

1892183



Ministry of Government Services / Ministère des Services gouvernementaux

CERTIFICATE / CERTIFICAT
This is to certify that these articles are effective on / Ceci certifie que les présents statuts entrent en vigueur le

NOVEMBER 04 / NOVEMBRE, 2013

K. [Signature]
Director / Directrice

(11)

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT) :

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|--|--|--|--|--|--|--|--|--|--|--|--|
| B | L | A | C | K | B | E | R | R | Y | L | I | M | I | T | E | D | | | | | | | | | | | | |
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2. The address of the registered office is:
Adresse du siège social :

2200 UNIVERSITY AVENUE EAST

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

N 2 K 0 A 7

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number OR minimum and maximum 1 15
Nombre d'administrateurs : Nombre fixe OU minimum et maximum 1 15

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

| First name, middle names and surname Prénom, autres prénoms et nom de famille | Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal | Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non |
|--|---|--|
| THORSTEN HEINS | 409 CAVENDISH DRIVE, WATERLOO, ONTARIO N2G 2N5 | Yes |
| DAVID KERR | 6 GLENGOWAN ROAD, TORONTO, ONTARIO M4N 1E8 | Yes |
| CLAUDIA KOTCHKA | 3 BROADVIEW PLACE, CINCINNATI, OHIO 45208 UNITED STATES OF AMERICA | No |

| 4. The director(s) is/are: | | |
|----------------------------------|--|---|
| First name, initials and surname | Address for services, giving street & No. or R.R. No., Municipality and Postal code. | Resident Canadian State <i>Yes or No</i> |
| RICHARD LYNCH | 108 AUTUMN TRACE, NEW HOPE PENNSYLVANIA, 18938 UNITED STATES OF AMERICA | NO |
| ROGER MARTIN | 1 ST. THOMAS STREET, SUITE 12C, TORONTO, ONTARIO M5S 3M5 | YES |
| BERT NORDBERG | 12 JAKOB NILGATAN, MALMO SCANIA, SWEDEN 21121 | NO |
| BARBARA STYMIEST | 33 SIGHTHILL AVENUE, TORONTO ONTARIO M4T 2G8 | YES |
| TIMOTHY DATTELS | 2960 VALLEJO STREET, SAN FRANCISCO, 94123 UNITED STATES OF AMERICA | NO |

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

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

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

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
 Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

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

BLACKBERRY LIMITED

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

| Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent | Ontario Corporation Number Numéro de la société en Ontario | Date of Adoption/Approval Date d'adoption ou d'approbation | | |
|--|---|---|---------------|-------------|
| | | Year année | Month mois | Day jour |
| BLACKBERRY LIMITED | 1563642 | 2013 | 10 | 29 |
| 2254771 ONTARIO INC. | 2254771 | 2013 | 10 | 30 |

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

None.

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

An unlimited number of Preferred Shares;
An unlimited number of Common Shares; and
An unlimited number of Non-Voting Class A Common Shares.

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 :

See Schedule "C"

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

None.

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

None.

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

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

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

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

BLACKBERRY LIMITED

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

BRIAN BIDULKA

Print name of signatory /
Nom du signataire en lettres moulées

CHIEF FINANCIAL
OFFICER

Description of Office / Fonction

2254771 ONTARIO INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

JAMES YERSH

Print name of signatory /
Nom du signataire en lettres moulées

SECRETARY

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A"

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

I, Brian Bidulka, of the City of Burlington, in the Province of Ontario, Chief Financial Officer of BlackBerry Limited, one of the amalgamating corporations (hereinafter call the “**Corporation**”), hereby certify and state as follows:

There are reasonable grounds for believing that:

1. the Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
2. the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
3. no creditor will be prejudiced by the amalgamation.
4. the Corporation has not received notice from any Creditor of the Corporation objecting to the amalgamation.

DATED: October 30, 2013



Brian Bidulka
Chief Financial Officer


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

I, James Yersh, of the City of Kitchener, in the Province of Ontario, director of 2254771 Ontario Inc., one of the amalgamating corporations (hereinafter call the "Corporation"), hereby certify and state as follows:

There are reasonable grounds for believing that:

5. the Corporation is, and the amalgamated corporation will be, able to pay its liabilities as they become due;
6. the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes;
7. no creditor will be prejudiced by the amalgamation; and
8. the Corporation has not received notice from any Creditor of the Corporation objecting to the amalgamation.

DATED: October 30, 2013



James Yersh
Director

SCHEDULE "B"

RESOLUTION OF THE BOARD OF DIRECTORS

OF

2254771 ONTARIO INC.
(the "**Corporation**")

AMALGAMATION

WHEREAS the Corporation is a wholly-owned subsidiary of its holding corporation, BlackBerry Limited (the "**Holding Corporation**");

AND WHEREAS Subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**") allows for the amalgamation of a holding corporation and one or more of its subsidiary corporations to occur without a vote of the shareholders of the amalgamating corporations and without the entering into of an amalgamation agreement;

WHEREAS the Board has determined that it is advisable and in the best interests of the Corporation to amalgamate with the Holding Corporation pursuant to Subsection 177(1) of the Act;

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation and the Subsidiary and their continuance as an amalgamated corporation (the "**Amalgamated Corporation**") pursuant to Subsection 177(1) of the Act be, and hereby is, approved;
2. upon the endorsement of the certificate on the articles of amalgamation pursuant to Section 178 of the Act, the shares in the capital of the Corporation shall be 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 the Corporation and the by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation;
4. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with such amalgamation;
5. any director or officer of the Corporation be, and hereby is, authorized, empowered and directed to execute, deliver, file and register all such documents, instruments and further assurances and to take all such action as such officer may determine to be necessary or desirable to give effect to the foregoing resolutions and to the amalgamation hereinbefore approved, the execution, delivery, filing or registering of any such document or instruments and the taking of any such action to be conclusive evidence of such

determination and the approval of such action or document by such director or officer (and accordingly by this Board); and

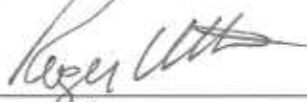
6. This resolution may be executed in several counterparts each of which when executed shall be deemed to be an original, and such counterparts shall each constitute one and the same instrument and shall be deemed to bear the date set out below.

Pursuant to the provisions of the *Business Corporations Act* (Ontario), the foregoing resolution is hereby passed by the directors of the Corporation as evidenced by the signatures hereto.

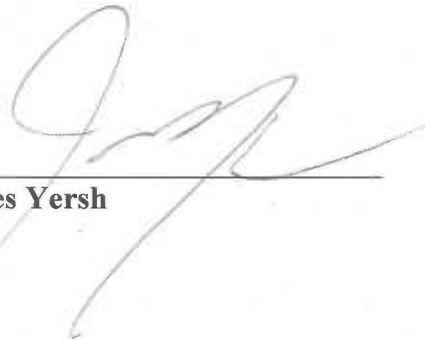
DATED October 30, 2013.



Brian Bidulka



Roger Witteveen



James Yersh

CERTIFIED COPY OF A RESOLUTION OF THE BOARD OF DIRECTORS

OF

BLACKBERRY LIMITED
(the "Corporation")

WHEREAS the Corporation is the holding corporation of its wholly-owned subsidiary 2254771 Ontario Inc. (the "**Subsidiary**");

AND WHEREAS Subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**") allows for the amalgamation of a holding corporation and one or more of its subsidiary corporations to occur without a vote of the shareholders of the amalgamating corporations and without the entering into of an amalgamation agreement;

AND WHEREAS the Board has determined that it is advisable and in the best interests of the Corporation to amalgamate with the Subsidiary pursuant to Subsection 177(1) of the Act;

NOW THEREFORE BE IT RESOLVED THAT:

1. the amalgamation of the Corporation and the Subsidiary and their continuance as an amalgamated corporation (the "**Amalgamated Corporation**") pursuant to Subsection 177(1) of the Act be, and hereby is, approved;
2. upon the endorsement of the certificate on the articles of amalgamation pursuant to Section 178 of the Act, the shares in the capital of the Subsidiary shall be 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 the Corporation and the by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation;
4. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with such amalgamation; and
5. any director or officer of the Corporation be, and hereby is, authorized, empowered and directed to execute, deliver, file and register all such documents, instruments and further assurances and to take all such action as such director or officer may determine to be necessary or desirable to give effect to the foregoing resolutions and to the amalgamation hereinbefore approved, the execution, delivery, filing or registering of any such document or instruments and the taking of any such action to be conclusive evidence of such determination and the approval of such action or document by such director or officer (and accordingly by this Board).

I HEREBY CERTIFY that the foregoing is a true copy of a resolution passed by the directors of BlackBerry and that the same is still in force and unamended.

A handwritten signature in cursive script, appearing to read "Phil Kurtz".

Phil Kurtz
Deputy General Counsel &
Assistant Corporate Secretary

Schedule "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.

The rights and privileges, restrictions and conditions attaching to the shares of the Corporation are as follows:

A. The rights, privileges, restrictions and conditions attaching to the Common Shares of the Corporation are as follows:

(i) **Notice of Meetings and Voting**

Each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each Common Share held by such holder.

(ii) **Dividends**

The holders of the Common Shares shall be entitled to receive dividends if and when declared by the directors.

(iii) **Liquidation, Dissolution**

In the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Common Shares shall be entitled, subject to the rights of holders of shares of any class ranking prior to the Common Shares, to receive the remaining property or assets of the Corporation.

B. The rights, privileges, restrictions and conditions attached to the Non-Voting Class A Common Shares of the Corporation as a class are as follows:

(i) **Dividends**

All dividends which the directors may determine to declare and pay in any financial year of the Corporation shall be declared and paid in equal amounts per share on all the Non-Voting Class A Common Shares and the Common Shares at the time outstanding without preference or distinction.

(ii) **Liquidation, Dissolution, etc.**

Subject to the rights of holders of any class of shares ranking prior to the Non-Voting Class A Common Shares and Common Shares, in the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Non-Voting Class A

Common Shares and of the Common Shares shall be entitled to receive the remaining assets of the Corporation rateably on a per share basis without preference or distinction.

(iii) **Voting Restrictions – Non-Voting Class A Common Shares**

Except as provided by law, and as hereinafter specifically provided, the holders of the Non-Voting Class A Common Shares shall not be entitled to receive notice of any meetings of the holders of the Common Shares and shall not be entitled to attend any such meetings and shall not be entitled to vote thereat. Each such holder shall be entitled to received notice of and to attend any meetings of the shareholders called for the purpose authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation and, at any such meeting, shall be entitled to one vote in respect each Non-Voting Class A Common Share on any resolution to approve such dissolution, sale, lease or exchange.

(iv) **Automatic Conversation of Non-Voting Class A Common Shares into Common Shares**

On the date that the Corporation receives a receipt for a (final) prospectus from the Ontario Securities Commissions (the “Final Receipt Date”) in respect of an offering of Common Shares or securities convertible into Common Shares and becomes a reporting issuer within the meaning of the *Securities Act* (Ontario) all of the then issued and outstanding Non-Voting Class A Common Shares of the Corporation shall be automatically converted into Common Shares of the Corporation having the rights, privileges, terms, conditions and restrictions of the Common Shares contained herein, on the basis of one (1) Common Share for each issued and outstanding Non-Voting Class A Common Share without the requirement or necessity of any further action on the part of the Corporation or any holder. Forthwith following the Final Receipt Date, and against delivery by the holders of Non-Voting Class A Common Shares of the original certificates evidencing their Non-Voting Class A Common Shares, the Corporation shall cause share certificates evidencing such Common Shares to be executed and delivered to such holders, provided that the certificates evidencing such Common Shares shall bear such legend as the Corporation deems to be necessary or desirable to evidence any restrictions on the transfer or resale of such securities imposed by the Corporation pursuant to the provisions of any applicable securities or other laws.

C. The rights, privileges, restrictions and conditions attached to the Preferred Shares of the Corporation as a class are as follows:

- (i) Preferred Shares may at any time or from time to time be approved for issuance and be issued by the directors in one or more series. Prior to the issue of the shares of any such series, the directors shall, subject to the limitations set out below, fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, such series including, without limitation:
 - (a) the rate, amount or method of calculation of dividends, if any, and whether the same are subject to adjustments;
 - (b) whether such dividends are cumulative, partly cumulative or non-cumulative.

- (c) the dates, manner and currency of payments of dividends and the dates from which dividends accrue or become payable;
 - (d) if redeemable, retractable or purchasable, the redemption, retraction or purchase prices and the terms and conditions of redemption, retraction or purchase, with or without provision for sinking or similar funds;
 - (e) any conversions, exchange or reclassification rights; and
 - (f) any other rights, privileges, restrictions and conditions not inconsistent with these provisions; the whole being subject to the receipt by the Director under the *Business Corporations Act* (Ontario) of articles of amendment designating and fixing the number of Preferred Shares in such series and setting forth the rights, privileges, restrictions and conditions attached to such series of Preferred Shares and the issue by the Director of a certificate of amendment with respect to the articles of amendment so filed.
- (ii) The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary or any other distribution of the assets or property of the Corporation among its shareholders for the purpose of winding up its affairs, rank and be entitled to a preference over the Common Shares and the Non-Voting Class A Common Shares and the shares of any class ranking junior to the Preferred Shares.
- (iii) Except as provided in the Act or otherwise at law, the holders of the Preferred Shares shall not be entitled as such to receive notice of or to attend or vote at any meeting of the shareholders of the Corporation.
- (vi) The holders of the shares of a class or of a series of Preferred Shares of the Corporation are not entitled to vote separately as a class or series to vote separately as a class or series and are not entitled to dissent, upon a proposal to amend the articles 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 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; or
 - (c) subject to the exceptions contained in the Act, create a new class or series of shares equal or superior to the shares of such class or series.
- (v) The holders of Preferred Shares shall not, as such, have any pre-emptive right to subscribe for, purchase or receive any part of any issue of securities of the Corporation now or hereafter authorized.