

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM516193

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	01/01/2019

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Instant Brands Inc.		01/01/2019	Corporation: CANADA
10548553 Canada Inc.		01/01/2019	Corporation: CANADA

## RECEIVING PARTY DATA

<b>Name:</b>	Instant Brands Inc.
<b>Street Address:</b>	11-300 Earl Grey Drive
<b>Internal Address:</b>	Suite 383
<b>City:</b>	Ottawa, Ontario
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	K2T 1C1
<b>Entity Type:</b>	Corporation: CANADA

## PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3887207	INSTANT POT
Serial Number:	87828078	NUTRIBOOST
Serial Number:	87247642	INSTANT POT
Serial Number:	88129403	
Serial Number:	87762187	INSTANT OVEN
Serial Number:	87451909	INSTANT POT
Serial Number:	87919840	INSTANT BLEND
Serial Number:	88129390	
Serial Number:	88202622	NUTRIBOOST

## CORRESPONDENCE DATA

Fax Number: 3128767934

*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: 3128762837

Email: angelica.pogson@dentons.com

Correspondent Name: Dentons US LLP

Address Line 1: P.O. Box #061080

TRADEMARK

**Address Line 2:** Wacker Drive Station, Willis Tower  
**Address Line 4:** Chicago, ILLINOIS 60606

**NAME OF SUBMITTER:** Tara Reedy Sliva

**SIGNATURE:** /tara reedy sliva/

**DATE SIGNED:** 03/27/2019

**Total Attachments: 9**

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## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

Instant Brands Inc.

Corporate name / Dénomination sociale

1116523-2

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.

Raymond Edwards

Director / Directeur

2019-01-01

Date of Amalgamation (YYYY-MM-DD)  
Date de fusion (AAAA-MM-JJ)



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

**1 - Corporate name of the amalgamated corporation**  
Instant Brands Inc.

**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**  
See attached Schedule 1

**4 - Restrictions, if any, on share transfers**  
See attached Schedule 2

**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**  
See attached Schedule 3

**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
10548553 Canada Inc.	1054855 -3	Jiwei Wang
Instant Brands Inc.	710806 -1	Jiwei Wang

**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 1

1. The authorized capital of the Corporation shall be:
  - a. an unlimited number of Class A Common Shares; and
  - b. 8,232,328 Class B Preferred Shares;

with the rights, privileges, restrictions and conditions attaching to each class as specified below.

### CLASS A COMMON SHARES

2. The rights, privileges, restrictions and conditions attaching to the Class A Common Shares shall be as follows:

#### Dividends

- a. Subject to any prior rights of the holders of any other class of shares ranking in priority to the Class A Common Shares in this regard, the holders of the Class A Common Shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, non-cumulative cash dividends in such amounts as may be determined by the directors of the Corporation;

#### Liquidation, Dissolution or Winding-Up

- b. In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of shares of any class of shares ranking in priority to the Class A Common Shares in this regard, out of any funds remaining for distribution after the applicable payments have been made to the holders of shares of the classes having priority, the holders of the Class A Common Shares shall be entitled to receive pro rata on a share for share basis the remaining assets of the Corporation.

#### Voting Rights

- c. Holders of Class A Common Shares shall be entitled to receive notice of and attend any meeting of the shareholders of the Corporation and shall be entitled to one (1) vote in respect of each such share held at such meetings, except a meeting of holders of a different class of shares, who are entitled to vote separately as a class at such meeting.

### CLASS B PREFERRED SHARES

3. The rights, privileges, restrictions and conditions attaching to the Class B Preferred Shares shall be as follows:

#### Dividends

- a. Subject to any prior rights of the holders of any other class of shares ranking in priority to the Class B Preferred Shares in this regard, the holders of the Class B Preferred Shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, non-cumulative cash dividends in such amounts as may be determined by the directors of the Corporation.

Liquidation, Dissolution or Winding-Up

- b. In the event of (i) the liquidation, dissolution or winding-up of the Corporation, (ii) a Sale Transaction, or (iii) other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class B Preferred Shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate Class B Preferred Share Redemption Amount (as defined below) of all of the Class B Preferred Shares held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of Class A Common Shares or shares of any other class ranking junior to the Class B Preferred Shares. After payment to the holders of the Class B Preferred Shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets of the Corporation.

"Sale Transaction" means (A.) any merger, amalgamation, reorganization, consolidation or other transaction involving the Corporation and any other corporation or other entity or person in which the persons who were the shareholders of the Corporation immediately prior to such merger, amalgamation, reorganization, consolidation or other transaction own less than fifty percent (50%) of the outstanding voting shares of the surviving or continuing entity after such merger, amalgamation, reorganization, consolidation or other transaction; (B.) the sale, exchange or transfer by the Corporation's shareholders, in a single transaction or series of related transactions, of at least a majority of the outstanding voting shares of the Corporation (other than those held by the person making the third party offer); or (C.) the sale, lease, license, abandonment, transfer or other disposition of all or substantially all the assets of the Corporation or the exclusive license of all or substantially all of the Corporation's material intellectual property and technology.

Redemption

- c. The Corporation may, subject to the requirements of the *Canada Business Corporations Act* (the "Act") upon giving notice as hereinafter provided, redeem at any time the whole, or from time to time any part, of the then outstanding Class B Preferred Shares on payment of a redemption price per share equal to 0.999999 times the fair market value immediately prior to the date the within articles of amendment were certified effective of a single Class A share of the Corporation, provided that the Corporation shall not redeem any Class B Preferred Shares unless the Board of Directors shall have declared and paid or set aside for payment with respect to all Class B Preferred Shares, out of the moneys properly applicable to the payment of dividends, a dividend in an amount per share equal to all declared and unpaid cash dividends thereon up to but not including the date of redemption, such redemption price plus such per share dividend being herein referred to together as the "Class B Preferred Share Redemption Amount". In the case of redemption of Class B Preferred Shares under the provisions hereof, the Corporation shall, unless waived in writing by the holders of all of the Class B Preferred Shares, at least 10 days before the date specified for redemption deliver or mail to each person who at the date of mailing is a registered holder of Class B Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class B Preferred Shares. Such notice shall be delivered or mailed by letter, postage prepaid, addressed to each such shareholder at his 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 or if delivered, delivered to each such shareholder at such address; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Class B Preferred Share Redemption Amount 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 to be so redeemed; provided, however,

that if a part only of the Class B Preferred Shares for the time being outstanding is to be redeemed, the shares shall be redeemed pro rata (disregarding fractions) unless otherwise agreed in writing by the holders of all of the Class B Preferred Shares. 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 Preferred Shares to be redeemed the Class B Preferred Share Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class B Preferred Shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. If less than all of the Class B Preferred Shares represented by any certificate are redeemed the holder shall be entitled to receive a new certificate for that number of Class B Preferred Shares represented by the original certificate which are not redeemed. From and after the date specified for redemption in any such notice the holders of the Class B Preferred Shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class B Preferred Share Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of 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 Preferred Shares to deposit the Class B Preferred Share Redemption Amount 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 in 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 Preferred Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class B Preferred 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 total Class B Preferred Share Redemption Amount so deposited against presentation and surrender of the said certificates held by them respectively and any interest on the amount so deposited shall be for the account of the Corporation. If any part of the total Class B Preferred Share Redemption Amount so deposited has not been paid to or to the order of the respective holders of the Class B Preferred Shares which were called for redemption within two years after the date upon which such deposit was made or the date specified for redemption in the said notice, whichever is the later, such balance remaining in the said special account shall be returned to the Corporation without prejudice to the rights of the holders of the shares being redeemed to claim the Class B Preferred Share Redemption Amount without interest from the Corporation.

#### Retraction

- d. Any holder of Class B Preferred Shares may, at any time, upon giving notice as hereinafter provided, require the Corporation to redeem at any time the whole or from time to time any part of the Class B Preferred Shares held by him by payment of the Class B Preferred Share Redemption Amount for each Class B Preferred Share to be redeemed. In the event any holder of Class B Preferred shares desires the Corporation to redeem any of his Class B Preferred Shares he shall, at least 90 days before the date specified for redemption (the "Shareholder's Redemption Date"), give written notice thereof to the Corporation, at its then Registered Office. Such notice shall set out the Shareholder's Redemption Date and if part of the Class B Preferred Shares held by such shareholder is to be redeemed, the number thereof so to be redeemed. On the Shareholder's Redemption Date, the Corporation shall, on presentation and surrender at the Registered Office of the Corporation of the certificate for his Class B Preferred

Shares called for redemption, pay to such holder the aggregate Class B Preferred Share Redemption Amount therefor. Such Class B Preferred Shares shall thereupon be and be deemed to be redeemed and shall be cancelled. If a part only of the Class B Preferred Shares represented by any certificate is redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. Should any person requiring redemption fail to present the certificate or certificates for his Class B Preferred Shares to be redeemed on the Shareholder's Redemption Date, the notice given by such person shall be null and void and the Corporation shall have no obligation to make the redemption called for in the said notice.

#### Price Adjustment

- e. In the event that any governmental taxing authority having jurisdiction shall assert by assessment, reassessment or otherwise, that the fair market value of the property, less the amount of any non-share consideration, if any, paid, assumed or delivered by the Corporation as consideration for the purchase of the said property, is an amount different than the aggregate Class B Preferred Share Redemption Amount of the Class B Preferred Shares issued as consideration for such property, or issues or proposes to issue assessments or reassessments of additional liability for taxes or any other subject by reason of asserting that the fair market value of the property, less the amount of any non-share consideration, if any, paid, assumed or delivered by the Corporation as partial consideration for such property, or that the aggregate Class B Preferred Share Redemption Amount of the Class B Preferred Shares is greater than or less than the aggregate fair market value of the property, less the amount of any non-share consideration, if any, assumed or delivered by the Corporation as partial consideration for the purchase of the said property, then the Class B Preferred Share Redemption Amount shall be increased or decreased so that the aggregate Class B Preferred Share Redemption Amount of all the Class B Preferred Shares is equal to an amount agreed to by the taxing authority, the directors of the Corporation and the beneficial owners of the Class B Preferred Shares as being equal to the aggregate fair market value of the property, less the amount of any non-share consideration, if any, paid, assumed or delivered by the Corporation as partial consideration for the purchase of the said property, or, failing such agreement, is established by a court having jurisdiction in the matter after all rights of appeal have been exhausted or all times for appeal have expired without appeals having been taken by such taxing authority or the Corporation or the holders of the Class B Preferred Shares as being equal to the aggregate fair market value of the property, less the amount of any non-share consideration, if any, paid, assumed or delivered by the Corporation as partial consideration for the purchase of the said property. In the event that there is an adjustment to the aggregate Class B Preferred Share Redemption Amount as aforesaid, such adjustment shall be made nunc pro tunc with effect to the date on which the Class B Preferred Shares were issued. In the event that all or a portion of the Class B Preferred Shares have been redeemed and the Class B Preferred Share Redemption Amount of the Class B Preferred Shares is subsequently determined, pursuant to the procedure set out herein, (i) to be less than the Class B Preferred Share Redemption Amount paid, the Corporation shall be entitled to receive from the holders of the Class B Preferred Shares so redeemed the amount of such overpayment and such overpayment shall be deemed to be and to have always been a debt owing to the Corporation by each such holder of the Class B Preferred Shares, or (ii) to be greater than the Class B Preferred Share Redemption Amount paid, the Corporation shall be required to pay forthwith to the holders of the Class B Preferred Shares so redeemed the amount of such underpayment and such underpayment shall be deemed to be and to have always been a debt owing to each such holder of the Class B Preferred Shares by the Corporation, as applicable, without interest. In the event that the Class B Preferred Share Redemption Amount is adjusted pursuant to the terms hereof, any dividends paid or payable shall be recalculated on the basis of the adjusted Class B



Preferred Share Redemption Amount from the date of the issuance of such shares and any overpayment shall be refunded or deficiencies paid, without interest.

Voting Rights

- f. The holders of the Class B Preferred Shares shall be entitled to receive notice of and attend any meeting of the shareholders of the Corporation and shall be entitled to one (1) vote in respect of each Class B Preferred Share held at such meetings, except a meeting of holders of a different class of shares who are entitled to vote separately as a class at such meeting.

Non-Impairment

- g. Except as otherwise provided herein, any one or more classes of shares of the Corporation to which the right to receive dividends is attached, shall have the right to receive dividends exclusive of the other classes of shares of the Corporation, provided that the Corporation shall not declare or pay any dividends on any other class of shares of the Corporation nor purchase any other class of shares of the Corporation if such dividend or purchase would result in the Corporation having insufficient net assets to redeem any issued and outstanding Class B Preferred Shares, or to pay the Class B Preferred Share Redemption Amount upon dissolution.
4. After giving effect to the foregoing, the authorized capital of the Corporation will be:
- a. an unlimited number of Class A Common Shares; and
  - b. an unlimited number of Class B Preferred Shares.

SCHEDULE 2

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

- (a) the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors of the Corporation; OR
- (b) the shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the shareholders who voted in respect of the resolution or signed by all shareholders entitled to vote on that resolution.

### SCHEDULE 3

- (a) The number of shareholders in the Corporation, exclusive of employees and former employees who, while employed by the Corporation were, and following the termination of that employment, continue to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered holders of one or more shares being counted as one shareholder.
- (c) If authorized by by-law which is duly made by the directors and confirmed by ordinary resolution of the shareholders, the directors of the Corporation may from time to time:
  - (i) borrow money upon the credit of the Corporation;
  - (ii) issue, reissue, sell or pledge debt obligations of the Corporation; and
  - (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired to secure any debt obligation of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

- (d) 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 general 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 general meeting of shareholders.