

TRADEMARK ASSIGNMENT COVER SHEET

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Stylesheet Version v1.2

ETAS ID: TM410758

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
RESUBMIT DOCUMENT ID:	900385367		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NATT TOOLS GROUP INC.		08/10/2015	Corporation: NOVA SCOTIA
RECEIVING PARTY DATA			
Name:	NATT TOOLS GROUP INC.		
Street Address:	460 Sherman Avenue North		
City:	Hamilton, Ontario		
State/Country:	CANADA		
Postal Code:	L8L 8J6		
Entity Type:	Corporation: ONTARIO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4042752	SOILRAZOR	
CORRESPONDENCE DATA			
Fax Number:	3123468434		
<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:	3124767558		
Email:	mefdocket@llegal.com		
Correspondent Name:	Marc E. Fineman/Levenfeld Pearlstein LLC		
Address Line 1:	2 N. LaSalle St.		
Address Line 2:	Suite 1300		
Address Line 4:	Chicago, ILLINOIS 60602		
ATTORNEY DOCKET NUMBER:	33173-81332		
NAME OF SUBMITTER:	Marc E. Fineman		
SIGNATURE:	/Marc E. Fineman/		
DATE SIGNED:	01/02/2017		
Total Attachments: 13			
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6. Number of directors is/are: Fixed number OR minimum and maximum 1 10
 Nombre d'administrateurs : Nombre fixe OU minimum et maximum 1 10

7. The director(s) is/are: / Administrateur(s) First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code <i>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</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Robert S. (Butch) Mandel	1 St. Thomas Street, Unit 19B Toronto ON M5S 3M5	Yes
Michael Lay	161 Bay Street, 48th Floor Toronto ON M5J 2S1	Yes
Ryan Mashinter	161 Bay Street, 48th Floor Toronto ON M5J 2S1	Yes
William F. Rogers	150 King Street, Suite 202 Toronto ON M5H 1J9	Yes

8. 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.

9. 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 :

See pages 3A to 3D

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

The total number of shares of all classes of shares that the Corporation shall have authority to issue is an unlimited number of:

Class A voting common shares;
Class B voting common shares;
Nominal Voting Shares; and
Class C non-voting common shares.

The Class A voting common shares, Class B voting common shares, Nominal Voting Shares and Class C non-voting common shares shall have the following rights, privileges, restrictions and conditions:

CLASS A VOTING COMMON SHARES

1. Voting Rights

Each holder of Class A voting common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than the Class A voting common shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of the Class A voting common shares, each holder of Class A voting common shares shall be entitled to one vote in respect of each Class A voting Common Share held by such holder.

2. Single Class

Except as required by the *Business Corporations Act* (Ontario) (the “Act”), the holders of the Class A voting common shares shall vote together with the holders of the Class B voting common shares and the Nominal Voting Shares as a single class on all matters submitted to a vote of shareholders.

3. Dividends

The Class A voting common shares, the Class B voting common shares and the Class C non-voting common shares shall participate equally with respect to dividends and for greater certainty, all dividends which the directors may declare in any fiscal year of the Corporation on the Class A voting common shares, the Class B voting common shares or the Class C non-voting common shares shall be declared and paid in equal amounts per share on the Class A voting common shares, the Class B voting common shares and the Class C non-voting common shares then outstanding without preference or priority.

4. Liquidation, Dissolution or Winding-up

The holders of the Class A voting common shares, the Class B voting common shares and the Class C non-voting common shares shall be entitled, subject to the rights, privileges, restrictions and

conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation on a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or on any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

5. **Anti-dilution**

In the event that the Class B voting common shares, the Nominal Voting Shares or the Class C non-voting common shares are at any time subdivided, consolidated or changed into a greater or lesser number of shares of the same class (other than as a result of the automatic redemption of the Nominal Voting Shares), an appropriate adjustment shall be made in the rights and conditions attached to the Class A voting common shares so as to maintain the relative rights of the holders of such shares.

CLASS B VOTING COMMON SHARES

1. **Voting Rights**

Each holder of Class B voting common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than the Class B voting common shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of the Class B voting common shares, each holder of Class B voting common shares shall be entitled to one vote in respect of each Class B voting Common Share held by such holder.

2. **Single Class**

Except as required by the Act, the holders of the Class B voting common shares shall vote together with the holders of the Nominal Voting Shares and the Class A voting common shares as a single class on all matters submitted to a vote of shareholders.

3. **Dividends**

The Class B voting common shares, the Class A voting common shares and the Class C non-voting common shares shall participate equally with respect to dividends and for greater certainty, all dividends which the directors may declare in any fiscal year of the Corporation on the Class B voting common shares, the Class A voting common shares and the Class C non-voting common shares shall be declared and paid in equal amounts per share on the Class B voting common shares, the Class A voting common shares and the Class C non-voting common shares then outstanding without preference or priority.

4. **Liquidation, Dissolution or Winding-up**

The holders of the Class B voting common shares, the Class A voting common shares and the Class C non-voting common shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation on a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or on any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

5. Anti-dilution

In the event that the Class A voting common shares, the Nominal Voting Shares or the Class C non-voting common shares are at any time subdivided, consolidated or changed into a greater or lesser number of shares of the same class (other than as a result of the automatic redemption of the Nominal Voting Shares), an appropriate adjustment shall be made in the rights and conditions attached to the Class B voting common shares so as to maintain the relative rights of the holders of such shares.

NOMINAL VOTING SHARES

1. Definitions

With respect to the Nominal Voting Shares, the following terms shall have the meanings ascribed to them below:

- (a) “**Act**” means the *Business Corporations Act* (Ontario);
- (b) “**Convertible Debenture**” means, collectively, the unsecured convertible debentures to be issued by the Corporation pursuant to a purchase agreement entered into by the Corporation on March 1, 2015 (as amended, restated, supplemented or otherwise modified from time to time), in an initial aggregate principal amount of USD\$45,000,000 and convertible into Class B voting common shares in accordance with their terms; and
- (c) “**Redemption Price**” in respect of each Nominal Voting Share means \$0.00000001.

2. Voting Rights

Each holder of Nominal Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than the Nominal Voting Shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of the Nominal Voting Shares, each holder of Nominal Voting Shares shall be entitled, subject to the proviso below, to one vote in respect of each Nominal Voting Share held by such holder; provided that the number of votes that the holders of the Nominal Voting Shares, as a class, are entitled to, shall be reduced by the number of votes equal to the number of Class B voting common shares issued upon the conversion of all or part of the Convertible Debenture, and the number of votes per Nominal Voting Share shall be reduced accordingly.

3. Single Class

Except as required by the Act, the holders of the Nominal Voting Shares shall vote together with the holders of the Class A voting common shares and the Class B voting common shares as a single class on all matters submitted to a vote of shareholders.

4. Dividends

The Nominal Voting Shares shall not be entitled to receive dividends.

5. **Liquidation, Dissolution or Winding-up**

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Nominal Voting Shares shall be entitled to receive in respect of each such share, before any distribution of any part of the assets of the Corporation among the holders of the Common Shares and any other shares of the Corporation ranking junior to the Nominal Voting Shares, an amount equal to the Redemption Price. After payment to the holders of the Nominal Voting Shares of the amount so payable to such holders as herein provided, the holders of the Nominal Voting Shares shall not be entitled to share in any further distribution of the property or assets of the Corporation.

6. **Automatic Redemption Right**

Subject to the Act,

- (a) upon all (but not less than all) of the Convertible Debenture being converted (whether in a single transaction or a series of transactions) into Class B voting common shares, each of the Nominal Voting Shares shall automatically be redeemed for the Redemption Price per share; and
- (b) upon the repayment of all or part of the principal owing under the Convertible Debenture, that number of the Nominal Voting Shares as is equal to the number of the Class B voting common shares that the repaid portion of the Convertible Debenture would have been converted into, shall automatically be redeemed for the Redemption Price per share.

7. **Anti-dilution**

In the event that the Class A voting common shares, the Class B voting common shares or the Class C non-voting common shares are at any time subdivided, consolidated or changed into a greater or lesser number of shares of the same class, an appropriate adjustment shall be made in the rights and conditions attached to the Nominal Voting Shares so as to maintain the relative rights of the holders of such shares (including without limitation to the voting and dividend entitlements).

CLASS C NON-VOTING COMMON SHARES

1. **Voting Rights**

Except as required by the Act (in which case each holder of Class C non-voting common shares shall be entitled to one vote in respect of each Class C non-voting common share held), the holders of the Class C non-voting common shares shall not, as such, be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting. The holders of the Class C non-voting common shares shall not be entitled to vote separately as a class or series or to dissent upon a proposal to amend the articles of the Corporation to (i) increase or decrease any maximum number of authorized Class C non-voting common shares, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Class C non-voting common shares, (ii) effect an exchange, reclassification or

cancellation of all or part of the Class C non-voting common shares, or (iii) create a new class or series of shares equal or superior to the Class C non-voting common shares.

2. **Dividends**

The Class A voting common shares, the Class B voting common shares and the Class C non-voting common shares shall participate equally with respect to dividends and for greater certainty, all dividends which the directors may declare in any fiscal year of the Corporation on the Class A voting common shares, the Class B voting common shares or the Class C non-voting common shares shall be declared and paid in equal amounts per share on the Class A voting common shares, the Class B voting common shares and the Class C non-voting common shares then outstanding without preference or priority.

3. **Liquidation, Dissolution or Winding-up**

The holders of the Class A voting common shares, the Class B voting common shares and the Class C non-voting common shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation on a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or on any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

4. **Anti-dilution**

In the event that the Nominal Voting Shares, the Class A voting common shares or the Class B voting common shares are at any time subdivided, consolidated or changed into a greater or lesser number of shares of the same class (other than as a result of the automatic redemption of the Nominal Voting Shares), an appropriate adjustment shall be made in the rights and conditions attached to the Class C non-voting common shares so as to maintain the relative rights of the holders of such shares.

10. 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 pages 3A to 3D

11. 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 :

The shares of the Corporation shall be subject to the restriction on transfer of securities set out under Other provisions.

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

(a) The securities of the Corporation, other than non-convertible debt securities, shall not be transferred without either the approval of the board of directors of the Corporation or of the holder or holders of shares in the capital of the Corporation to which are attached more than 50% of the votes attaching to all voting shares of the Corporation for the time being outstanding, to be evidenced in either case by a resolution of such directors or shareholders.

(b) Two or more classes of shares or two or more series within a class of shares may have the same rights, privileges, restrictions and conditions.

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.
La société s'est conformée au paragraphe 180(3) de la Loi sur les sociétés par actions.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on
Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le

2015, July 24

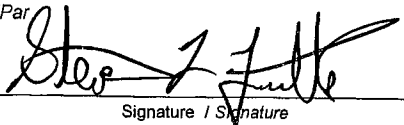
Year, Month, Day
année, mois, jour

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.
Le maintien de la société en vertu de la Loi sur les sociétés par actions a le même effet que si la société avait été constituée en vertu de cette loi.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

NATT TOOLS GROUP INC.

Name of Corporation / *Dénomination sociale de la société*

By/Par 
Signature / *Signature*

STEVE L Garratte

Print name of signatory / *Nom du signataire en lettres moulées*

President/CEO

Description of Office / *Fonction*

These articles **must** be signed by a director or officer of the corporation (e.g. president, secretary)
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).