

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM318351

| | | | |
|---|--|----------------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Original Joe's Franchise Group Inc. | | 09/26/2014 | CORPORATION: |
| RECEIVING PARTY DATA | | | |
| Name: | FW Royalties Limited Partnership | | |
| Street Address: | 1245-200 Granville Street | | |
| City: | Vancouver, BC | | |
| State/Country: | BRITISH COLUMBIA | | |
| Postal Code: | V6C 1S4 | | |
| Entity Type: | LIMITED PARTNERSHIP: CANADA | | |
| PROPERTY NUMBERS Total: 5 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2998293 | | |
| Registration Number: | 2955122 | BANG ON | |
| Serial Number: | 85358577 | ELEPHANT & CASTLE | |
| Registration Number: | 4457276 | STATE & MAIN | |
| Registration Number: | 4457275 | STATE & MAIN KITCHEN & BAR | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Email: | pmacpherson@farris.com | | |
| Correspondent Name: | Peter MacPherson | | |
| Address Line 1: | 1800-1631 Dickson Avenue | | |
| Address Line 4: | Kelowna, BRITISH COLUMBIA V1Y0B5 | | |
| ATTORNEY DOCKET NUMBER: | 35018-3 | | |
| DOMESTIC REPRESENTATIVE | | | |
| Name: | Doug Johnson | | |
| Address Line 1: | 832 Georgia Avenue | | |
| Address Line 2: | Suite 1000 | | |
| Address Line 4: | Chattanooga, TENNESSEE 37402 | | |

OP \$140.00 2998293

| | |
|---------------------------|------------------|
| NAME OF SUBMITTER: | Peter MacPherson |
| SIGNATURE: | /pmacpherson/ |
| DATE SIGNED: | 09/29/2014 |

Total Attachments: 50

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TRADEMARK

REEL: 005370 FRAME: 0601

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ASSIGNMENT OF FW RIGHTS

BY:

ORIGINAL JOE'S FRANCHISE GROUP INC. (the "Assignor"), as the successor by amalgamation to Original Joe's Franchise Group Inc., EC Restaurants Corp., State & Main Group Inc., and a corporation amalgamated under the laws of the Province of Alberta and having an office at 2nd Floor, 7403 Macleod Trail SW, Calgary, AB T2H 0L8

IN FAVOUR OF:

FW ROYALTIES LIMITED PARTNERSHIP (the "Assignee"), a limited partnership formed under the laws of the Province of British Columbia, and having an office at 1245 - 200 Granville Street, Vancouver, BC V6C 1S4

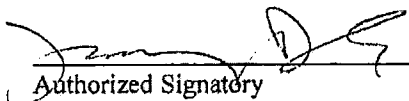
NOW THEREFORE, in consideration of the sum of one dollar (\$1.00) and the other consideration as set out in the Acquisition Agreement dated June 30, 2014, as amended, by and among the parties and certain others (the "**Acquisition Agreement**"), the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby sells, assigns, and transfers to the Assignee all of the Assignor's right, title and interest in the FW Rights (as such term is defined in the Acquisition Agreement), including, without limitation, the registered and pending trademarks listed in Schedule A attached hereto.

The Assignee appoints Farris, Vaughan, Wills, Murphy LLP, whose full post office address in Canada is 2500 – 700 West Georgia Street, Vancouver, British Columbia V7Y 1B3, as the firm to which any notice in respect of this Assignment or any application or registration may be sent and on which service of any proceedings in respect of the Assignment or any application or registration may be given or served with the same effect as if they had been given to or served on the Assignee, applicant or registrant.

[The remainder of the page is intentionally left blank. The signature page follows.]

DATED at Vancouver, this 26th day of September, 2014.

ORIGINAL JOE'S FRANCHISE GROUP INC.

Per: 
Authorized Signatory

Name: Jeremy Duke

its: VP Finance
office held by representative

**FW ROYALTIES LIMITED PARTNERSHIP, by
its general partner FW ROYALTIES GP INC.**

Per: _____
Authorized Signatory

DATED at Vancouver, this 26th day of September, 2014.


ORIGINAL JOE'S FRANCHISE GROUP INC.

Per: _____
Authorized Signatory

Name: _____



its: _____
office held by representative

**FW ROYALTIES LIMITED PARTNERSHIP, by
its general partner FW ROYALTIES GP INC.**

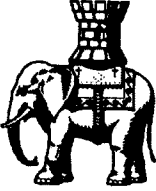

Per: 
Authorized Signatory

SCHEDULE A


CANADA

| TRADE-MARK | REG. NO. | STATUS | WARES/SERVICES |
|---|----------|------------|--|
| <p>ORIGINAL JOE'S & design:</p>  | 575278 | Registered | <p>Clothing; namely, T-shirts and mugs; clothing, namely, sweatshirts, jackets and shirts; novelty items, namely, mugs, glasses, key chains, bumper stickers, buttons.</p> <p>Restaurant and bar services; carrying on the business of establishing franchise operations, namely, franchise consulting, providing training services for franchise operations, maintaining and supervising franchises and all support services incidental to the operation of a franchised business</p> |
| <p>ORIGINAL JOE'S & design:</p>  | 804015 | Registered | <p>Clothing, namely, t-shirts, sweatshirts, jackets and shirts; Novelty items, namely, mugs, drinking glasses, key chains, bumper stickers, buttons</p> <p>Restaurant, bar and lounge services; Restaurant franchise services, namely, establishing franchise operations, namely, franchise consulting, providing training services for franchise operations, maintaining and supervising franchises and all support services incidental to the operation of a franchised business</p> |
| HAUS FRAU | 810431 | Registered | <p>Beer, and Clothing, namely, t-shirts, sweatshirts, jackets and shirts; Novelty items, namely, mugs, drinking glasses, key chains, bumper stickers, buttons</p> <p>Restaurant, bar and lounge services</p> |
| ORIGINAL JOE'S | 568783 | Registered | <p>Clothing; namely, T-shirts and mugs; clothing, namely, sweatshirts, jackets and shirts; novelty items, namely, mugs, glasses, key chains, bumper stickers, buttons</p> <p>Restaurant and bar services; business of establishing franchise operations, namely, franchise consulting, providing training services for franchise operations, maintaining and supervising franchises and all support services incidental to the operation of a franchised business.</p> |
| DOWN TO EARTH AND DOWN THE STREET | 786182 | Registered | Restaurant, bar and lounge services |


CANADA

| TRADE-MARK | REG. NO. | STATUS | WARES/SERVICES |
|---|----------|------------|--|
| ELEPHANT & design:  | 257521 | Registered | T-shirts Restaurant, lounge, bar and pub services |
| THE ELEPHANT AND CASTLE | 222579 | Registered | T-shirts Restaurant, lounge, bar and pub services |
| BANG ON! | 643080 | Registered | Restaurant services |
| ELEPHANT design:  | 643245 | Registered | Restaurant services |


UNITED STATES

| TRADE-MARK | SER./REG. NO. | STATUS | WARES/SERVICES |
|---|-------------------|------------|---------------------|
| Elephant design:  | Reg. No. 2998293 | Registered | Restaurants |
| BANG ON | Reg. No. 2955122 | Registered | Restaurant services |
| ELEPHANT & CASTLE | Ser. No. 85358577 | | Restaurant services |

CANADA

| TRADE-MARK | REG. NO. | STATUS | WARES/SERVICESE |
|---|----------|------------|--|
| STATE & MAIN & design:  | 851468 | Registered | Clothing, namely, t-shirts, sweatshirts, jackets and shirts; Novelty items, namely, mugs, drinking glasses, key chains, bumper stickers, buttons Restaurant, bar and lounge services; Restaurant franchise services, namely, establishing franchise operations, namely, franchise consulting, providing training services for franchise operations, maintaining and supervising franchises and the operation of a franchised business |
| STATE & MAIN | 853137 | Registered | Clothing, namely, t-shirts, sweatshirts, jackets and shirts; Novelty items, namely, mugs, drinking glasses, key chains, bumper stickers, buttons Restaurant, bar and lounge services; Restaurant franchise services, namely, establishing franchise operations, namely, franchise consulting, providing training services for franchise operations, maintaining and supervising franchises and the operation of a franchised business |

UNITED STATES

| TRADE-MARK | REG. NO. | STATUS | WARES/SERVICES |
|--|----------|------------|--|
| STATE & MAIN | 4457276 | Registered | Franchise services, namely, offering business management assistance in the establishment and operation of restaurants; franchise consulting in business management organization and promotion; services rendered by a franchisor, namely, assisting in running or managing of restaurants, bars and lounges; restaurant, bar and lounge services |
| STATE & MAIN KITCHEN & BAR & design:  | 4457275 | Registered | Franchise services, namely, offering business management assistance in the establishment and operation of restaurants; franchise consulting in business management organization and promotion; services rendered by a franchisor, namely, assisting in running or managing of restaurants, bars and lounges; restaurant, bar and lounge services |

CORPORATE ACCESS NUMBER: 2018423158

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**ORIGINAL JOE'S FRANCHISE GROUP INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2014/09/01.**



**TRADEMARK
REEL: 005370 FRAME: 0609**

**Articles of Amalgamation
For
ORIGINAL JOE'S FRANCHISE GROUP INC.**

Share Structure: THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Share Transfers Restrictions: NO SHARES MAY BE TRANSFERRED WITHOUT THE APPROVAL OF A MAJORITY OF THE BOARD OF DIRECTORS.

Number of Directors:

Min Number of Directors: 1

Max Number of Directors: 7

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Registration Authorized By: MURRAY G. COLEMAN
SOLICITOR**

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2014/09/01

Corporate Access Number: 2018423158

Service Request Number: 21937187

Alberta Corporation
Type: Named Alberta Corporation

Legal Entity Name: ORIGINAL JOE'S FRANCHISE GROUP INC.

French Equivalent Name:

Nuans Number:

Nuans Date:

French Nuans Number:

French Nuans Date:

REGISTERED ADDRESS

Street: 4500, 855 - 2ND STREET S.W.

Legal Description:

City: CALGARY

Province: ALBERTA

Postal Code: T2P 4K7

RECORDS ADDRESS

Street:

Legal Description:

City:

Province:

Postal Code:

ADDRESS FOR SERVICE BY MAIL

Post Office Box:

City:

Province:

Postal Code:

Internet Mail ID:

Share Structure:

THE ATTACHED SCHEDULE OF SHARE CAPITAL IS
INCORPORATED INTO AND FORMS PART OF THIS FORM.
NO SHARES MAY BE TRANSFERRED WITHOUT THE
APPROVAL OF A MAJORITY OF THE BOARD OF DIRECTORS.

**Share Transfers
Restrictions:**

Number of Directors:

**Min Number Of
Directors:** 1

**Max Number Of
Directors:** 7

Business Restricted To: NONE.

**Business Restricted
From:** NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS
INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Professional Endorsement
Provided:**

Future Dating Required:

Registration Date: 2014/09/01

Director

Last Name: DOKE

First Name: DEREK

Middle Name:

Street/Box Number: 2ND FLOOR, 7403 MACLEOD TRAIL S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2H 0L8

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: REMOUNDOS

First Name: JOHN

Middle Name:

Street/Box Number: 88 MASSEY PLACE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2V 2G8

Country:

Resident Canadian: Y

Named On Stat Dec:

Amalgamating Corporation

| Corporate Access Number | Legal Entity Name |
|--------------------------------|-------------------------------------|
| 209023720 | ORIGINAL JOE'S FRANCHISE GROUP INC. |
| 2012845828 | STATE & MAIN GROUP INC. |

Attachment

| Attachment Type | Microfilm Bar Code | Date Recorded |
|---------------------------|---------------------------|----------------------|
| Statutory Declaration | 10000599000009065 | 2014/09/01 |
| Other Rules or Provisions | ELECTRONIC | 2014/09/01 |
| Share Structure | ELECTRONIC | 2014/09/01 |

Registration Authorized By: MURRAY G. COLEMAN
SOLICITOR

SCHEDULE OF SHARE CAPITAL

ORIGINAL JOE'S FRANCHISE GROUP INC.

The Corporation is authorized to issue:

- (a) One class of shares, to be designated as "Class A Common Voting Shares", in an unlimited number;
- (b) One class of shares, to be designated as "Class B Common Non-Voting Shares", in an unlimited number;
- (c) One class of shares, to be designated as "Class A Preferred Shares", in an unlimited number; and
- (d) One class of shares, to be designated as "Class H Preferred Shares", in an unlimited number;

such shares having attached thereto the following rights, privileges, restrictions and conditions:

A. Class A Common Voting Shares

The Class A Common Voting Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) the right to one vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;
- (ii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive any dividend declared by the Corporation; and
- (iii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive the remaining property and assets of the Corporation upon dissolution.

B. Class B Common Non-Voting Shares

The Class B Common Non-Voting Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) the holders of the Class B Common Non-Voting Shares shall not be entitled (except as expressly provided in the Business Corporations Act) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting;
- (ii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive any dividend declared by the Corporation; and
- (iii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive the remaining property and assets of the Corporation upon dissolution.

C. Class A Preferred Shares

The Class A Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the holders of the Class A Preferred Shares shall not be entitled to vote at any meeting of the shareholders of the Corporation;

(ii) the holders of the Class A Preferred Shares, shall be entitled to rank ahead of the holders of any class of Common Shares as to dividends. The Class A Preferred Shares, shall be entitled to a fixed cumulative dividend at the rate of 12% per annum on the Redemption Amount (as hereinafter defined) per share payable annually;

(iii) the holders of the Class A Preferred Shares, shall be entitled to a one (1) time dividend payable on the Redemption Date, unless the Corporation has elected the early redemption pursuant Subsection vi (b) below, equal to two (2%) percent of the Corporation's system wide sales less administration fees and the dividends payable pursuant to Subsection (ii) above, divided by the number of Class A Preferred Shares outstanding;

(iv) no dividend shall be paid on any class of Common Shares unless the fixed annual cumulative preferential dividends accrued up to the date of such dividend on all Class A Preferred Shares outstanding at any time shall have been paid in full;

(v) in the event of a liquidation, dissolution or winding up of the Corporation or any other distribution by way of repayment of capital, the holders of Class A Preferred Shares shall be entitled to receive an amount equal to the Redemption Amount per share together with any declared but unpaid dividends prior to any payment or distribution to any other class of shares of the Corporation. Class A Preferred Shares shall not be entitled to share any further in the distribution of the property or assets of the Corporation except to the extent hereinbefore provided;

(vi) the Class A Preferred Shares, or any part thereof, shall be subject to redemption or purchase, at an amount equivalent to the Redemption Amount per share plus any declared but unpaid dividends as follows:

a) on April 30, 2008 (the "Redemption Date"); or

b) at any time, at the option of the board of directors of the Corporation (the "Early Redemption Date"), without the consent of the holders thereof if the Corporation pays to the holders a one (1) time dividend so that the annualized return paid to the holders to the Early Redemption Date is equal to thirty (30%) percent of the Redemption Amount, and if less than the whole of the outstanding Class A Preferred Shares shall be so redeemed or purchased, the shares to be redeemed or purchased shall be selected in such manner as the board of directors of the Corporation may determine.

(vii) the Redemption Amount with respect to each Class A Preferred Share, shall be \$10,000 per share.

D. Class H Preferred Shares

The Class H Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) shares of this class shall contain a preference to dividends as against all other classes of shares;
- (ii) shares of this class shall be entitled to priority to all dividends that may from time to time be declared by the Corporation;
- (iii) the dividend shall be at a per annum rate per share, which rate per share shall be determined by the Board of Directors at the time the respective share is issued;
- (iv) the holder of this class shall receive the remaining property of the Corporation upon dissolution; and
- (v) shares of this class shall be non-voting.

SCHEDULE OF OTHER PROVISIONS

(a) The Board may from time to time on behalf of the Corporation, without authorization of the shareholders:

i) borrow money upon the credit of the Corporation.

ii) issue, reissue, sell or pledge bonds, debentures, note

iii) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, and;

iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, note or other evidences of indebtedness, liability or obligation of the Corporation.

(b) The quorum for the transaction of business at any meeting of the Directors shall consist of a majority of the directors holding office or such greater number of directors as the board may from time to time determine.

(c) If all the directors of the Corporation consent, a director may participate in meeting of the board or a committee of the board by means of such telephone or other communication facilities as permit all personal participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

(d) An invitation to the public to subscribe for securities of the Corporation is prohibited.

(e) The number of the shareholders of the Corporation is limited to not more than fifty (50) persons, exclusive of persons who are in its employment or persons who, having been formerly in the employment of the Corporation, have continued to be shareholders; two (2) persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.



10000599000009065

2018423158

STATUTORY DECLARATION

| | | |
|------------------------------|---|--|
| CANADA |) | IN THE MATTER of the amalgamation |
| |) | of Original Joe's Franchise Group Inc. |
| PROVINCE OF ALBERTA |) | and State & Main Group Inc. as Original |
| |) | Joe's Franchise Group Inc. (the |
| JUDICIAL DISTRICT OF CALGARY |) | "Amalgamated Corporation") pursuant |
| |) | to Section 184(2) of the <i>Business</i> |
| |) | <i>Corporations Act</i> (Alberta). |

I, Derek Doke, of the City of Calgary, in the Province of Alberta, DO SOLEMNLY DECLARE THAT:

1. I will be a Director of the Amalgamated Corporation and as such have full and complete knowledge of the matters herein set forth and contained.
2. There are reasonable grounds for believing that:
 - (i) the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (ii) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (iii) no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath, and by the virtue of the Canada Evidence Act.

DECLARED BEFORE ME at the City of)
 Calgary, in the Province of Alberta this)
 30 day of August 2014.)
 _____)
 A COMMISSIONER FOR OATHS /)
 NOTARY PUBLIC in and for the)
 Province of Alberta)

_____)
 DEREK DOKE)

MURRAY COLEMAN
Barrister and Solicitor

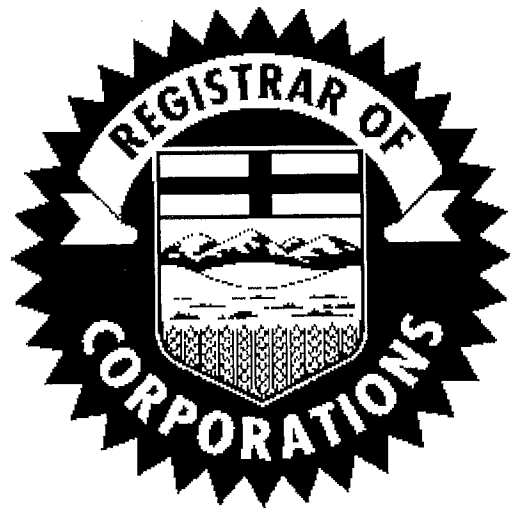
CORPORATE ACCESS NUMBER: 2018424586

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

EC RESTAURANTS CORP.
IS THE RESULT OF AN AMALGAMATION FILED ON 2014/09/01.



**TRADEMARK
REEL: 005370 FRAME: 0619**

**Articles of Amalgamation
For
EC RESTAURANTS CORP.**

Share Structure: ONE CLASS OF SHARES, TO BE DESIGNATED AS "COMMON SHARES", IN AN UNLIMITED NUMBER.

Share Transfers Restrictions: THE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Number of Directors:

Min Number of Directors: 1

Max Number of Directors: 7

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Registration Authorized By: MURRAY G. COLEMAN
SOLICITOR**

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2014/09/01

Corporate Access Number: 2018424586

Service Request Number: 21940600
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: EC RESTAURANTS CORP.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 4500, 855 - 2ND STREET S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K7

RECORDS ADDRESS

Street:
Legal Description:
City:
Province:
Postal Code:

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: ONE CLASS OF SHARES, TO BE DESIGNATED AS "COMMON SHARES", IN AN UNLIMITED NUMBER.

Share Transfers Restrictions: THE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Number of Directors:

Min Number Of Directors: 1

Max Number Of Directors: 7

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2014/09/01

Director

Last Name: DOKE

First Name: DEREK

Middle Name:

Street/Box Number: 2ND FLOOR, 7403 MACLEOD TRAIL S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2H 0L8

Country:

Resident Canadian: Y

Named On Stat Dec:

Amalgamating Corporation

| Corporate Access Number | Legal Entity Name |
|-------------------------|-------------------------------|
| 2016328359 | EC RESTAURANTS CORP. |
| 2016546513 | EC RESTAURANTS (CANADA) CORP. |

Attachment

| Attachment Type | Microfilm Bar Code | Date Recorded |
|---------------------------------|---------------------------|----------------------|
| Statutory Declaration | 10000399000009066 | 2014/09/01 |
| Other Rules or Provisions | ELECTRONIC | 2014/09/01 |
| Restrictions on Share Transfers | ELECTRONIC | 2014/09/01 |

Registration Authorized By: MURRAY G. COLEMAN
SOLICITOR

SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS

The right to transfer shares of the Corporation is restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the Corporation to any person who is not a shareholder of the Corporation unless the transfer has been approved by the board of directors of the Corporation.

SCHEDULE OF OTHER PROVISIONS

1. The number of direct or indirect beneficial owners of securities of the Corporation will be limited to not more than 50, not including employees and former employees of the Corporation or any of its affiliates, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation, in which case each beneficial owner or each beneficiary of the person, as the case may be, shall be counted as a separate beneficial owner. For purposes of this paragraph, the term "securities" does not include non convertible debt securities of the Corporation.

2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

3. The Corporation has a lien on the shares of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

4. The right to transfer securities of the Corporation, other than non-convertible debt securities, is restricted in that no securityholder shall be entitled to transfer any securities of the Corporation to any person who is not a securityholder of the Corporation unless the transfer has been approved by the board of directors of the Corporation.



10000399000009066

2018424586

STATUTORY DECLARATION


| | | |
|------------------------------|---|--|
| CANADA |) | IN THE MATTER of the amalgamation |
| |) | of EC Restaurants Corp. and EC |
| PROVINCE OF ALBERTA |) | Restaurants (Canada) Corp. as EC |
| |) | Restaurants Corp. (the "Amalgamated |
| JUDICIAL DISTRICT OF CALGARY |) | Corporation") pursuant to Section |
| |) | 184(1) of the <i>Business Corporations Act</i> |
| |) | (Alberta). |

I, Derek Doke, of the City of Calgary, in the Province of Alberta, DO SOLEMNLY DECLARE THAT:

1. I will be a Director of the Amalgamated Corporation and as such have full and complete knowledge of the matters herein set forth and contained.
2. There are reasonable grounds for believing that:
 - (i) the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (ii) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (iii) no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath, and by the virtue of the Canada Evidence Act.

DECLARED BEFORE ME at the City of)
 Calgary, in the Province of Alberta this)
 20 day of August, 2014.)
 _____)
 A COMMISSIONER FOR OATHS /)
 NOTARY PUBLIC in and for the)
 Province of Alberta)



DEREK DOKE

MURRAY COLEMAN
Barrister and Solicitor

CORPORATE ACCESS NUMBER: 2018430898

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

OJ'S KENSINGTON RESTAURANT INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2014/09/01.



TRADEMARK
REEL: 005370 FRAME: 0627

**Articles of Amalgamation
For
OJ'S KENSINGTON RESTAURANT INC.**

Share Structure: THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Share Transfers Restrictions: THE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Number of Directors:

Min Number of Directors: 1

Max Number of Directors: 7

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Registration Authorized By: MURRAY G. COLEMAN
SOLICITOR**

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2014/09/01

Corporate Access Number: 2018430898

Service Request Number: 21953945
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: OJ'S KENSINGTON RESTAURANT INC.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 4500, 855 - 2ND STREET S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K7

RECORDS ADDRESS

Street:
Legal Description:
City:
Province:
Postal Code:

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Share Transfers Restrictions: THE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Number of Directors:

Min Number Of Directors: 1

Max Number Of Directors: 7

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2014/09/01

Director

Last Name: DOKE

First Name: DEREK

Middle Name:

Street/Box Number: 2ND FLOOR, 7403 MACLEOD TRAIL S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2H 0L8

Country:

Resident Canadian: Y

Named On Stat Dec:

Amalgamating Corporation

| Corporate Access Number | Legal Entity Name |
|-------------------------|--|
| 207688862 | ORIGINAL JOE'S RESTAURANT & BAR LTD. |
| 209094374 | ORIGINAL JOE'S RESTAURANT & BAR 4TH ST. LTD. |

| | |
|------------|---|
| 2013572819 | SM CALGARY 8TH RESTAURANT INC. |
| 2013572835 | SM CALGARY RESTAURANT INC. |
| 2014646125 | OJ'S COQUITLAM RESTAURANT INC. |
| 2016127314 | S&M LETHBRIDGE RESTAURANT INC. |
| 2016915882 | OJ'S LANGLEY RESTAURANT INC. |
| 2017487683 | OJ'S COCHRANE RESTAURANT INC. |
| 2017487782 | SM AURORA RESTAURANT INC. |
| 2017488251 | SM GUELPH RESTAURANT INC. |
| 2018411419 | 1841141 ALBERTA LTD. |
| 2018424586 | EC RESTAURANTS CORP. |
| 2017137684 | OJ'S MACLEOD RESTAURANT INC. |
| 2014211250 | OJ'S ABBOTSFORD RESTAURANT INC. |
| 2014363622 | OJ'S LETHBRIDGE UPLANDS RESTAURANT INC. |
| 2014363754 | OJ'S PRINCE GEORGE RESTAURANT INC. |
| 2014363853 | OJ'S RICHMOND RESTAURANT INC. |
| 2015925726 | OJ'S STRATHMORE RESTAURANT INC. |
| 2016087153 | OJ'S STEPHEN RESTAURANT INC. |
| 2016088607 | OJ'S KENSINGTON RESTAURANT INC. |
| 2016091957 | OJ'S ASPEN RESTAURANT INC. |

Attachment

| Attachment Type | Microfilm Bar Code | Date Recorded |
|---------------------------------|--------------------|---------------|
| Statutory Declaration | 10000199000009067 | 2014/09/01 |
| Other Rules or Provisions | ELECTRONIC | 2014/09/01 |
| Share Structure | ELECTRONIC | 2014/09/01 |
| Restrictions on Share Transfers | ELECTRONIC | 2014/09/01 |

Registration Authorized By: MURRAY G. COLEMAN
SOLICITOR

SCHEDULE OF SHARE CAPITAL

The Corporation is authorized to issue one class of shares, to be designated as "Class "A" Voting Shares", in an unlimited number;

The Class "A" Voting Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the holders of the Class "A" Voting Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote for each Class "A" Voting Share held;

(ii) the holders of the Class "A" Voting Shares shall be entitled to receive dividends at such times and in such amounts as the directors of the Corporation may in their discretion from time to time declare; and

(iii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive the remaining property and assets of the Corporation upon dissolution.

SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS

The right to transfer shares of the Corporation is restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the Corporation to any person who is not a shareholder of the Corporation unless the transfer has been approved by the board of directors of the Corporation.

SCHEDULE OF OTHER PROVISIONS

1. The number of direct or indirect beneficial owners of securities of the Corporation will be limited to not more than 50, not including employees and former employees of the Corporation or any of its affiliates, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation, in which case each beneficial owner or each beneficiary of the person, as the case may be, shall be counted as a separate beneficial owner. For purposes of this paragraph, the term "securities" does not include non convertible debt securities of the Corporation.

2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

3. The Corporation has a lien on the shares of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

4. The right to transfer securities of the Corporation, other than non-convertible debt securities, is restricted in that no securityholder shall be entitled to transfer any securities of the Corporation to any person who is not a securityholder of the Corporation unless the transfer has been approved by the board of directors of the Corporation.

5. The directors may, between annual meetings of shareholders, appoint one or more additional directors of the Corporation to serve until the next annual meeting of shareholders, 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 meeting of the shareholders of the Corporation.

6. Any meeting of the directors or shareholders of the Corporation may be held in any place selected by the directors of the Corporation in accordance with applicable corporate legislation.



10000199000009067

2018430898

STATUTORY DECLARATION

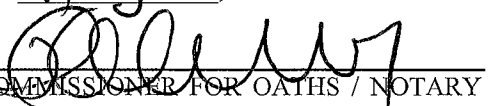
CANADA)
PROVINCE OF ALBERTA)
JUDICIAL DISTRICT OF CALGARY)


IN THE MATTER of the amalgamation of OJ's Kensington Restaurant Inc., OJ's Lethbridge Uplands Restaurant Inc., OJ's Coquitlam Restaurant Inc., OJ's Stephen Restaurant Inc., OJ's Abbotsford Restaurant Inc., 1841141 Alberta Ltd., OJ's Richmond Restaurant Inc., OJ's Aspen Restaurant Inc., OJ's Strathmore Restaurant Inc., Original Joe's Restaurant & Bar 4th St. Ltd., OJ's Prince George Restaurant Inc., Original Joe's Restaurant & Bar Ltd., OJ's Langley Restaurant Inc., OJ's Macleod Restaurant Inc., OJ's Cochrane Restaurant Inc., S&M Lethbridge Restaurant Inc., SM Calgary Restaurant Inc., SM Aurora Restaurant Inc., SM Guelph Restaurant Inc., SM Calgary 8th Restaurant Inc. and EC Restaurants Corp. as OJ's Kensington Restaurant Inc. (the "Amalgamated Corporation") pursuant to Section 184(2) of the *Business Corporations Act* (Alberta).

I, Derek Doke, of the City of Calgary, in the Province of Alberta, DO SOLEMNLY DECLARE THAT:

1. I will be a Director of the Amalgamated Corporation and as such have full and complete knowledge of the matters herein set forth and contained.
2. There are reasonable grounds for believing that:
 - (i) the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (ii) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (iii) no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath, and by the virtue of the Canada Evidence Act.

DECLARED BEFORE ME at the City of Calgary, in the Province of Alberta this day of 30 August, 2014.

A COMMISSIONER FOR OATHS / NOTARY PUBLIC in and for the Province of Alberta


DEREK DOKE

MURRAY COLEMAN
Barrister and Solicitor

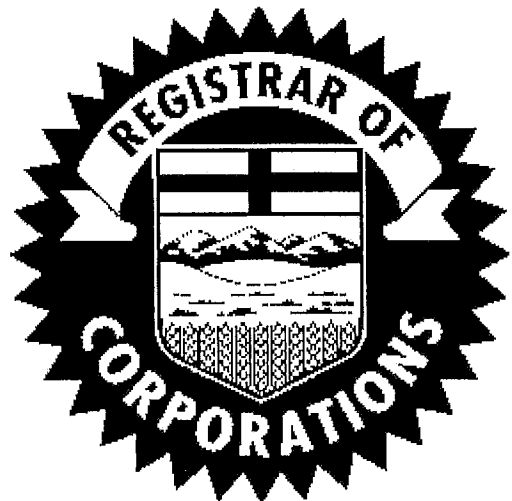
CORPORATE ACCESS NUMBER: 2018435731

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

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

ORIGINAL JOE'S FRANCHISE GROUP INC.
AMENDED ITS ARTICLES ON 2014/09/01.



TRADEMARK
REEL: 005370 FRAME: 0636

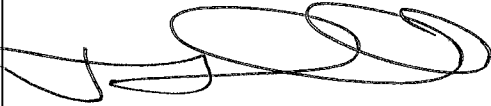
BUSINESS CORPORATIONS ACT

Alberta

ARTICLES OF AMENDMENT

| | |
|-------------------------------------|----------------------------|
| 1. Name of Corporation | 2. Corporate Access Number |
| ORIGINAL JOE'S FRANCHISE GROUP INC. | 2018435731 |

3. 1. Pursuant to subsection 173(1)(m) of the *Business Corporations Act* (Alberta), the restrictions on the transfer of shares as set out in the Articles of the Corporation are hereby amended by deleting the existing restrictions and inserting therefor the attached Schedule of Restrictions on Share Transfers; and
2. Pursuant to subsection 173(1)(n) of the *Business Corporation Act* (Alberta), the other rules and provisions as set out in the Articles of the Corporation are hereby amended by deleting the existing provisions and inserting therefor the attached Schedule of Other Provisions.

| 4. DATE | SIGNATURE | TITLE |
|-------------------|---|----------|
| September 1, 2014 |  | Director |

REGISTERED ON
THE ALBERTA REGISTRIES
CORES SYSTEM

SEP 01 2014

cl

SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS

The right to transfer shares of the Corporation is restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the Corporation to any person who is not a shareholder of the Corporation unless the transfer has been approved by the board of directors of the Corporation.

SCHEDULE OF OTHER PROVISIONS

1. The number of direct or indirect beneficial owners of securities of the Corporation will be limited to not more than 50, not including employees and former employees of the Corporation or any of its affiliates, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation, in which case each beneficial owner or each beneficiary of the person, as the case may be, shall be counted as a separate beneficial owner. For purposes of this paragraph, the term "securities" does not include non-convertible debt securities of the Corporation.
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. The Corporation has a lien on the shares of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
4. The right to transfer securities of the Corporation, other than non-convertible debt securities, is restricted in that no securityholder shall be entitled to transfer any securities of the Corporation to any person who is not a securityholder of the Corporation unless the transfer has been approved by the board of directors of the Corporation.
5. The directors may, between annual meetings of shareholders, appoint one or more additional directors of the Corporation to serve until the next annual meeting of shareholders, 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 meeting of the shareholders of the Corporation.
6. Any meeting of the directors or shareholders of the Corporation may be held in any place selected by the directors of the Corporation in accordance with applicable corporate legislation.

Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2014/09/01

Service Request Number: 21987187

Corporate Access Number: 2018435731

Legal Entity Name: ORIGINAL JOE'S FRANCHISE GROUP INC.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: ORIGINAL JOE'S FRANCHISE GROUP INC.

New French Equivalent Name:

Nuans Number:

Nuans Date:

French Nuans Number:

French Nuans Date:

Share Structure: THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Share Transfers Restrictions: THE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Number of Directors:

Min Number Of Directors: 1

Max Number Of Directors: 7

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

BCA Section/Subsection: 173(1)(M)(N)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

No Records returned

Attachment

| Attachment Type | Microfilm Bar Code | Date Recorded |
|---------------------------------|---------------------------|----------------------|
| Statutory Declaration | 10000999000009068 | 2014/09/01 |
| Share Structure | ELECTRONIC | 2014/09/01 |
| Other Rules or Provisions | ELECTRONIC | 2014/09/01 |
| Restrictions on Share Transfers | ELECTRONIC | 2014/09/01 |
| Other Rules or Provisions | ELECTRONIC | 2014/09/01 |

Registration Authorized By: MURRAY G. COLEMAN
SOLICITOR

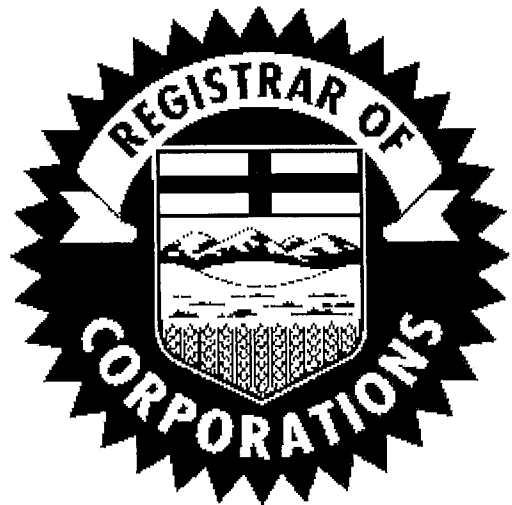
CORPORATE ACCESS NUMBER: 2018435731

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**ORIGINAL JOE'S FRANCHISE GROUP INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2014/09/01.**



TRADEMARK
REEL: 005370 FRAME: 0642

Alberta

Articles of Amalgamation

1. Name of Amalgamated Corporation

ORIGINAL JOE'S FRANCHISE GROUP INC.

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

The attached Schedule of Share Capital is incorporated into and forms part of this form.

3. Restrictions on share transfers (if any):

No shares may be transferred without the approval of a majority of the Board of Directors.

4. Number, or minimum and maximum number of directors:

Not less than one (1) director and not more than seven (7) directors.

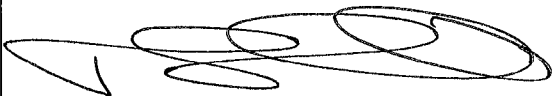
5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None.

6. Other provisions (if any):

The attached Schedule of Other Provisions is incorporated into and forms part of this form.

| 7. Name of Amalgamating Corporations | Corporate Access Number |
|--------------------------------------|-------------------------|
| Original Joe's Franchise Group Inc. | 2018423158 |
| OJ's Kensington Restaurant Inc. | 2018430898 |
| | |
| | |

| 4. DATE | SIGNATURE | TITLE |
|-------------------|--|----------|
| September 1, 2014 |  | Director |

REGISTERED ON
THE ALBERTA REGISTRIES
CORES SYSTEM
SEP 01 2014

CP

SCHEDULE OF SHARE CAPITAL
ORIGINAL JOE'S FRANCHISE GROUP INC.

The Corporation is authorized to issue:

- (a) One class of shares, to be designated as "Class A Common Voting Shares", in an unlimited number;
- (b) One class of shares, to be designated as "Class B Common Non-Voting Shares", in an unlimited number;
- (c) One class of shares, to be designated as "Class A Preferred Shares", in an unlimited number; and
- (d) One class of shares, to be designated as "Class H Preferred Shares", in an unlimited number;

such shares having attached thereto the following rights, privileges, restrictions and conditions:

A. Class A Common Voting Shares

The Class A Common Voting Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) the right to one vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;
- (ii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive any dividend declared by the Corporation; and
- (iii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive the remaining property and assets of the Corporation upon dissolution.

B. Class B Common Non-Voting Shares

The Class B Common Non-Voting Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) the holders of the Class B Common Non-Voting Shares shall not be entitled (except as expressly provided in the *Business Corporations Act*) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting;

- (ii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive any dividend declared by the Corporation; and
- (iii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive the remaining property and assets of the Corporation upon dissolution.

C. Class A Preferred Shares

The Class A Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) the holders of the Class A Preferred Shares shall not be entitled to vote at any meeting of the shareholders of the Corporation;
- (ii) the holders of the Class A Preferred Shares, shall be entitled to rank ahead of the holders of any class of Common Shares as to dividends. The Class A Preferred Shares, shall be entitled to a fixed cumulative dividend at the rate of 12% per annum on the Redemption Amount (as hereinafter defined) per share payable annually;
- (iii) the holders of the Class A Preferred Shares, shall be entitled to a one (1) time dividend payable on the Redemption Date, unless the Corporation has elected the early redemption pursuant Subsection vi (b) below, equal to two (2%) percent of the Corporation's system wide sales less administration fees and the dividends payable pursuant to Subsection (ii) above, divided by the number of Class A Preferred Shares outstanding;
- (iv) no dividend shall be paid on any class of Common Shares unless the fixed annual cumulative preferential dividends accrued up to the date of such dividend on all Class A Preferred Shares outstanding at any time shall have been paid in full;
- (v) in the event of a liquidation, dissolution or winding up of the Corporation or any other distribution by way of repayment of capital, the holders of Class A Preferred Shares shall be entitled to receive an amount equal to the Redemption Amount per share together with any declared but unpaid dividends prior to any payment or distribution to any other class of shares of the Corporation. Class A Preferred Shares shall not be entitled to share any further in the distribution of the property or assets of the Corporation except to the extent hereinbefore provided;
- (vi) the Class A Preferred Shares, or any part thereof, shall be subject to redemption or purchase, at an amount equivalent to the Redemption Amount per share plus any declared but unpaid dividends as follows:
 - a) on April 30, 2008 (the "Redemption Date"); or

b) at any time, at the option of the board of directors of the Corporation (the "Early Redemption Date"), without the consent of the holders thereof if the Corporation pays to the holders a one (1) time dividend so that the annualized return paid to the holders to the Early Redemption Date is equal to thirty (30%) percent of the Redemption Amount, and if less than the whole of the outstanding Class A Preferred Shares shall be so redeemed or purchased, the shares to be redeemed or purchased shall be selected in such manner as the board of directors of the Corporation may determine.

(vii) the Redemption Amount with respect to each Class A Preferred Share, shall be \$10,000 per share.

D. Class H Preferred Shares

The Class H Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (i) shares of this class shall contain a preference to dividends as against all other classes of shares;
- (ii) shares of this class shall be entitled to priority to all dividends that may from time to time be declared by the Corporation;
- (iii) the dividend shall be at a per annum rate per share, which rate per share shall be determined by the Board of Directors at the time the respective share is issued;
- (iv) the holder of this class shall receive the remaining property of the Corporation upon dissolution; and
- (v) shares of this class shall be non-voting.

SCHEDULE OF OTHER PROVISIONS

- (a) The Board may from time to time on behalf of the Corporation, without authorization of the shareholders:
- i) borrow money upon the credit of the Corporation.
 - ii) issue, reissue, sell or pledge bonds, debentures, note
 - iii) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, and;
 - iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, note or other evidences of indebtedness, liability or obligation of the Corporation.
- (b) The quorum for the transaction of business at any meeting of the Directors shall consist of a majority of the directors holding office or such greater number of directors as the board may from time to time determine.
- (c) If all the directors of the Corporation consent, a director may participate in meeting of the board or a committee of the board by means of such telephone or other communication facilities as permit all personal participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.
- (d) An invitation to the public to subscribe for securities of the Corporation is prohibited.
- (e) The number of the shareholders of the Corporation is limited to not more than fifty (50) persons, exclusive of persons who are in its employment or persons who, having been formerly in the employment of the Corporation, have continued to be shareholders; two (2) persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.

**Articles of Amalgamation
For
ORIGINAL JOE'S FRANCHISE GROUP INC.**

| | |
|--------------------------------------|---|
| Share Structure: | THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM. |
| Share Transfers Restrictions: | NO SHARES MAY BE TRANSFERRED WITHOUT THE APPROVAL OF A MAJORITY OF THE BOARD OF DIRECTORS. |
| Number of Directors: | |
| Min Number of Directors: | 1 |
| Max Number of Directors: | 7 |
| Business Restricted To: | NONE. |
| Business Restricted From: | NONE. |
| Other Provisions: | THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM. |

**Registration Authorized By: MURRAY G. COLEMAN
SOLICITOR**

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2014/09/01

Corporate Access Number: 2018435731

Service Request Number: 21966130

Alberta Corporation Type: Named Alberta Corporation

Legal Entity Name: ORIGINAL JOE'S FRANCHISE GROUP INC.

French Equivalent Name:

Nuans Number:

Nuans Date:

French Nuans Number:

French Nuans Date:

REGISTERED ADDRESS

Street: 4500, 855 - 2ND STREET S.W.

Legal Description:

City: CALGARY

Province: ALBERTA

Postal Code: T2P 4K7

RECORDS ADDRESS

Street:

Legal Description:

City:

Province:

Postal Code:

ADDRESS FOR SERVICE BY MAIL

Post Office Box:

City:

Province:

Postal Code:

Internet Mail ID:

Share Structure:

THE ATTACHED SCHEDULE OF SHARE CAPITAL IS
INCORPORATED INTO AND FORMS PART OF THIS FORM.
NO SHARES MAY BE TRANSFERRED WITHOUT THE
APPROVAL OF A MAJORITY OF THE BOARD OF DIRECTORS.

**Share Transfers
Restrictions:**

Number of Directors:

**Min Number Of
Directors:** 1

**Max Number Of
Directors:** 7

Business Restricted To: NONE.

**Business Restricted
From:** NONE.

Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS
INCORPORATED INTO AND FORMS PART OF THIS FORM.

**Professional Endorsement
Provided:**

Future Dating Required:

Registration Date: 2014/09/01

Director

Last Name: DOKE

First Name: DEREK

Middle Name:

Street/Box Number: 2ND FLOOR, 7403 MACLEOD TRAIL S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2H 0L8

Country:

Resident Canadian: Y

Named On Stat Dec:

Last Name: REMOUNDOS

First Name: JOHN

Middle Name:

Street/Box Number: 88 MASSEY PLACE S.W.

City: CALGARY

Province: ALBERTA

Postal Code: T2V 2G8

Country:

Resident Canadian: Y

Named On Stat Dec:

Amalgamating Corporation

| Corporate Access Number | Legal Entity Name |
|--------------------------------|-------------------------------------|
| 2018423158 | ORIGINAL JOE'S FRANCHISE GROUP INC. |
| 2018430898 | OJ'S KENSINGTON RESTAURANT INC. |

Attachment

| Attachment Type | Microfilm Bar Code | Date Recorded |
|---------------------------|---------------------------|----------------------|
| Share Structure | ELECTRONIC | 2014/09/01 |
| Other Rules or Provisions | ELECTRONIC | 2014/09/01 |
| Statutory Declaration | 10000999000009068 | 2014/09/01 |

Registration Authorized By: MURRAY G. COLEMAN
SOLICITOR

