

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM641209

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Amalgamation		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AV CANNABIS INC.		04/01/2021	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TWEED INC.		
<b>Street Address:</b>	1 Heshey Drive		
<b>City:</b>	Smith Falls, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	K7A0A8		
<b>Entity Type:</b>	Corporation: CANADA		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	90463658	ACE VALLEY	
<b>Serial Number:</b>	90463662	V	
<b>Serial Number:</b>	90461380	ACE VALLEY	
<b>Serial Number:</b>	90461382	ACE VALLEY	
<b>Serial Number:</b>	90461389	V	
<b>Serial Number:</b>	90461387	V	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2124920274		
<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>	212 373 3274		
<b>Email:</b>	sclose@paulweiss.com, mmcguire@paulweiss.com, cmannino@paulweiss.com		
<b>Correspondent Name:</b>	Sarah K. Close		
<b>Address Line 1:</b>	1285 Avenue of the Americas		
<b>Address Line 2:</b>	Paul Weiss Rifkind Wharton & Garrison LLP		
<b>Address Line 4:</b>	New York, NEW YORK 10019-6064		
<b>ATTORNEY DOCKET NUMBER:</b>	023293-001		
<b>NAME OF SUBMITTER:</b>	Sarah K. Close		
<b>SIGNATURE:</b>	/Sarah Close/		

CH \$165.00 90463658

<b>DATE SIGNED:</b>	04/22/2021
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**Total Attachments: 11**

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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

TWEED 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
TWEED INC.	5047344	2021	04	01
AV CANNABIS INC.	5040876	2021	04	01

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 :

The authorized capital of the Corporation shall consist of an unlimited number of common 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 :

The common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Voting

Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one (1) vote in respect of each common share held by such holder.

2. Dividends

The holders of common shares shall be entitled to receive dividends if and when declared by the board of directors.

3. Liquidation

In the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of common shares shall be entitled to receive the remaining property or assets of the Corporation.

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, shall be transferred without either:

- (i) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by a resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors; or
- (ii) the approval of the holders of shares of the Corporation carrying at least a majority of the votes entitled to be cast at a meeting of shareholders, 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.

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

Without in any way restricting the powers conferred upon the Corporation or its board of directors by the Business Corporations Act (Ontario) (the "OBCA"), as now enacted or as the same may from time to time be amended, re-enacted or replaced, the board of directors may from time to time, without authorization of the shareholders, in such amounts and on such terms as it deems expedient:

- (i) borrow money upon the credit of the Corporation;
- (ii) issue, re-issue, sell or pledge debt obligations of the Corporation;
- (iii) subject to the provisions of the OBCA, as now enacted or as the same may from time to time be amended, re-enacted or replaced, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

The board of directors may from time to time delegate to a director, a committee of directors or an officer of the Corporation any or all of the powers conferred on the board as set out above, to such extent and in such manner as the board shall determine at the time of such delegation.

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.

TWEED INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

PHIL SHAER

Print name of signatory /  
Nom du signataire en lettres moulées

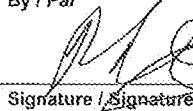
DIRECTOR

Description of Office / Fonction

AV CANNABIS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

PHIL SHAER

Print name of signatory /  
Nom du signataire en lettres moulées

DIRECTOR

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  
PURSUANT TO SUBSECTION 178(2) OF  
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Phil Shaer, of the Town of Smiths Falls, in the Province of Ontario, hereby certify and state, in my capacity as a director and officer and not in my personal capacity, as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).

2. I am an officer and/or director of each of Tweed Inc. and AV Cannabis Inc. (the "Amalgamating Corporations") and as such have knowledge of each of their affairs.

3. I have conducted such examinations of the books and records of each of the Amalgamating Corporations as are necessary to enable me to make the statements hereinafter set forth.

4. There are reasonable grounds for believing that:

- (i) each of the Amalgamating Corporations is, and the corporation to be formed by the amalgamation will be, able to pay its liabilities as they become due, and
- (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.

5. There are reasonable grounds for believing that no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made this 1st day of April, 2021.

  
\_\_\_\_\_  
Phil Shaer

SCHEDULE "B-1"

RESOLUTIONS OF THE SOLE DIRECTOR  
OF  
AV CANNABIS INC.  
(the "Corporation")

AMALGAMATION OF THE CORPORATION AND TWEED INC.

WHEREAS the Corporation is a wholly-owned subsidiary of Tweed Inc. ("Tweed");

AND WHEREAS the Corporation desires to amalgamate with Tweed to continue as one corporation;


NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation be and it is hereby authorized to amalgamate with Tweed under the provisions of Section 177(1) of the *Business Corporations Act* (Ontario), and to continue as one corporation under the name "Tweed Inc." (the "Amalgamated Corporation").
2. The articles of amalgamation shall be the same as the articles of Tweed, except as prescribed.
3. The shares of the Corporation shall be cancelled without repayment of capital in respect thereof.
4. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Tweed.
5. No security 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 be and is hereby authorized to take all such actions and to do all such further acts and things and give such further assurances as he, in his sole discretion, considers necessary, desirable or useful to give effect to the foregoing.

[SIGNATURE PAGE FOLLOWS]

The undersigned, being the sole director of the Corporation, by his signature hereby consents to the foregoing resolutions under the provisions of the *Business Corporations Act* (Ontario).

DATED as of the 1st day of April, 2021.

  
\_\_\_\_\_  
Phil Shaer

SCHEDULE "B-2"

RESOLUTIONS OF THE DIRECTORS  
OF  
TWEED INC.  
(the "Corporation")

AMALGAMATION OF THE CORPORATION AND AV CANNABIS INC.

WHEREAS the Corporation is the holder of all the issued and outstanding shares in the capital of AV Cannabis Inc. ("Ace Valley");

AND WHEREAS the Corporation desires to amalgamate with Ace Valley to continue as one corporation;

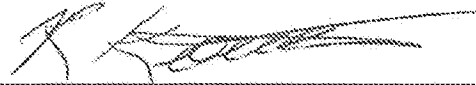
NOW THEREFORE BE IT RESOLVED THAT:

1. The Corporation be and it is hereby authorized to amalgamate with Ace Valley, its wholly-owned subsidiary, under the provisions of Section 177(1) of the *Business Corporations Act* (Ontario), and to continue as one corporation under the name "Tweed Inc." (the "Amalgamated Corporation").
2. The articles of amalgamation shall be the same as the articles of the Corporation, except as prescribed.
3. The issued and outstanding shares of Ace Valley shall be cancelled without any repayment of capital in respect thereof.
4. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation.
5. No security 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 be and is hereby authorized to take all such actions and to do all such further acts and things and give such further assurances as he, in his sole discretion, considers necessary, desirable or useful to give effect to the foregoing.
7. These resolutions may be signed in counterpart and such counterparts (including any delivered by electronic transmission) shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

The undersigned, being all of the directors of the Corporation, by their signatures hereby consent to the foregoing resolutions under the provisions of the *Business Corporations Act* (Ontario).

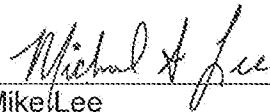
DATED as of the 1 day of April, 2021.



Rade Kovacevic



Phil Shaer



Mike Lee