

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM457015

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/01/2018		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Medical Futures Inc.		12/28/2017	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Aralez Pharmaceuticals Canada Inc.		
<b>Street Address:</b>	7100 West Credit Avenue		
<b>Internal Address:</b>	Suite 101		
<b>City:</b>	Mississauga		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	L5N0E4		
<b>Entity Type:</b>	Corporation: ONTARIO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4281394	PURFEM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2158325767		
<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>	215-569-5767		
<b>Email:</b>	perry@blankrome.com		
<b>Correspondent Name:</b>	David M. Perry		
<b>Address Line 1:</b>	One Logan Square		
<b>Address Line 2:</b>	8th Floor		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103-6998		
<b>NAME OF SUBMITTER:</b>	David M. Perry		
<b>SIGNATURE:</b>	/David M. Perry/		
<b>DATE SIGNED:</b>	01/05/2018		
<b>Total Attachments: 13</b>			
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**Ontario  
CERTIFICATE**  
This is to certify that these  
articles are effective on

**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

**1986938**

**JANUARY 01 JANVIER, 2018**

*Barbara Duckitt*

(17)

Director / Directrice

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) :

A	R	A	L	E	Z		P	H	A	R	M	A	C	E	U	T	I	C	A	L	S		C	A	N	A	D	A
I	N	C	.																									

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

7100 West Credit Avenue, Suite 101

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

Mississauga

ONTARIO

L 5 N 0 E 4

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

Postal Code/Code postal

3. Number of directors is: Fixed number  OR minimum and maximum  1  11  
Nombre d'administrateurs : Nombre fixe  OU minimum et maximum

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 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
James L. Hall	7100 West Credit Avenue, Suite 101, Mississauga, Ontario, Canada L5N 0E4	Yes
Andrew I. Koven	7100 West Credit Avenue, Suite 101, Mississauga, Ontario, Canada L5N 0E4	No
Eric L. Trachtenberg	7100 West Credit Avenue, Suite 101, Mississauga, Ontario, Canada L5N 0E4	No

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

**Aralez Pharmaceuticals Canada Inc.**

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
Aralez Pharmaceuticals Canada Inc.	1946653	2017	12	28
Medical Futures Inc.	1513106	2017	12	28

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 Common Shares; and  
An unlimited number of Preferred Shares, issuable in series.

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 attached page 4A to 4B.

## PREFERENCE SHARES ISSUABLE IN SERIES

8.01 The Preference 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 Preference 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 Preference Shares 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 Preference Shares.

The whole subject to the issue by the Director appointed under the *Business Corporations Act* (Ontario) (the "Act") of a certificate of amendment in respect of articles of amendment in prescribed form to designate a series of Preference Shares.

## COMMON SHARES

8.02 The rights, privileges, restrictions and conditions attaching to the Common shares are as follows:

- (a) The holders of the Common shares shall be entitled to vote at all meetings of the shareholders of the Corporation, other than at meetings of the holders of other share classes meeting separately as a class, and at all such meetings each such holder shall have one vote for each Common share held.
- (b) Subject to the restrictions appearing in the conditions attaching to any other class of shares of the Corporation, the holders of the 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 amounts 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 dividends on the Common shares to the exclusion of any other class of shares of the Corporation.

- (c) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets or property of the Corporation amongst its shareholders for the purpose of winding up its affairs, the holders of the Common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets or property of the Corporation upon such a distribution in priority to the Common shares, be equally entitled to receive all property and assets of the Corporation properly distributable to the shareholders of the Corporation on a share for share basis.



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 transfer of shares shall be restricted and no holder of shares shall transfer any such shares without either: (i) the express sanction of the holders of more than fifty percent of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by the holders of more than fifty percent of such shares; or (ii) the express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors entitled to vote on that resolution at a meeting of directors.

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

None.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

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

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

ARALEZ PHARMACEUTICALS CANADA INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Eric L. Trachtenberg

Director

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

MEDICAL FUTURES INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Eric L. Trachtenberg

Director

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

## SCHEDULE "A"

### Statement of Director or Officer Under Subsection 178(2) of the Business Corporations Act (Ontario)

I am an Officer of Aralez Pharmaceuticals Canada Inc. ("Aralez") and an Officer of Medical Futures Inc. ("MFI"). I have conducted such examinations of the books and records of Aralez and MFI (the "Amalgamating Corporations") as are necessary to enable me to make this statement. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario). In my capacity as Officer of Aralez and Officer of MFI, I state that:

1. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is, and the corporation continuing from the amalgamation of the Amalgamating Corporations (the "Corporation") will be, able to pay its liabilities as they become due, and
  - (b) the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation.
3. No creditor of either of the Amalgamating Corporations has notified either of the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED December 28, 2017.

  
Name: James L. Hall

Title: General Manager & Director

**SCHEDULE "B-1"**

**CERTIFIED RESOLUTION OF THE DIRECTORS**

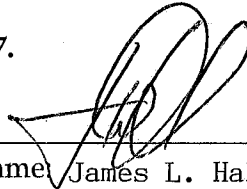
**OF**

**ARALEZ PHARMACEUTICALS CANADA INC.**

**(the "Corporation")**

In my capacity as General Manager of the Corporation, I certify that the attached resolution is a true and accurate copy of a resolution of the directors of the Corporation duly passed on December 28, 2017. The resolution is still in full force and effect, unamended as of today's date.

DATED December 28, 2017.



---

Name: James L. Hall

Title: General Manager

**TRADEMARK**

**REEL: 006244 FRAME: 0157**

**RESOLUTION OF THE DIRECTORS**  
**OF**  
**ARALEZ PHARMACEUTICALS CANADA INC.**  
**(the "Corporation")**

**RECITAL**

The Corporation has agreed to amalgamate with its wholly-owned subsidiary Medical Futures Inc. ("MFI") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

**RESOLVED THAT**

1. The Corporation is authorized to amalgamate with MFI under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of MFI shall be cancelled without any repayment of capital in respect of the shares. None of the shares of the Corporation shall be cancelled.
3. The articles of amalgamation shall be the same as the articles of the Corporation.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

SCHEDULE "B-2"

CERTIFIED RESOLUTION OF THE DIRECTORS

OF

MEDICAL FUTURES INC.

(the "Corporation")

In my capacity as General Manager of the Corporation, I certify that the attached resolution is a true and accurate copy of a resolution of the directors of the Corporation duly passed on December 28, 2017. The resolution is still in full force and effect, unamended as of today's date.

DATED December 28, 2017.



---

Name: James L. Hall

Title: General Manager

TRADEMARK

REEL: 006244 FRAME: 0159

RESOLUTION OF THE DIRECTORS

OF

MEDICAL FUTURES INC.

(the "Corporation")

RECITALS

- (a) The Corporation is a wholly-owned subsidiary of Aralez Pharmaceuticals Canada Inc. ("Aralez").
- (b) The Corporation has agreed to amalgamate with Aralez under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT

1. The Corporation is authorized to amalgamate with Aralez under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
3. The articles of amalgamation shall be the same as the articles of Aralez.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Aralez.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.