

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM556269

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	01/01/2020		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
McLister Enterprises Inc.		01/01/2020	Corporation:
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
Kanetix Ltd.	01/01/2020	Corporation: CANADA	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	Kanetix Ltd.		
<b>Street Address:</b>	360 Adelaide Street West		
<b>Internal Address:</b>	Suite 100		
<b>City:</b>	Toronto		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M5V 1R7		
<b>Entity Type:</b>	Limited Corporation: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4276872	RATESPY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	416-865-73		
<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>	416-865-7697		
<b>Email:</b>	jkkim@torys.com		
<b>Correspondent Name:</b>	Torys LLP		
<b>Address Line 1:</b>	79 Wellington Street West		
<b>Address Line 2:</b>	30th Floor, PO Box 270		
<b>Address Line 4:</b>	Toronto, CANADA M5K 1N2		
<b>NAME OF SUBMITTER:</b>	Julie Kim		
<b>SIGNATURE:</b>	/Julie Kim/		
<b>DATE SIGNED:</b>	01/07/2020		

OP \$40.00 4276872

**Total Attachments: 8**

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## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

Kanetix Ltd.  
Kanetix Ltee.

Corporate name / Dénomination sociale

1180804-4

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

2020-01-01

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**

Kanetix Ltd.  
Kanetix Ltee.

**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 A

**4 - Restrictions, if any, on share transfers**

See attached Schedule B

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

Minimum number

1

Maximum number

10

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

None.

**7 - Other provisions, if any**

See attached Schedule C

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

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

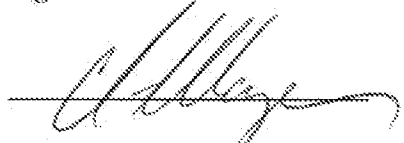
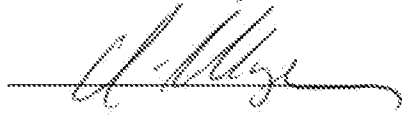

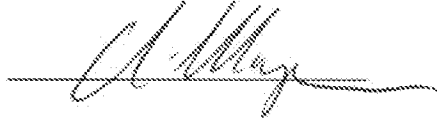
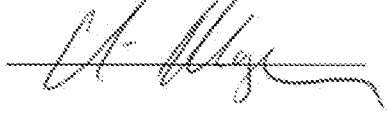
Name of the amalgamating corporations	Corporation number	Signature
SEE SCHEDULE I ATTACHED		

**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 I**  
**TO THE ARTICLES OF AMALGAMATION OF**  
**KANETIX LTD.**  
**KANETIX LTEE.**

**9 – Declaration**

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

<b>Name of the Amalgamating Corporations</b>	<b>Corporation Number</b>	<b>Signature</b>
KANETIX LTD. KANETIX LTEE.	1097266-5	
GETINSURANCEQUOTES CANADA LTD.	693683-1	
MCLISTER MEDIA INC.	806219-6	
MCLISTER ENTERPRISES INC.	629666-1	
SHOPINSURANCE CANADA INC.	1096745-9	

## SCHEDULE A

### AUTHORIZED CAPITAL

The Corporation is authorized to issue an unlimited number of Class A-1 shares and an unlimited number of Class A-2 shares. The rights, privileges, restrictions and conditions attaching to each class of shares are as follows:

#### 1. CLASS A-1 SHARES

The rights, privileges, restrictions and conditions attaching to the Class A-1 Shares of the Corporation (the “**Class A-1 Shares**”) are as follows.

##### 1.1 Dividends

The holders of the Class A-1 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 in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Class A-1 Shares, the board of directors may in its sole discretion declare dividends on the Class A-1 Shares to the exclusion of any other class of shares of the Corporation.

##### 1.2 Participation upon Liquidation, Dissolution or Winding Up

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A-1 Shares shall, subject to the rights of the holders of the Class A-2 Shares and any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Class A-1 Shares, be entitled to receive the remaining property and assets of the Corporation. Such distribution shall be made in equal amounts per share on all the Class A-1 Shares at the time outstanding without preference or distinction.

##### 1.3 Voting Rights

The holders of the Class A-1 Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall be entitled to one vote at all such meetings for each Class A-1 Share in respect of all matters to be voted on by the shareholders of the Corporation other than the election or removal of directors of the Corporation. In respect of the election or removal of directors of the Corporation, the holders of the Class A-1 Shares shall not be entitled to vote.

##### 1.4 Restrictions on Subdivision, Consolidation, Distributions and Amendments

None of the Class A-1 Shares shall be subdivided, consolidated, reclassified or otherwise changed unless, contemporaneously therewith, the Class A-2 Shares are subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner.

## 2. CLASS A-2 SHARES

The rights, privileges, restrictions and conditions attaching to the Class A-2 Shares of the Corporation (the “**Class A-2 Shares**”) are as follows.

### 2.1 Dividends

The holders of the Class A-2 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 in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Class A-2 Shares, the board of directors may in its sole discretion declare dividends on the Class A-2 Shares to the exclusion of any other class of shares of the Corporation.

### 2.2 Participation upon Liquidation, Dissolution or Winding Up

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A-2 Shares shall be entitled to receive the sum of C\$1.00 per share, plus the amount of any accrued but unpaid dividends, in priority to any payment to the holders of the Class A-1 Shares and any other shares of the Corporation which, by their terms, rank junior to the Class A-2 Shares but subject to the rights of the holders of any class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Class A-2 Shares. Upon receipt of such amount, the holders of the Class A-2 Shares shall not be entitled to be paid any additional amount out of the property or assets of the Corporation.

### 2.3 Voting Rights

The holders of Class A-2 Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall be entitled to one vote for each Class A-2 Share held in respect only of the election or removal of directors of the Corporation. In respect of all matters other than the election or removal of directors of the Corporation, the holders of the Class A-2 Shares shall have no right to vote.

### 2.4 Restrictions on Subdivision, Consolidation, Distributions and Amendments

None of the Class A-2 Shares shall be subdivided, consolidated, reclassified or otherwise changed unless, contemporaneously therewith, the Class A-1 Shares are subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner.

## **SCHEDULE B**

### **RESTRICTIONS ON TRANSFER**

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

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors;
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than holders of shares who are entitled to vote separately as a class) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares; or
- (c) compliance with the restrictions contained in any shareholders' agreement if the transfer of such shares is restricted by a shareholders' agreement.



## SCHEDULE C

### OTHER PROVISIONS

1. The transfer of securities (other than non-convertible debt securities) of the Corporation shall be restricted in that no securityholder shall be entitled to transfer any such security or securities without either:
  - (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors;
  - (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than holders of shares who are entitled to vote separately as a class) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares; or
  - (c) compliance with the restrictions contained in any shareholders' agreement if the transfer of such shares is restricted by a shareholders' agreement.
2. The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the 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.



**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

Kanetix Ltd.  
Kanetix Ltee.

2 Address of registered office  
Adresse du siège social

360 Adelaide Street West, Suite 100  
Toronto ON M5V 1R7

3 Additional address  
Autre adresse

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

		Resident Canadian Résident Canadien
Muhammad Umair Suria	360 Adelaide Street West, Suite 100, Toronto ON M5V 1R7, Canada	Yes / Oui
Igal Mayer	360 Adelaide Street West, Suite 100, Toronto ON M5V 1R7, Canada	Yes / Oui

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  
Igal Mayer

Igal Mayer  
416-599-9779

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.