

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM343522

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	05/31/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Allan Candy Company Limited		05/31/2015	CORPORATION: CANADA

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Hershey Canada Inc.	05/31/2015	CORPORATION: CANADA

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Hershey Canada Inc.
Street Address:	5750 Explorer Drive, Suite 500
City:	Mississauga
State/Country:	CANADA
Postal Code:	L4W 0B1
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 68

Property Type	Number	Word Mark
Registration Number:	4476787	MALLOW JR.
Registration Number:	4430780	ALLAN DESSERT BITES
Registration Number:	4374438	ALLAN
Registration Number:	4243154	ALLAN SOUR PEACH SLICES
Registration Number:	4243082	ALLAN SOUR GREEN APPLE SLICES
Registration Number:	4243081	ALLAN SOUR GRAPEFRUIT SLICES
Registration Number:	4315499	ALLAN INTENSE
Registration Number:	4427311	SWIRL
Registration Number:	4123943	LACES
Registration Number:	4040521	BIGGIE BAG!
Registration Number:	4040520	BIGGIE BUNNIE!
Registration Number:	4037199	BORTZ BIGGIE BUNNIE
Registration Number:	4040519	BORTZ BIGGIE BAG
Registration Number:	4140927	SAYBON

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3996070	MRS. FRUIT & NUT
Registration Number:	3983331	UB A BUNNY 2
Registration Number:	3991657	POP-A-NOËL
Registration Number:	3991656	SANTA'S WORLD ALLAN
Registration Number:	3987742	ALLAN SMOOTHIES
Registration Number:	4362672	ALLAN SWIRL
Registration Number:	3976394	SANTA'S WORLD
Registration Number:	4007962	ALLAN SIGNATURE
Registration Number:	3912796	EGGZTRA
Registration Number:	3869141	PENNY JANE'S EGG
Registration Number:	3936268	HOPPY HUNT
Registration Number:	3809489	PENNY JANE
Registration Number:	3898487	ALLAN CLASSICS
Registration Number:	3871982	REMY ROOSTER
Registration Number:	3871981	EGGSPLOSIONZ
Registration Number:	3871975	MRS. SOLID
Registration Number:	3924489	NORDIC BERRIES
Registration Number:	3921587	ALLAN
Registration Number:	3995578	LILLIPUT EGGHEADZ
Registration Number:	3995577	LILLIPUT EGGZTRA
Registration Number:	3902536	MRS. FLUFFY
Registration Number:	3871964	NUTTY JR.
Registration Number:	4072345	MRS
Registration Number:	3895909	CHEWY CHAPTERS
Registration Number:	3809036	
Registration Number:	3653948	
Registration Number:	3809034	LILLIPUT
Registration Number:	3809033	MR
Registration Number:	3801737	HOT LIPS
Registration Number:	3921547	BIG DIBZ
Registration Number:	3826861	DIB ITZ
Registration Number:	3707757	THE ALLAN CANDY COMPANY
Registration Number:	3710150	ALLAN SOUR WATERMELON SLICES
Registration Number:	3590220	ALLAN SOUR CHERRY SLICES
Registration Number:	3519129	ALLAN PEACH SLICES
Registration Number:	3508524	SCHOOL OF FISH
Registration Number:	3846926	ALLAN
Registration Number:	3735684	ALLAN RED BERRIES

Property Type	Number	Word Mark
Registration Number:	3735681	ALLAN SOUR FRUIT SLICES
Registration Number:	3707438	ALLAN SOUR GRAPE SLICES
Registration Number:	3590218	ALLAN SOUR BIG FOOT
Registration Number:	3491652	ALLAN
Registration Number:	3797999	ALLAN MINI RED BERRIES
Registration Number:	3697453	FORBIDDEN APPLE AFTERSHOCK
Registration Number:	3684868	ALLAN GUMMIE FRUITS
Registration Number:	3684867	ALLAN GUMMIE BERRIES
Registration Number:	3538021	ALLAN TROPICAL BREEZE
Registration Number:	3525160	SUNSET STRAWBERRY
Registration Number:	2304213	BORTZ
Registration Number:	1708471	ALLAN
Registration Number:	1718452	ALLAN
Registration Number:	1802217	SOLID JR.
Registration Number:	1312513	BIG FOOT
Registration Number:	0839665	GLITTER

CORRESPONDENCE DATA

Fax Number: 4168657048

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.

Email: fatima.daponte@mcmillan.ca

Correspondent Name: McMillan LLP

Address Line 1: 181 Bay St., Suite 4400

Address Line 4: Toronto, CANADA M5J 2T3

NAME OF SUBMITTER: Joanna Vatavu

SIGNATURE: /jv/

DATE SIGNED: 06/04/2015

Total Attachments: 15

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

A - Amalgamation Agreement / Convention de fusion :

or

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.

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 Hershey Canada Inc.
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de Hershey Canada Inc.

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
Hershey Canada Inc.	1876882	2015	05	26
The Allan Candy Company Limited	1714170	2015	05	26

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 :

- (a) An unlimited number of special shares designated as Class A Shares; and
- (b) An unlimited number of shares designated as 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 attached pages 4A to and including 4C.

(Continued from Page 4)

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:**

CLASS A SHARES

(i) Dividend - Class A Shares

The holders of the Class A Shares in priority to the holders of Common Shares and any other shares ranking junior to such Class A Shares, shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends in any financial year, preferential, non-cumulative dividends on each share at such rate per annum calculated on the initial issue price of \$1,000.00 per share as the board of directors may in its absolute discretion determine from time to time. If within 6 months after the expiration of any financial year of the Corporation, the board of directors in its discretion does not declare such dividend or any part thereof on such Class A Shares for such financial year, then the rights of the holders of such Class A Shares to such dividend for such financial year shall be forever extinguished. The holders of the Class A Shares shall not be entitled to any dividends other than or in excess of the preferential, non-cumulative dividends hereinbefore provided for.

(ii) Participation in Assets on Dissolution - Class A Shares

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Shares shall be entitled to receive, in priority to any distribution to the holders of the Common Shares, an amount equal to the initial issue price of \$1,000.00 per share, together with all declared and unpaid dividends thereon (the "Class A Redemption Price"); provided that there shall be no further participation in the property and assets of the Corporation by the holders of the Class A Shares.

(iii) Redemption of Class A Shares at the option of the Corporation

The Corporation shall have the right at its option, at any time or times, to redeem all or any portion of the Class A Shares on payment of the Class A Redemption Price per Class A Share.

In all cases of redemption, 7 days' notice ("**Notice of Redemption**") shall be given by letter directed to the respective shareholders whose shares are to be redeemed at their respective addresses appearing on the books of the Corporation. The Notice of Redemption shall set out:

- (1) the number of shares to be redeemed, if only part of the shares held by the shareholder to whom such notice is addressed are to be redeemed;

- (2) the Class A Redemption Price;
- (3) the date on which the redemption is to take place ("**Redemption Date**");
- (4) the place where such shares will be redeemed; and
- (5) the name and address of the chartered bank, if any, in which unclaimed redemption monies will be deposited.

On or after the Redemption Date, the Corporation shall pay the Class A Redemption Price to holders of the Class A Shares to be redeemed, on presentation and surrender of the certificate or certificates for such shares, duly endorsed, at the place specified in the Notice of Redemption. The Corporation shall have the right on or after the Redemption Date to deposit any unclaimed redemption monies to a special account in the chartered bank named in the Notice of Redemption, to be paid upon presentation and surrender of the share certificate or certificates as have not at the date of such deposit been surrendered by the holders thereof, to or to the order of such holders.

(iv) Redemption of Class A Shares at the option of the Holder

A holder of Class A Shares shall have the right, at his option, at any time or times, to require the Corporation to redeem at the Class A Redemption Price per Class A Share, all or any of such shares which are registered in such holder's name on the books of the Corporation. Such right shall be exercised by the registered holder delivering to the Corporation at its registered office:

- (1) a notice in writing executed by such holder specifying:
 - (a) the number of Class A Shares which such holder wishes to have redeemed by the Corporation; and
 - (b) the business day ("**Retraction Date**") on which such holder wishes to have the Corporation redeem such shares; and
- (2) a share certificate or certificates representing such shares, duly endorsed, which such holder wishes to have the Corporation redeem.

Upon receipt of the documents set out in paragraphs (1) and (2) above, the Corporation shall, on the Retraction Date, pay the Class A Redemption Price for each Class A Share to be redeemed. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. Such shares shall be redeemed on the Retraction Date, and from and after the Retraction Date, the holder of such shares being redeemed shall cease to be entitled to dividends, and shall not be entitled to exercise any rights in respect thereof, unless payment of the Class A Redemption Price is not made on the Retraction Date, in which event the rights of such holder shall remain unaffected until the Class A Redemption Price has been paid in full.

(v) Voting Rights – Class A Shares

Except as provided in the *Business Corporations Act* (Ontario), as amended or re-enacted from time to time, the holder of a Class A Share shall not be entitled to vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof and shall be entitled to receive all reports and other communications which are sent by the Corporation to the holders of the Common Shares.

COMMON SHARES

(i) Dividend - Common Shares

The holders of the Common Shares, after the payment of any dividends payable to the holders of the Class A Shares, shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends in any financial year, such dividends in any financial year as the board of directors may by resolution determine.

(ii) Participation in Assets on Dissolution - Common Shares

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares shall be entitled to receive, subject to the prior rights of the holders of the Class A Shares, all of the remaining property and assets of the Corporation.

(iii) Voting Rights - Common Shares

The holder of a Common Share shall be entitled to 1 vote for each Common Share held, at any meeting of shareholders of the Corporation other than meetings of the holders of another class of shares.

(iv) Purchase of Common Shares

The Corporation may at any time or times purchase or otherwise acquire all or any part of the Common Shares.

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 :

No share of the Corporation shall be transferred without the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of the directors then in office.

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

See attached page 5A.

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.

(Continued from Page 5)

10. Other provisions, (if any):

- (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation, and exclusive of persons who, having been formerly in the employment of the Corporation were while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder;
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (c) Subject to the provisions of the *Business Corporations Act* (Ontario) as amended or re-enacted from time to time, the directors may, without authorization of the shareholders:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation; and
 - (v) by resolution delegate any or all such powers to a director, a committee of directors or an officer of the Corporation.
- (d) The holders of any fractional shares issued by the Corporation shall be entitled to exercise voting rights and to receive dividends in respect of each such fractional share.

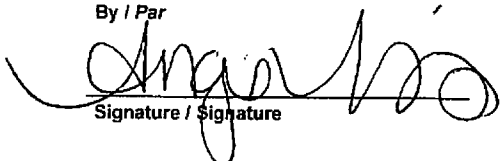
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

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.**

Hershey Canada Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Angie L. Morris

Director

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

The Allan Candy Company Limited

Names of Corporations / Dénomination sociale des sociétés

By / Par

Shane Chambers

Director, Allan Candy
Integration

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

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Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

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 signatory's 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.

Hershey Canada Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Angie L. Morris

Director

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

The Allan Candy Company Limited

Names of Corporations / Dénomination sociale des sociétés

By / Par

Shane Chambers

Director, Allan Candy
Integration

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

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

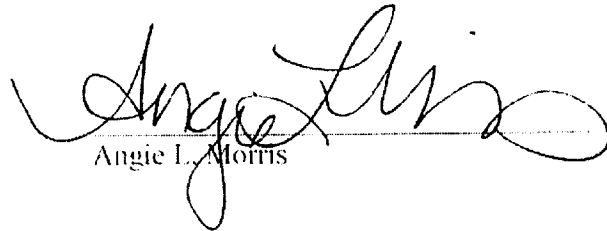
SCHEDULE "A"

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

I, Angie L. Morris, hereby state that:

1. I am a director of Hershey Canada Inc. and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) 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.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 14 day of May, 2015.


Angie L. Morris

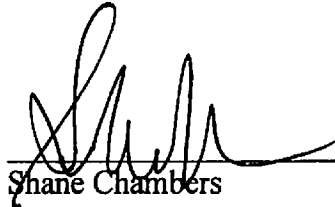
SCHEDULE "A"

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

I, Shane Chambers, hereby state that:

1. I am an officer of The Allan Candy Company Limited and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) 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.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 26 day of May, 2015.



Shane Chambers

SCHEDULE "B"
RESOLUTION OF THE DIRECTORS
OF
HERSHEY CANADA INC.
(the "Corporation")

"RECIPEL:

1. the Corporation is the holding corporation of The Allan Candy Company Limited (the "Subsidiary") and has agreed to amalgamate with the Subsidiary pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

1. the amalgamation of the Corporation and the Subsidiary under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Subsidiary under its articles of incorporation and of any act done thereunder, all shares in the capital of the Subsidiary, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby 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 incorporation of the Corporation and the name of the amalgamated corporation shall be the same as the name of the Corporation;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

CERTIFIED to be a true copy of a resolution passed by the directors of Hershey Canada Inc, which resolution is in full force and effect unamended at the date hereof.

DATED: May 26, 2015.


Angie L. Morris - Assistant Secretary

SCHEDULE "B"

RESOLUTION OF THE DIRECTORS

OF

THE ALLAN CANDY COMPANY LIMITED
(the "Corporation")

"AMALGAMATION WITH HOLDING CORPORATION

RECITAL:

The Corporation is a wholly-owned subsidiary of and has agreed to amalgamate with Hershey Canada Inc. ("**Holding**") pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

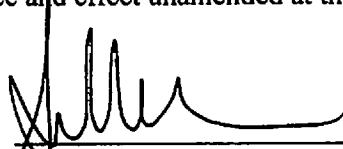
RESOLVED THAT:

1. the amalgamation of the Corporation and Holding under the Act pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, and without affecting the validity of the incorporation and existence of the Corporation under its articles of incorporation and of any act done thereunder, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby 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 incorporation of Holding and the name of the amalgamated corporation shall be the same as the name of Holding;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Holding;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any officer or director of the Corporation be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing."

* * * * *

CERTIFIED to be a true copy of a resolution passed by the directors of The Allan Candy Company Limited which resolution is in full force and effect unamended at the date hereof.

DATED: May 26, 2015.



Shane Chambers –
Director, Allan Candy Integration