

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM690319

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	08/27/2021
<b>SEQUENCE:</b>	3

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fundamental Holdings Inc.		08/27/2021	Corporation: CANADA
2853936 Ontario Inc.		08/27/2021	Corporation: CANADA

## RECEIVING PARTY DATA

<b>Name:</b>	Skynet Canada Holdings Corp.
<b>Street Address:</b>	4026 Meadowbrook Drive
<b>Internal Address:</b>	Unit 143
<b>City:</b>	London, Ontario
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	N6L 1C9
<b>Entity Type:</b>	Corporation: CANADA

## PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
<b>Registration Number:</b>	5734462	JMP SOLUTIONS
<b>Registration Number:</b>	4595113	JMP ENGINEERING

## CORRESPONDENCE DATA

## Fax Number:

*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:** 515-242-8923  
**Email:** tdeutmeyer@fredlaw.com  
**Correspondent Name:** Tracy L. Deutmeyer  
**Address Line 1:** 111 East Grand Avenue, Suite 301  
**Address Line 4:** DES MOINES, IOWA 50309

## DOMESTIC REPRESENTATIVE

**Name:** Tracy L. Deutmeyer  
**Address Line 1:** 111 East Grand Avenue  
**Address Line 2:** Suite 301

OP \$65.00 5734462

<b>Address Line 4:</b> Des Moines, IOWA 50309	
<b>NAME OF SUBMITTER:</b>	Tracy L. Deutmeyer
<b>SIGNATURE:</b>	/Tracy L. Deutmeyer/
<b>DATE SIGNED:</b>	11/24/2021
<b>Total Attachments: 11</b> source=Exhibit D#page1.tif source=Exhibit D#page2.tif source=Exhibit D#page3.tif source=Exhibit D#page4.tif source=Exhibit D#page5.tif source=Exhibit D#page6.tif source=Exhibit D#page7.tif source=Exhibit D#page8.tif source=Exhibit D#page9.tif source=Exhibit D#page10.tif source=Exhibit D#page11.tif	



**Ontario  
CERTIFICATE**  
This is to certify that these  
articles are effective on

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

**5054212**

**AUGUST 27 AOÛT, 2021**

*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) :

S	K	Y	N	E	T		C	A	N	A	D	A		H	O	L	D	I	N	G	S		C	O	R	P	.		

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

199 Bay Street, 5300 Commerce Court West

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

Toronto

ONTARIO

M 5 L 1 B 9

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  10  
Nombre d'administrateurs : Nombre fixe  OU minimum et maximum  1  10

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
Alexander Rose	590 Madison Avenue, 42nd Floor New York, New York 10022	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

2853936 Ontario 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
2853936 Ontario Inc.	2853936	2021	08	27
Fundamental Holdings Inc.	5054211	2021	08	27

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.

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 :

Not applicable.

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 :

Shares of the Corporation may not be transferred unless:

(a) in any case where there is a unanimous shareholders' agreement that is in effect and that contains restrictions on the transfer of shares of the Corporation, such restrictions on transfer are complied with; or

(b) if Section 8(a) is not applicable, the restrictions on the transfer of securities of the Corporation contained in section 9 of these Articles (entitled "Other provisions, if any") are complied with.

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

Securities of the Corporation, other than non-convertible debt securities, may not be transferred unless:

(a) (i) the consent of the directors of the Corporation is obtained; or (ii) the consent of shareholders holding more than 50% of the shares entitled to vote at such time is obtained;

(b) in the case of securities, other than shares, which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions on transfer are complied with.

The consent of the directors or the shareholders for the purposes of this section is evidenced by a resolution of the directors or shareholders, as the case may be, or by an instrument or instruments in writing signed by all of the directors, or shareholders holding more than 50% of the shares entitled to vote at such time, as the case may be.

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.

2853936 ONTARIO INC.

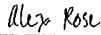
Names of Corporations / Dénomination sociale des sociétés

By / Par

ALEXANDER ROSE

DIRECTOR

DocuSigned by:



Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

FUNDAMENTAL HOLDINGS INC.

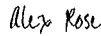
Names of Corporations / Dénomination sociale des sociétés

By / Par

ALEXANDER ROSE

DIRECTOR

DocuSigned by:



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 the director of 2853936 Ontario Inc. and the director of Fundamental Holdings Inc. I have conducted such examinations of the books and records of 2853936 Ontario Inc. and Fundamental Holdings Inc. (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) (the "**Act**"). In my capacity as the director of each of the Amalgamating Corporations, 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 August 27, 2021.

DocuSigned by:

*Alex Rose*

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**Alexander Rose**

**Director**

SCHEDULE B-1

RESOLUTION OF THE DIRECTORS

OF

2853936 ONTARIO INC.

(the "Corporation")

RECITAL

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

RESOLVED THAT

1. The Corporation is authorized to amalgamate with Fundamental Holdings 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 Fundamental Holdings 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, except the name shall be Skynet Canada Holdings Corp.
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.

*[Remainder of page left intentionally blank.]*

Pursuant to subsection 129(1) of the *Business Corporations Act* (Ontario), the directors of the Corporation sign this resolution on August 27, 2021.

DocuSigned by:  
  
00A5BAA2318E486...  
**Ross A. Oliver**

DocuSigned by:  
  
03EAB55081E14BF...  
**Alexander Rose**

SCHEDULE B-2

RESOLUTION OF THE DIRECTOR  
OF  
FUNDAMENTAL HOLDINGS INC.  
(the "Corporation")

RECITALS

- (a) The Corporation is a wholly-owned subsidiary of 2853936 Ontario Inc. ("2853936").
- (b) The Corporation has agreed to amalgamate with 2853936 under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT

1. The Corporation is authorized to amalgamate with 2853936 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 2853936, except the name shall be Skynet Canada Holdings Corp.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of 2853936.
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.

*[Remainder of page left intentionally blank.]*

Pursuant to subsection 129(1) of the *Business Corporations Act* (Ontario), the sole director of the Corporation signs this resolution on August 27, 2021.

DocuSigned by:  
  
\_\_\_\_\_  
ALEXANDER ROSE  
**Alexander Rose**