

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM456105

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	09/01/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Horizon Plastics International Inc.		09/01/2014	Corporation: CANADA
Soilsaver Inc.		09/01/2014	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Horizon Plastics International Inc.		
<b>Street Address:</b>	975A Elgin Street West, Suite 417		
<b>City:</b>	Cobourg, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	K9A 5J3		
<b>Entity Type:</b>	Corporation: CANADA		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1840565	SOILSAVER	
<b>Registration Number:</b>	1827486		
<b>Registration Number:</b>	1864441	RECYCLING BEGINS AT HOME	
<b>Registration Number:</b>	1228935	SOILSAVER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3128767934		
<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>	3128762837		
<b>Email:</b>	hope.karmo@dentons.com		
<b>Correspondent Name:</b>	Dentons US LLC - Tara Reedy Sliva		
<b>Address Line 1:</b>	P.O. Box #061080		
<b>Address Line 2:</b>	Wacker Drive Station, Willis Tower		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606		
<b>ATTORNEY DOCKET NUMBER:</b>	15799376.000001		
<b>NAME OF SUBMITTER:</b>	Tara Reedy Sliva		
<b>SIGNATURE:</b>	/tara reedy sliva/		

OP \$115.00 1840565

**DATE SIGNED:**

12/28/2017

**Total Attachments: 16**

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Ontario Corporation Number  
Numéro de la société en Ontario

1921144

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

SEPTEMBER 01 SEPTEMBRE, 2014

  
 Director / Directeur 17  
 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):

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

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

**975A Elgin Street West, Suite 417**

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

**Cobourg**

ONTARIO

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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 minimum and maximum  
 OU 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

**Brian Angus Read**

**975A Elgin Street West, Suite 417**  
**Cobourg, Ontario, CANADA K9A 5J3**

**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
<b>Horizon Plastics International Inc.</b>	<b>002176378</b>	<b>2014</b>	<b>01</b>	<b>09</b>
<b>Soilsaver Inc.</b>	<b>1067404</b>	<b>2014</b>	<b>01</b>	<b>09</b>

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 common shares;**

**An unlimited number of Class B common shares;**

**An unlimited number of Class C common shares;**

**An unlimited number of Class A Special shares;**

**An unlimited number of Class B Special 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 :

### **Class A Common Shares**

#### **(a) Voting Rights**

The holders of the Class A common shares shall be entitled to vote at all meetings of shareholders of the Corporation on the basis of one (1) vote per share, except meetings at which only holders of a specified class of shares (other than Class A common shares) are entitled to vote;

#### **(b) Dividends**

Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, the holders of the Class A common shares shall be entitled to receive dividends, if, 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 in such amount and payable at such times and at such place or places in Canada as the Board of Directors may from time to time determine, and subject as aforesaid, the Board of Directors may, in its sole discretion, declare and pay dividends on the Class A common shares to the exclusion of any other class or classes of shares of the Corporation;

#### **(c) Liquidation**

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among the shareholders for the purpose of winding-up its affairs, subject to the rights, privileges, restrictions and conditions attaching to any other class of special shares of the Corporation, the holders of the Class A common shares shall, together with the holders of the Class B common shares and the Class C common shares, be entitled to participate in and receive the remaining property and assets of the Corporation to be divided equally among the holders of the Class A common shares, Class B common shares and Class C common shares in an equal amount per share held, without preference or distinction as to the class of such shares held.

### **Class B Common Shares**

#### **(a) Voting Rights**

The holders of the Class B common shares shall be entitled to vote at all meetings of shareholders of the Corporation on the basis of one (1) vote per share, except meetings at which only holders of a specified class of shares (other than Class B common shares) are entitled to vote;

**(b) Dividends**

Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, the holders of the Class B common shares shall be entitled to receive dividends, if, 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 in such amount and payable at such times and at such place or places in Canada as the Board of Directors may from time to time determine, and subject as aforesaid, the Board of Directors may, in its sole discretion, declare and pay dividends on the Class B common shares to the exclusion of any other class or classes of shares of the Corporation;

**(c) Liquidation**

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among the shareholders for the purpose of winding-up its affairs, subject to the rights, privileges, restrictions and conditions attaching to any other class of special shares of the Corporation, the holders of the Class B common shares shall, together with the holders of the Class A common shares and the Class C common shares, be entitled to participate in and receive the remaining property and assets of the Corporation to be divided equally among the holders of the Class A common shares, Class B common shares and Class C common shares in an equal amount per share held, without preference or distinction as to the class of such shares held.

**Class C Common Shares****(a) Voting Rights**

The holders of the Class C common shares shall be entitled to vote at all meetings of shareholders of the Corporation on the basis of one (1) vote per share, except meetings at which only holders of a specified class of shares (other than Class C common shares) are entitled to vote;

**(b) Dividends**

Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, the holders of the Class C common shares shall be entitled to receive dividends, if, 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 in such amount and payable at such times and at such place or places in Canada as the Board of Directors may from time to time determine, and subject as aforesaid, the Board of Directors may, in its sole discretion, declare and pay dividends on the Class C common shares to the exclusion of any other class or classes of shares of the Corporation;

**(c) Liquidation**

In the event of the liquidation, dissolution or winding-up of the Corporation or other

distribution of assets or property of the Corporation among the shareholders for the purpose of winding-up its affairs, subject to the rights, privileges, restrictions and conditions attaching to any other class of special shares of the Corporation, the holders of the Class C common shares shall, together with the holders of the Class A common shares and the Class B common shares, be entitled to participate in and receive the remaining property and assets of the Corporation to be divided equally among the holders of the Class A common shares, Class B common shares and Class C common shares in an equal amount per share held, without preference or distinction as to the class of such shares held.

#### **Class A Special Shares**

##### **(a) Limitation on Issuance and Redemption Amount**

The Class A Special Shares shall only be issued for the purpose of payment by the Corporation for property purchased by it, as follows:

- (i) at the time that any Class A Special Shares are issued as consideration for the purchase of property (hereinafter called the "Property") from another person (hereinafter called the "Vendor"), the fair market value of the Property shall be determined by the Board of Directors of the Corporation. The Board of Directors shall fix an amount (the "Class A Redemption Amount") for each Class A Special Share equal to the amount determined when the aggregate fair market value of the Property as determined (after deducting the value of any other consideration given by the Corporation for the Property) is divided by the number of Class A Special Shares so authorized to be issued by the Corporation, subject to subclause (ii) hereof;
- (ii) if, notwithstanding the manner in which the Corporation and the Vendor have determined the fair market value for the Property, there shall be issued to either the Corporation or the Vendor a notice of assessment or notice of reassessment pursuant to any taxing statute, which assessment or reassessment is based upon an assumption of fact or a finding by any taxing authority that the fair market value of the Property is different from that determined in accordance with the provisions of any agreement for the purchase of the Property, or any taxing authority notifies either the Corporation or the Vendor that it intends to issue such notice of assessment or notice of reassessment, then subject to the rights of the Corporation and the Vendor, if any, to object to or appeal from such assessment or reassessment to any authority, board, or court of competent jurisdiction, the fair market value of the Property shall, for the purposes of these Articles, be deemed to be and to have always been the value of the Property as finally agreed to between such taxing authority and the Corporation or the Vendor, as the case may be, or where either the Corporation or the Vendor has objected to or appealed from any such assessment or reassessment, as finally determined by such authority, board or court. Such value, however determined, shall be substituted for the fair market value determined as contemplated by subclause (i) hereof and the Class A Redemption Amount shall be adjusted accordingly;
- (iii) the Class A Redemption Amount for the Class A Special Shares established in the foregoing manner shall be the Class A Redemption Amount applicable to all Class A Special Shares issued thereafter;
- (iv) if the fair market value and Class A Redemption Amount are adjusted as



provided in subclause (ii) after any Class A Special Shares have been purchased for cancellation, redeemed or otherwise cancelled, for purposes of determining whether the Class A Redemption Amount has been paid, the amount determined as at the time of such purchase, redemption or other cancellation shall govern, but the amount of such increase or decrease in the Class A Redemption Amount with respect to those cancelled Class A Special Shares shall be a debt owing to the holder by the Corporation or by the holder to the Corporation, as the case may be, and shall be payable forthwith after such adjustment becomes effective;

**(b) Dividends**

The holders of the Class A Special 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 monies of the Corporation properly applicable to the payment of dividends, dividends at the rate not to exceed six per cent (6%) per annum on the Class A Redemption Amount thereof. The Board of Directors shall be entitled from time to time to declare part of the said dividend for any fiscal year notwithstanding that such dividend for such fiscal year shall not be declared in full. If within four (4) months after the expiration of any fiscal year of the Corporation the Board of Directors in its discretion shall not declare the said dividend or any part thereof on the Class A Special Shares for such fiscal year, then the rights of the holders of the Class A Special Shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of the Class A Special Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided;

(c) The Board of Directors shall have the right to declare and pay or set aside for payment a dividend or dividends, from time to time, on any other special shares in accordance with the rights attaching to such special shares and on the Common Shares in any fiscal year without declaring and/or paying any dividends on the Class A Special Shares provided that no such dividend shall be paid on such other shares if such payment will result in the Corporation having insufficient assets to redeem the Class A Special Shares at their Class A Redemption Amount;

**(d) Liquidation**

In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among the shareholders for the purpose of winding-up its affairs, the holders of the Class A Special Shares shall be entitled to receive from the assets and property of the Corporation the sum equivalent to the aggregate Class A Redemption Amount of the Class A Special Shares held by them respectively together with all declared and unpaid dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any Common Shares or shares of any other class ranking junior to the Class A Special Shares. After payment to the holders of the Class A Special Shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the assets or property of the Corporation;

**(e) Purchase for Cancellation**

The Corporation may at any time or from time to time purchase for cancellation all or part of the outstanding Class A Special Shares at the lowest price at which, in the opinion of the directors, such Shares are obtainable but not exceeding the aggregate

Class A Redemption Amount thereof. Except where purchase for cancellation is made on the open market or all of the holders of the Class A Special Shares consent to the purchase, the Corporation may purchase such Shares only pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of Class A Special Shares and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the Class A Special Shares offered, the Corporation shall accept part of the Class A Special Shares offered in each tender in proportion as nearly as may be to the total number of Class A Special Shares offered in each tender (disregarding fractions);

(f) **Redemption at Option of Corporation**

The Corporation may, upon receiving the consent in writing of the holders of all the issued and outstanding Class A Special Shares or upon giving notice as hereinafter provided, redeem at any time the whole or any part of the then outstanding Class A Special Shares on payment for each share to be redeemed of the Class A Redemption Amount together with all declared and unpaid dividends thereon (the "Class A Redemption Price");

(g) In the case of redemption of the Class A Special Shares under the provisions of clause (f) hereof where the consent in writing of the holders of all issued and outstanding Class A Special Shares has not been obtained, the Corporation shall at least five (5) days before the date specified for redemption, or such greater number of days as may be required under the provisions of the Business Corporations Act (Ontario), mail to each person who at the date of mailing is a registered holder of Class A Special Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class A Special Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each shareholder at the shareholder's address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not effect the validity of such redemption. Such notice shall set out the Class A Redemption Price and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A Special Shares to be redeemed the Class A Redemption Price thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificate representing the Class A Special Shares called for redemption. If a part only of the shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified in any such notice the Class A Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class A Redemption Price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A Special Shares to deposit the aggregate Class A Redemption Price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders

thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class A Special Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is later, the Class A Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the aggregate Class A Redemption Price so deposited against presentation and surrender of the certificates held by them respectively;

**(h) Redemption at Option of Holder**

A holder of Class A Special Shares shall be entitled to require the Corporation to redeem at any time or times all or any of the Class A Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate representing the Class A Special Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class A Special Shares represented by such certificates redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "Class A Redemption Date") on which the holder desires to have the Corporation redeem such Class A Special Shares. Requests in writing shall specify a Class A Redemption Date which shall be not less than 30 days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class A Special Shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the Class A Redemption Date redeem such Class A Special Shares by paying to such registered holder the Class A Redemption Price for each such share. Such payments shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class A Special Shares shall be redeemed on the Class A Redemption Date and from and after the Class A Redemption Date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class A Special Shares in respect thereof unless payment of the Class A Redemption Price is not paid on the Class A Redemption Date, in which event the rights of the holders of the said shares shall remain unaffected;

**(i) No Impairment**

No Common Shares shall be redeemed or purchased for cancellation nor shall any payment be made as a return of capital to the holders of such shares if, after the redemption of or payment of the purchase price of such shares or any return of capital, as the case may be, the Corporation will have insufficient assets to redeem all of the Class A Special Shares at their Class A Redemption Amount, together with all declared and unpaid dividends thereon;

**(j) Voting Rights**

The holders of the Class A Special Shares shall not be entitled to receive notice of or attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting; provided, that the holders of Class A Special Shares shall be

entitled to notice of meetings of the shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

### **Class B Special Shares**

#### **(a) Limitation on Issuance and Redemption Amount**

The Class B Special Shares shall only be issued for the purpose of payment by the Corporation for property purchased by it, as follows:

- (i) at the time that any Class B Special Shares are issued as consideration for the purchase of property (hereinafter called the "Property") from another person (hereinafter called the "Vendor"), the fair market value of the Property shall be determined by the Board of Directors of the Corporation. The Board of Directors shall fix an amount (the "Class B Redemption Amount") for each Class B Special Share equal to the amount determined when the aggregate fair market value of the Property as determined (after deducting the value of any other consideration given by the Corporation for the Property) is divided by the number of Class B Special Shares so authorized to be issued by the Corporation, subject to subclause (ii) hereof;
- (ii) if, notwithstanding the manner in which the Corporation and the Vendor have determined the fair market value for the Property, there shall be issued to either the Corporation or the Vendor a notice of assessment or notice of reassessment pursuant to any taxing statute, which assessment or reassessment is based upon an assumption of fact or a finding by any taxing authority that the fair market value of the Property is different from that determined in accordance with the provisions of any agreement for the purchase of the Property, or any taxing authority notifies either the Corporation or the Vendor that it intends to issue such notice of assessment or notice of reassessment, then subject to the rights of the Corporation and the Vendor, if any, to object to or appeal from such assessment or reassessment to any authority, board, or court of competent jurisdiction, the fair market value of the Property shall, for the purposes of these Articles, be deemed to be and to have always been the value of the Property as finally agreed to between such taxing authority and the Corporation or the Vendor, as the case may be, or where either the Corporation or the Vendor has objected to or appealed from any such assessment or reassessment, as finally determined by such authority, board or court. Such value, however determined, shall be substituted for the fair market value determined as contemplated by subclause (i) hereof and the Class B Redemption Amount shall be adjusted accordingly;
- (iii) the Class B Redemption Amount for the Class B Special Shares established in the foregoing manner shall be the Class B Redemption Amount applicable to all Class B Special Shares issued thereafter;
- (iv) if the fair market value and Class B Redemption Amount are adjusted as provided in subclause (ii) after any Class B Special Shares have been purchased for cancellation, redeemed or otherwise cancelled, for purposes of determining whether the Class B Redemption Amount has been paid, the amount determined as at the time of such purchase, redemption or other cancellation shall govern, but the amount of such increase or decrease in the Class B Redemption Amount with respect to those cancelled Class B Special Shares shall be a debt owing to the holder by the Corporation or by the holder to the Corporation, as the case may be, and shall be

payable forthwith after such adjustment becomes effective;

**(b) Dividends**

The holders of the Class B Special 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 monies of the Corporation properly applicable to the payment of dividends, dividends at the rate not to exceed six per cent (6%) per annum on the Class B Redemption Amount thereof. The Board of Directors shall be entitled from time to time to declare part of the said dividend for any fiscal year notwithstanding that such dividend for such fiscal year shall not be declared in full. If within four (4) months after the expiration of any fiscal year of the Corporation the Board of Directors in its discretion shall not declare the said dividend or any part thereof on the Class B Special Shares for such fiscal year, then the rights of the holders of the Class B Special Shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of the Class B Special Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided;

**(c) The Board of Directors shall have the right to declare and pay or set aside for payment a dividend or dividends, from time to time, on any other special shares in accordance with the rights attaching to such special shares and on the Common Shares in any fiscal year without declaring and/or paying any dividends on the Class B Special Shares provided that no such dividend shall be paid on such other shares if such payment will result in the Corporation having insufficient assets to redeem the Class B Special Shares at their Class B Redemption Amount;**

**(d) Liquidation**

In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among the shareholders for the purpose of winding-up its affairs, the holders of the Class B Special Shares shall be entitled to receive from the assets and property of the Corporation the sum equivalent to the aggregate Class B Redemption Amount of the Class B Special Shares held by them respectively together with all declared and unpaid dividends thereon before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any Common Shares or shares of any other class ranking junior to the Class B Special Shares. After payment to the holders of the Class B Special Shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the assets or property of the Corporation;

**(e) Purchase for Cancellation**

The Corporation may at any time or from time to time purchase for cancellation all or part of the outstanding Class B Special Shares at the lowest price at which, in the opinion of the directors, such Shares are obtainable but not exceeding the aggregate Class B Redemption Amount thereof. Except where purchase for cancellation is made on the open market or all of the holders of the Class B Special Shares consent to the purchase, the Corporation may purchase such Shares only pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of Class B Special Shares and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part

only of the Class B Special Shares offered, the Corporation shall accept part of the Class B Special Shares offered in each tender in proportion as nearly as may be to the total number of Class B Special Shares offered in each tender (disregarding fractions);

**(f) Redemption at Option of Corporation**

The Corporation may, upon receiving the consent in writing of the holders of all the issued and outstanding Class B Special Shares or upon giving notice as hereinafter provided, redeem at any time the whole or any part of the then outstanding Class B Special Shares on payment for each share to be redeemed of the Class B Redemption Amount together with all declared and unpaid dividends thereon (the "Class B Redemption Price");

**(g)** In the case of redemption of the Class B Special Shares under the provisions of clause (f) hereof where the consent in writing of the holders of all issued and outstanding Class B Special Shares has not been obtained, the Corporation shall at least five (5) days before the date specified for redemption, or such greater number of days as may be required under the provisions of the Business Corporations Act (Ontario), mail to each person who at the date of mailing is a registered holder of Class B Special Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class B Special Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each shareholder at the shareholder's address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not effect the validity of such redemption. Such notice shall set out the Class B Redemption Price and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class B Special Shares to be redeemed the Class B Redemption Price thereof on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificate representing the Class B Special Shares called for redemption. If a part only of the shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified in any such notice the Class B Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class B Redemption Price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class B Special Shares to deposit the aggregate Class B Redemption Price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class B Special Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is later, the Class B Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights

of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the aggregate Class B Redemption Price so deposited against presentation and surrender of the certificates held by them respectively;

**(h) Redemption at Option of Holder**

A holder of Class B Special Shares shall be entitled to require the Corporation to redeem at any time or times all or any of the Class B Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate representing the Class B Special Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class B Special Shares represented by such certificates redeemed by the Corporation and (ii) the business day (in this paragraph referred to as the "Class B Redemption Date") on which the holder desires to have the Corporation redeem such Class B Special Shares. Requests in writing shall specify a Class B Redemption Date which shall be not less than 30 days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate representing the Class B Special Shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the Class B Redemption Date redeem such Class B Special Shares by paying to such registered holder the Class B Redemption Price for each such share. Such payments shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class B Special Shares shall be redeemed on the Class B Redemption Date and from and after the Class B Redemption Date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class B Special Shares in respect thereof unless payment of the Class B Redemption Price is not paid on the Class B Redemption Date, in which event the rights of the holders of the said shares shall remain unaffected;

**(i) No Impairment**

No Common Shares shall be redeemed or purchased for cancellation nor shall any payment be made as a return of capital to the holders of such shares if, after the redemption of or payment of the purchase price of such shares or any return of capital, as the case may be, the Corporation will have insufficient assets to redeem all of the Class B Special Shares at their Class B Redemption Amount, together with all declared and unpaid dividends thereon;

**(j) Voting Rights**

The holders of the Class B Special Shares shall not be entitled to receive notice of or attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting; provided, that the holders of Class A Special Shares shall be entitled to notice of meetings of the shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

**No securities of the Corporation, other than non-convertible debt securities, if any, shall be transferred without (i) the express approval of the board of directors of the Amalgamated Corporation, to be signified by a resolution duly passed at a meeting of the board of directors or by instrument or instruments in writing signed by all of the directors, or (ii) the express approval of the shareholders of the Amalgamated Corporation entitled to vote at a meeting, to be signified by a resolution duly passed at a meeting of the shareholders or by instrument or instruments in writing signed by all of the shareholders.**

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

**1. The outstanding securities, excluding non-convertible debt securities, of the Corporation may be beneficially owned, directly or indirectly, by not more than 50 persons, exclusive of employees and former employees of the Corporation or its affiliates, provided that:**

**A. each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner;**

**B. the Corporation may not distribute securities to a person unless such person purchases the securities as principal and is:**

**(a) a director, officer, employee, founder or control person of the Corporation,**

**(b) a spouse, parent, grandparent, brother, sister or child of a director, executive officer, founder or control person of the Corporation,**

continued

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) constitué(nt) l'annexe B.



- (c) a parent, grandparent, brother, sister or child of the spouse of a director, executive officer, founder or control person of the Corporation,**
  - (d) a close personal friend of a director, executive officer, founder or control person of the Corporation,**
  - (e) a close business associate of a director, executive officer, founder or control person of the Corporation,**
  - (f) a spouse, parent, grandparent, brother, sister or child of the selling security holder or of the selling security holder's spouse,**
  - (g) a security holder of the Corporation,**
  - (h) an accredited investor,**
  - (i) a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs (a) to (h),**
  - (j) a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs (a) to (h),or**
  - (k) a person that is not the public as those terms may be defined, from time to time, in National Instrument 45-106 Prospectus and Registration Exemptions.**
- 2. The Corporation has a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.**

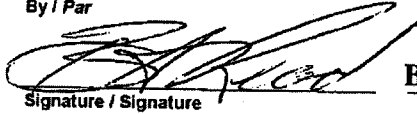
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

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.

**Horizon Plastics International Inc.**

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

**Brian Read**

Print name of signatory /  
Nom du signataire en lettres moulées

**President**

Description of Office / Fonction

**Soilsaver Inc.**

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

**Brian Angus Read**

Print name of signatory /  
Nom du signataire en lettres moulées

**President**

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

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