercised its right of purchase prior to the record date or effective date of such subdivision, redivision, change, consolidation, reclassification or stock dividend, upon the exercise of such right thereafter, shall be entitled to receive and shall accept, in lieu of (or, in the case of a stock dividend, in addition to) the number of Common Shares then subscribed for by it but for the same aggregate consideration payable therefore, the aggregate number of shares of the Corporation of the appropriate classes that such Holder would have been entitled to receive as a result of such subdivision, redivision, change, consolidation, reclassification or stock dividend if, on the record date or the effective date thereof, it had been the registered holder of the number of Common Shares so subscribed for.

If and whenever at any time hereafter while this Warrant or any replacement hereof is outstanding, there shall be a capital reorganization of the Corporation, as provided for in the preceding paragraph or a consolidation or

merger of the Corporation with or into any other corporation or the sale of the properties and assets of the Corporation as or substantially as an entirety to any other corporation, the Holder, if it has not exercised its right of purchase prior to the effective date of such reorganization, consolidation, merger or sale, upon the exercise of such right thereafter, shall be entitled to receive and shall accept in lieu of the number of Common Shares then subscribed for by it but for the same aggregate consideration payable therefor, the number of shares or other securities or property of the Corporation or of the corporation resulting from such merger or consolidation or to which such sale may be made, as the case may be, that such holder would have been entitled to receive on such capital reorganization, consolidation, merger or sale if, on the record date or the effective date thereof, it had been the registered holder of the number of Common Shares so subscribed for; and in any case, if necessary, appropriate adjustment shall be made in the application of the provisions set forth herein with respect to the rights and interest thereafter of the Holder of this Warrant to the end that the provisions set forth herein shall thereafter correspondingly be made applicable, as nearly as may reasonably be, in relation to any shares or securities or property to which the Holder is entitled on the exercise of its purchase rights thereafter.

The adjustments provided for in the preceding two paragraphs in the subscription rights pursuant to this Warrant, including the subscription price and the number and classes of shares which are to be received on the exercise thereof, are cumulative. After any adjustment pursuant to the provisions herein, the term "Common Shares" where used in the preceding paragraphs shall be interpreted to mean the shares of any class or classes which, as a result of all prior adjustments pursuant to this Section, the Holder would have been entitled to receive upon the exercise of this Warrant, and the number of Common Shares indicated in any subscription made pursuant to this Warrant shall be interpreted to mean the number of shares of all classes which, as a result of all prior adjustments pursuant to this Section the Holder would have been entitled to receive upon the full exercise of this Warrant entitling the Holder thereof to purchase the number of Common Shares so indicated.

In the event of any question arising with respect to the adjustment provided for herein in such subscription rights pursuant to this Warrant, such question shall be conclusively determined by the Corporation's auditors who shall have access to all necessary records of the Corporation, and such determination shall be binding upon the Corporation and the Holder.

IN WITNESS WHEREOF BRICK BREWING CO. LIMITED has caused this Warrant to be signed by its President and Secretary as of the _____ day of _____, 1986.

BRICK BREWING CO. LIMITED

Per: _____
President

Per: _____ c/s
Secretary