

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM420079

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	03/16/2016

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Northern Innovations Holding Corp.		03/16/2016	Corporation: CANADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Old Northern Innovations Corp.
<b>Street Address:</b>	381 North Service Road West
<b>City:</b>	Oakville, Ontario
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	L6M 0H4
<b>Entity Type:</b>	Corporation: CANADA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
<b>Registration Number:</b>	4078126	HYDROXYSTIM

**CORRESPONDENCE DATA**

Fax Number: 9056784079

*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.*

Phone: 905-290-4371

Email: joann.heikkila@iovate.com

Correspondent Name: Jo-Ann Heikkila

Address Line 1: 381 North Service Road West

Address Line 4: Oakville, Ontario, CANADA L6M 0H4

<b>NAME OF SUBMITTER:</b>	Jo-Ann Heikkila
<b>SIGNATURE:</b>	/J. Heikkila/
<b>DATE SIGNED:</b>	03/17/2017


**Total Attachments: 19**

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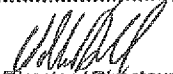
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 Ministry of Government Services / Ministère des Services gouvernementaux  
**CERTIFICATE** / **CERTIFICAT**  
 This is to certify that these articles are effective on / Ceci certifie que les présents statuts entrent en vigueur le

**MARCH 16 MARS, 2016**

  
 Director / Directeur  
 Business Corporations Act / Loi sur les sociétés par actions

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Form 4  
Business Corporations Act

Formule 4  
Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

O	L	D		N	O	R	T	H	E	R	N		I	N	N	O	V	A	T	I	O	N	S		C	O	R	P	.

2. The address of the registered office is:  
Adresse du siège social:

381 North Service Road West

Street & Number or R.R. Number & if Multi-Office Building give Room No. /  
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Oakville

ONTARIO

L 6 M 0 H 4

Name of Municipality or Post Office /  
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number  OR minimum and maximum  1  10  
Nombre d'administrateurs: Nombre fixe  OU minimum et maximum  1  10

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Paul Gardiner	381 North Service Road West Oakville, Ontario L6M 0H4	Yes

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

**A - Amalgamation Agreement / Convention de fusion :**

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.

or  
ou

**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  
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Old Northern Innovations Corp.

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
Old Northern Innovations Corp.	1864510	2016	03	16
Northern Innovations Holding Corp.	2462096	2016	03	16

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 :

An unlimited number of Class A Preferred Shares.

100 Class E Preferred Shares.

An unlimited number of Class C 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 pages 4A to 4H attached hereto.

The rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares, the Class E Preferred Shares and the Class C Common Shares are as follows:

## **1. CLASS A PREFERRED SHARES**

### **1.1 Dividends**

The holders of the Class A Preferred shares, in priority to the Class C Common shares and shares of any other class ranking junior to the Class A Preferred shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, non-cumulative cash dividends at the rate of \$0.08 (eight cents) per share, per annum. Cheques of the Corporation payable at par at any branch of the Corporation's bankers in Canada shall be issued in respect of such dividends and payment thereof shall satisfy such dividends. The board of directors shall be entitled from time to time to declare part of the said dividends for such financial year notwithstanding that such dividends for such financial year shall not be declared in full. If within four months after the expiration of any financial year of the Corporation then the board of directors in its discretion shall not have declared the said dividends or any part thereof on the Class A Preferred shares for such financial year, the rights of the holders of the Class A Preferred shares to such dividend or to any undeclared part thereof for such financial year shall be forever extinguished. The holders of the Class A Preferred shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

### **1.2 Liquidation, Dissolution or Winding-Up**

In the event of the liquidation, dissolution or winding-up of the Corporation 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 from the property of the Corporation a sum equivalent to the aggregate Redemption Amount (hereinafter defined) of all the Class A Preferred shares held by them respectively before any amount shall be paid or any property of the Corporation distributed to the holders of any Class C Common shares or any other class ranking junior to the Class A Preferred shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the property of the Corporation.

### **1.3 Redemption**

- (a) The Corporation may, subject to the requirements of the Business Corporations Act, upon the giving of such notice, if any, and the following of such procedures as the directors may determine from time to time redeem at any time the whole or from time to time any part of the then outstanding Class A Preferred shares, either on a pro rata basis or otherwise, on payment of an amount for each share to be redeemed equal to the sum of \$1.00 (one dollar), plus all declared and unpaid non-cumulative cash dividends thereon, the whole constituting and being hereinafter referred to as the "Redemption Amount"; and

- (b) On or after the date specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A Preferred shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated by the Corporation in the notice of redemption of the certificates representing the Class A Preferred shares called for redemption. Such Class A Preferred shares shall thereupon be redeemed. If less than all the Class A Preferred shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A Preferred shares represented by the original certificate for that number of Class A Preferred shares represented by the original certificate not redeemed. From and after the date specified for redemption, the holders of the Class A Preferred shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the right of the holders shall remain unaffected.

#### 1.4 Retraction

Any holder of Class A Preferred shares shall be entitled to require the Corporation to redeem, subject to the requirements of the Business Corporations Act, at any time or times, all or any of the Class A Preferred shares registered in the name of such holder on the books of the Corporation by tendering to an officer or director of the Corporation a share certificate or certificates representing the Class A Preferred shares which the registered holder desires to have the Corporation redeem together with a notice in writing specifying (i) that the registered holder desires to have the Class A Preferred shares represented by such certificate or certificates redeemed by the Corporation and (ii) the business day ("Retraction Date") on which the holder desires to have the Corporation redeem such Class A Preferred shares. Upon receipt of a share certificate or certificates representing the Class A Preferred shares which the registered holder desires to have the Corporation redeem together with such notice, the Corporation shall on the Retraction Date redeem such Class A Preferred shares by paying to such registered holder the Redemption Amount for each Class A Preferred share being redeemed. Such payment shall be made by a cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. If less than all of the Class A Preferred shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A Preferred share represented by the original certificate or certificates which are not redeemed. The said Class A Preferred shares shall be redeemed on the Retraction Date and from and after the Retraction Date the holder of such shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of the holders of Class A Preferred shares in respect thereof unless payment of the Redemption Amount is not made on the Retraction Date, in which event the rights of the holder of the said Class A Preferred shares remain unaffected.

#### 1.5 Voting Rights

The holders of the Class A Preferred shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to vote in respect of each Class A Preferred share held at such meetings except meetings at which the holders of a



particular class of shares other than the Class A Preferred shares are entitled to vote separately as a class.

## **2. CLASS E PREFERRED SHARES**

### **2.1 Limitation**

The Class E Preferred shares shall be limited to 100 Class E Preferred shares.

### **2.2 Ranking of Class E Preferred Shares**

The Class E Preferred shares shall be entitled to a preference over the Class C Common shares and over any other shares of the Corporation ranking junior to the Class E Preferred shares (the Class C Common shares and such other classes of shares being hereinafter collectively referred to as "Junior shares") with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.

### **2.3 Dividends**

- (a) The holders of the Class E Preferred shares shall be entitled to receive, and the Corporation shall pay thereon, in each year, as and when declared by the board of directors of the Corporation, in preference and priority to the payment of dividends on the Junior Shares, out of moneys of the Corporation properly applicable to the payment of dividends, non-cumulative preferential cash dividends equal to 5.0% of the Class E Redemption Price;
- (b) The holders of the Class E Preferred shares shall not be entitled to any dividend other than or in excess of the non-cumulative preferential cash dividends hereinbefore provided for; and
- (c) If in any year the board of directors of the Corporation in its discretion shall not declare the non-cumulative preferential dividends or any part thereof on the Class E Preferred Shares for such year, then the rights of the holders of the Class E Preferred shares to such dividends or to any undeclared part thereof for such year shall be forever extinguished.

### **2.4 Retraction Privilege**

Subject to the provisions of section 2.7, a holder of Class E Preferred shares shall be entitled to require the Corporation to redeem at any time or times after the date of issue thereof all or any of the Class E Preferred shares registered in the name of such holder.

### **2.5 Retraction Procedure**

- (a) In order to require the Corporation to redeem Class E Preferred shares pursuant to the retraction privilege provided for in section 2.4, a holder of Class E Preferred shares must tender to the Corporation, at its registered office, the certificate or certificates

representing the Class E Preferred shares which the holder desires the Corporation to redeem, together with a written request specifying that the holder desires to have all or a specified number of the shares represented by such certificate or certificates redeemed by the Corporation. After receipt of the certificate or certificates representing the Class E Preferred shares which the holder desires the Corporation to redeem together with a request for redemption as specified above, the Corporation shall, subject to section 2.7, on the retraction date (the "Class E Retraction Date") selected by the Corporation (which shall be not later than 30 days following receipt by the Corporation of such written request) redeem Class E Preferred shares duly tendered pursuant to the retraction privilege provided for in section 2.4 by paying to such holder for each share to be redeemed an amount equal to the Class E Redemption Price (as defined in section 2.6), together with an amount equal to all dividends declared thereon and unpaid up to the date on which redemption is to be made, such aggregate amount being hereinafter referred to in these provisions as the "Class E Aggregate Redemption Price".

The tender of the certificate or certificates by a holder of Class E Preferred shares pursuant to this section 2.5 shall be irrevocable unless payment of the Class E Aggregate Redemption Price shall not be duly made by the Corporation to the holder on or before the Class E Retraction Date. In the event that payment of the Class E Aggregate Redemption Price is not made by the Corporation on or before the Class E Retraction Date, the Corporation shall forthwith thereafter return the holder's deposited share certificate or certificates to the holder. If a holder of Class E Preferred shares tenders for redemption pursuant to the above retraction privilege a part only of the Class E Preferred shares represented by any certificate or certificates, the Corporation shall issue and deliver to such holder at the expense of the Corporation a new certificate representing the Class E Preferred shares which are not being tendered for redemption.

On the Class E Retraction Date the Class E Aggregate Redemption Price shall be paid by cheque payable in lawful money of Canada at par at any branch in Canada of the Corporation's bankers or by any other reasonable means as the board of directors of the Corporation determine. Upon such payment being made, the Class E Preferred shares in respect of which such payment is made shall be redeemed. From and after the Class E Retraction Date, the Class E Preferred shares so redeemed shall cease to be entitled to dividends or any other participation in any distribution of the assets of the Corporation and the holder thereof shall not be entitled to exercise any of the other rights of shareholders in respect thereof unless payment of the Class E Aggregate Redemption Price shall not be made on the retraction date, in which event the rights of such holders shall remain unaffected.

## **2.6 Redemption Price**

For the purposes hereof, the "Class E Redemption Price" of a Class E Preferred share is equal to the quotient obtained when the aggregate fair market value on September 28, 2007 of the outstanding Class C Common share of Ace US Trademark Ltd., MT Canadian Supplement Trademark Ltd., MT Foreign Trademark Ltd. and HC Trademark Holdings Ltd. is divided by 100.

## **2.7 Retraction Subject to Applicable Law**

If, as a result of insolvency provisions or other provision of applicable law or the rights, privileges, restrictions and condition attaching to any shares of the Corporation ranking prior to the Class E Preferred shares, the Corporation is not permitted to redeem all of the Class E Preferred shares duly tendered pursuant to the above retraction privilege, the Corporation shall redeem only the maximum number of Class E Preferred shares which the board of directors of the Corporation determine the Corporation is then permitted to redeem. Such redemption shall be made pro rata, disregarding fractions of shares, from each holder of tendered Class E Preferred shares according to the number of Class E Preferred shares tendered for redemption by each such holder and the Corporation shall issue and deliver to each such holder at the expense of the Corporation a new certificate representing the Class E Preferred shares not redeemed by the Corporation.

So long as the board of directors of the Corporation has acted in good faith in making any of the determinations referred to above as to the number of Class E Preferred shares which the Corporation is permitted at any one time to redeem, neither the Corporation nor the board of directors shall have any liability in the event that any such determination proves to be inaccurate.

## **2.8 Redemption At Option of Corporation**

The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the outstanding Class E Preferred shares on payment for each share to be redeemed of an amount equal to the Class E Aggregate Redemption Price.

## **2.9 Partial Redemption**

In case a part only of the Class E Preferred shares is to be redeemed at any time, the shares so to be redeemed shall be selected by of or some other random selection method in such manner as the board of directors of the Corporation in its sole discretion determines or selected in such other manner as the board of directors of the Corporation in its sole discretion determines to be equitable. If a part only of the Class E Preferred shares represented by any certificate shall be redeemed, a new certificate representing the balance of such shares shall be issued to the holder thereof at the expense of the Corporation upon presentation and surrender of the first mentioned certificate.

## **2.10 Method of Redemption**

In any case of redemption of Class E Preferred shares, the Corporation shall, at least 30 days before the date specified for redemption, give to each person who at the date of the notice hereinafter referred to is a registered holder of Class E Preferred shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class E Preferred shares, such notice to be given as provided in section 2.17 hereof. Such notice shall set out the number of Class E Preferred shares held by the person to whom it is addressed which are to be redeemed, the Class E Aggregate Redemption Price, the date specified for redemption and the place or places in Canada at which holders of Class E Preferred shares may present and surrender such shares for redemption.

On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class E Preferred shares to be redeemed the Class E Aggregate Redemption Price of such shares on presentation and surrender, at the registered office of the Corporation or at any other place or places in Canada specified in the notice of redemption, of the certificate or certificates representing the Class E Preferred shares called for redemption. Payment in respect of the Class E Preferred shares being redeemed shall be made by cheque payable to the respective holders thereof in lawful money of Canada at part any branch in Canada of the Corporation's bankers or by any other reasonable means as the board of directors of the corporation may determine.

From and after the date specified for redemption in any notice of redemption, the Class E Preferred shares called for redemption shall cease to be entitled to dividends or any other participation in any distribution of the assets of the Corporation and the holders thereof shall not be entitled to exercise any of the other rights as shareholders in respect thereof unless payment of the Class E Aggregate Redemption Price shall not be made upon presentation and surrender of the share certificates in accordance with the foregoing provisions, in which case the rights of such holders shall remain unaffected.

#### **2.11 Purchase For Cancellation**

The Corporation may at any time or from time to time purchase for cancellation all or any part of the outstanding Class E Preferred shares at the lowest price or prices at which, in the opinion of the board of directors of the Corporation, such shares are then obtainable but not exceeding an amount per share equal to the Class E Redemption Price plus an amount equal to all dividends declared thereon and unpaid to the purchase date.

#### **2.12 Restriction Share Payments**

Notwithstanding clause 2.2 above, the Corporation may make, at any time or from time to time, a Restricted Share Payment in any financial year, regardless of whether or not the Corporation has paid or transferred in that financial year any money or other property in respect of any dividend on, reduction of the stated capital of, redemption, purchase or other acquisition of, or other distribution on, the Class E Preferred shares, if, but only if, at the time the Corporation becomes obligated to make the Restricted Share Payment the directors determine that, immediately after giving effect thereto, the Corporation could be redeemed, in compliance with all relevant provisions in respect thereof contained in the Business Corporations Act, all, but not less than all, of the issued and outstanding Class E Preferred shares of the Corporation by the payment in full of the Redemption Price for such shares.

For purposes of this clause 2.12, "Restricted Share Payment" means a payment or transfer by the Corporation of any money or other property in respect of any dividend on, reduction of stated capital of, redemption of, purchase or other acquisition of, or other distribution on, Junior Shares, or warrants, rights or options to purchase Junior Shares.

#### **2.13 Liquidation, Dissolution or Winding-Up**

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of the assets of the Corporation among

its shareholders for the purpose of winding up its affairs, the holders of the Class E Preferred shares shall be entitled to receive from the assets of the Corporation an amount equal to the Class E Redemption Price of the Class E Preferred shares held by them respectively, together with an amount equal to all dividends declared thereon and unpaid to the date of the liquidation, dissolution, winding-up or other distribution, the whole before any amount shall be paid by the Corporation or any assets of the Corporation shall be distributed to holders of the Junior Shares. After payment to the holders of the Class E Preferred shares of the amounts so payable to them, they shall not be entitled to share in any further distribution of the assets of the Corporation.

#### **2.14 Voting Rights**

Except as hereinafter referred to or as required by law, the holders of the Class E Preferred shares shall not be entitled to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

#### **2.15 Amendment With Approval of Holders of Class E Preferred Shares**

The approval of the holders of Class E Preferred shares to add to, change or remove any right, privilege, restriction or condition attached to the Class E Preferred shares or in respect of any other matter requiring the consent of the holders of the Class E Preferred shares may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution signed by all the holders of the Class E Preferred shares or passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of the Class E Preferred shares duly called for that purpose.

The formalities to be observed with respect to the giving of notice of any such meeting or any adjourned meeting, the quorum required therefor and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders or, if not prescribed, as required by the Business Corporations Act in force at the time of the meeting.

#### **2.16 Notices**

Any notice, cheque, notice of redemption or other communication from the Corporation herein provided for shall be either sent to the holders of the Class E Preferred shares by first class mail, postage prepaid, or delivered by hand to such holders, at their respective addresses appearing on the securities register of the Corporation or, in the event of the address of any such holder not so appearing, then at the last address of such holder known to the Corporation. Accidental failure to give any such notice, notice of redemption or other communication to one or more holders of Class E Preferred shares shall not affect the validity thereof, but, upon such failure being discovered, a copy of the notice, notice of redemption or other communication, as the case may be, shall be sent or delivered forthwith to such holder or holders. Unless otherwise provided herein, any notice, request, certificate or other communication from a holder of Class E Preferred shares herein provided for shall be either sent to the Corporation by first class mail, postage prepaid, or delivered by hand to the Corporation at its registered office.

**3. CLASS C COMMON SHARES**

- 3.1** The holders of the Class C Common shares shall be entitled to vote at all meetings of shareholders of the corporation except meetings at which only the holders of a class of shares ranking senior to the Class C Common shares are entitled to vote, and shall be entitled to one vote at all such meetings in respect of each Class C Common share held.
- 3.2** After payment to the holders of shares ranking senior to the Class C Common shares of the amount or amounts to which they may be entitled, the holders of the class C Common shares shall be entitled to receive any dividend declared by the board of directors of the Corporation and to receive the remaining property of the Corporation upon dissolution.
- 3.3** The Class C Common shares shall rank junior to the Class A Preferred shares and the Class E Preferred shares of the Corporation.

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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 :

(a) The issue or transfer of shares of the Corporation shall require the express sanction of the board of director signified by a resolution passed by the board of directors, provided, however, that in the event of the death of shareholder, his or her shares may be transferred to his or her personal representative without the requirement of such express sanction;

(b) The number of shareholders of the Corporation is limited to not more than fifty (50), exclusive of persons who are in its employment and exclusive of persons, who having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination to be, shareholders of the Corporation, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder; and

(c) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

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

The board of directors may from time to time, in such amounts and on such terms as it deems expedient:

(a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;

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

(d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any debt obligations or any money borrowed or other debt or liability of the Corporation.

The board of directors may from time to time delegate to one or more of the directors or officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each delegation.

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.

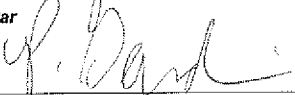
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

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.**

Old Northern Innovations Corp.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Paul Gardiner

Director

Signature / Signature


Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Northern Innovations Holding Corp.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Paul Gardiner

Director

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"**

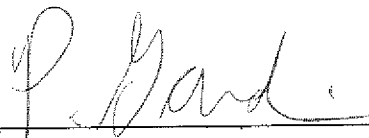
**STATEMENT OF A DIRECTOR  
OF  
OLD NORTHERN INNOVATIONS CORP.  
AND  
NORTHERN INNOVATIONS HOLDING CORP.**

**PURSUANT TO SECTION 178(2) OF  
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)**

I, Paul Gardiner, of the City of Oakville, in the Province of Ontario, state that:

1. This Statement is made pursuant to Section 178(2) of the *Business Corporations Act* (Ontario).
2. I am the Director of Old Northern Innovations Corp. ("**Old Northern**") and as such have knowledge of its affairs.
3. I am the Director of Northern Innovations Holding Corp. ("**Northern**") and as such have knowledge of its affairs.
4. The amalgamation of Old Northern and Northern (the "**Amalgamating Corporations**") has been approved.
5. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is, and the corporation resulting from the amalgamation of the Amalgamating Corporations (the "**Amalgamated Corporation**") will be, able to pay its liabilities as they become due;
  - (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; and
  - (c) no creditor will be prejudiced by the amalgamation.

**DATED** the 16 day of March, 2016.



**Paul Gardiner**

Director of Old Northern and Northern

SCHEDULE "B"  
RESOLUTION OF THE SOLE DIRECTOR  
OF  
OLD NORTHERN INNOVATIONS CORP.  
(the "Corporation")

**RECITALS:**

- A. The Corporation is the holding corporation of a wholly-owned subsidiary, Northern Innovations Holding Corp. ("Northern").
- B. The Corporation has agreed to amalgamate with Northern pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

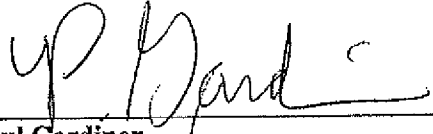
**NOW THEREFORE BE IT RESOLVED THAT:**

**Amalgamation**

1. The amalgamation of the Corporation and Northern pursuant to Section 177(1) of the Act is hereby approved.
2. Upon the endorsement of a certificate of amalgamation pursuant to Section 178(4) of the Act, the shares of Northern shall be cancelled without any repayment of capital in respect thereof.
3. The by-laws of the amalgamated corporation (the "Amalgamated Corporation") shall be the same as the by-laws of the Corporation.
4. The articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Corporation, except as may be prescribed in the regulations of the Act.
5. The name of the Amalgamated Corporation shall be "Old Northern Innovations Corp."
6. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with such amalgamation.
7. Any one officer or any one director of the Corporation (each, an "Authorized Officer") is hereby authorized on behalf of the Corporation to execute and deliver all documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, on such terms and conditions and in such form deemed necessary and/or desirable and approved by such Authorized Officer with such changes and modifications thereto as such Authorized Officer may in his or her discretion approve, including the execution and delivery to the Ministry of Government Services of articles of amalgamation for such purpose.
8. Each Authorized Officer is hereby authorized and directed to take all such further actions, to execute and deliver such further agreements, instruments and documents in writing and to do all such other acts and things as in his or her opinion may be necessary and/or desirable in the name and on behalf of the Corporation and under its corporate seal or otherwise to give effect to the foregoing resolutions, which opinion shall be conclusively evidenced by the taking of such further actions, the execution and delivery of such further agreements, instruments and documents and the doing of such other acts and things.

The undersigned, being the sole director of the Corporation, signs the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 16th day of March, 2016.

  
\_\_\_\_\_  
Paul Gardiner

SCHEDULE "B"  
RESOLUTION OF THE SOLE DIRECTOR  
OF  
NORTHERN INNOVATIONS HOLDING CORP.  
(the "Corporation")

**RECITALS:**

- A. The Corporation is a wholly-owned subsidiary of Old Northern Innovations Corp. ("Old Northern").
- B. The Corporation has agreed to amalgamate with Old Northern pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

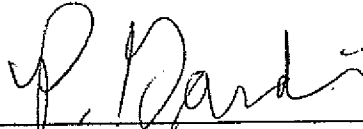
**NOW THEREFORE BE IT RESOLVED THAT:**

**Amalgamation**

1. The amalgamation of the Corporation and Old Northern pursuant to Section 177(1) of the Act is hereby approved.
2. Upon the endorsement of a certificate of amalgamation pursuant to Section 178(4) of the Act, the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The by-laws of the amalgamated corporation (the "Amalgamated Corporation") shall be the same as the by-laws of Old Northern.
4. The articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of Old Northern, except as may be prescribed in the regulations of the Act.
5. The name of the Amalgamated Corporation shall be "Old Northern Innovations Corp."
6. No securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with such amalgamation.
7. Any one officer or any one director of the Corporation (each, an "Authorized Officer") is hereby authorized on behalf of the Corporation to execute and deliver all documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, on such terms and conditions and in such form deemed necessary and/or desirable and approved by such Authorized Officer with such changes and modifications thereto as such Authorized Officer may in his or her discretion approve, including the execution and delivery to the Ministry of Government Services of articles of amalgamation for such purpose.
8. Each Authorized Officer is hereby authorized and directed to take all such further actions, to execute and deliver such further agreements, instruments and documents in writing and to do all such other acts and things as in his or her opinion may be necessary and/or desirable in the name and on behalf of the Corporation and under its corporate seal or otherwise to give effect to the foregoing resolutions, which opinion shall be conclusively evidenced by the taking of such further actions, the execution and delivery of such further agreements, instruments and documents and the doing of such other acts and things.

The undersigned, being the sole director of the Corporation, signs the foregoing resolutions in accordance with the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 16th day of March, 2016.

  
\_\_\_\_\_  
Paul Gardiner