

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM434329

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	Amalgamation
<b>RESUBMIT DOCUMENT ID:</b>	900406323

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
2527834 Ontario Inc.		07/22/2016	Corporation: CANADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Firmex Inc.
<b>Street Address:</b>	110 Spadina Ave., Suite 700
<b>City:</b>	Toronto, Ontario
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	M5V 2K4
<b>Entity Type:</b>	Corporation: CANADA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
<b>Registration Number:</b>	3421551	FIRMEX

**CORRESPONDENCE DATA****Fax Number:** 2023153717*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:** 2028855533**Email:** colman@colmantechlaw.com**Correspondent Name:** Susan E. Colman**Address Line 1:** 5335 Wisconsin Ave., N.W., Suite 440**Address Line 4:** Washington, D.C. 20015

<b>NAME OF SUBMITTER:</b>	Susan E. Colman
<b>SIGNATURE:</b>	/Susan E. Colman/
<b>DATE SIGNED:</b>	07/10/2017

**Total Attachments: 30**

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Ministry of / Ministère des  
Government Services / Services gouvernementaux

Ontario  
**CERTIFICATE** / **CERTIFICAT**  
This is to certify that these / Ceci certifie que les présents  
articles are effective on / statuts entrent en vigueur le

**JULY 22 JUILLET, 2016**

*[Signature]*  
Director / Directeur



Business Corporations Act / Loi sur les sociétés par actions

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**) :

F	I	R	M	E	X	.														

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

**181 Bay Street, Suite IN200**

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

**Toronto,**

**ONTARIO**

**M 5 J 2 T 3**

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

Postal Code/Code postal

3. Number of directors is:  
Nombre d'administrateurs :

Fixed number /  
Nombre fixe

OR /  
OU minimum and maximum  
minimum et maximum

1	10
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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
Yong Kwon	181 Bay Street, Suite IN200 Toronto, Ontario M5J 2T3	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

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
Firmex Inc.	2092477	2016	07	22
2527834 Ontario Inc.	2527834	2016	07	22
Firmex U.S. Holdco Inc.	2129685	2016	07	22
2492290 Ontario Inc.	2492290	2016	07	22
Ben 2.0 Inc.	1329122	2016	07	22
Randyco Inc.	1437249	2016	07	22
Joyel Holdings Inc.	2129538	2016	07	22
Firmex Canada Inc.	2129683	2016	07	22
2462045 Ontario Inc.	2462045	2016	07	22

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.

There are no restrictions on the business which the Corporation may carry on or on the powers the Corporation may exercise.

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 :

The Corporation is authorized to issue an unlimited number of Class A shares (the "Class A Shares"), an unlimited number of Class B shares (the "Class B Shares") and an unlimited number of Class C shares (the "Class C 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 Schedule 1-A attached.

## SCHEDULE 1-A

The rights, privileges, restrictions and conditions attached to the Class A Shares, Class B Shares and Class C Shares are as follows:

### 1. DEFINITIONS

For the purposes of this Schedule 1:

“**Act**” means the *Business Corporations Act* (Ontario).

“**Board**” means the board of directors of the Corporation.

“**Change**” has the meaning ascribed thereto in section 5.2.

“**Class B Preferred Liquidation Amount**” has the meaning ascribed thereto in section 4.1.1.

“**Class C Preferred Liquidation Amount**” has the meaning ascribed thereto in section 4.1.2.

“**Distribution of Assets**” means the liquidation, dissolution or winding-up, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

“**Participating Shares**” means the Class A Shares, the Class B Shares and the Class C Shares.

### 2. VOTING RIGHTS

2.1. Class A Shares, Class B Shares and Class C Shares. The holders of Class A Shares, Class B Shares and Class C Shares shall be entitled to receive notice of, attend and vote at, on the basis of one vote per share, all meetings of shareholders, with the exception of meetings at which only holders of specified classes of shares are entitled to vote pursuant to the Act. Each Class A Share, Class B Share and Class C Share shall entitle its holder to one (1) vote. Subject to the provisions of the Act, the holders of Class A Shares, Class B Shares and Class C Shares shall vote together as a single class on all matters submitted to a vote that requires the consent of shareholders.

### 3. RIGHT TO DIVIDENDS

3.1. The holders of Participating Shares shall be entitled to participate in the property, profits and surplus assets of the Corporation and, for that purpose, to receive dividends, on a *pari passu* basis. For greater certainty, no dividends shall be declared or paid on any class of Participating Shares, unless such dividends are declared or paid on the other classes of Participating Shares.

### 4. DISTRIBUTION OF ASSETS

4.1. In the event of a Distribution of Assets:

- 4.1.1. the holders of Class B Shares shall be entitled, in priority to any distribution of property or assets of the Corporation to the holders of Class A Shares and Class C Shares, to receive the aggregate amount of \$500 (the “**Class B Preferred Liquidation Amount**”). The Class B Preferred Liquidation Amount shall be distributed among the holders of Class B Shares rateably, based on the number of Class B Shares held by each of them;
- 4.1.2. the holders of Class C Shares shall be entitled, in priority to any distribution of property or assets of the Corporation to the holders of Class A Shares, to receive the aggregate amount of \$750 (the “**Class C Preferred Liquidation Amount**”). The Class C Preferred Liquidation Amount shall be distributed among the holders of Class C Shares rateably, based on the number of Class C Shares held by each of them; and
- 4.1.3. once the payment of the Class B Preferred Liquidation Amount to the holders of Class B Shares is fully satisfied and the payment of the Class C Preferred Liquidation Amount to the holders of Class C Shares is fully satisfied, the holders of Class A Shares, Class B Shares and Class C Shares shall be entitled to receive, on a *pari passu* basis, the remaining property of the Corporation upon such Distribution of Assets. For the avoidance of doubt, any distribution pursuant to this section 4.1.3 in favour of the holders of Participating Shares shall be made *pari passu* among the holders of Class A Shares, Class B Shares and Class C Shares.

## 5. OTHER PROVISIONS

- 5.1. Separate Class Votes. Except in the case where holders of Participating Shares are not treated proportionally and in the same manner in connection with any of the following that is applicable to Participating Shares, holders of Participating Shares shall not be entitled to vote separately as a class, or to exercise dissent rights under section 185 of the Act, upon a proposal to amend the articles (whether by articles of amendment or articles of amalgamation) of the Corporation to: (i) increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the classes of Participating Shares, (ii) create a new class or series of shares equal or superior to the classes of Participating Shares, and (iii) effect an exchange, reclassification or cancellation of the Participating Shares.
- 5.2. Restrictions on Subdivision and Consolidation. Neither the Class A Shares, the Class B Shares nor the Class C Shares shall be subdivided, consolidated, reclassified or otherwise changed unless, contemporaneously therewith, all other classes of Participating Shares are subdivided, consolidated, reclassified or otherwise changed (each, a “**Change**”) in the same proportion and in the same manner.



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 :

The right to transfer shares of the Corporation shall be restricted in that securities of the Corporation, other than non-convertible debt securities, shall not be transferred without:

(a) the consent of either:

- i. the directors evidenced by a resolution passed or signed by them and recorded in the books of the Corporation; or
- ii. the holders of a majority in number of the outstanding voting shares of the Corporation, or

(b) where the securities are not shares, the restrictions on transfer contained in the applicable security holders' agreement, having been complied with.

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

The Corporation shall be entitled to a lien on any share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

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.

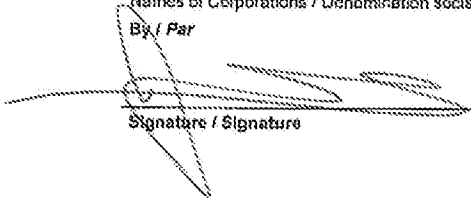
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatory's name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

Firmex Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Joel Lessem

Print name of signatory /  
Nom du signataire en lettres moulées

Chief Executive Officer

Description of Office / Fonction

2527834 Ontario Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Yong Kwon

Print name of signatory /  
Nom du signataire en lettres moulées

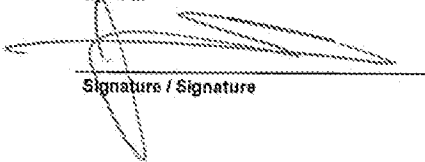
President

Description of Office / Fonction

Firmex U.S. Holdings Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Joel Lessem

Print name of signatory /  
Nom du signataire en lettres moulées

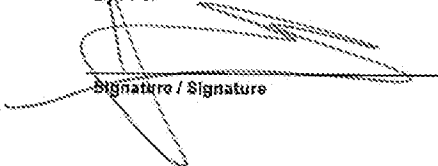
Chief Executive Officer

Description of Office / Fonction

2492290 Ontario Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Joel Lessem

Print name of signatory /  
Nom du signataire en lettres moulées

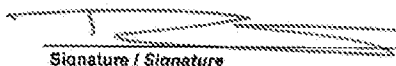
Chief Executive Officer

Description of Office / Fonction

Ben 2.0 Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Robert Wilder

Print name of signatory /  
Nom du signataire en lettres moulées

President

Description of Office / Fonction

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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.

Firmex Inc.

Names of Corporations / Dénomination sociale des sociétés

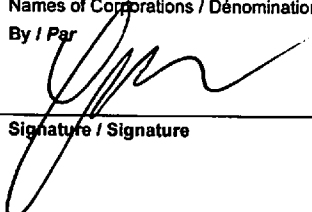
By / Par

Signature / Signature	Joel Lessem	Chief Executive Officer
	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

2527834 Ontario Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature	 Yong Kwon	President
	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Firmex U.S. Holdings Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature	Joel Lessem	Chief Executive Officer
	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

2492290 Ontario Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature	Joel Lessem	Chief Executive Officer
	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Ben 2.0 Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature	Robert Wilder	President
	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

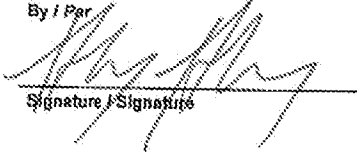
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Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized 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.

### RANDYCO INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Randy Rosenberg

Print name of signatory /  
Nom du signataire en lettres moulées

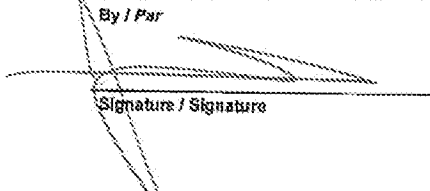
President

Description of Office / Fonction

### JOYEL HOLDINGS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Joel Lessem

Print name of signatory /  
Nom du signataire en lettres moulées

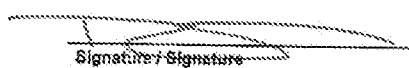
President

Description of Office / Fonction

### FIRMEX CANADA INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Robert Wilder

Print name of signatory /  
Nom du signataire en lettres moulées

~~President~~

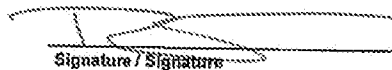
Director

Description of Office / Fonction

### 2462045 ONTARIO INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

Robert Wilder

Print name of signatory /  
Nom du signataire en lettres moulées

~~President~~

Director

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

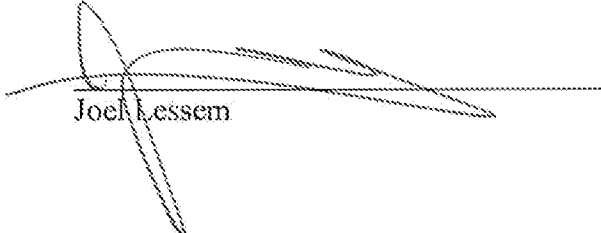
SCHEDULE "A"

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

I, Joel Lessem, hereby state that:

1. I am a director of **Firmex Inc.** and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 22<sup>nd</sup> day of July, 2016.

  
Joel Lessem

**SCHEDULE "A"**

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

I, Yong Kwon, hereby state that:

1. I am a director of **2527834 Ontario Inc.** and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 22<sup>nd</sup> day of July, 2016.

  
\_\_\_\_\_  
Yong Kwon

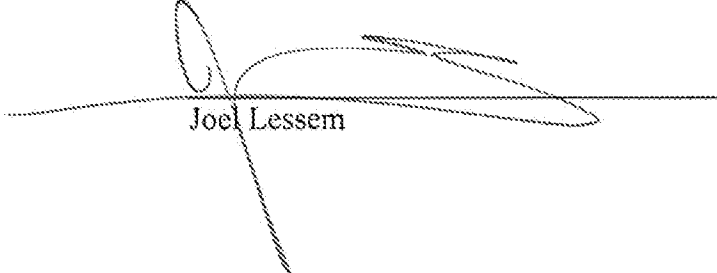
SCHEDULE "A"

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

I, Joel Lessem, hereby state that:

1. I am a director of **Firmex U.S. Holdings Inc.** and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 22<sup>nd</sup> day of July, 2016.

  
Joel Lessem

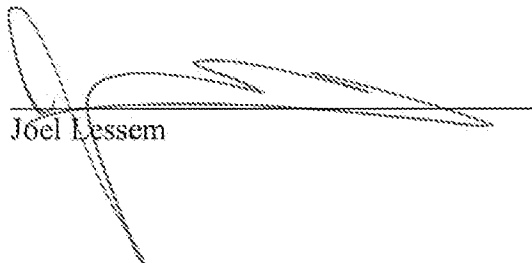
**SCHEDULE "A"**

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

I, Joel Lessem, hereby state that:

1. I am a director of **2492290 Ontario Inc.** and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 22<sup>nd</sup> day of July, 2016.

  
Joel Lessem



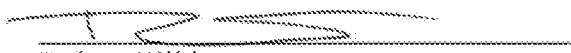
SCHEDULE "A"

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

I, Robert Wilder, hereby state that:

1. I am a director of **Ben 2.0 Inc.** and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 22nd day of July, 2016.

  
Robert Wilder

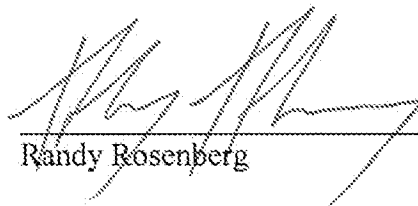
SCHEDULE "A"

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

I, Randy Rosenberg, hereby state that:

1. I am a director of **Randyco Inc.** and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 22nd day of July, 2016.

  
\_\_\_\_\_  
Randy Rosenberg

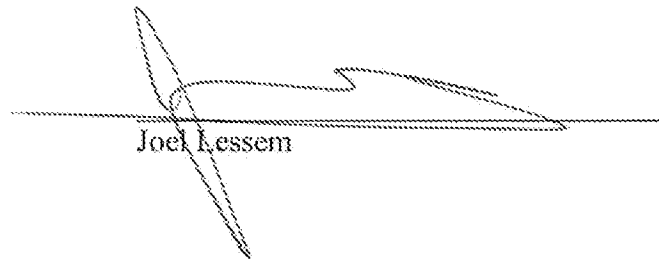
SCHEDULE "A"

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

I, Joel Lessem, hereby state that:

1. I am a director of **Joyel Holdings Inc.** and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 22<sup>nd</sup> day of July, 2016.

  
Joel Lessem

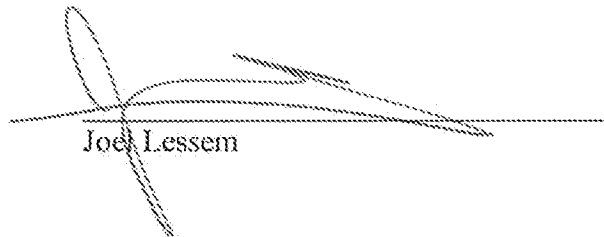
SCHEDULE "A"

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

I, Joel Lessem, hereby state that:

1. I am a director of **Firmex Canada Inc.** and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this 22nd day of July, 2016.

  
Joel Lessem

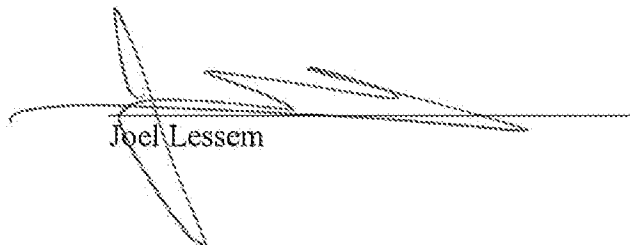
SCHEDULE "A"

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

I, Joel Lessem, hereby state that:

1. I am a director of **2462045 Ontario Inc.** and as such have knowledge of its affairs.
2. I have conducted such examinations of the books and records of each amalgamating corporation as are necessary to enable me to make the statements hereinafter set forth.
3. There are reasonable grounds for believing that:
  - (a) each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
  - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

THIS STATEMENT made this <sup>22<sup>nd</sup></sup> day of July, 2016.

  
Joel Lessem

SCHEDULE 'B'

**AMALGAMATION AGREEMENT**

This Amalgamation Agreement is dated made as of July 22, 2016 between

**FIRMEX INC.,**  
a corporation incorporated under the laws of Ontario  
("Holdco")

and

**2527834 ONTARIO INC.,**  
a corporation incorporated under the laws of Ontario  
("2527834")

and

**FIRMEX U.S. HOLDINGS INC.,**  
a corporation incorporated under the laws of Ontario  
("Firmex US Holdco")

and

**2492290 ONTARIO INC.,**  
a corporation incorporated under the laws of Ontario  
("Cashbox")

and

**BEN 2.0 INC.,**  
a corporation incorporated under the laws of Ontario  
("Benco")

and

**RANDYCO INC.,**  
a corporation incorporated under the laws of Ontario  
("Randyco Holdco")

and

**JOYEL HOLDINGS INC.,**  
a corporation incorporated under the laws of Ontario  
("Joyelco")

and

**FIRMEX CANADA INC.,**  
a corporation incorporated under the laws of Ontario  
("Firmex OpCo")

and

**2462045 ONTARIO INC.,**  
a corporation incorporated under the laws of Ontario  
("Firmex IPCo")

**RECITALS:**

- A. Each of the parties is a corporation to which the *Business Corporations Act* (Ontario) (the "Act") applies.
- B. Each of the parties has agreed to amalgamate in accordance with the Act upon the terms and conditions in this Agreement.
- C. Each of the parties has made full disclosure to one another of their respective assets and liabilities.
- D. The authorized capital of Firmex Holdco consists of an unlimited number of Common Shares, an unlimited number of Class A Common Shares, an unlimited number of Class B Common Shares and an unlimited number of Special Shares of which 17,335,398 Class A Common Shares, 2,203,429 Class B Common Shares and 19,538,827 Special Shares are issued and outstanding as fully paid and non-assessable.
- E. The authorized capital of 2527834 consists of an unlimited number of Class A shares, an unlimited number of Class B shares and an unlimited number of Class C shares of which 19,769,867 Class A shares, 4,424,507 Class B shares and 845,653 Class C shares are issued and outstanding as fully paid and non-assessable.
- F. The authorized capital of Firmex US Holdco consists of an unlimited number of voting Class "A" Common shares without par value, an unlimited number of non-voting Class "B" Common shares without par value, an unlimited number of voting Class "C" Special shares without par value and an unlimited number of non-voting Class "D" Special shares of which 19,538,827 voting Class "A" Common Shares are issued and outstanding as fully paid and non-assessable.
- G. The authorized capital of Cashbox consists of an unlimited number of common shares of which 19,538,827 are issued and outstanding as fully paid and non-assessable.
- H. The authorized capital of Benco consists of an unlimited of Class A shares, an unlimited number of Class B shares, an unlimited number of Class C shares and an unlimited

number of common shares of which 100 common shares and 100,000 Class C shares are issued and outstanding as fully paid and non-assessable.

I. The authorized capital of Randyco consists of an unlimited of Class A shares, an unlimited number of Class B shares, an unlimited number of Class C shares and an unlimited number of common shares of which 100 common shares and 100,000 Class C shares are issued and outstanding as fully paid and non-assessable.

J. The authorized capital of Joyelco consists of an unlimited number Class "A" Common shares, an unlimited number of Class "B" Common shares, an unlimited number of Class "C" Special shares, an unlimited number of Class "D" Special shares, an unlimited number of Class A Preference shares and an unlimited of Class B Preference shares of which 1 Class "A" Common share, 1 Class "B" Common share, 2,009,050 Class A Preference shares and 98 Class B Preference shares are issued and outstanding as fully paid and non-assessable.

K. The authorized capital of Firmex OpCo consists of an unlimited number of voting Class "A" Common shares, an unlimited number of non-voting Class "B" Common shares, an unlimited number of voting Class "C" Special shares and an unlimited number of non-voting Class "D" Special shares of which 101 voting Class "A" Common shares are issued and outstanding as fully paid and non-assessable.

L. The authorized capital of Firmex IPCo consists of an unlimited number of Preferred Shares and an unlimited number of Common Shares of which 100 Common Shares are issued and outstanding as fully paid and non-assessable.

**FOR VALUE RECEIVED** the parties agree as follows:

1. **Definitions.** In this Agreement the following terms have the following meanings:
  - (a) **Amalgamating Corporations** means Firmex Holdco, 2527834, Firmex US Holdco, Cashbox, Benco, Randyco, Joyelco, Firmex OpCo and Firmex IPCo.
  - (b) **Amalgamated Corporation and Corporation** mean the corporation formed pursuant to the amalgamation of the Amalgamating Corporations.
  - (c) **Amalgamation Agreement or Agreement** means this agreement.
  - (d) **Articles** means the articles of amalgamation entered into as a result of this Agreement and any amendments thereto.
2. **Amalgamation.** The Amalgamating Corporations and each of them agrees to amalgamate under the provisions of Section 174 of the Act and to continue as one corporation under the terms and conditions in this Agreement.
3. **Name.** The name of the Amalgamated Corporation shall be Firmex Inc.



4. **Restrictions on Business and Powers.** There shall be no restrictions on the business which the Amalgamated Corporation may carry on or on the powers the Amalgamated Corporation may exercise.

5. **Registered Office.** The registered office of the Amalgamated Corporation shall be located in the City of Toronto, in the Province of Ontario, and the municipal address of such registered office, until changed in accordance with the Act, shall be 181 Bay Street, Suite IN200, Toronto, Ontario, M5J 2T3.

6. **Authorized Share Capital.** The Amalgamated Corporation shall be authorized to issue an unlimited number of Class A shares, an unlimited number of Class B shares and an unlimited number of Class C shares. The rights, privileges, restrictions and conditions attaching to each class of shares, are set out in Schedule A annexed hereto.

7. **Conversion and Cancellation of Shares**

- (a) Upon the amalgamation becoming effective, the shares of the Amalgamating Corporations shall be converted into shares of the Amalgamated Corporation or cancelled without repayment of capital as follows:
- (i) The issued and outstanding 17,335,398 Class A Common Shares, 2,203,429 Class B Common Shares and 19,538,827 Special Shares of Firmex Holdco shall be cancelled without repayment of capital;
  - (ii) The issued and outstanding 19,769,867 Class A shares, 4,424,507 Class B shares and 845,653 Class C shares of 2527834 shall be converted into 19,769,867 Class A shares, 4,424,507 Class B shares and 845,653 Class C shares of the Amalgamated Corporation;
  - (iii) The issued and outstanding 19,538,827 voting Class "A" Common Shares of Firmex US Holdco shall be cancelled without repayment of capital;
  - (iv) The issued and outstanding 19,538,827 common shares of Cashbox shall be cancelled without repayment of capital;
  - (v) The issued and outstanding 100 common shares and 100,000 Class C shares of Benco shall be cancelled without repayment of capital;
  - (vi) The issued and outstanding 100 common shares and 100,000 Class C shares of Randyco shall be cancelled without repayment of capital;
  - (vii) The issued and outstanding 1 Class "A" Common share, 1 Class "B" Common share, 2,009,050 Class A Preference shares and 98 Class B Preference shares of Joyelco shall be cancelled without repayment of capital;
  - (viii) The issued and outstanding 101 voting Class "A" Common shares of 2462045 Ontario Inc. shall be cancelled without repayment of capital; and

- (ix) The issued and outstanding 100 common shares of Firmex IPCo shall be cancelled without repayment of capital.
  - (b) The foregoing share conversions and share cancellation will result in there being 19,769,867 Class A shares, 4,424,507 Class B shares and 845,653 Class C shares of the Amalgamated Corporation issued and outstanding upon the amalgamation contemplated by this Agreement.
  - (c) The share certificates held by the shareholders of each of the Amalgamating Corporations evidencing their ownership of shares in the Amalgamating Corporations shall, upon the endorsement of a certificate of amalgamation in respect of the Amalgamated Corporation, be surrendered to the proper officer of the Amalgamated Corporation, and, subject to the provisions of the Act and as hereinbefore provided, such shareholder shall be entitled to receive a certificate for shares of the Amalgamated Corporation on the basis set forth above.
8. **Stated Capital Account.** The balance in the stated capital account maintained for the Class A shares, Class B shares and Class C shares of the Amalgamated Corporation immediately after such amalgamation becomes effective shall be equal to the amount in the stated capital account maintained for the Class A shares, Class B shares and Class C shares of 2527834 immediately before such amalgamation becomes effective
9. **Board of Directors.** The number of directors of the Amalgamated Corporation shall, until otherwise changed in accordance with the Act, be a minimum of one (1) director and a maximum of ten (10) directors, and the first director of the Amalgamated Corporation shall be:

Name	Residence Address or Address	Resident Canadian for Service
Yong Kwon	181 Bay Street, Suite IN200 Toronto, Ontario M5J 2T3	Yes

The first director shall hold office until the first annual meeting of the shareholders of the Amalgamated Corporation or until his successors are elected or appointed. The subsequent directors shall be elected each year thereafter at either a general meeting or the annual meeting of shareholders by a majority of the votes cast at such meeting. The affairs and business of the Amalgamated Corporation shall be under the management of the directors from time to time, subject to the provisions of the Act.

10. **Officers.** Yong Kwon shall be the President and Secretary of the Amalgamated Corporation to hold such offices until he resigns or his successors are appointed, in accordance with the Act and the by-laws of the Amalgamated Corporation.

11. **By-laws.** The by-laws of the Amalgamated Corporation shall be those of the 2527834. A copy of the proposed by-laws may be examined at the registered office address of the 2527834, namely 181 Bay Street, Suite IN200, Toronto, Ontario M5J 2T3.

12. **Restrictions on Issue, Transfer or Ownership of Shares.** The right to transfer shares of the Corporation shall be restricted in that securities of the Corporation, other than non-convertible debt securities, shall not be transferred without:

- (a) the consent of either:
  - i. the directors evidenced by a resolution passed or signed by them and recorded in the books of the Corporation; or
  - ii. the holders of a majority in number of the outstanding voting shares of the Corporation, or
- (b) where the securities are not shares, the restrictions on transfer contained in the applicable security holders' agreement, having been complied with.

13. **Special Provisions.** Subject to the provisions of the Act, the following provision shall apply to the Amalgamated Corporation:

- (a) the Corporation shall be entitled to a lien on any share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.

14. **Effect of Amalgamation.** Upon this amalgamation becoming effective:

- (a) the Amalgamating Corporations are amalgamated and continue as one corporation under the terms and conditions prescribed in this Amalgamation Agreement;
- (b) the Amalgamated Corporation shall possess all the property, rights, privileges and franchises and be subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;
- (c) a conviction against, or ruling, order or judgment in favour or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;
- (d) the articles of amalgamation of the Amalgamated Corporation shall be deemed to be the articles of incorporation of the Amalgamated Corporation, and, except for the purposes of subsection 117(1) of the Act, the certificate of amalgamation shall be deemed to be the certificate of incorporation of the Amalgamated Corporation; and
- (e) the Amalgamated Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the amalgamation has become effective.

15. **Filing of Articles of Amalgamation.** Upon each of the Amalgamating Corporations approving this Agreement in accordance with the Act, the parties hereto shall

execute and deliver to the Director, Ministry of Government Services, articles of amalgamation, in duplicate, and apply for a certificate of amalgamation for the purpose of bringing this amalgamation into effect.

16. **Termination.** This Amalgamation Agreement may be terminated by the board of directors of any of the Amalgamating Corporations at any time prior to the endorsement of a certificate of amalgamation notwithstanding the approval of this Amalgamation Agreement by the shareholders entitled to vote thereon of all or any of the Amalgamating Corporations.

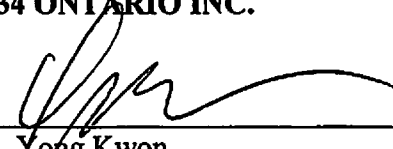
*[Signatures appear on following page.]*

The parties have duly executed this Agreement.

**FIRMEX INC.**

By: \_\_\_\_\_  
Name:  
Title:

**2527834 ONTARIO INC.**

By:   
Name: Yong Kwon  
Title: President

**FIRMEX U.S. HOLDINGS INC.**

By: \_\_\_\_\_  
Name:  
Title:

**2492290 ONTARIO INC.**

By: \_\_\_\_\_  
Name:  
Title:

**BEN 2.0 INC.**

By: \_\_\_\_\_  
Name:  
Title:

**RANDYCO INC.**

By: \_\_\_\_\_  
Name:  
Title:

**JOYEL HOLDINGS INC.**

By: \_\_\_\_\_  
Name:  
Title:

**FIRMEX CANADA INC.**

By: \_\_\_\_\_  
Name:  
Title:

**2462045 ONTARIO INC.**

By: \_\_\_\_\_  
Name:  
Title:

The parties have duly executed this Agreement.

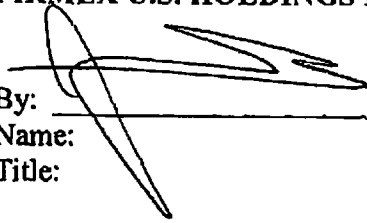
**FIRMEX INC.**

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**2527834 ONTARIO INC.**

By: \_\_\_\_\_  
Name: Yong Kwon  
Title: President

**FIRMEX U.S. HOLDINGS INC.**

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

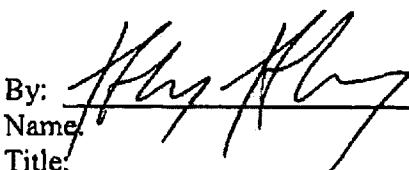
**2492290 ONTARIO INC.**

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

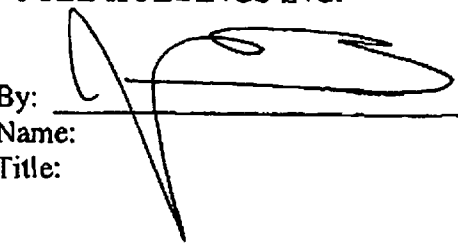
**BEN 2.0 INC.**

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

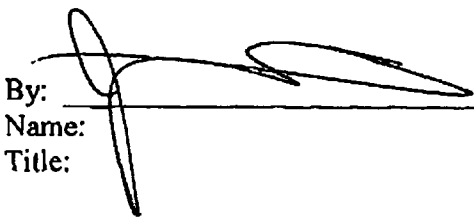
**RANDYCO INC.**

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**JOYEL HOLDINGS INC.**

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**FIRMEX CANADA INC.**

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**2462045 ONTARIO INC.**

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

## SCHEDULE A

The rights, privileges, restrictions and conditions attached to the Class A Shares, Class B Shares and Class C Shares are as follows:

### 1. DEFINITIONS

For the purposes of this Schedule A:

“**Act**” means the *Business Corporations Act* (Ontario).

“**Board**” means the board of directors of the Corporation.

“**Change**” has the meaning ascribed thereto in section 5.2.

“**Class B Preferred Liquidation Amount**” has the meaning ascribed thereto in section 4.1.1.

“**Class C Preferred Liquidation Amount**” has the meaning ascribed thereto in section 4.1.2.

“**Distribution of Assets**” means the liquidation, dissolution or winding-up, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

“**Participating Shares**” means the Class A Shares, the Class B Shares and the Class C Shares.

### 2. VOTING RIGHTS

- 2.1. Class A Shares, Class B Shares and Class C Shares. The holders of Class A Shares, Class B Shares and Class C Shares shall be entitled to receive notice of, attend and vote at, on the basis of one vote per share, all meetings of shareholders, with the exception of meetings at which only holders of specified classes of shares are entitled to vote pursuant to the Act. Each Class A Share, Class B Share and Class C Share shall entitle its holder to one (1) vote. Subject to the provisions of the Act, the holders of Class A Shares, Class B Shares and Class C Shares shall vote together as a single class on all matters submitted to a vote that requires the consent of shareholders.

### 3. RIGHT TO DIVIDENDS

- 3.1. The holders of Participating Shares shall be entitled to participate in the property, profits and surplus assets of the Corporation and, for that purpose, to receive dividends, on a *pari passu* basis. For greater certainty, no dividends shall be declared or paid on any class of Participating Shares, unless such dividends are declared or paid on the other classes of Participating Shares.

### 4. DISTRIBUTION OF ASSETS

- 4.1. In the event of a Distribution of Assets:

- 4.1.1. the holders of Class B Shares shall be entitled, in priority to any distribution of property or assets of the Corporation to the holders of Class A Shares and Class C Shares, to receive the aggregate amount of \$500 (the “**Class B Preferred Liquidation Amount**”). The Class B Preferred Liquidation Amount shall be distributed among the holders of Class B Shares rateably, based on the number of Class B Shares held by each of them;
- 4.1.2. the holders of Class C Shares shall be entitled, in priority to any distribution of property or assets of the Corporation to the holders of Class A Shares, to receive the aggregate amount of \$750 (the “**Class C Preferred Liquidation Amount**”). The Class C Preferred Liquidation Amount shall be distributed among the holders of Class C Shares rateably, based on the number of Class C Shares held by each of them; and
- 4.1.3. once the payment of the Class B Preferred Liquidation Amount to the holders of Class B Shares is fully satisfied and the payment of the Class C Preferred Liquidation Amount to the holders of Class C Shares is fully satisfied, the holders of Class A Shares, Class B Shares and Class C Shares shall be entitled to receive, on a *pari passu* basis, the remaining property of the Corporation upon such Distribution of Assets. For the avoidance of doubt, any distribution pursuant to this section 4.1.3 in favour of the holders of Participating Shares shall be made *pari passu* among the holders of Class A Shares, Class B Shares and Class C Shares.

## 5. OTHER PROVISIONS

- 5.1. Separate Class Votes. Except in the case where holders of Participating Shares are not treated proportionally and in the same manner in connection with any of the following that is applicable to Participating Shares, holders of Participating Shares shall not be entitled to vote separately as a class, or to exercise dissent rights under section 185 of the Act, upon a proposal to amend the articles (whether by articles of amendment or articles of amalgamation) of the Corporation to: (i) increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the classes of Participating Shares, (ii) create a new class or series of shares equal or superior to the classes of Participating Shares, and (iii) effect an exchange, reclassification or cancellation of the Participating Shares.
- 5.2. Restrictions on Subdivision and Consolidation. Neither the Class A Shares, the Class B Shares nor the Class C Shares shall be subdivided, consolidated, reclassified or otherwise changed unless, contemporaneously therewith, all other classes of Participating Shares are subdivided, consolidated, reclassified or otherwise changed (each, a “**Change**”) in the same proportion and in the same manner.