

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the Spelling Correction of Company previously recorded on Reel 005110 Frame 0568. Assignor(s) hereby confirms the Pressly.

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Nulayer Inc.		01/01/2013	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Pressly Inc.
Street Address:	72 Fraser Avenue
Internal Address:	Suite 201
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M6K3J7
Entity Type:	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	85587086	PRESSLY

**CORRESPONDENCE DATA**

Fax Number:

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Email: kpeterson@mabr.com

Correspondent Name: Tracey Harrach

Address Line 1: 1389 Center Drive, Suite 300

Address Line 4: Park City, UTAH 84098

<b>ATTORNEY DOCKET NUMBER:</b>	H1497.80684US01
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**DOMESTIC REPRESENTATIVE**

Name:

Address Line 1:

OP \$40.00 85587086

Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER:

Tracey Harrach

Signature:

/Tracey Harrach/

Date:

09/19/2013

**Total Attachments: 25**

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## TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Articles of Amalgamation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nulayer Inc.		01/01/2013	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Pressley Inc.		
Street Address:	72 Frasier Avenue		
Internal Address:	Suite 201		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M6K3J7		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85587086	PRESSLY	
CORRESPONDENCE DATA			
Fax Number:	4352521361		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	4352521630		
Email:	docket@mabr.com		
Correspondent Name:	Tracey Harrach		
Address Line 1:	1389 Center Drive, Suite 300		
Address Line 4:	Park City, UTAH 84098		
ATTORNEY DOCKET NUMBER:	H1497.80684US01		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			

OP \$40.00 85587086

Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER:

Tracey Harrach

Signature:

/Tracey Harrach/

Date:

09/12/2013

**Total Attachments: 25**

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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

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
<b>Pressly Inc.</b>	<b>002293099</b>	<b>2013</b>	<b>01</b>	<b>01</b>
<b>Nulayer Inc.</b>	<b>002137506</b>	<b>2013</b>	<b>01</b>	<b>01</b>
<b>Crowdreel Inc.</b>	<b>002233911</b>	<b>2013</b>	<b>01</b>	<b>01</b>

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 :

1. **an unlimited number of voting Class A Common shares;**
2. **an unlimited number of voting Class B Common shares;**
3. **an unlimited number of voting Class C Common shares;**
4. **an unlimited number of voting Class D Common shares;**
5. **an unlimited number of voting Class E Common shares; and**
6. **an unlimited number of voting Class F 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 :

**See Schedule annexed hereto**



Subject to the requirements of the *Business Corporations Act* (Ontario) as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "Act"), the rights, privileges, restrictions and conditions attaching to the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares are as follows:

## 1.0 CLASS A COMMON SHARES

### 1.1 Voting Rights

The holders of Class A Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class A Common share held by such holder.

### 1.2 Dividends

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class A Common shares, the holders of Class A Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time, dividends may be declared on the Class A Common shares without dividends being declared at that or any other time on any other class of shares.

### 1.3 Liquidation, Dissolution or Winding-up

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class A Common shares shall be entitled to receive from the assets of the Corporation a sum equivalent to \$10.00 as a class before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares, Class F Common shares or shares of any other class ranking junior to the Class A Common shares on liquidation. After payment to the holders of the Class A Common shares of the priority amount so payable to them as above provided, and subject to all priority payments on the Class B Common shares, Class C Common shares, Class D Common shares and Class E Common shares, the holders of the Class A Common shares shall be entitled to share the remaining assets of the Corporation pro rata with the holders of the Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares, in equal amounts per share on all of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares at the time outstanding without preference or distinction.

## **2.0 CLASS B COMMON SHARES**

### **2.1 Voting Rights**

The holders of Class B Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class B Common share held by such holder.

### **2.2 Dividends**

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class B Common shares, the holders of Class B Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time, dividends may be declared on the Class B Common shares without dividends being declared at that or any other time on any other class of shares.

### **2.3 Liquidation, Dissolution or Winding-up**

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class B Common shares shall be entitled to receive from the assets of the Corporation a sum equivalent to \$10.00 as a class before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class C Common shares, Class D Common shares, Class E Common shares, Class F Common shares or shares of any other class ranking junior to the Class B Common shares on liquidation. After payment to the holders of the Class B Common shares of the priority amount so payable to them as above provided, and subject to all priority payments on the Class A Common shares, Class C Common shares, Class D Common shares and Class E Common shares, the holders of the Class B Common shares shall be entitled to share the remaining assets of the Corporation pro rata with the holders of the Class A Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares, in equal amounts per share on all of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares at the time outstanding without preference or distinction.

## **3.0 CLASS C COMMON SHARES**

### **3.1 Voting Rights**

The holders of Class C Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class C Common share held by such holder.

### 3.2 Dividends

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class C Common shares, the holders of Class C Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time, dividends may be declared on the Class C Common shares without dividends being declared at that or any other time on any other class of shares.

### 3.3 Liquidation, Dissolution or Winding-up

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class C Common shares shall be entitled to receive from the assets of the Corporation a sum equivalent to \$10.00 as a class before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class D Common shares, Class E Common shares, Class F Common shares or shares of any other class ranking junior to the Class C Common shares on liquidation. After payment to the holders of the Class C Common shares of the priority amount so payable to them as above provided, and subject to all priority payments on the Class A Common shares, Class B Common shares, Class D Common shares and Class E Common shares, the holders of the Class C Common shares shall be entitled to share the remaining assets of the Corporation pro rata with the holders of the Class A Common shares, Class B Common shares, Class D Common shares, Class E Common shares and Class F Common shares, in equal amounts per share on all of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares at the time outstanding without preference or distinction.

## **4.0 CLASS D COMMON SHARES**

### 4.1 Voting Rights

The holders of Class D Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class D Common share held by such holder.

### 4.2 Dividends

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class D Common shares, the holders of Class D Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time, dividends may be declared on the Class D Common shares without dividends being declared at that or any other time on any other class of shares.

### 4.3 Liquidation, Dissolution or Winding-up

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class D Common shares shall be entitled to receive from the assets of the Corporation a sum equivalent to \$10.00 as a class before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class E Common shares, Class F Common shares or shares of any other class ranking junior to the Class D Common shares on liquidation. After payment to the holders of the Class D Common shares of the priority amount so payable to them as above provided, and subject to all priority payments on the Class A Common shares, Class B Common shares, Class C Common shares and Class E Common shares, the holders of the Class D Common shares shall be entitled to share the remaining assets of the Corporation pro rata with the holders of the Class A Common shares, Class B Common shares, Class C Common shares, Class E Common shares and Class F Common shares, in equal amounts per share on all of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares at the time outstanding without preference or distinction.

## 5.0 CLASS E COMMON SHARES

### 5.1 Voting Rights

The holders of Class E Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class E Common share held by such holder.

### 5.2 Dividends

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class E Common shares, the holders of Class E Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time, dividends may be declared on the Class E Common shares without dividends being declared at that or any other time on any other class of shares.

### 5.3 Liquidation, Dissolution or Winding-up

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class E Common shares shall be entitled to receive from the assets of the Corporation a sum equivalent to \$10.00 as a class before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class F Common shares or shares of any other class ranking junior to the Class E Common shares on liquidation. After payment to the holders of the Class E Common shares of the priority amount so payable to them as above provided, and subject to all priority payments on the Class A Common shares, Class B Common shares, Class C Common shares and Class D Common

shares, the holders of the Class E Common shares shall be entitled to share the remaining assets of the Corporation pro rata with the holders of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares and Class F Common shares, in equal amounts per share on all of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares at the time outstanding without preference or distinction.

## **6.0 CLASS F COMMON SHARES**

### **6.1 Voting Rights**

The holders of Class F Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class F Common share held by such holder.

### **6.2 Dividends**

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class F Common shares, the holders of Class F Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time dividends may be declared on the Class F Common shares without dividends being declared at that or any other time on any other class of shares.

### **6.3 Liquidation, Dissolution or Winding-up**

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class F Common shares shall be entitled, subject to the rights of the holders of any other class of shares ranking prior to the Class F Common shares, to receive the remaining property or assets of the Corporation rateably with the holders of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares and Class E Common shares.

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 :

**Subject to the by-laws of the Corporation, no share or shares of the Corporation shall at any time be transferred to any person without either:**

**(a) the consent of a majority of the directors to be signified by a resolution passed at a meeting of the board or by an instrument or instruments in writing signed by a majority of the directors; or**

**(b) the consent of the holders of more than 50% of all votes attached to the then outstanding voting shares of the corporation signified either by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by such shareholders.**

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

**For the purposes of the following, the term "person" shall include (i) an individual, (ii) a corporation, (iii) a partnership, trust, fund and an association, organization or other organized group of persons, whether incorporated or not, and (iv) an individual or other person in that person's capacity as a trustee, executor, administrator or personal or other legal representative.**

**(a) To the extent permitted by the Business Corporations Act (Ontario) (as from time to time amended), the board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.**

continued

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.

(b) The outstanding securities of the Corporation (other than non-convertible debt securities) are beneficially owned, directly or indirectly, by not more than fifty (50) persons, not including employees and former employees of the Corporation or its affiliates, provided that a person is counted as one (1) beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, shall be counted as a separate beneficial owner.

(c) Subject to the provisions of the Business Corporations Act (Ontario), the Corporation shall have a lien on the shares registered in the name of a shareholder who is indebted to the Corporation to the extent of such debt.

(d) Subject to the provisions of the Business Corporations Act (Ontario), the Corporation may purchase any of its issued shares.

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.**

**Pressly Inc.**

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

**Peter Kieltyka**

Print name of signatory /  
Nom du signataire en lettres moulées

**President**

Description of Office / Fonction

**Nulayer Inc.**

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

**Peter Kieltyka**

Print name of signatory /  
Nom du signataire en lettres moulées


**President**

Description of Office / Fonction

**Crowdreel Inc.**

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

**Peter Kieltyka**

Print name of signatory /  
Nom du signataire en lettres moulées

**Secretary**

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**

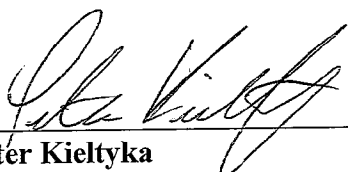
**IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)**

**AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF  
PRESSLY INC., NULAYER INC. AND CROWDREEL INC.**

I, Peter Kieltyka, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act"):

1. I am the President of each of Pressly Inc. ("**Pressly**") and Nulayer Inc. ("**Nulayer**") and I am the Secretary of Crowdreel Inc. ("**Crowdreel**"), and as such have personal knowledge of the following matters;
2. there are reasonable grounds for believing that each of Pressly, Nulayer and Crowdreel are (and the amalgamated corporation resulting from the amalgamation of Pressly, Nulayer and Crowdreel will be) able to pay their respective liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
3. there are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;
4. no creditors have notified either of Pressly, Nulayer or Crowdreel that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and
5. since neither Pressly, Nulayer nor Crowdreel has received any notices pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

**DATED** as of the 1<sup>st</sup> day of January, 2013.

  
\_\_\_\_\_  
**Peter Kieltyka**

**SCHEDULE "B"**

**AMALGAMATION AGREEMENT**

**THIS AGREEMENT** made the 1<sup>st</sup> day of January, 2013.

**AMONG:**

**PRESSLY INC.**, a corporation incorporated  
under the laws of the Province of Ontario

("Pressly")

- and -

**NULAYER INC.**, a corporation incorporated  
under the laws of the Province of Ontario

("Nulayer")

- and -

**CROWDREEL INC.**, a corporation incorporated  
under the laws of the Province of Ontario

("Crowdreel")

**BACKGROUND:**

- A.** the authorized capital of Nulayer is an unlimited number of Common shares of which two hundred (200) Common shares are issued and outstanding as fully paid and non-assessable;
- B.** the authorized capital of Pressly is an unlimited number of Class A Common shares and an unlimited number of Class B Common shares of which one hundred (100) Class A Common shares are issued and outstanding as fully paid and non-assessable;
- C.** the authorized capital of Crowdreel is an unlimited number of Class A Common shares, an unlimited number of Class B Common shares and an unlimited number of Class C Common shares of which one hundred (100) Class A Common shares are issued and outstanding as fully paid and non-assessable;
- D.** one hundred (100) Class A Common shares of Pressly are held by Nulayer;
- E.** one hundred (100) Class A Common shares of Crowdreel are held by Nulayer;

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- F. Pressly, Nulayer and Crowdreel, acting under the authority contained in the *Business Corporations Act* (Ontario) (the "**Act**"), propose to amalgamate upon the terms and conditions hereafter set out; and
- G. each party hereto has made full and complete disclosure to the other party hereto of its assets and liabilities.

**FOR GOOD AND VALUABLE CONSIDERATION** (the receipt and sufficiency of which are hereby acknowledged by each of the parties), the parties agree as follows:

1. Definition

In this Agreement the term "**Amalgamated Corporation**" shall mean the corporation resulting from the amalgamation of Pressly, Nulayer and Crowdreel.

2. Amalgamation

Pressly, Nulayer and Crowdreel hereby agree to amalgamate under the provisions of the Act and to continue as one corporation under the terms and conditions hereinafter set out.

3. Name

The name of the Amalgamated Corporation shall be:

PRESSLY INC.

4. Registered Office

The place in Ontario where the registered office of the Amalgamated Corporation is to be situated is in the City of Toronto at 72 Fraser Avenue, Suite 201, Toronto, Ontario M6K 3J7 until changed in accordance with the Act.

5. Authorized Capital

The Amalgamated Corporation shall be authorized to issue an unlimited number of Class A Common shares, an unlimited number of Class B Common shares, an unlimited number of Class C Common shares, an unlimited number of Class D Common shares, an unlimited number of Class E Common shares and an unlimited number of Class F Common shares.

6. Share Provisions

The rights, privileges, restrictions and conditions attaching to the Class A Common shares, the Class B Common shares, the Class C Common shares, the Class D Common shares,

the Class E Common shares and the Class F Common shares are as follows (in **Section 6** of this Agreement the Amalgamated Corporation is referred to as the "**Corporation**"):

Subject to the requirements of the *Business Corporations Act* (Ontario) as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "**Act**"), the rights, privileges, restrictions and conditions attaching to the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares are as follows:

## **1.0 CLASS A COMMON SHARES**

### **1.1 Voting Rights**

The holders of Class A Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class A Common share held by such holder.

### **1.2 Dividends**

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class A Common shares, the holders of Class A Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time, dividends may be declared on the Class A Common shares without dividends being declared at that or any other time on any other class of shares.

### **1.3 Liquidation, Dissolution or Winding-up**

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class A Common shares shall be entitled to receive from the assets of the Corporation a sum equivalent to \$10.00 as a class before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares, Class F Common shares or shares of any other class ranking junior to the Class A Common shares on liquidation. After payment to the holders of the Class A Common shares of the priority amount so payable to them as above provided, and subject to all priority payments on the Class B Common shares, Class C Common shares, Class D Common shares and Class E Common shares, the holders of the Class A Common shares shall be entitled to share the remaining assets of the Corporation pro rata with the holders of the Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares, in equal amounts per share on all of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares at the time outstanding without preference or distinction.

## **2.0 CLASS B COMMON SHARES**

### **2.1 Voting Rights**

The holders of Class B Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class B Common share held by such holder.

### **2.2 Dividends**

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class B Common shares, the holders of Class B Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time, dividends may be declared on the Class B Common shares without dividends being declared at that or any other time on any other class of shares.

### **2.3 Liquidation, Dissolution or Winding-up**

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class B Common shares shall be entitled to receive from the assets of the Corporation a sum equivalent to \$10.00 as a class before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class C Common shares, Class D Common shares, Class E Common shares, Class F Common shares or shares of any other class ranking junior to the Class B Common shares on liquidation. After payment to the holders of the Class B Common shares of the priority amount so payable to them as above provided, and subject to all priority payments on the Class A Common shares, Class C Common shares, Class D Common shares and Class E Common shares, the holders of the Class B Common shares shall be entitled to share the remaining assets of the Corporation pro rata with the holders of the Class A Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares, in equal amounts per share on all of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares at the time outstanding without preference or distinction.

## **3.0 CLASS C COMMON SHARES**

### **3.1 Voting Rights**

The holders of Class C Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class C Common share held by such holder.

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### 3.2 Dividends

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class C Common shares, the holders of Class C Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time, dividends may be declared on the Class C Common shares without dividends being declared at that or any other time on any other class of shares.

### 3.3 Liquidation, Dissolution or Winding-up

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class C Common shares shall be entitled to receive from the assets of the Corporation a sum equivalent to \$10.00 as a class before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class D Common shares, Class E Common shares, Class F Common shares or shares of any other class ranking junior to the Class C Common shares on liquidation. After payment to the holders of the Class C Common shares of the priority amount so payable to them as above provided, and subject to all priority payments on the Class A Common shares, Class B Common shares, Class D Common shares and Class E Common shares, the holders of the Class C Common shares shall be entitled to share the remaining assets of the Corporation pro rata with the holders of the Class A Common shares, Class B Common shares, Class D Common shares, Class E Common shares and Class F Common shares, in equal amounts per share on all of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares at the time outstanding without preference or distinction.

## 4.0 CLASS D COMMON SHARES

### 4.1 Voting Rights

The holders of Class D Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class D Common share held by such holder.

### 4.2 Dividends

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class D Common shares, the holders of Class D Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time, dividends may be declared on the Class D Common shares without dividends being declared at that or any other time on any other class of shares.

#### 4.3 Liquidation, Dissolution or Winding-up

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class D Common shares shall be entitled to receive from the assets of the Corporation a sum equivalent to \$10.00 as a class before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class E Common shares, Class F Common shares or shares of any other class ranking junior to the Class D Common shares on liquidation. After payment to the holders of the Class D Common shares of the priority amount so payable to them as above provided, and subject to all priority payments on the Class A Common shares, Class B Common shares, Class C Common shares and Class E Common shares, the holders of the Class D Common shares shall be entitled to share the remaining assets of the Corporation pro rata with the holders of the Class A Common shares, Class B Common shares, Class C Common shares, Class E Common shares and Class F Common shares, in equal amounts per share on all of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares at the time outstanding without preference or distinction.

### 5.0 CLASS E COMMON SHARES

#### 5.1 Voting Rights

The holders of Class E Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class E Common share held by such holder.

#### 5.2 Dividends

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class E Common shares, the holders of Class E Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time, dividends may be declared on the Class E Common shares without dividends being declared at that or any other time on any other class of shares.

#### 5.3 Liquidation, Dissolution or Winding-up

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class E Common shares shall be entitled to receive from the assets of the Corporation a sum equivalent to \$10.00 as a class before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class F Common shares or shares of any other class ranking junior to the Class E Common shares on liquidation. After payment to the holders of the Class E Common shares of the priority amount

so payable to them as above provided, and subject to all priority payments on the Class A Common shares, Class B Common shares, Class C Common shares and Class D Common shares, the holders of the Class E Common shares shall be entitled to share the remaining assets of the Corporation pro rata with the holders of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares and Class F Common shares, in equal amounts per share on all of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares and Class F Common shares at the time outstanding without preference or distinction.

## **6.0 CLASS F COMMON SHARES**

### **6.1 Voting Rights**

The holders of Class F Common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except class meetings of other classes of shareholders, and at all such meetings shall be entitled to one (1) vote in respect of each Class F Common share held by such holder.

### **6.2 Dividends**

Subject to applicable law and the prior rights of the holders of any other class of shares ranking prior to the Class F Common shares, the holders of Class F Common shares shall be entitled to receive dividends if and when declared by the directors. At any time and from time to time dividends may be declared on the Class F Common shares without dividends being declared at that or any other time on any other class of shares.

### **6.3 Liquidation, Dissolution or Winding-up**

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class F Common shares shall be entitled, subject to the rights of the holders of any other class of shares ranking prior to the Class F Common shares, to receive the remaining property or assets of the Corporation rateably with the holders of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares and Class E Common shares.

## **7. Restrictions on Transfer**

The right to transfer shares of the Amalgamated Corporation shall be restricted in that no share or shares of the Corporation shall at any time be transferred to any person without either:



Subject to the by-laws of the Corporation, no share or shares of the Corporation shall at any time be transferred to any person without either:

- (a) the consent of a majority of the directors to be signified by a resolution passed at a meeting of the board or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the consent of the holders of more than 50% of all votes attached to the then outstanding voting shares of the corporation signified either by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by such shareholders.

#### 8. Directors

The minimum number of directors of the Amalgamated Corporation shall be one (1) and the maximum number of directors of the Amalgamated Corporation shall be ten (10). The name, address and resident Canadian status of the first directors of the Amalgamated Corporation are as follows:

<u>Name</u>	<u>Address for Service</u>	<u>Resident Canadian</u>
Peter Kieltyka	1 Shaw Street, PH 19, Toronto, Ontario M6K 0A1	Yes
Jeffrey Brenner	201 Carlaw Ave, Suite #229, Toronto, Ontario M4M 2S3	Yes
Bernie Levy	370 King Street West, Suite 435, Toronto, Ontario M5V 1J9	Yes

The said first directors shall hold office until the first meeting of the shareholders of the Amalgamated Corporation or until their successors are elected or appointed in accordance with the Act. No such first director shall be permitted to resign unless at the time the resignation is to become effective a successor is elected or appointed.

#### 9. Fixing Number of Directors

The number of directors of the Amalgamated Corporation within the minimum and maximum numbers of directors provided for in the Articles of the Amalgamated Corporation shall be three (3) and the shareholders by special resolution or the directors of the Amalgamated Corporation shall be empowered to determine from time to time the number of directors of the Amalgamated Corporation within the minimum and maximum numbers provided for in the Articles of the Amalgamated Corporation, as the same may be amended from time to time.

10. No Restrictions on Business

There shall be no restrictions on the business that the Amalgamated Corporation may carry on or on the powers that the Amalgamated Corporation may exercise.

11. Other Provisions

The following other provisions shall apply to the Amalgamated Corporation:

For the purposes of the following, the term "person" shall include (i) an individual, (ii) a corporation, (iii) a partnership, trust, fund and an association, organization or other organized group of persons, whether incorporated or not, and (iv) an individual or other person in that person's capacity as a trustee, executor, administrator or personal or other legal representative.

- (a) To the extent permitted by the *Business Corporations Act* (Ontario) (as from time to time amended), the board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.
- (b) The outstanding securities of the Corporation (other than non-convertible debt securities) are beneficially owned, directly or indirectly, by not more than fifty (50) persons, not including employees and former employees of the Corporation or its affiliates, provided that a person is counted as one (1) beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, shall be counted as a separate beneficial owner.
- (c) Subject to the provisions of the *Business Corporations Act* (Ontario), the Corporation shall have a lien on the shares registered in the name of a shareholder who is indebted to the Corporation to the extent of such debt.
- (d) Subject to the provisions of the *Business Corporations Act* (Ontario), the Corporation may purchase any of its issued shares.

12. Issued Capital

The issued shares of Pressly, Nulayer and Crowdreel shall be converted into issued shares of the Amalgamated Corporation as follows:

- (a) the two hundred (200) issued Common shares of Nulayer shall be converted into such number of Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares and Class E Common shares which, in the aggregate, total ten million (10,000,000) shares of the Amalgamated Corporation as determined by the board of directors of the Amalgamated Corporation and in the same proportions per holder as existed in respect of the Common shares in the capital of Nulayer prior to the Amalgamation;
- (b) the one hundred (100) Class A Common shares of Pressly held by Nulayer shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation; and
- (c) the one hundred (100) Class A Common shares of Crowdreel held by Nulayer shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation.

### 13. Stated Capital

The stated capital accounts of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares and Class E Common shares of the Amalgamated Corporation immediately after the amalgamation becomes effective shall be equal to the aggregate stated capital account for the issued and outstanding Common shares of Nulayer determined immediately before the amalgamation becomes effective:

### 14. Share Certificates

After the amalgamation of Pressly, Nulayer and Crowdreel, the shareholders of Pressly, Nulayer and Crowdreel, when requested by the Amalgamated Corporation to do so, shall surrender certificates representing the shares of Pressly, Nulayer and Crowdreel held by them for cancellation and shall be entitled to receive, without charge, certificates for shares of the Amalgamated Corporation on the basis aforesaid.

### 15. By-laws

The by-laws of the Amalgamated Corporation are, to the extent not inconsistent with this Agreement, to be those of Pressly until repealed, amended, altered or added to in accordance with the Act.

### 16. Officers

The officers of the Amalgamated Corporation shall, until changed by the directors, be as follows:

<u>Name</u>	<u>Office</u>
Peter Kielytka	President
Jeffrey Brenner	Secretary
Jeffrey Brenner	Treasurer

17. Contribution to Corporation

Each of the parties shall contribute to the Amalgamated Corporation all of its assets, subject to its liabilities.

18. Delivery of Articles of Amalgamation

Upon and subject to the shareholders of Pressly, Nulayer and Crowdreel respectively approving the amalgamation of Pressly, Nulayer and Crowdreel and adopting this Agreement and subject to **Section 19** hereof, articles of amalgamation in prescribed form shall be sent to the Director under the Act together with the documents required by Section 178 of the Act.

19. Termination of Agreement

At any time before the endorsement of a certificate of amalgamation effecting the amalgamation of Pressly, Nulayer and Crowdreel, this Agreement may be terminated by the directors of either Pressly, Nulayer or Crowdreel, notwithstanding the approval of this Agreement by the shareholders of Pressly, Nulayer and Crowdreel.

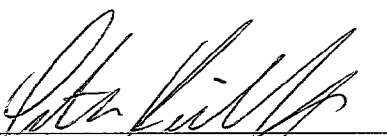
[SIGNATURES ON NEXT PAGE]

The parties hereto have caused this Agreement to be executed as of the date above written.

**PRESSLY INC.**

Per:   
Peter Kieltyka, President  
*I have authority to bind the company*

**NULAYER INC.**

Per:   
Peter Kieltyka, President  
*I have authority to bind the company*

**CROWDREEL INC.**

Per:   
Peter Kieltyka, Secretary  
*I have authority to bind the company*