

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM419177

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	02/21/2017
<b>RESUBMIT DOCUMENT ID:</b>	900396332

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
9172-0060 Québec Inc.		02/21/2017	Corporation:

## RECEIVING PARTY DATA

<b>Name:</b>	APP Group (Canada) Inc.
<b>Street Address:</b>	600 Chabanel Street West
<b>City:</b>	Montreal
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	H2N 2K6
<b>Entity Type:</b>	Corporation: QUEBEC

## PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
<b>Registration Number:</b>	3085466	MACKAGE
<b>Registration Number:</b>	3220914	M
<b>Registration Number:</b>	3493884	M
<b>Registration Number:</b>	3711601	SOIA & KYO
<b>Serial Number:</b>	87071255	
<b>Serial Number:</b>	87140584	

## CORRESPONDENCE DATA

## Fax Number:

*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:** terry@ovedlaw.com  
**Correspondent Name:** Terrence A. Oved, Esq.  
**Address Line 1:** 401 Greenwich Street  
**Address Line 4:** New York, NEW YORK 10013

<b>NAME OF SUBMITTER:</b>	Ryan W. McNagny, Esq.
<b>SIGNATURE:</b>	/rm/
<b>DATE SIGNED:</b>	03/10/2017

**Total Attachments: 31**

source=Certificate of Amalgamation#page1.tif  
source=Certificate of Amalgamation#page2.tif  
source=Certificate of Amalgamation#page3.tif  
source=Certificate of Amalgamation#page4.tif  
source=Certificate of Amalgamation#page5.tif  
source=Certificate of Amalgamation#page6.tif  
source=Certificate of Amalgamation#page7.tif  
source=Certificate of Amalgamation#page8.tif  
source=Certificate of Amalgamation#page9.tif  
source=Certificate of Amalgamation#page10.tif  
source=Certificate of Amalgamation#page11.tif  
source=Certificate of Amalgamation#page12.tif  
source=Certificate of Amalgamation#page13.tif  
source=Certificate of Amalgamation#page14.tif  
source=Certificate of Amalgamation#page15.tif  
source=Certificate of Amalgamation#page16.tif  
source=Certificate of Amalgamation#page17.tif  
source=Certificate of Amalgamation#page18.tif  
source=Certificate of Amalgamation#page19.tif  
source=Certificate of Amalgamation#page20.tif  
source=Certificate of Amalgamation#page21.tif  
source=Certificate of Amalgamation#page22.tif  
source=Certificate of Amalgamation#page23.tif  
source=Certificate of Amalgamation#page24.tif  
source=Certificate of Amalgamation#page25.tif  
source=Certificate of Amalgamation#page26.tif  
source=Certificate of Amalgamation#page27.tif  
source=Certificate of Amalgamation#page28.tif  
source=Certificate of Amalgamation#page29.tif  
source=Certificate of Amalgamation#page30.tif  
source=Notice#page1.tif



# ***Certificate of Amalgamation***

## **Business Corporations Act**

I attest that the corporations mentioned in the articles of amalgamation amalgamated pursuant to the *Business Corporations Act* on February 21, 2017 to form one corporation under the name

GROUPE APP (CANADA) INC.

and its version

APP GROUP (CANADA) INC.

Filed with the register on February 22, 2017.  
under the Québec business number 1172551211.

[SEAL OF THE  
ENTERPRISE  
REGISTRAR – QUEBEC]

(s) *Signature Enterprise Registrar*

## Articles of long form amalgamation

Only for the articles of a short form amalgamation  
Quebec business number (NEQ):

Business Corporations Act

### 1. Name of the corporation

GROUPE APP (CANADA) INC.

and its version

APP GROUP (CANADA) INC.

### 2. Share capital

See attached Schedule A

### 3. Conversion and payment of amalgamated corporations shares, if any

See attached Schedule B

### 4. Restriction on the transfer of securities or shares, if any

See attached Schedule C

### 5. Number of directors

Fixed number

or

Minimum number 1

Maximum number 10

### 6. Limits imposed on activities, if any

None

### 7. Other provisions, if any

See attached Schedule D

**8. Date and time of certificate, if any**

Date      Time

**9. Amalgamated corporations**

Name of the corporation  
9352-6937 Québec Inc.  
Quebec business number (NEQ) 1172401102  
Name of authorizing director or officer  
Patrick Elfassy  
Electronic signature  
Patrick Elfassy

Name of the corporation  
9023-4360 Québec Inc.  
Quebec business number (NEQ) 1144887446  
Name of authorizing director or officer  
Ilan Elfassy  
Electronic signature  
Ilan Elfassy

Name of the corporation  
GROUPE APP (CANADA) INC.  
Quebec business number (NEQ) 1144080828  
Name of authorizing director or officer  
Ilan Elfassy  
Electronic signature  
Ilan Elfassy

Name of the corporation  
9172-0060 Québec Inc.  
Quebec business number (NEQ) 1163859805  
Name of authorizing director or officer  
Patrick Elfassy  
Electronic signature  
Patrick Elfassy

**Reserved for administration**

Request reference number: 020200046469203

Quebec business number (NEQ) 1172551211

Numbered corporation:

# Certificat de fusion

Loi sur les sociétés par actions (RLRQ, chapitre S-31.1)

J'atteste que les sociétés mentionnées dans les statuts de fusion ont fusionné en vertu de la Loi sur les sociétés par actions le 21 février 2017 en une seule société par actions sous le nom

GROUPE APP (CANADA) INC.

et sa version

APP GROUP (CANADA) INC.

Déposé au registre le 22 février 2017 sous le  
numéro d'entreprise du Québec 1172551211.

*Bernel Sandhu*

Registraire des entreprises



## Statuts de fusion Fusion ordinaire

Pour les statuts de fusion simplifiée seulement.  
Numéro d'entreprise  
du Québec (NEQ) :

Loi sur les sociétés par actions, L.R.Q., c. S-31.1

### 1 Nom de la société par actions

GROUPE APP (CANADA) INC.

Version(s) du nom de la société dans une autre langue que le français, s'il y a lieu

APP GROUP (CANADA) INC.

### 2 Capital-actions

See attached Schedule A

### 3 Modalités de conversion et de paiement des actions des sociétés fusionnantes, s'il y a lieu

See attached Schedule B

### 4 Restrictions sur le transfert des titres ou des actions, s'il y a lieu

See attached Schedule C

### 5 Nombre d'administrateurs

Nombre fixe

ou

Nombre minimal 1

Nombre maximal 10

### 6 Limites imposées aux activités, s'il y a lieu

None.

### 7 Autres dispositions, s'il y a lieu

See attached Schedule D

### 8 Date et heure à attribuer au certificat, s'il y a lieu

Date      Heure

### 9 Sociétés fusionnantes



Nom de la société

9352-6937 Québec inc.

Numéro d'entreprise du Québec (NEQ) 1172401102

Nom de l'administrateur ou du dirigeant autorisé

Patrick Elfassy

Signature électronique de

Patrick Elfassy

Nom de la société

9023-4360 QUÉBEC INC.

Numéro d'entreprise du Québec (NEQ) 1144887446

Nom de l'administrateur ou du dirigeant autorisé

Ilan Elfassy

Signature électronique de

Ilan Elfassy

Nom de la société

GROUPE APP (CANADA) INC.

Numéro d'entreprise du Québec (NEQ) 1144080828

Nom de l'administrateur ou du dirigeant autorisé

Ilan Elfassy

Signature électronique de

Ilan Elfassy

Nom de la société

9172-0060 QUÉBEC INC.

Numéro d'entreprise du Québec (NEQ) 1163859805

Nom de l'administrateur ou du dirigeant autorisé

Patrick Elfassy

Signature électronique de

Patrick Elfassy

**Réservé à l'administration**

Numéro de référence de la demande : 020200046469203  
Numéro d'entreprise du Québec (NEQ) : 1172551211  
Désignation numérique :

## SCHEDULE A

### Capital-actions

Unlimited number of class A common shares, without par value;  
Unlimited number of class B common shares, without par value;  
Unlimited number of class C common shares, without par value;  
Unlimited number of class D common shares, without par value;  
Unlimited number of class A preferred shares, without par value;  
One (1) class B preferred share, without par value;  
Unlimited number of class C preferred shares, without par value;  
Unlimited number of class D preferred shares, without par value; and  
Unlimited number of class E preferred shares, without par value.

- I. The class A common shares shall have attached thereto the following rights and restrictions:
- (a) *Voting.* Each class A common share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the *Business Corporations Act* (Quebec) (hereinafter referred to as the "Act")).
  - (b) *Dividends.* The holders of the class A common shares shall be entitled to receive, as and when declared by the board of directors, subject to the rights and restrictions attaching to the class A preferred shares, class D preferred shares and class E preferred shares, dividends payable in money, property or by the issue of fully paid shares of the share capital of the Corporation or options or right to acquire fully paid shares of the Corporation.
  - (c) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, subject to the rights and restrictions attaching to the class A preferred shares, class B preferred share, class C preferred shares, class D preferred shares and class E preferred shares, the holders of the class A common shares shall be entitled to receive the remaining property of the Corporation, *pari passu* with the holders of the class B common shares, class C common shares and class D common shares.
- II. The class B common shares shall have attached thereto the following rights and restrictions:
- (a) *Voting.* Each class B common share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).

- (b) *Dividends.* The holders of the class B common shares shall be entitled to receive, as and when declared by the board of directors, subject to the rights and restrictions attaching to the class A preferred shares, class D preferred shares and class E preferred shares, dividends payable in money, property or by the issue of fully paid shares of the share capital of the Corporation or options or right to acquire fully paid shares of the Corporation.
- (c) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, subject to the rights and restrictions attaching to the class A preferred shares, class B preferred share, class C preferred shares, class D preferred shares and class E preferred shares, the holders of the class B common shares shall be entitled to receive the remaining property of the Corporation, *pari passu* with the holders of the class A common shares, class C common shares and class D common shares.

**III. The class C common shares shall have attached thereto the following rights and restrictions:**

- (a) *Voting.* Each class C common share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).
- (b) *Dividends.* The holders of the class C common shares shall be entitled to receive, as and when declared by the board of directors, subject to the rights and restrictions attaching to the class A preferred shares, class D preferred shares and class E preferred shares, dividends payable in money, property or by the issue of fully paid shares of the share capital of the Corporation or options or right to acquire fully paid shares of the Corporation.
- (c) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, subject to the rights and restrictions attaching to the class A preferred shares, class B preferred share, class C preferred shares, class D preferred shares and class E preferred shares, the holders of the class C common shares shall be entitled to receive the remaining property of the Corporation, *pari passu* with the holders of the class A common shares, class B common shares and class D common shares.

**IV. The class D common shares shall have attached thereto the following rights and restrictions:**

- (a) *Voting.* Each class D common share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).

- (b) *Dividends.* The holders of the class D common shares shall be entitled to receive, as and when declared by the board of directors, subject to the rights and restrictions attaching to the class A preferred shares, class D preferred shares and class E preferred shares, dividends payable in money, property or by the issue of fully paid shares of the share capital of the Corporation or options or right to acquire fully paid shares of the Corporation.
  - (c) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, subject to the rights and restrictions attaching to the class A preferred shares, class B preferred share, class C preferred shares, class D preferred shares and class E preferred shares, the holders of the class D common shares shall be entitled to receive the remaining property of the Corporation, *pari passu* with the holders of the class A common shares, class B common shares and class C common shares.
- V. **The class A preferred shares shall have attached thereto the following rights and restrictions:**
- (a) **Non-Voting.** Subject to the provisions of the Act or as otherwise provided herein, the holders of the class A preferred shares shall not be entitled to receive notice of, nor to attend or vote at, meetings of the shareholders of the Corporation.
  - (b) *Dividends.* The holders of the class A preferred shares shall be entitled to receive during each month, as and when declared by the board of directors, subject to the rights and restrictions attaching to the holders of the class D preferred shares and the class E preferred shares, but always in preference and priority to any payment of dividends on the class A common shares, class B common shares, class C common shares and class D common shares, non-cumulative dividends at a rate between 0% and 0.66% per month calculated on the Class A Preferred Redemption Price (as hereinafter defined in paragraph V (h)) of each such share, payable in money, property or by the issue of fully paid shares of any class of the share capital of the Corporation or options or right to acquire fully paid shares of the Corporation. The holders of the class A preferred shares shall not be entitled to any dividend in excess of the dividend hereinbefore provided for.
  - (c) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the class A preferred shares shall be entitled to receive for each class A preferred share, subject to the rights and restrictions attaching to the holders of the class B preferred share, class C preferred shares, class D preferred shares and class E preferred shares, but in preference and priority to any distribution of the property of the Corporation to the holders of the class A common shares, class B common shares, class C common shares and class D common shares or to any other shares ranking junior to the class A preferred shares, an amount equal to the Class A Preferred Redemption Price plus all declared and unpaid dividends thereon, but shall not be entitled to share any further in the distribution of the property of the Corporation.

- (d) *Redemption by Corporation.* The Corporation may, in the manner hereinafter provided, redeem at any time all, or from time to time any part, of the outstanding class A preferred shares on payment for each preferred share to be redeemed of the Class A Preferred Redemption Price plus all declared and unpaid dividends thereon (in paragraphs V (e), (f) and (g) called the "Redemption Price").
- (e) *Procedure on Redemption.* Before redeeming any class A preferred shares, the Corporation shall mail or deliver or otherwise send electronically pursuant to the Act to each person who, at the date of such mailing or delivery, shall be a registered holder of class A preferred shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder. Such notice shall be delivered to, or mailed by ordinary prepaid post addressed to, the last address of such holder as it appears on the records of the Corporation, or in the event of the address of any such holder not appearing on the records of the Corporation, then to the last address of such holder known to the Corporation, at least one (1) day before the date specified for redemption. Such notice shall set out the Redemption Price, the date on which the redemption is to take place and, if part only of the class A preferred shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay in full or cause to be paid in full the Redemption Price to the registered holders of the class A preferred shares to be redeemed upon presentation and surrender of the certificates for the class A preferred shares so called for redemption at the head office of the Corporation or at such other place or places as may be specified in such notice, and the certificates for such preferred shares shall thereupon be cancelled, and the preferred shares represented thereby shall thereupon be redeemed. From and after the date specified for redemption in such notice, the holders of the class A preferred shares called for redemption shall cease to be entitled to dividends or other distributions in respect of such shares and shall not be entitled to exercise any of the rights of the holders thereof, except the right to receive the Redemption Price, unless payment of the Redemption Price shall not be made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unaffected. On or before the date specified for redemption, the Corporation shall have the right to deposit the Redemption Price of the class A preferred shares called for redemption in a special account with any chartered bank or trust company in Canada named in the notice of redemption, to be paid, without interest, to or to the order of the respective holders of such class A preferred shares called for redemption, upon presentation and surrender of the certificates representing the same and, upon such deposit being made or upon the date specified for redemption, whichever is later, the class A preferred shares in respect whereof such deposit shall have been made, shall be deemed to be redeemed and the rights of the respective holders thereof, after such deposit or after such redemption date, as the case may be, shall be limited to receiving, out of the moneys so deposited, without interest, the Redemption Price applicable to their respective class A preferred shares against presentation and surrender of the certificates representing such class A preferred shares. If less than all of the class A preferred shares are to be redeemed, the shares to be redeemed shall be redeemed *pro rata*, disregarding fractions, unless the holders of the class A preferred shares unanimously agree to the adoption of another method of selection of the class A preferred shares to be redeemed. If less than all of the class A

preferred shares represented by any certificate be redeemed, a new certificate or certificates for the balance shall be issued.

The redemption of the class A preferred shares by the Corporation entails the cancellation of such shares effective as of such redemption.

- (f) *Redemption by Holder.* A holder of class A preferred shares shall be entitled to require the Corporation to redeem at any time all, or from time to time any part, of the class A preferred shares registered in the name of such holder by tendering to the Corporation at its head office the share certificate(s) representing the class A preferred shares which the registered holder desires to have the Corporation redeem, together with a request in writing specifying (i) the number of class A preferred shares which the registered holder desires to have redeemed by the Corporation and (ii) the business day (in this paragraph, referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such class A preferred shares, which Redemption Date shall not be less than five (5) days after the day on which the request in writing is received by the Corporation. Upon receipt of the share certificate(s) representing the class A preferred shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on or, at its option, before the Redemption Date redeem such class A preferred shares by paying to the registered holder thereof, for each share to be redeemed, an amount equal to the Redemption Price in respect thereof. Such payment shall be made by cheque payable at any branch of the Corporation's bankers for the time being in Canada. The said class A preferred shares shall be deemed to be redeemed on the Redemption Date and, from and after such date, such class A preferred shares shall cease to be entitled to dividends or other distributions and the holders thereof shall not be entitled to exercise any of the rights of the holders of the class A preferred shares in respect thereof. If the Corporation is not able to pay the Redemption Price in full, the holder of the class A preferred shares shall become a creditor of the Corporation and is entitled to be paid as soon as the Corporation may legally do so. The Corporation must provide an evidence of indebtedness to the holder of the class A preferred shares.

If less than all of the class A preferred shares represented by any certificate be redeemed, a new certificate or certificates for the balance shall be issued.

The redemption of the class A preferred shares by the Corporation entails the cancellation of such shares effective as of such redemption.

- (g) *Purchase for Cancellation.* The Corporation may purchase for cancellation at any time all, or from time to time any part, of the class A preferred shares outstanding, by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the Redemption Price thereof.

Unless all of the holders of the issued and outstanding shares of the Corporation consent, whether or not their shares carry voting rights, the Corporation must, within 30 days after acquiring by agreement any of its issued shares, notify its shareholders (i) of the number of shares it has acquired, (ii) of the names of the shareholders from whom it has acquired the shares, (iii) if the consideration was not in money, of the

nature of the consideration given and the value attributed to it and (iv) of the balance, if any, remaining due to shareholders from whom it acquired the shares. A shareholder is entitled on request and without charge to a copy of the agreement under which the Corporation has agreed to acquire, or has acquired, any of its own shares.

If less than all of the class A preferred shares represented by any certificate be purchased for cancellation, a new certificate or certificates for the balance shall be issued.

The purchase for cancellation of the class A preferred shares by the Corporation entails the cancellation of such shares effective as of such purchase for cancellation.

- (h) *Class A Preferred Redemption Price.* For the purposes of the foregoing paragraphs V (b), (c) and (d), the "Class A Preferred Redemption Price" of each class A preferred share shall be an amount equal to (i) the monetary consideration received by the Corporation upon the issuance of such share (denominated in the currency in which such consideration was paid to the Corporation), if such share has been issued for money; or (ii) the fair market value of the consideration received by the Corporation (including, without limitation, the fair market value of the shares of another class of the Corporation or the fair market value of the shares of a predecessor corporation exchanged for a class A preferred share) upon the issuance of such share, if such share has been issued for a consideration other than money; less (iii) all amounts paid in respect of such share on account of reductions of issued and paid-up share capital. Subject to the provisions of the following subparagraph, such fair market value is to be determined by the directors on the basis of generally accepted accounting and valuation principles.

The fair market value determined as hereinabove provided for shall be subject to revision in accordance with any binding agreement with, or decision by, the appropriate taxation authorities, or any judgment of a court of competent jurisdiction. In the event that any such agreement, decision or judgment shall result in a final determination under the provisions of the appropriate taxation legislation and the amount thereby determined is an amount other than the amount for which such share was originally issued as determined by the directors in accordance with the preceding subparagraph then if, and only if, such determination is relevant in determining the tax liability of the vendor in the year of the issuance of the shares, such finally determined amount for the purpose of the appropriate taxation legislation shall then be deemed to be the fair market value of the consideration received by the Corporation upon the issuance of such class A preferred share. Such adjustment to the Class A Preferred Redemption Price shall reflect any assessment by the Canada Revenue Agency or other taxing authority to which no appeal is taken, or any agreement reached by the Corporation or any holder of such class A preferred share and a said taxing authority in settlement of a dispute regarding such assessment or proposed assessment, or any decision by a court or tribunal of competent jurisdiction regarding the fair market value of the class A preferred shares or the consideration received by the Corporation upon the issuance of such class A preferred shares to which no appeal may be taken or the period during which an appeal may be taken has expired.

In the event that, subsequent to any redemption of any preferred shares, the Class A Preferred Redemption Price of each class A preferred share is adjusted pursuant to a



revision of fair market value as aforementioned, either the Corporation shall pay out to the former holders of such redeemed class A preferred shares or the said former holders of the redeemed class A preferred shares will reimburse the Corporation, as the case may be, the difference between the Class A Preferred Redemption Price of the said class A preferred shares as adjusted and the amount paid by the Corporation upon redemption, within sixty (60) days from the date of adjustment of the Class A Preferred Redemption Price.

- (i) **Issued and Paid-Up Share Capital.** In the event that only part of the amount of the consideration received by the Corporation for any class A preferred share issued by the Corporation is added to the issued and paid-up share capital account of the preferred shares, such class A preferred share shall be deemed to have been issued for the full amount of the consideration received, for all purposes of these articles (except only with respect to the issued and paid-up share capital of such class A preferred shares), including, but without limiting the generality of the foregoing, dividend rights, redemption rights and rights upon liquidation and dissolution.
- (j) **No Change.** No change to any of the provisions of paragraphs V (a) to (i) or of this paragraph (j) shall have any force or effect until it has been approved by a majority of not less than two thirds (2/3) of the votes cast by the holders of the class A preferred shares, voting separately as a class at a meeting of such holders specially called for that purpose, or by a resolution in writing signed by all the holders of the class A preferred shares, in addition to any other approval required by the Act.

**VI. The class B preferred share shall have attached thereto the following rights and restrictions:**

- (a) **Definitions.** For purposes of this Section, the words and expressions set out below have the following meanings:

"Business Sale" means a sale by the Corporation of all or a substantial portion of the Mackage Division of the Corporation.

"Mackage Division Value" means an amount equal to the price paid or payable to the Corporation in connection with a Business Sale net of transaction expenses, reasonable estimated liabilities to be paid by the Corporation relating to the Mackage Division (which have not been assumed by the purchaser in such Business Sale) and other fees and costs paid or payable by the Corporation relating to such Business Sale (other than income taxes), where the value attributed to the Mackage Division as compared to the Corporation's other divisions and assets is based on the Corporation's most recent audited financial statements.

- (b) **Non-Voting.** Subject to the provisions of the Act or as otherwise provided herein, the holder of the class B preferred share shall not be entitled to receive notice of, nor to attend or vote at, meetings of the shareholders of the Corporation.
- (c) **No Dividends.** No dividends shall be paid or set aside for payment in any financial year of the Corporation upon the class B preferred share.

- (d) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, the holder of the class B preferred share shall be entitled to receive, in preference and priority to any distribution of the property of the Corporation to the holders of the class A preferred shares, class C preferred shares, class D preferred shares, class E preferred shares, class A common shares, class B common shares, class C common shares and class D common shares or to any other shares ranking junior to the class B preferred share, an amount equal to the Class B Preferred Redemption Price, but shall not be entitled to share any further in the distribution of the property of the Corporation.
- (e) *Redemption by Holder.* The holder of the class B preferred share shall be entitled to require the Corporation to redeem at any time the class B preferred share registered in the name of such holder by tendering to the Corporation at its head office the share certificate representing the class B preferred share which the registered holder desires to have the Corporation redeem, together with a request in writing specifying (i) the class B preferred share which the registered holder desires to have redeemed by the Corporation and (ii) the business day (in this paragraph, referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such class B preferred share, which Redemption Date shall not be less than five (5) days after the day on which the request in writing is received by the Corporation. Upon receipt of the share certificate representing the class B preferred share which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on or, at its option, before the Redemption Date redeem the class B preferred share by paying to the registered holder thereof an amount equal to the Class B Preferred Redemption Price in respect thereof. The said class B preferred share shall be deemed to be redeemed on the Redemption Date and, from and after such date, the holder thereof shall not be entitled to exercise any of the rights of the holder of the class B preferred share in respect thereof. If the Corporation is not able to pay the Class B Preferred Redemption Price in full, the holder of the class B preferred share shall become a creditor of the Corporation and is entitled to be paid as soon as the Corporation may legally do so. The Corporation must provide an evidence of indebtedness to the holder of the class B preferred share.

The redemption of the class B preferred share by the Corporation entails the cancellation of such share effective as of such redemption. [NTD: Allison—do we need to make reference to the Support and Call Agreement? Don't think so but let me know]

- (f) *Class B Preferred Redemption Price.* For the purposes of the foregoing paragraphs VI (d) and (e), the "Class B Preferred Redemption Price" of the class B preferred share shall be an amount equal to 5% of the Mackage Division Value less \$3,000,000.
- (g) *No Change.* No change to any of the provisions of paragraphs VI (a) to (f) or of this paragraph (g) shall have any force or effect until it has been approved by the holder of the class B preferred share, voting separately as a class at a meeting of such holder specially called for that purpose, or by a resolution in writing signed by the holder of the class B preferred share, in addition to any other approval required by the Act.

- VII. The class C preferred shares shall have attached thereto the following rights and restrictions:
- (a) *Voting.* Each class C preferred shares shall entitle the holder thereof to ten (10) votes at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).
  - (b) *No Dividends.* No dividends shall be paid or set aside for payment in any financial year of the Corporation upon the class C preferred shares.
  - (c) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the class C preferred shares shall be entitled to receive for each class C preferred share, subject to the rights and restrictions attaching to the holders of the class A preferred shares, class B preferred share, class D preferred shares and class E preferred shares, but in preference and priority to any distribution of the property of the Corporation to the holders of the class A common shares, class B common shares, class C common shares and class D common shares or to any other shares ranking junior to the class C preferred shares, an amount equal to the Class C Preferred Redemption Price (as hereinafter defined in paragraph VII (g)), but shall not be entitled to share any further in the distribution of the property of the Corporation.
  - (d) *Redemption by Corporation.* The Corporation may, in the manner hereinafter provided, redeem at any time all, or from time to time any part, of the outstanding class C preferred shares on payment for each class C preferred share to be redeemed of the Class C Preferred Redemption Price.
  - (e) *Procedure on Redemption.* Before redeeming any class C preferred shares, the Corporation shall mail or deliver or otherwise send electronically pursuant to the Act to each person who, at the date of such mailing or delivery, shall be a registered holder of Class C preferred shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder. Such notice shall be delivered to, or mailed by ordinary prepaid post addressed to, the last address of such holder as it appears on the records of the Corporation, or in the event of the address of any such holder not appearing on the records of the Corporation, then to the last address of such holder known to the Corporation, at least one (1) day before the date specified for redemption. Such notice shall set out the Class C Preferred Redemption Price, the date on which the redemption is to take place and, if part only of the class C preferred shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay in full or cause to be paid in full the Class C Preferred Redemption Price to the registered holders of the class C preferred shares to be redeemed upon presentation and surrender of the certificates for the class C preferred shares so called for redemption at the head office of the Corporation or at such other place or places as may be specified in such notice, and the certificates for such class C preferred shares shall thereupon be cancelled, and the class C preferred shares represented thereby shall thereupon be

redeemed. From and after the date specified for redemption in such notice, the holders of the class C preferred shares called for redemption shall cease to be entitled to any distributions in respect of such shares and shall not be entitled to exercise any of the rights of the holders thereof, except the right to receive the Class C Preferred Redemption Price, unless payment of the Class C Preferred Redemption Price shall not be made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unaffected. On or before the date specified for redemption, the Corporation shall have the right to deposit the Class C Preferred Redemption Price of the class C preferred shares called for redemption in a special account with any chartered bank or trust company in Canada named in the notice of redemption, to be paid, without interest, to or to the order of the respective holders of such class C preferred shares called for redemption, upon presentation and surrender of the certificates representing the same and, upon such deposit being made or upon the date specified for redemption, whichever is later, the class C preferred shares in respect whereof such deposit shall have been made, shall be deemed to be redeemed and the rights of the respective holders thereof, after such deposit or after such redemption date, as the case may be, shall be limited to receiving, out of the moneys so deposited, without interest, the Class C Preferred Redemption Price applicable to their respective class C preferred shares against presentation and surrender of the certificates representing such class C preferred shares. If less than all of the class C preferred shares are to be redeemed, the shares to be redeemed shall be redeemed *pro rata*, disregarding fractions, unless the holders of the class C preferred shares unanimously agree to the adoption of another method of selection of the class C preferred shares to be redeemed. If less than all of the class C preferred shares represented by any certificate or certificates be redeemed, a new certificate or certificates for the balance shall be issued.

The redemption of the class C preferred shares by the Corporation entails the cancellation of such shares effective as of such redemption.

- (f) **Purchase for Cancellation.** The Corporation may purchase for cancellation at any time all, or from time to time any part, of the class C preferred shares outstanding, by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the Class C Redemption Price thereof.

Unless all of the holders of the issued and outstanding shares of the Corporation consent, whether or not their shares carry voting rights, the Corporation must, within 30 days after acquiring by agreement any of its issued shares, notify its shareholders (i) of the number of shares it has acquired, (ii) of the names of the shareholders from whom it has acquired the shares, (iii) if the consideration was not in money, of the nature of the consideration given and the value attributed to it and (iv) of the balance, if any, remaining due to shareholders from whom it acquired the shares. A shareholder is entitled on request and without charge to a copy of the agreement under which the Corporation has agreed to acquire, or has acquired, any of its own shares.

If less than all of the class C preferred shares represented by any certificate be purchased for cancellation, a new certificate or certificates for the balance shall be issued.

The purchase for cancellation of the class C preferred shares by the Corporation entails the cancellation of such shares effective as of such purchase for cancellation.

- (g) **Class C Preferred Redemption Price.** For the purposes of the foregoing paragraphs VII (c), (d), (e) and (f), the "Class C Preferred Redemption Price" of each class C preferred share shall be an amount equal to the monetary consideration received by the Corporation upon the issuance of such share.
- (h) **No Change.** No change to any of the provisions of paragraphs VII (a) to (g) or of this paragraph (i) shall have any force or effect until it has been approved by a majority of not less than two thirds (2/3) of the votes cast by the holders of the class C preferred shares, voting separately as a class at a meeting of such holders specially called for that purpose, or by a resolution in writing signed by all the holders of the class C preferred shares, in addition to any other approval required by the Act.

**VIII. The class D preferred shares shall have attached thereto the following rights and restrictions:**

- (a) **Non-Voting.** Subject to the provisions of Act or as otherwise provided herein, the holders of the class D preferred shares shall not be entitled to receive notice of, nor to attend or vote at, meetings of the shareholders of the Corporation.
- (b) **Dividends.** The holders of the class D preferred shares shall be entitled to receive during each month, as and when declared by the board of directors, always in preference and priority to any payment of dividends on the class A preferred shares, class A common shares, class B common shares, class C common shares and class D common shares, non-cumulative dividends at a fixed rate of one third of one per cent (1/3 of 1%) per month calculated on the Class D Preferred Redemption Price (as hereinafter defined in paragraph VIII (h)) of each such share, payable in money, property or by the issue of fully paid shares of any class of the share capital of the Corporation or options or right to acquire fully paid shares of the Corporation, *pari passu* with the class E preferred shares. The holders of the class D preferred shares shall not be entitled to any dividend in excess of the dividend hereinbefore provided for.
- (c) **Liquidation, etc.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, subject to the rights and restrictions attaching to the holder of the class B preferred share, the holders of the class D preferred shares shall be entitled to receive for each class D preferred share, but in preference and priority to any distribution of the property of the Corporation to the holders of the class A preferred shares, class C preferred shares, class A common shares, class B common shares, class C common shares and class D common shares or to any other shares ranking junior to the class D preferred shares, an amount equal to the Class D Preferred Redemption Price plus all declared and unpaid dividends thereon, *pari passu* with the holders of the class E preferred shares, but shall not be entitled to share any further in the distribution of the property of the Corporation.

- (d) **Redemption by Corporation.** The Corporation may, in the manner hereinafter provided, redeem at any time all, or from time to time any part, of the outstanding class D preferred shares on payment for each class D preferred share to be redeemed of the Class D Preferred Redemption Price plus all declared and unpaid dividends thereon (in paragraphs VIII (e), (f) and (g) called the "Redemption Price").
- (e) **Procedure on Redemption.** Before redeeming any class D preferred shares, the Corporation shall mail or deliver or otherwise send electronically pursuant to the Act to each person who, at the date of such mailing or delivery, shall be a registered holder of class D preferred shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder. Such notice shall be delivered to, or mailed by ordinary prepaid post addressed to, the last address of such holder as it appears on the records of the Corporation, or in the event of the address of any such holder not appearing on the records of the Corporation, then to the last address of such holder known to the Corporation, at least one (1) day before the date specified for redemption. Such notice shall set out the Redemption Price, the date on which the redemption is to take place and, if part only of the class D preferred shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay in full or cause to be paid in full the Redemption Price to the registered holders of the class D preferred shares to be redeemed upon presentation and surrender of the certificates for the class D preferred shares so called for redemption at the head office of the Corporation or at such other place or places as may be specified in such notice, and the certificates for such class D preferred shares shall thereupon be cancelled, and the class D preferred shares represented thereby shall thereupon be redeemed. From and after the date specified for redemption in such notice, the holders of the class D preferred shares called for redemption shall cease to be entitled to dividends or other distributions in respect of such shares and shall not be entitled to exercise any of the rights of the holders thereof, except the right to receive the Redemption Price, unless payment of the Redemption Price shall not be made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unaffected. On or before the date specified for redemption, the Corporation shall have the right to deposit the Redemption Price of the class D preferred shares called for redemption in a special account with any chartered bank or trust company in Canada named in the notice of redemption, to be paid, without interest, to or to the order of the respective holders of such class D preferred shares called for redemption, upon presentation and surrender of the certificates representing the same and, upon such deposit being made or upon the date specified for redemption, whichever is later, the class D preferred shares in respect whereof such deposit shall have been made, shall be deemed to be redeemed and the rights of the respective holders thereof, after such deposit or after such redemption date, as the case may be, shall be limited to receiving, out of the moneys so deposited, without interest, the Redemption Price applicable to their respective class D preferred shares against presentation and surrender of the certificates representing such class D preferred shares. If less than all of the class D preferred shares are to be redeemed, the shares to be redeemed shall be redeemed *pro rata*, disregarding fractions, unless the holders of the class D preferred shares unanimously agree to the adoption of another method of selection of the class D preferred shares to be redeemed. If less than all of the class D preferred shares

represented by any certificate be redeemed, a new certificate or certificates for the balance shall be issued.

The redemption of the class D preferred shares by the Corporation entails the cancellation of such shares effective as of such redemption.

- (f) *Redemption by Holder.* A holder of class D preferred shares shall be entitled to require the Corporation to redeem at any time all, or from time to time any part, of the class D preferred shares registered in the name of such holder by tendering to the Corporation at its head office the share certificate(s) representing the class D preferred shares which the registered holder desires to have the Corporation redeem, together with a request in writing specifying (i) the number of class D preferred shares which the registered holder desires to have redeemed by the Corporation and (ii) the business day (in this paragraph, referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such class D preferred shares, which Redemption Date shall not be less than five (5) days after the day on which the request in writing is received by the Corporation. Upon receipt of the share certificate(s) representing the class D preferred shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on or, at its option, before the Redemption Date redeem such class D preferred shares by paying to the registered holder thereof, for each share to be redeemed, an amount equal to the Redemption Price in respect thereof. Such payment shall be made by cheque payable at any branch of the Corporation's bankers for the time being in Canada. The said class D preferred shares shall be deemed to be redeemed on the Redemption Date and, from and after such date, such class D preferred shares shall cease to be entitled to dividends or other distributions and the holders thereof shall not be entitled to exercise any of the rights of the holders of the class D preferred shares in respect thereof. If the Corporation is not able to pay the Redemption Price in full, the holder of the class D preferred shares shall become a creditor of the Corporation and is entitled to be paid as soon as the Corporation may legally do so. The Corporation must provide an evidence of indebtedness to the holder of the class D preferred shares.

If less than all of the class D preferred shares represented by any certificate be redeemed, a new certificate or certificates for the balance shall be issued.

The redemption of the class D preferred shares by the Corporation entails the cancellation of such shares effective as of such redemption.

- (g) *Purchase for Cancellation.* The Corporation may purchase for cancellation at any time all, or from time to time any part, of the class D preferred shares outstanding, by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the Redemption Price thereof.

Unless all of the holders of the issued and outstanding shares of the Corporation consent, whether or not their shares carry voting rights, the Corporation must, within 30 days after acquiring by agreement any of its issued shares, notify its shareholders (i) of the number of shares it has acquired, (ii) of the names of the shareholders from whom it has acquired the shares, (iii) if the consideration was not in money, of the

nature of the consideration given and the value attributed to it and (iv) of the balance, if any, remaining due to shareholders from whom it acquired the shares. A shareholder is entitled on request and without charge to a copy of the agreement under which the Corporation has agreed to acquire, or has acquired, any of its own shares.

If less than all of the class D preferred shares represented by any certificate be purchased for cancellation, a new certificate or certificates for the balance shall be issued.

The purchase for cancellation of the class D preferred shares by the Corporation entails the cancellation of such shares effective as of such purchase for cancellation.

- (h) **Class D Preferred Redemption Price.** For the purposes of the foregoing paragraphs VIII (b), (c) and (d), the "Class D Preferred Redemption Price" of each class D preferred share shall be an amount equal to \$1.00.
  - (i) **No Change.** No change to any of the provisions of paragraphs VIII (a) to (h) or of this paragraph (i) shall have any force or effect until it has been approved by a majority of not less than two thirds (2/3) of the votes cast by the holders of the class D preferred shares, voting separately as a class at a meeting of such holders specially called for that purpose, or by a resolution in writing signed by all the holders of the class D preferred shares, in addition to any other approval required by the Act.
- IX. The class E preferred shares shall have attached thereto the following rights and restrictions:
- (a) **Non-Voting.** Subject to the provisions of the Act or as otherwise provided herein, the holders of the class E preferred shares shall not be entitled to receive notice of, nor to attend or vote at, meetings of the shareholders of the Corporation.
  - (b) **Dividends.** The holders of the class E preferred shares shall be entitled to receive during each month, as and when declared by the board of directors, always in preference and priority to any payment of dividends on the class A preferred shares, class A common shares, class B common shares, class C common shares and class D common shares, non-cumulative dividends at a fixed rate of one half of one per cent (1/2 of 1%) per month calculated on the Class E Preferred Redemption Price (as hereinafter defined in paragraph IX (h)) of each such share, payable in money, property or by the issue of fully paid shares of any class of the share capital of the Corporation or options or right to acquire fully paid shares of the Corporation, *pari passu* with the class D preferred shares. The holders of the class E preferred shares shall not be entitled to any dividend in excess of the dividend hereinbefore provided for.
  - (c) **Liquidation, etc.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of property of the Corporation among shareholders for the purpose of winding up its affairs, subject to the rights and restrictions attaching to the holder of the class B preferred share, the holders of the class E preferred shares shall be entitled to receive for each class E preferred share, in preference and priority to any distribution of the property of the Corporation to the holders of the class A preferred shares, class C preferred shares, class A common shares,



class B common shares, class C common shares and class D common shares or to any other shares ranking junior to the class E preferred shares, an amount equal to the Class E Preferred Redemption Price plus all declared and unpaid dividends thereon, *pari passu* with the holders of the class D preferred shares, but shall not be entitled to share any further in the distribution of the property of the Corporation.

- (d) *Redemption by Corporation.* The Corporation may, in the manner hereinafter provided, redeem at any time all, or from time to time any part, of the outstanding class E preferred shares on payment for each class E preferred share to be redeemed of the Class E Preferred Redemption Price plus all declared and unpaid dividends thereon (in paragraphs IX (e), (f) and (g) called the "Redemption Price").
- (e) *Procedure on Redemption.* Before redeeming any class E preferred shares, the Corporation shall mail or deliver or otherwise send electronically pursuant to the Act to each person who, at the date of such mailing or delivery, shall be a registered holder of class E preferred shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder. Such notice shall be delivered to, or mailed by ordinary prepaid post addressed to, the last address of such holder as it appears on the records of the Corporation, or in the event of the address of any such holder not appearing on the records of the Corporation, then to the last address of such holder known to the Corporation, at least one (1) day before the date specified for redemption. Such notice shall set out the Redemption Price, the date on which the redemption is to take place and, if part only of the class E preferred shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay in full or cause to be paid in full the Redemption Price to the registered holders of the class E preferred shares to be redeemed upon presentation and surrender of the certificates for the class E preferred shares so called for redemption at the head office of the Corporation or at such other place or places as may be specified in such notice, and the certificates for such class E preferred shares shall thereupon be cancelled, and the class E preferred shares represented thereby shall thereupon be redeemed. From and after the date specified for redemption in such notice, the holders of the class E preferred shares called for redemption shall cease to be entitled to dividends or other distributions in respect of such shares and shall not be entitled to exercise any of the rights of the holders thereof, except the right to receive the Redemption Price, unless payment of the Redemption Price shall not be made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unaffected. On or before the date specified for redemption, the Corporation shall have the right to deposit the Redemption Price of the class E preferred shares called for redemption in a special account with any chartered bank or trust company in Canada named in the notice of redemption, to be paid, without interest, to or to the order of the respective holders of such class E preferred shares called for redemption, upon presentation and surrender of the certificates representing the same and, upon such deposit being made or upon the date specified for redemption, whichever is later, the class E preferred shares in respect whereof such deposit shall have been made, shall be deemed to be redeemed and the rights of the respective holders thereof, after such deposit or after such redemption date, as the case may be, shall be limited to receiving, out of the moneys so deposited, without interest, the Redemption Price applicable to

their respective class E preferred shares against presentation and surrender of the certificates representing such class E preferred shares. If less than all of the class E preferred shares are to be redeemed, the shares to be redeemed shall be redeemed *pro rata*, disregarding fractions, unless the holders of the class E preferred shares unanimously agree to the adoption of another method of selection of the class E preferred shares to be redeemed. If less than all of the class E preferred shares represented by any certificate be redeemed, a new certificate or certificates for the balance shall be issued.

The redemption of the class E preferred shares by the Corporation entails the cancellation of such shares effective as of such redemption.

- (f) **Redemption by Holder.** A holder of class E preferred shares shall be entitled to require the Corporation to redeem at any time all, or from time to time any part, of the class E preferred shares registered in the name of such holder by tendering to the Corporation at its head office the share certificate(s) representing the class E preferred shares which the registered holder desires to have the Corporation redeem, together with a request in writing specifying (i) the number of class E preferred shares which the registered holder desires to have redeemed by the Corporation and (ii) the business day (in this paragraph, referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such class E preferred shares, which Redemption Date shall not be less than five (5) days after the day on which the request in writing is received by the Corporation. Upon receipt of the share certificate(s) representing the class E preferred shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on or, at its option, before the Redemption Date redeem such class E preferred shares by paying to the registered holder thereof, for each share to be redeemed, an amount equal to the Redemption Price in respect thereof. Such payment shall be made by cheque payable at any branch of the Corporation's bankers for the time being in Canada. The said class E preferred shares shall be deemed to be redeemed on the Redemption Date and, from and after such date, such class E preferred shares shall cease to be entitled to dividends or other distributions and the holders thereof shall not be entitled to exercise any of the rights of the holders of the class E preferred shares in respect thereof. If the Corporation is not able to pay the Redemption Price in full, the holder of the class E preferred shares shall become a creditor of the Corporation and is entitled to be paid as soon as the Corporation may legally do so. The Corporation must provide an evidence of indebtedness to the holder of the class E preferred shares.

If less than all of the class E preferred shares represented by any certificate be redeemed, a new certificate or certificates for the balance shall be issued.

The redemption of the class E preferred shares by the Corporation entails the cancellation of such shares effective as of such redemption.

- (g) **Purchase for Cancellation.** The Corporation may purchase for cancellation at any time all, or from time to time any part, of the class E preferred shares outstanding, by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding the Redemption Price thereof.

Unless all of the holders of the issued and outstanding shares of the Corporation consent, whether or not their shares carry voting rights, the Corporation must, within 30 days after acquiring by agreement any of its issued shares, notify its shareholders (i) of the number of shares it has acquired, (ii) of the names of the shareholders from whom it has acquired the shares, (iii) if the consideration was not in money, of the nature of the consideration given and the value attributed to it and (iv) of the balance, if any, remaining due to shareholders from whom it acquired the shares. A shareholder is entitled on request and without charge to a copy of the agreement under which the Corporation has agreed to acquire, or has acquired, any of its own shares.

If less than all of the class E preferred shares represented by any certificate be purchased for cancellation, a new certificate or certificates for the balance shall be issued.

The purchase for cancellation of the class E preferred shares by the Corporation entails the cancellation of such shares effective as of such purchase for cancellation.

- (h) *Class E Preferred Redemption Price.* For the purposes of the foregoing paragraphs IX (b), (c) and (d), the "Class E Preferred Redemption Price" of each class E preferred share shall be an amount equal to \$1.00.
- (i) *No Change.* No change to any of the provisions of paragraphs IX (a) to (h) or of this paragraph (i) shall have any force or effect until it has been approved by a majority of not less than two thirds (2/3) of the votes cast by the holders of the class E preferred shares, voting separately as a class at a meeting of such holders specially called for that purpose, or by a resolution in writing signed by all the holders of the class E preferred shares, in addition to any other approval required by the Act.

## SCHEDULE B

### Modalités de conversion et de paiement des actions des sociétés fusionnantes

Upon the amalgamation:

- (a) the 50 issued and outstanding class A common shares of 9023-4360 Québec Inc. ("9023") will be converted into 25 class A common shares of the Corporation on the basis of two (2) class A common shares of 9023 for each class A common share of the Corporation;
- (b) the 100 issued and outstanding class B common shares of 9023 will be converted into 50 class B common shares of the Corporation on the basis of two (2) class B common shares of 9023 for each class B common share of the Corporation;
- (c) the 100 issued and outstanding class C common shares of 9023 will be converted into 50 class C common shares of the Corporation on the basis of two (2) class C common shares of 9023 for each class C common share of the Corporation;
- (d) the 100 issued and outstanding class D common shares of 9023 will be converted into 50 class D common shares of the Corporation on the basis of two (2) class D common shares of 9023 for each class D common share of the Corporation;
- (e) the 50 issued and outstanding class E common shares of 9023 will be converted into 25 class A common shares of the Corporation on the basis of two (2) class E common shares of 9023 for each class A common share of the Corporation;
- (f) the 19,900,000 issued and outstanding class A preferred shares of 9023 will be converted into 19,900,000 class A preferred shares of the Corporation on the basis of one (1) class A preferred share of 9023 for each class A preferred share of the Corporation;
- (g) the 108,000 issued and outstanding class B preferred shares of 9023 will be converted into 108,000 class A preferred shares of the Corporation on the basis of one (1) class B preferred share of 9023 for each class A preferred share of the Corporation;
- (h) the 400 issued and outstanding class C preferred shares of 9023 will be converted into 200 class C preferred shares of the Corporation on the basis of two (2) class C preferred shares of 9023 for each class C preferred share of the Corporation;
- (i) the 100 issued and outstanding class E preferred shares of 9023 will be converted into 9,552,000 class A preferred shares of the Corporation on the basis of 95,520 class A preferred shares of the Corporation for each class E preferred share of 9023;
- (j) the 100 issued and outstanding class F preferred shares of 9023 will be converted into 8,756,000 class A preferred shares of the Corporation on the basis of 87,560 class A preferred shares of the Corporation for each class F preferred share of 9023;

- (k) the 3,360,000 issued and outstanding class G preferred shares of 9023 will be converted into 3,360,000 class D preferred shares of the Corporation on the basis of one (1) class G preferred share of 9023 for each class D preferred share of the Corporation;
- (l) the 3,360,000 issued and outstanding class H preferred shares of 9023 will be converted into 3,360,000 class E preferred shares of the Corporation on the basis of one (1) class H preferred share of 9023 for each class E preferred share of the Corporation;
- (m) the 3,800,000 issued and outstanding class A preferred shares of 9172-0060 Québec Inc. ("9172") will be converted into 3,800,000 class A preferred shares of the Corporation on the basis of one (1) class A preferred share of 9172 for each class A preferred share of the Corporation;
- (n) the 6,720,000 class G preferred shares of 9023 held by 9352-6937 Québec Inc. ("Newco 3") will be cancelled without any repayment of capital in respect of such shares and will not be converted into shares of the Corporation;
- (o) the 112.5 common shares of Groupe APP (Canada) Inc. - APP Group (Canada) Inc. ("APP Canada") held by 9023 will be cancelled without any repayment of capital in respect of such shares and will not be converted into shares of the Corporation;
- (p) the one (1) issued and outstanding class B preferred share of APP Canada will be converted into one (1) class B preferred share of the Corporation;
- (q) the one (1) class A preferred share of 9172 held by APP Canada will be cancelled without any repayment of capital in respect of such share and will not be converted into shares of the Corporation;
- (r) the 50 issued and outstanding class A common shares of 9172 will be converted into 25 class A common shares of the Corporation on the basis of two (2) class A common shares of 9172 for each class A common share of the Corporation;
- (s) the 100 issued and outstanding class B common shares of 9172 will be converted into 50 class B common shares of the Corporation on the basis of two (2) class B common shares of 9172 for each class B common share of the Corporation;
- (t) the 100 issued and outstanding class C common shares of 9172 will be converted into 50 class C common shares of the Corporation on the basis of two (2) class C common shares of 9172 for each class C common share of the Corporation;
- (u) the 100 issued and outstanding class D common shares of 9172 will be converted into 50 class D common shares of the Corporation on the basis of two (2) class D common shares of 9172 for each class D common share of the Corporation;
- (v) the 50 issued and outstanding class E common shares of 9172 will be converted into 25 class A common shares of the Corporation on the basis of two (2) class E common shares of 9172 for each class A common share of the Corporation;

- (w) the 400 issued and outstanding class C preferred shares of 9172 will be converted into 200 class C preferred shares of the Corporation on the basis of two (2) class C preferred shares of 9172 for each class C preferred share of the Corporation; and
- (x) the 99 issued and outstanding class A common shares of Newco 3 will be converted into 99 class A preferred shares of the Corporation on the basis of one (1) class A common share of Newco 3 for each class A preferred share of the Corporation.

## SCHEDULE C

### Restrictions sur le transfert des titres ou des actions

1. Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation set out below are complied with.
2. Securities of the Corporation, other than non-convertible debt securities, may not be transferred unless:
  - a) such transfer is approved by the directors or shareholders as evidenced by a resolution of the directors or shareholders, as the case may be; or
  - b) in the case of securities which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions are complied with.

## SCHEDULE D

### Autres dispositions

Annual meetings and special meetings of the shareholders of the Corporation may be held outside the Province of Quebec.





**UNITED STATES PATENT AND TRADEMARK OFFICE**

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND  
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

March 09, 2017

PTAS

TERRENCE A. OVED, ESQ.  
401 GREENWICH STREET  
NEW YORK, NY 10013



900396332

United States Patent and Trademark Office  
Notice of Non-Recordation of an Assignment Document

The enclosed document has been examined and found non-recordable by the Assignment Recordation Branch of the U.S. Patent and Trademark Office. The reason(s) for non-recordation are stated below:

1. There is a discrepancy with the Nature of Conveyance and the supporting documentation. It appears you're recording a Merger. Please clarify and amend.

Documents being resubmitted for recordation must reflect the corrected information to be recorded, the Document ID number referenced above and all pages from this submitted document. The original date of filing of this assignment document will be maintained if resubmitted with the appropriate correction(s) by **Monday, April 10, 2017**, as outlined under 37 CFR 3.51. The resubmitted document must include a stamp with the official date of receipt under 37 CFR 3. Applicants may use the certified procedures under 37 CFR 2.197 or 2.198 for resubmission of the returned papers if they desire to have the benefit of the date of deposit in the United States Postal Service.

To file the resubmission electronically, navigate to the ETAS website at <http://etas.uspto.gov>, click the Start Resubmission button and enter the following information:

**Document ID: 900396332**  
**Access Code: S6DU3FL57FPJL2L**

To file the resubmission in paper, send documents to: U.S. Patent and Trademark Office, Mail Stop: Assignment Recordation Branch, P.O. BOX 1450, Alexandria, VA 22313. If you have any questions regarding this notice, you may contact the Assignment Recordation Branch at 571-272-3350.

MICHELE CARTER  
ASSIGNMENT RECORDATION BRANCH  
PUBLIC RECORDS DIVISION