

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM742553

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/01/2022		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
KEY MEDIA CANADA (LAW) LTD.		05/31/2022	Corporation: CANADA
KEY MEDIA CANADA (HR) LTD.		05/31/2022	Corporation: CANADA
KEY MEDIA CANADA (WEALTH) LTD.		05/31/2022	Corporation: CANADA
KEY MEDIA CANADA (INSURANCE) LTD.		05/31/2022	Corporation: CANADA
KEY MEDIA CANADA (MORTGAGE) LTD.		05/31/2022	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	KEY MEDIA CANADA (LAW) LTD.		
Street Address:	317 Adelaide Street West		
Internal Address:	Suite 910		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5V 1P9		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2066409	LEXPERT	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Phone:	312-554-8000		
Email:	jsj@pattishall.com		
Correspondent Name:	Jonathan S. Jennings		
Address Line 1:	200 S. Wacker Drive		
Address Line 2:	Suite 2900		
Address Line 4:	Chicago, ILLINOIS 60606		

CH \$40.00 2066409

DOMESTIC REPRESENTATIVE

Name: Jonathan S. Jennings
Address Line 1: 200 S. Wacker Drive
Address Line 2: Suite 2900
Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER: Jonathan S. Jennings

SIGNATURE: /Jonathan S. Jennings/

DATE SIGNED: 07/20/2022

Total Attachments: 16

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Certificate of Amalgamation

Certificat de fusion

Business Corporations Act

Loi sur les sociétés par actions

KEY MEDIA CANADA (LAW) LTD.

Corporation Name / Dénomination sociale

1000220320

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

June 01, 2022 / 01 juin 2022

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amalgamation is not complete
without the Articles of Amalgamation

Certified a true copy of the record of the
Ministry of Government and Consumer Services.

V. Quintanilla W.

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne
contient pas les statuts de fusion

Copie certifiée conforme du dossier du
ministère des Services gouvernementaux et des
Services aux consommateurs.

V. Quintanilla W.

Directeur ou registrateur

TRADEMARK
REEL: 007796 FRAME: 0020



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name
KEY MEDIA CANADA (LAW) LTD.

2. Registered Office Address
317 Adelaide Street West, 910, Toronto, Ontario, Canada, M5V 1P9

3. Number of Directors
Minimum/Maximum Min 1 / Max 10

4. The director(s) is/are:
Full Name Timothy Patrick DUCE
Resident Canadian No
Address for Service 317 Adelaide Street West, 910, Toronto, Ontario, Canada, M5V 1P9

Full Name Michael Stephen Owen SHIPLEY
Resident Canadian No
Address for Service 317 Adelaide Street West, 910, Toronto, Ontario, Canada, M5V 1P9

5. Method of Amalgamation

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

V. Quintanilla W.
Director/Registrar, Ministry of Government and Consumer Services

B. Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries.

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.

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
KEY MEDIA CANADA (LAW) LTD.	2792140	May 31, 2022
KEY MEDIA CANADA (HR) LTD.	2792121	May 31, 2022
KEY MEDIA CANADA (WEALTH) LTD.	2792127	May 31, 2022
KEY MEDIA CANADA (INSURANCE) LTD.	2792123	May 31, 2022
KEY MEDIA CANADA (MORTGAGE) LTD.	2792125	May 31, 2022

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:

The Corporation is authorized to issue 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. If there is only one class of shares, enter "Not Applicable":

The rights, privileges, restrictions and conditions attaching to the common shares are as follows: (a) Dividends. 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 amount and in such form and payable at such time(s) as the Board of Directors may from time to time determine, in their sole and unfettered discretion. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the common shares, the Board of Directors may in their sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation. (b) Participation upon Dissolution, Liquidation or Winding-Up. In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the rights of the holders of any class of shares ranking senior to the common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding up, the holders of the common shares shall be entitled to share rateably share for share and without preference or distinction in any distribution of the remaining assets of the Corporation. (c) Voting Rights. The holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each common share held at all meetings of the shareholders of the Corporation.

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

V. Quintanilla W.

Director/Registrar, Ministry of Government and Consumer Services

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

No shares may be transferred without either: (a) the approval of the directors of the Corporation expressed by a resolution passed by the board of directors of the Corporation at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors, or (b) the approval of the holders of a majority of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of a majority of such shares.

10. Other provisions:

No securities other than non-convertible debt securities, may be transferred without either: (a) the approval of the directors of the Corporation expressed by a resolution passed by the board of directors of the Corporation at a meeting of the directors or by an instrument or instruments in writing signed by all of the directors, or (b) the approval of the holders of a majority of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of a majority of such shares.

The articles have been properly executed by the required person(s).

Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

V. Quintanilla W.

Director/Registrar, Ministry of Government and Consumer Services

Supporting Document - Schedule "B"

The directors' resolutions of each amalgamating corporation as required under section 177 of the Business Corporations Act

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

V. Quintanilla W.

Director/Registrar, Ministry of Government and Consumer Services

SCHEDULE A-1
STATEMENT OF DIRECTOR OR OFFICER
OF
KEY MEDIA CANADA (LAW) LTD.
(the “Corporation”)

1. I, Timothy P. Duce, am the President of the Corporation, one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.
2. The Corporation desires to amalgamate with Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. and continue as one corporation under the name Key Media Canada (Law) Ltd. (the “**Amalgamated Corporation**”).
3. I hereby state that there are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

DATED as of the 31st day of May, 2022.

DocuSigned by:



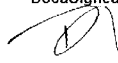
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Timothy P. Duce

SCHEDULE A-2
STATEMENT OF DIRECTOR OR OFFICER
OF
KEY MEDIA CANADA (HR) LTD.
(the “Corporation”)

1. I, Timothy P. Duce, am the President of the Corporation, one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.
2. The Corporation desires to amalgamate with Key Media Canada (Law) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. and continue as one corporation under the name Key Media Canada (Law) Ltd. (the “**Amalgamated Corporation**”).
3. I hereby state that there are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

DATED as of the 31st day of May, 2022.

DocuSigned by:

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Timothy P. Duce

SCHEDULE A-3
STATEMENT OF DIRECTOR OR OFFICER
OF
KEY MEDIA CANADA (WEALTH) LTD.
(the “Corporation”)

1. I, Timothy P. Duce, am the President of the Corporation, one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.
2. The Corporation desires to amalgamate with Key Media Canada (HR) Ltd., Key Media Canada (Law) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. and continue as one corporation under the name Key Media Canada (Law) Ltd. (the “**Amalgamated Corporation**”).
3. I hereby state that there are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

DATED as of the 31st day of May, 2022.

DocuSigned by:



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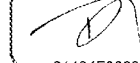
Timothy P. Duce

SCHEDULE A-4
STATEMENT OF DIRECTOR OR OFFICER
OF
KEY MEDIA CANADA (INSURANCE) LTD.
(the “Corporation”)

1. I, Timothy P. Duce, am the President of the Corporation, one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.
2. The Corporation desires to amalgamate with Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Law) Ltd. and Key Media Canada (Mortgage) Ltd. and continue as one corporation under the name Key Media Canada (Law) Ltd. (the “**Amalgamated Corporation**”).
3. I hereby state that there are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

DATED as of the 31st day of May, 2022.

DocuSigned by:



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Timothy P. Duce

SCHEDULE A-5
STATEMENT OF DIRECTOR OR OFFICER
OF
KEY MEDIA CANADA (MORTGAGE) LTD.
(the “Corporation”)

1. I, Timothy P. Duce, am the President of the Corporation, one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.
2. The Corporation desires to amalgamate with Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Law) Ltd. and continue as one corporation under the name Key Media Canada (Law) Ltd. (the “**Amalgamated Corporation**”).
3. I hereby state that there are reasonable grounds for believing that:
 - (a) each amalgamating corporation is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation’s assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

DATED as of the 31st day of May, 2022.

DocuSigned by:



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Timothy P. Duce

SCHEDULE B-1

**RESOLUTION OF THE DIRECTORS
OF
KEY MEDIA CANADA (LAW) LTD.
(the "Corporation")**

Amalgamation with Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd.

WHEREAS the Corporation, Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. are wholly-owned subsidiaries of the same holding body corporate and it is desirable that the Corporation and each of Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. amalgamate pursuant to subsection 177(2) of the Business Corporations Act (Ontario) (the "Act").

RESOLVED THAT:


1. the amalgamation of the Corporation, Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. under the Act, pursuant to subsection 177(2) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd., including all shares thereof which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof, and the stated capital of each of Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. shall be added to the stated capital of the Corporation;
3. the articles of amalgamation and by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
4. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation; and
5. this resolution may be executed in counterpart and, to the extent delivered by means of an attachment to an electronic mail in portable document format (pdf), or executed and/or delivered by electronic means, shall be treated in all manner and respects as an original valid resolution with the same effect as if it were the original signed version thereof delivered in person.

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the Business Corporations Act (Ontario) as of the 31st day of May, 2022.

DocuSigned by:

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Michael Shipley

DocuSigned by:

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Timothy P. Duce

SCHEDULE B-2

RESOLUTION OF THE DIRECTORS

OF

KEY MEDIA CANADA (HR) LTD.
(the "Corporation")

Amalgamation with Key Media Canada (Law) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd.

WHEREAS the Corporation, Key Media Canada (Law) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. are wholly-owned subsidiaries of the same holding body corporate and it is desirable that the Corporation and each of Key Media Canada (Law) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. amalgamate pursuant to subsection 177(2) of the Business Corporations Act (Ontario) (the "Act").


RESOLVED THAT:

1. the amalgamation of the Corporation, Key Media Canada (Law) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. under the Act, pursuant to subsection 177(2) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof, and the stated capital of the Corporation shall be added to the stated capital of the Key Media Canada (Law) Ltd.;
3. the articles of amalgamation and by-laws of the amalgamated corporation shall be the same as the articles and by-laws of Key Media Canada (Law) Ltd.;
4. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation; and
5. this resolution may be executed in counterpart and, to the extent delivered by means of an attachment to an electronic mail in portable document format (pdf), or executed and/or delivered by electronic means, shall be treated in all manner and respects as an original valid resolution with the same effect as if it were the original signed version thereof delivered in person.

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the Business Corporations Act (Ontario) as of the 31st day of May, 2022.

DocuSigned by:

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Michael Shipley

DocuSigned by:

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Timothy P. Duce

SCHEDULE B-3

RESOLUTION OF THE DIRECTORS

OF

**KEY MEDIA CANADA (WEALTH) LTD.
(the "Corporation")**

Amalgamation with Key Media Canada (HR) Ltd., Key Media Canada (Law) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd.

WHEREAS the Corporation, Key Media Canada (HR) Ltd., Key Media Canada (Law) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. are wholly-owned subsidiaries of the same holding body corporate and it is desirable that the Corporation and each of Key Media Canada (HR) Ltd., Key Media Canada (Law) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. amalgamate pursuant to subsection 177(2) of the Business Corporations Act (Ontario) (the "Act").

RESOLVED THAT:

1. the amalgamation of the Corporation, Key Media Canada (HR) Ltd., Key Media Canada (Law) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Mortgage) Ltd. under the Act, pursuant to subsection 177(2) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof, and the stated capital of the Corporation shall be added to the stated capital of Key Media Canada (Law) Ltd.;
3. the articles of amalgamation and by-laws of the amalgamated corporation shall be the same as the articles and by-laws of Key Media Canada (Law) Ltd.;
4. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation; and
5. this resolution may be executed in counterpart and, to the extent delivered by means of an attachment to an electronic mail in portable document format (pdf), or executed and/or delivered by electronic means, shall be treated in all manner and respects as an original valid resolution with the same effect as if it were the original signed version thereof delivered in person.

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the Business Corporations Act (Ontario) as of the 31st day of May, 2022.

DocuSigned by:

8EA05C705F5D4B0...
Michael Shipley

DocuSigned by:

91494F0003FC491...
Timothy P. Duce

SCHEDULE B-4

RESOLUTION OF THE DIRECTORS

OF

**KEY MEDIA CANADA (INSURANCE) LTD.
(the "Corporation")**

Amalgamation with Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Law) Ltd. and Key Media Canada (Mortgage) Ltd.

WHEREAS the Corporation, Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Law) Ltd. and Key Media Canada (Mortgage) Ltd. are wholly-owned subsidiaries of the same holding body corporate and it is desirable that the Corporation and each of Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Law) Ltd. and Key Media Canada (Mortgage) Ltd. amalgamate pursuant to subsection 177(2) of the Business Corporations Act (Ontario) (the "Act").

RESOLVED THAT:

1. the amalgamation of the Corporation, Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Law) Ltd. and Key Media Canada (Mortgage) Ltd. under the Act, pursuant to subsection 177(2) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof, and the stated capital of the Corporation shall be added to the stated capital of Key Media Canada (Law) Ltd.;
3. the articles of amalgamation and by-laws of the amalgamated corporation shall be the same as the articles and by-laws of Key Media Canada (Law) Ltd.;
4. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation; and
5. this resolution may be executed in counterpart and, to the extent delivered by means of an attachment to an electronic mail in portable document format (pdf), or executed and/or delivered by electronic means, shall be treated in all manner and respects as an original valid resolution with the same effect as if it were the original signed version thereof delivered in person.

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the Business Corporations Act (Ontario) as of the 31st day of May, 2022.

DocuSigned by:

Mike Shipley

8E405C785F5D4B0

Michael Shipley

DocuSigned by:

Timothy P. Duce

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Timothy P. Duce

TRADEMARK

REEL: 007796 FRAME: 0034

SCHEDULE B-5

RESOLUTION OF THE DIRECTORS

OF

**KEY MEDIA CANADA (MORTGAGE) LTD.
(the "Corporation")**

Amalgamation with Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Law) Ltd.

WHEREAS the Corporation, Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Law) Ltd. are wholly-owned subsidiaries of the same holding body corporate and it is desirable that the Corporation and each of Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Law) Ltd. amalgamate pursuant to subsection 177(2) of the Business Corporations Act (Ontario) (the "Act").


RESOLVED THAT:

1. the amalgamation of the Corporation, Key Media Canada (HR) Ltd., Key Media Canada (Wealth) Ltd., Key Media Canada (Insurance) Ltd. and Key Media Canada (Law) Ltd. under the Act, pursuant to subsection 177(2) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof, and the stated capital of the Corporation shall be added to the stated capital of Key Media Canada (Law) Ltd.;
3. the articles of amalgamation and by-laws of the amalgamated corporation shall be the same as the articles and by-laws of Key Media Canada (Law) Ltd.;
4. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation; and
5. this resolution may be executed in counterpart and, to the extent delivered by means of an attachment to an electronic mail in portable document format (pdf), or executed and/or delivered by electronic means, shall be treated in all manner and respects as an original valid resolution with the same effect as if it were the original signed version thereof delivered in person.

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the Business Corporations Act (Ontario) as of the 31st day of May, 2022.

DocuSigned by:

8EA05C786F5D4B0
Michael Shipley

DocuSigned by:

01404F8662FC481
Timothy P. Duce