

6 April 2018

Company Announcements Office
Australian Securities Exchange Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

Amendment and Restatement of Certificate of Incorporation

Sydney -BuildingIQ, Inc (ASX:BIQ) previously advised that the necessary stockholder approval had been received at its 2018 Annual Meeting held on 20 March 2018 to amend its Certificate of Incorporation. The Amended and Restated Certificate of Incorporation was attached in full to the Notice of Annual Meeting.

BuildingIQ now advises that all necessary steps have been taken to implement the amendment to the Certificate of Incorporation including filing the Amended and Restated Certificate of Incorporation with the Secretary of the State of the State of Delaware.

The Amended and Restated Certificate of Incorporation is attached for reference.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Lisa Jones".

Lisa Jones

Company Secretary

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BUILDINGIQ, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MARCH, A.D. 2018, AT 1:18 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.


Jeffrey W. Bullock, Secretary of State

5208112 8100
SR# 20182148378

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202398574
Date: 03-28-18

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BUILDINGIQ, INC.

BuildingIQ, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), certifies that:

1. The name of the Corporation is BuildingIQ, Inc. The Corporation’s original certificate of incorporation was filed with the Secretary of State of the State of Delaware on October 25, 2012.
2. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and has been duly approved by the written consent of the stockholders of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.
3. The text of the Amended and Restated Certificate of Incorporation is amended and restated to read as set forth in **EXHIBIT A** attached hereto.

IN WITNESS WHEREOF, BuildingIQ, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by Michael Nark, a duly authorized officer of the Corporation, on March 22, 2018.

/s/Michael Nark

Michael Nark, Chief Executive Officer

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BUILDINGIQ, INC.

ARTICLE I

The name of the Corporation is BuildingIQ, Inc.

ARTICLE II

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the “**DGCL**”).

ARTICLE III

The address of the Corporation’s registered office in the State of Delaware is 251 Little Falls Drive, City of Wilmington, County of New Castle, Delaware 19808. The name of the registered agent at such address is Corporation Service Company.

ARTICLE IV

The total number of shares of stock that the Corporation shall have authority to issue is 500,000,000 shares of Common Stock, \$0.0001 par value per share (“**Common Stock**”).

1. **Common Stock.**

(a) Each holder of record of shares of Common Stock shall be entitled to one (1) vote for each share of Common Stock held on all matters submitted to a vote of stockholders of the Corporation on which holders of Common Stock are entitled to vote.

(b) The holders of shares of Common Stock shall not have cumulative voting rights (as defined in Section 214 of the DGCL).

(c) Subject to any other provisions of this Amended and Restated Certificate of Incorporation, as it may be amended from time to time (the “**Restated Certificate**”), holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation if, as, and when declared thereon by the Board of Directors of the Corporation (the “**Board**”) from time to time out of assets or funds of the Corporation legally available therefor.

(d) In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after payment or provision for the payment of the debt and liabilities of the Corporation, the holders of shares of Common Stock shall be entitled to receive the assets and funds of the Corporation remaining for distribution in proportion to the number of shares held by them, respectively.

(e) No holder of shares of Common Stock shall be entitled to preemptive or subscription rights.

ARTICLE V

The following provisions are for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board. In addition to the powers and authority expressly conferred upon them by law, this Restated Certificate, and the bylaws of the Corporation, as the same may be amended from time to time (the “*Bylaws*”), the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

2. The directors of the Corporation need not be elected by written ballot, unless the Bylaws so require.

3. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws of the Corporation.

4. The number of directors that constitute the Board shall be fixed by, or in the manner provided in, the Bylaws.

ARTICLE VI

1. To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Neither any amendment nor repeal of this Section 1, nor the adoption of any provision of this Restated Certificate inconsistent with this Section 1, shall eliminate or reduce the effect of this Section 1, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Section 1, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

2. The Corporation shall have the power to indemnify, to the extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “*Proceeding*”) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. A right to indemnification or to advancement of expenses arising under a provision of this Restated Certificate or a bylaw of the Corporation shall not be eliminated or impaired by an amendment to this Restated Certificate or the Bylaws of the Corporation after the occurrence of the act or omission that is the subject of the civil,

criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

ARTICLE VII

The Board is expressly empowered to adopt, amend, or repeal the Bylaws. Any adoption, amendment or repeal of the Bylaws by the Board shall require the approval of a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any resolution providing for adoption, amendment or repeal is presented to the Board). The stockholders shall also have power to adopt, amend or repeal the Bylaws.

ARTICLE VIII

To the fullest extent permitted by law, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation arising pursuant to any provision of the DGCL, this Restated Certificate, or the Bylaws, or (iv) any action asserting a claim against the Corporation governed by the internal affairs doctrine.

ARTICLE IX

1. If the Corporation is admitted to the Official List of ASX, for so long as the Corporation is admitted to the Official List of ASX:

(a) Notwithstanding anything contained in this Restated Certificate, if the Listing Rules prohibit an act being done, then the act shall not be done.

(b) Nothing contained in this Restated Certificate prevents an act being done that the Listing Rules require to be done.

(c) If the Listing Rules require an act to be done or not to be done, authority is given for the act to be done or not to be done (as the case may be).

(d) If the Listing Rules require this Restated Certificate to contain a provision and this Restated Certificate does not contain such a provision, then this Restated Certificate is deemed to contain such provision.

(e) If the Listing Rules require this Restated Certificate not to contain a provision and this Restated Certificate does contain such a provision, then this Restated Certificate is deemed to not contain such provision.

(f) If any provision of this Restated Certificate is or becomes inconsistent with the Listing Rules, then this Restated Certificate is deemed not to contain such provision to the extent of the inconsistency.

2. For purposes of this ARTICLE IX:

(a) "**ASX**" means ASX Limited.

(b) “*Listing Rules*” means the listing rules of ASX and any other rules of ASX, which are applicable with the Corporation is admitted to the Official List of ASX, each as amended or replaces from time to time, except to the extent of any express written waiver by ASX.

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