

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM442636

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	AMALGAMATION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Mood Media Entertainment Ltd.		06/27/2017	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mood Media Corporation		
<b>Street Address:</b>	199 Bay Street, Suite 5300		
<b>Internal Address:</b>	Commerce Court		
<b>City:</b>	Toronto, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M5L1B9		
<b>Entity Type:</b>	Corporation: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3613787	PURETRACKS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9192868199		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	919 286-8000		
<b>Email:</b>	adh-ptotmcorrespondence@mvalaw.com, arlenehanks@mvalaw.com, sandraday@mvalaw.com		
<b>Correspondent Name:</b>	MOORE & VAN ALLEN PLLC		
<b>Address Line 1:</b>	3015 CARRINGTON MILL BOULEVARD		
<b>Address Line 2:</b>	SUITE 400		
<b>Address Line 4:</b>	MORRISVILLE, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	024445-13		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	Arlene D. Hanks/Moore & Van Allen PLLC		
<b>Address Line 1:</b>	3015 Carrington Mill Boulevard		
<b>Address Line 2:</b>	Suite 400		
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27560		

OP \$40.00 3613787

<b>NAME OF SUBMITTER:</b>	Arlene D. Hanks
<b>SIGNATURE:</b>	/arlenedhanks/
<b>DATE SIGNED:</b>	09/11/2017
<b>Total Attachments: 8</b> source=Amalgamation (1)#page1.tif source=Amalgamation (1)#page2.tif source=Amalgamation (1)#page3.tif source=Amalgamation (1)#page4.tif source=Amalgamation (1)#page5.tif source=Amalgamation (1)#page6.tif source=Amalgamation (1)#page7.tif source=Amalgamation (1)#page8.tif	



## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

Mood Media Corporation

Corporate name / Dénomination sociale

1029640-6

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Virginie Ethier

Director / Directeur

2017-06-27

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)

Canada



**Canada Business Corporations Act (CBCA)**  
**FORM 9**  
**ARTICLES OF AMALGAMATION**  
**(Section 185)**

1 - Corporate name of the amalgamated corporation

Mood Media Corporation

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue

Please see the attached Schedule A.

4 - Restrictions, if any, on share transfers

None

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number  Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None

7 - Other provisions, if any

Please see the attached Schedule B.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

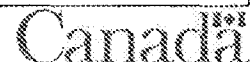
<input type="radio"/> 183 - Long form: approved by special resolution of shareholders	<input checked="" type="radio"/> 184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/> 184(2) - Horizontal short-form: approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
Mood Media Corporation	447753-7	
Mood Media Entertainment Ltd.	1028292-8	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).



## SCHEDULE A

The Corporation shall be authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series. The rights, privileges and conditions attaching to the Common Shares as a class and the Preferred Shares, issuable in series as a class shall be as follows:

### 1. Common Shares

#### 1.1. Dividend

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

#### 1.2. Participation in Assets on Dissolution

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

#### 1.3. Voting Rights

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

#### 1.4. Purchase of Common Shares

The Corporation may at any time or times purchase or otherwise acquire all or any part of the Common Shares, which shares so purchased or otherwise acquired may then at the discretion of the directors be cancelled or returned to the status of authorized and unissued shares.

### 2. Preferred Shares, Issuable in Series

The Preferred Shares may, at any time and from time to time, be issued in one or more series each series to consist of such number of shares as may, before the issue thereof, be fixed by the directors of the Corporation. The directors of the Corporation may, before issuance and subject as hereinafter provided, determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series including, without limiting the generality of the foregoing:

- (a) the rate, amount or method of calculation of any dividends, whether cumulative, non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and

the date or dates from which any such dividends shall accrue and any preference of such dividends;

- (b) any rights of redemption and/or purchase and the redemption or purchase prices and terms and conditions of any such rights;
- (c) any rights of retraction vested in the holders of Preferred Shares of such series and the prices and terms and conditions of any such rights and whether any other rights of retraction may be vested in such holders in the future;
- (d) any voting rights;
- (e) any conversion rights;
- (f) any rights to receive the remaining property of the Corporation upon dissolution, liquidation or winding-up and the amount and preference of any such rights;
- (g) any sinking fund or purchase fund; and
- (h) any other provisions attaching to any such series of the Preferred Shares,

the whole subject to the issue by the Director appointed under the *Canada Business Corporations Act* of a certificate of amendment in respect of articles of amendment in prescribed form to designate a series of Preferred Shares.

## SCHEDULE B

- (a) The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.
- (b) Incorporation by Reference of Disclosure and Transparency Rules:

Each holder of shares of the Corporation shall be under an obligation to make certain notifications in accordance with provisions of this paragraph (b).

Subject to applicable law and without any obligation of the Corporation to act, if at any time the Corporation shall have a class of shares admitted to trading on the AIM market operated by the London Stock Exchange, the provisions of Chapter 5 of the Disclosure and Transparency Rules (as amended from time to time ("DTR5") of the UK Financial Services Authority Handbook (the "Handbook") shall, be deemed to be incorporated by reference into these articles and accordingly the vote holder and issuer notification rules set out in DTR5 shall apply to the Corporation and each holder of shares of the Corporation.

For the purposes of the incorporation by reference of DTR5 into these articles and the application of DTR5 to the Corporation and each holder of shares of the Corporation, the Corporation shall (for the purposes of this Part 27 only) be deemed to be an "issuer", as such term is defined in DTR5 (and not, for the avoidance of doubt, a "non-UK issuer", as such term is defined in DTR5).

For the purpose of this paragraph (b) only, defined terms in DTR5 shall bear the meaning set out in DTR5, and if the meaning of a defined term is not set out in DTR5, the defined term shall bear the meaning set out in the Glossary to the Handbook (in such case, read as the definition applicable to DTR5).

- (c) Incorporation by Reference of Companies Act 2006 Provisions.

Subject to the applicable law and without any obligation on the Corporation to act, if any time the Corporation shall have a class of shares admitted to trading on the AIM market operated by the London Stock Exchange, the provisions of Section 793 of the *Companies Act 2006* of England and Wales, as may be amended from time to time and any successor act thereto, shall be deemed to be incorporated by reference in these articles and shall apply to the holders of shares of such class of capital stock.

- (d) Supremacy

In the event the provisions of the DTR5 or the *Companies Act 2006* of England and Wales conflict with the *Canada Business Corporations Act*, the *Canada Business Corporations Act* shall govern.

**Form 2**  
**Initial Registered Office Address**  
**and First Board of Directors**  
*Canada Business Corporations Act*  
*(CBCA) (s. 19 and 106)*

**Formulaire 2**  
**Siège social initial et premier**  
**conseil d'administration**  
*Loi canadienne sur les sociétés par*  
*actions (LCSA) (art. 19 et 106)*

- 1 Corporate name  
Dénomination sociale  
**Mood Media Corporation**
- 2 Address of registered office  
Adresse du siège social  
**199 Bay Street, Suite 5300  
Commerce Court  
Toronto ON M5L 1B9**
- 3 Additional address  
Autre adresse
- 4 Members of the board of directors  
Membres du conseil d'administration  
**See attached schedule / Voir l'annexe ci-jointe**
- 5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.  
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par  
**Steven Richards**

**Steven Richards**  
**980-430-2040**

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.



Schedule / Annexe

Members of the board of directors / Membres du conseil d'administration

		Resident Canadian Résident Canadien
Scott Williams	14054 Knox Street, Overland Park KS 66221, United States	No / Non
Jan Heppe	28 Harbour Road, Chesterfield NJ 08515, United States	No / Non
Steven Richards	1703 West 5th Street, Austin TX 78701, United States	No / Non
Gary Shenk	199 Bay Street, Suite 5300, Commerce Court, Toronto ON M5L 1B9, Canada	Yes / Oui
Richard Kronengold	23 Bedford Road, Greenwich CT 06831, United States	No / Non
Kevin Dalton	19 Bromley Crescent, Toronto ON M9A 3X1, Canada	Yes / Oui
Ross B. Levin	240 Park Avenue, Apt. 5A, New York NY 10003, United States	No / Non
Richard G. Warren	45 Audrey Lane, White Plain NY 10543, United States	No / Non
David Richards	199 Bay Street, Suite 5300, Commerce Court, Toronto ON M5L 1B9, Canada	Yes / Oui
Harvey Solursh	701 Briar Hill Avenue, Toronto ON M6B 1L5, Canada	Yes / Oui



2017-06-27

Corporations Canada  
C. D. Howe Building  
235 Queen Street  
Ottawa, Ontario K1A 0H5

Corporations Canada  
Édifice C.D. Howe  
235, rue Queen  
Ottawa (Ontario) K1A 0H5

## Corporation Information Sheet

Canada Business Corporations Act (CBCA)

## Fiche de renseignements concernant la société

Loi canadienne sur les sociétés par actions (LCSA)

### Mood Media Corporation

Corporation Number	1029640-6	Numéro de société
Corporation Key Required for changes of address or directors online	66716204	Clé de société Requise pour mettre à jour en ligne l'adresse du siège social ou l'information concernant les administrateurs
Anniversary Date Required to file annual return	06-27 (mm-dd/mm-jj)	Date anniversaire Requise pour le dépôt du rapport annuel
Annual Return Filing Period Starting in 2018	06-27 to/au 08-26 (mm-dd/mm-jj)	Période pour déposer le rapport annuel Débutant en 2018

#### Reporting Obligations

A corporation can be dissolved if it defaults in filing a document required by the CBCA. To understand the corporation's reporting obligations, consult *Keeping Your Corporation in Good Standing* (enclosed or available on our website).

#### Corporate Name

Where a name has been approved, be aware that the corporation assumes full responsibility for any risk of confusion with existing business names and trademarks (including those set out in the Nuans search report). The corporation may be required to change its name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on business. For additional information, consult *Protecting Your Corporate Name* (enclosed or available on our website).

#### Obligations de déclaration

Une société peut être dissoute si elle omet de déposer un document requis par la LCSA. Pour connaître les obligations de déclaration de la société veuillez consulter *Maintenir votre société en conformité*, ci-jointe ou disponible dans notre site Web.

#### Dénomination sociale

En dépit du fait que Corporations Canada ait approuvé la dénomination sociale, il faut savoir que la société assume toute responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le rapport de recherche Nuans). La société devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de l'autorité législative où la société mène ses activités. Pour obtenir de l'information supplémentaire, veuillez consulter le document *Protection de la dénomination sociale* ci-joint ou disponible dans notre site Web.