

CORPORATE ACCESS NUMBER

20647526

BUSINESS CORPORATIONS ACT

**CERTIFICATE  
OF  
INCORPORATION**

**WESTPORT INNOVATIONS INC.**

WAS INCORPORATED IN ALBERTA ON MARCH 20, 1995



*A Heeler*

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Registrar of Corporations

**BUSINESS CORPORATIONS ACT**  
(Section 6)

**FORM 1**

**ARTICLES OF INCORPORATION**

1. NAME OF CORPORATION:

**WESTPORT INNOVATIONS INC.**

2. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

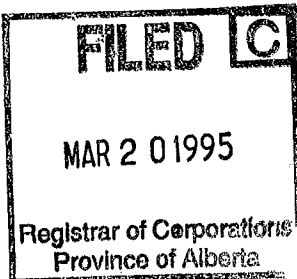
- (a) An unlimited number of Common Shares; and,
- (b) An unlimited number of Preferred Shares.

2.A The Directors of the Corporation may at any time issue any Preferred Shares in one or more series, each series to consist of such number of shares as may be determined by the Directors. The Directors may determine at the time of issuance the designation, rights, privileges, restrictions and conditions attaching to the shares of each series.

**SPECIAL RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS ATTACHING TO EACH CLASS OF SHARES**

(I) DIVIDENDS

- (A) Subject to any rights, privileges, restrictions and conditions which may have been determined by the Directors to which to any series of Preferred shares, the Directors shall have complete uncontrolled discretion to pay dividends on any class or classes of shares or any series within a class of shares issued and outstanding in any particular year to the exclusion of any other class or classes of shares or any series within a class of shares out of any or all profits or surplus available for dividends.



(II) REPAYMENT OF CAPITAL

- (A) On the winding-up, liquidation or dissolution of the Corporation or upon the happening of any other event giving rise to a distribution of the Corporation's assets other than by way of dividend amongst its Shareholders for the purposes of winding-up its affairs (any such occurrence is hereafter called "Winding-Up"), subject to any rights, privileges, restrictions and conditions which may have been determined by the Directors to attach to any series of Preferred shares, the holders of all shares shall be entitled to participate pari passu.

(III) VOTING RIGHTS AND RESTRICTIONS

- (A) Common shares. At all meetings of Shareholders of the Corporation, each holder of Common shares shall be entitled to one (1) vote for each Common share held.
- (B) Preferred shares. The holders of the Preferred shares shall have no right to receive notice of or to be present at or vote either in person or by proxy, at any general meeting of the Corporation by virtue of or in respect of their holding of Preferred Shares.

## 3. RESTRICTIONS IF ANY ON SHARE TRANSFERS:

No share of the Corporation shall be transferred without the approval of the Board of Directors evidenced by a Directors Resolution.

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

The Corporation shall have at least one (1) and a maximum of ten (10) Directors.

## 5. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, SPECIFY THESE RESTRICTIONS:

There are no restrictions placed on the business of the Corporation.

## 6. OTHER PROVISIONS IF ANY:

- (a) The Directors may, between Annual General Meetings, appoint one or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed  $\frac{1}{3}$  of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.
- (b) A Director or Directors of the Corporation may be elected or appointed for terms expiring not later than the close of the third Annual Meeting of Shareholders following the election.
- (c) The Corporation has a lien on a share registered in the name of a Shareholder or his legal representative for a debt of that Shareholder to the Corporation.

- (d) The number of Shareholders of the Corporation is limited to not more than 50 persons, exclusive of those persons described in clause 1(p.1)(ii)(A) and (B) of the Securities Act (S.A. 1981. Chap. S-61), 2 or more persons who are joint registered owners of 1 or more shares being counted as 1 Shareholder.
- (e) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

7. DATE: MARCH 20, 1995

INCORPORATOR(S)  
NAME

ADDRESS  
(include Postal Code)

SIGNATURE:

MANI CHOPRA

SUITE 760,  
NATIONAL BANK BUILDING  
10150 - 100 STREET  
EDMONTON, ALBERTA  
T5J 0P6



CORPORATE ACCESS NUMBER

20647526



BUSINESS CORPORATIONS ACT

**CERTIFICATE  
OF  
AMENDMENT**

**WESTPORT INNOVATIONS INC.**

AMENDED ITS ARTICLES ON JUNE 30, 1995.



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

Registrar of Corporations

**BUSINESS CORPORATIONS ACT**  
(Section 27 or 167)

**ARTICLES OF AMENDMENT**

1. NAME OF CORPORATION:

2. CORPORATE ACCESS NO.

**WESTPORT INNOVATIONS INC.**

**20647526**

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

1. Section 3 of the Articles of the Corporation shall, pursuant to section 167(1)(l) of the Business Corporations Act (Alberta) (the "Act") be amended by removing therefrom the restrictions on share transfers as contained therein, and substituting therefore:

"No restrictions."

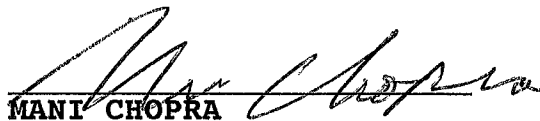
2. Section 6 of the Articles of the Corporation shall, pursuant to section 167(1)(m) of the Act be amended by removing therefrom the provisions contained in paragraphs (c), (d) and (e).

**DATE: JUNE 30, 1995**

**SIGNATURE:**

**TITLE:**

**MANI CHOPRA**



**SOLICITOR**



CORPORATE ACCESS NUMBER

20647526



BUSINESS CORPORATIONS ACT

**CERTIFICATE  
OF  
AMENDMENT**

**WESTPORT INNOVATIONS INC.**

AMENDED ITS ARTICLES ON MAY 21, 1997.



  
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Registrar of Corporations

BUSINESS CORPORATIONS ACT  
(SECTIONS 27 or 171)

FORM 4

# Alberta

## ARTICLES OF AMENDMENT

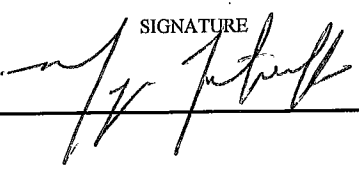
1. NAME OF CORPORATION:  <b>WESTPORT INNOVATIONS INC.</b>	2. ALBERTA CORPORATE ACCESS NUMBER:  <b>20647526</b>
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3. ITEM NO. \_\_\_\_ OF THE ARTICLES OF THE ABOVE NAMED CORPORATION ARE AMENDED IN ACCORDANCE WITH SECTION \_\_\_\_ OF THE BUSINESS CORPORATIONS ACT.

Pursuant to subsection 167(1)(m) of the *Business Corporations Act* (Alberta), Article 6 of the Articles of the Corporation be and it is hereby amended by adding the following as item (f) thereto:

"(f) Meetings of the shareholders of the Corporation may be held anywhere in the Provinces of Alberta or British Columbia as shall be determined by the directors of the Corporation."



4. DATE <b>May 21, 1997</b>	SIGNATURE 	TITLE <b>Solicitor</b>
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FILED



**CORPORATE ACCESS NUMBER: 206475261**

**Alberta**

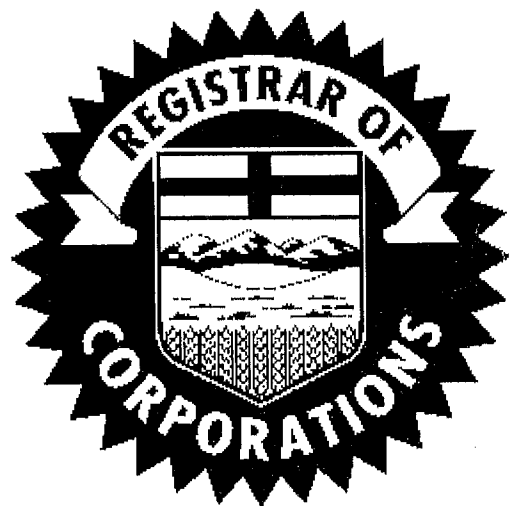
**BUSINESS CORPORATIONS ACT**

**CERTIFICATE**

**OF**

**AMENDMENT**

**WESTPORT INNOVATIONS INC.  
AMENDED ITS ARTICLES ON 2008/07/21.**



BUSINESS CORPORATIONS ACT

# Alberta

## ARTICLES OF AMENDMENT

1. Name of Corporation

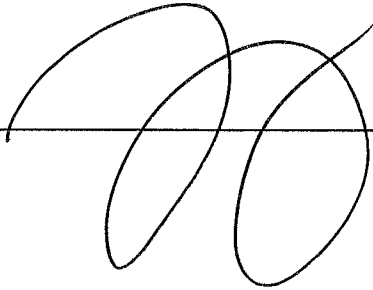
2. Corporate Access Number

WESTPORT INNOVATIONS INC.

206475261

3.

Pursuant to subsection 173(1)(f) of the *Business Corporations Act* (Alberta), the Articles of the Corporation are hereby amended by consolidating the issued and outstanding Common Shares of the Corporation on the basis of 1 new Common Share for each Three and One Half (3.5) Common Share presently issued and outstanding and disregarding any resulting fractional shares, with any such fractional shares otherwise issuable rounded down to the nearest whole number.

4. DATE	SIGNATURE	TITLE
July <u>21</u> , 2008		CORPORATE SECRETARY

REGISTERED ON  
THE ALBERTA REGISTRIES  
CORES SYSTEM  
JUL 21 2008  
CRM

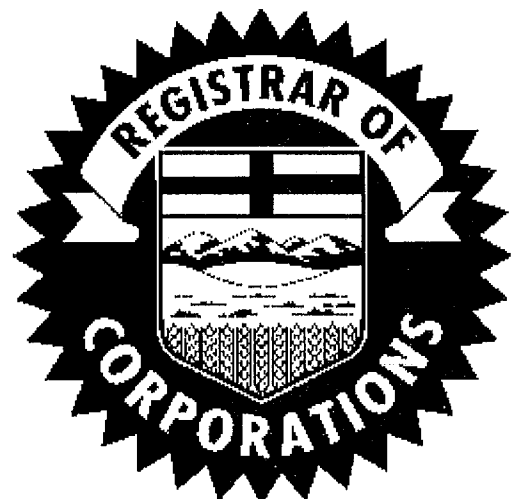
**CORPORATE ACCESS NUMBER: 206475261**

**Government  
of Alberta ■**

**BUSINESS CORPORATIONS ACT**

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

**WESTPORT INNOVATIONS INC.  
AMENDED ITS ARTICLES ON 2012/07/09.**



BUSINESS CORPORATIONS ACT

FORM 4

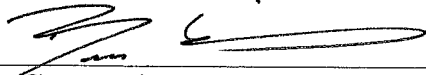
ALBERTA CONSUMER AND CORPORATE AFFAIRS

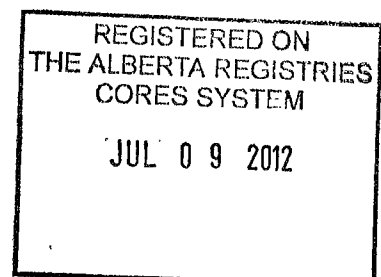
ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:  <b>WESTPORT INNOVATIONS INC.</b>	2. CORPORATE ACCESS NUMBER:  <b>206475261</b>
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3. THE ARTICLES OF THE ABOVE NAMED CORPORATION ARE AMENDED TO:

1. Pursuant to Section 180 of the *Business Corporations Act* (Alberta), new policy has been implemented that articles of amendment must be accompanied by restated articles, which are attached hereto.
2. Pursuant to Section 173(1)(n) of the *Business Corporations Act* (Alberta), the articles of the Corporation be amended by deleting the existing "Other Provisions" in their entirety and replacing it with the "Other Rules or Provisions Schedule" attached hereto.

DATE	SIGNATURE	TITLE
July <sup>14</sup> <del>12</del> 9, 2012	 Signature of Director or Authorized Officer  <b>Bruce Hibbard</b> Please Print Name of Signatory	<del>Director</del> <b>Solicitor</b>



**OTHER RULES OR PROVISIONS**  
**Attached to and Forming Part of**  
**the Articles of Incorporation**  
**of**  
**WESTPORT INNOVATIONS INC.**

- (a) The Directors may, between Annual General Meetings, appoint one or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed 1/3 of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.
- (b) A Director or Directors of the Corporation may be elected or appointed for terms expiring not later than the close of the third Annual Meeting of Shareholders following the election.
- (c) Meetings of the shareholders of the Corporation may be held in any location as shall be determined by the directors of the Corporation, and either inside or outside of Alberta or British Columbia.

## RESTATED ARTICLES OF INCORPORATION

Business Corporations Act  
Section 180

<p>1. Name of Corporation:</p> <p style="text-align: center;"><b>WESTPORT INNOVATIONS INC.</b></p>	<p>2. Corporate Access Number:</p> <p style="text-align: center;"><b>206475261</b></p>
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3. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:  
Refer to "Share Structure" attachment.

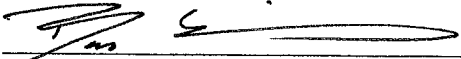
4. Restrictions on share transfers (if any):  
No Restrictions.

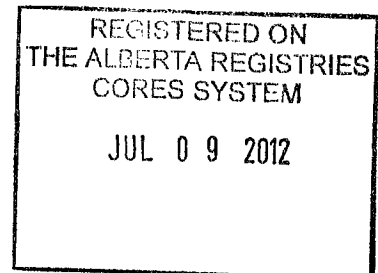
5. Number, or minimum and maximum number of directors:  
Minimum - 1    Maximum - 10

6. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):  
There are no restrictions placed on the business of the Corporation.

7. Other provisions (if any):  
Refer to "Other Rules or Provisions" attachment.

The Restated Articles of Incorporation correctly set out above, without substantive change represent the Articles of Incorporation as amended and supersede the original Articles of Incorporation.

Date	Signature	Title
<p>July 9, 2012</p>	 Signature of Director or Authorized Officer	<p>Solicitor</p>
	<p>Bruce Hibbard</p> Please Print Name of Signatory	



**SHARE STRUCTURE**  
**Attached to and Forming Part of**  
**the Articles of Incorporation**  
**of**  
**WESTPORT INNOVATIONS INC.**

**1. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:**

- (a) An unlimited number of Common Shares; and,
  - (b) An unlimited number of Preferred Shares.
- 1.A The Directors of the Corporation may at any time issue any Preferred Shares in one or more series, each series to consist of such number of shares as may be determined by the Directors. The Directors may determine at the time of issuance the designation, rights, privileges, restrictions and conditions attaching to the shares of each series.

**SPECIAL RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS ATTACHING TO EACH CLASS OF SHARES**

**(I) DIVIDENDS**

- (A) Subject to any rights, privileges, restrictions and conditions which may have been determined by the Directors to which to any series of Preferred shares, the Directors shall have complete uncontrolled discretion to pay dividends on any class or classes of shares or any series within a class of shares issued and outstanding in any particular year to the exclusion of any other class or classes of shares or any series within a class of shares out of any or all profits or surplus available for dividends.

**(II) REPAYMENT OF CAPITAL**

- (A) On the winding-up, liquidation or dissolution of the Corporation or upon the happening of any other event giving rise to a distribution of the Corporation's assets other than by way of dividend amongst its Shareholders for the purposes of winding-up its affairs (any such occurrence is hereafter called "Winding-Up"), subject to any rights, privileges, restrictions and conditions which may have been determined by the Directors to attach to any series of Preferred shares, the holders of all shares shall be entitled to participate *pari passu*.

**(III) VOTING RIGHTS AND RESTRICTIONS**

- (A) Common shares. At all meetings of Shareholders of the Corporation, each holder of Common shares shall be entitled to one (1) vote for each Common share held.
- (B) Preferred shares. The holders of the Preferred shares shall have no right to receive notice of or to be present at or vote either in person or by proxy, at any general meeting of the Corporation by virtue of or in respect of their holding of Preferred Shares.



**OTHER RULES OR PROVISIONS**  
**Attached to and Forming Part of**  
**the Articles of Incorporation**  
**of**  
**WESTPORT INNOVATIONS INC.**

- (a) The Directors may, between Annual General Meetings, appoint one or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed 1/3 of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.
- (b) A Director or Directors of the Corporation may be elected or appointed for terms expiring not later than the close of the third Annual Meeting of Shareholders following the election.
- (c) Meetings of the shareholders of the Corporation may be held in any location as shall be determined by the directors of the Corporation, and either inside or outside of Alberta or British Columbia.

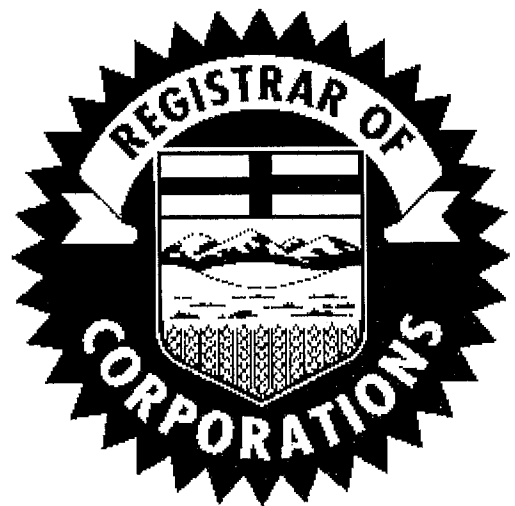
CORPORATE ACCESS NUMBER: 206475261

**Government  
of Alberta ■**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMENDMENT**

**WESTPORT INNOVATIONS INC.  
CHANGED ITS NAME TO WESTPORT FUEL SYSTEMS INC. ON 2016/06/01.**




BUSINESS CORPORATIONS ACT

# Alberta

## ARTICLES OF AMENDMENT

1. 

Name of Corporation	Corporate Access Number
WESTPORT INNOVATIONS INC.	206475261
3. Pursuant to subsection 173(1)(a) of the *Business Corporations Act* (Alberta), the Articles of the Corporation be amended by changing the name of the Corporation from Westport Innovations Inc. to **WESTPORT FUEL SYSTEMS INC.**

4. DATE	SIGNATURE	TITLE
June 1, 2016		Solicitor

