

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM566930

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/01/2020		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BSM Technologies Ltd.		01/01/2020	Corporation:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Geotab Inc.		
<b>Street Address:</b>	2440 Winston Park Drive		
<b>City:</b>	Oakville, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	L6H 7V2		
<b>Entity Type:</b>	Corporation: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3002696	ITRAX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	1416361139		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	1-519-783-3212		
<b>Email:</b>	tsinnott@bereskinparr.com		
<b>Correspondent Name:</b>	Timothy J. Sinnott, Bereskin & Parr LLP		
<b>Address Line 1:</b>	40 King Street West, 40th Floor		
<b>Address Line 4:</b>	Toronto, Ontario, CANADA M5H 3Y2		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	James L. Young		
<b>Address Line 1:</b>	121 South Eighth Street, Suite 1100		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55402		
<b>NAME OF SUBMITTER:</b>	Timothy J. Sinnott, Attorney		
<b>SIGNATURE:</b>	/TJS/		
<b>DATE SIGNED:</b>	03/13/2020		
<b>Total Attachments: 14</b>			

OP \$40.00 3002696

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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

Geotab Inc.

and are more particularly set out in these articles.  
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Geotab Inc.	5007575	2019	12	31
BSM Technologies Inc.	5027573	2019	12	31
BSM Technologies Ltd.	1961325	2019	12	31

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 :

5,000 Class A Shares and an unlimited number of shares of a class designated as 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 pages 4A to 4C attached hereto.

The rights, privileges, restrictions and conditions attaching to the Class A Shares and Common Shares of the Corporation shall be as follows:

1. **Dividends**

The holders of the Common Shares and the holders of the Class A Shares shall be entitled to receive and the Corporation shall pay, if declared by the board of directors of the Corporation out of the monies or other property of the Corporation properly applicable to the payment of dividends, non-cumulative dividends in an amount per share to be determined by and in the discretion of the board of directors of the Corporation *pari passu* on a share for share basis.

2. **Voting Rights**

The holders of Common Shares shall be entitled to one (1) vote for each share held at all meetings of the shareholders of the Corporation, other than a meeting of the holders of the Class A Shares.

The holders of Class A Shares shall not, as such, be entitled to receive notice of or to attend or vote at any meeting of shareholders of the Corporation except as required by the **Business Corporations Act (Ontario)** (the "Act").

The holders of Class A Shares shall not be entitled to vote separately as a class or to dissent upon a proposal to amend the articles of the Corporation or any other action which may affect the rights, privileges, restrictions and conditions attaching to the Class A Shares in the case of an amendment referred to in clause (a), (b) or (e) of section 170 of the Act, as amended, or in any successor legislation.

3. **Rights on Liquidation, Etc.**

In the event of liquidation, dissolution or winding up of the Corporation or other distribution of the assets and/or property of the Corporation among Shareholders for the purposes of winding-up its affairs, before any amount is paid or any property or assets of the Corporation is distributed to the holders of any Common Shares, the holders of Class A Shares shall be entitled to receive out of the assets and property of the Corporation in the aggregate as a class Ten Million (\$10,000,000.00) Cdn. in priority to the holders of the Common Shares. Thereafter the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation equally on a share for share basis.

4. **Class A Shareholders Retraction Rights**

Each holder of Class A Shares shall be entitled to require the Corporation to redeem all of the Class A Shares registered in the name of each holder by tendering to the Corporation at its registered office one or more share certificates representing the Class A Shares if such a right is

provided in any Unanimous Shareholders Agreement (or joinder thereto) of the Corporation in effect at such time (the "USA").

#### 5. **Conversion at the Option of the Corporation**

Commencing two (2) years plus forty-five (45) days after the date of issue of the Class A Shares, the Corporation may deliver written notice (the "**Conversion Notice**") to any registered holder of such Class A Shares, indicating that the Board has passed a resolution directing the conversion of all or a portion of such Class A Shares into Common Shares, then the number of Class A Shares to be converted, as determined by the Board, shall be automatically converted into Common Shares on a one for one basis without any further action being taken by the Corporation or the holders of such shares. The Conversion Notice shall indicate that upon delivery to the Secretary of the Corporation of the certificate or certificates representing the converted shares, the Secretary shall deliver to such holder, the certificate or certificates representing the Common Shares into which their Class A Shares have been converted.

The Corporation shall maintain a separate stated capital account for the Class A Shares it issues. Unless otherwise provided for in a resolution of the directors of the Corporation to that effect, on the conversion of Class A Shares, each Class A Share shall be cancelled, and the Corporation shall deduct from the stated capital account maintained for the Class A Shares converted, an amount equal to the result obtained by multiplying the stated capital account of the Class A Shares by the number of shares converted of the Class A Shares, divided by the total number of Class A Shares before the conversion, and shall add such amount, and any additional consideration received pursuant to the conversion, to the stated capital account maintained for the class of shares into which the shares have been converted.

#### 6. **Conversion at the Option of the Holder**

Commencing two (2) years after the date of issuance of any particular Class A Shares, a holder of Class A Shares shall, with respect to any Class A Share held by such holder, have the right, to convert all or a portion of all, of their Class A Shares into Common Shares on a one for one basis, as applicable, for every Class A Share being converted. Such right shall be exercised by the holder delivering a Conversion Notice in writing to the Corporation which Conversion Notice shall *inter alia* set out the number of Common Shares to be converted and the date upon which the conversion is to be effected. The Conversion Notice will only be effective if the holder delivers share certificates representing a number of Class A Shares in the capital of the Corporation that is equal to or greater than the number of Class A Shares being converted.

On any conversion of Class A Shares, the share certificates for the Common Shares, as applicable, of the Corporation resulting therefrom shall be issued in the name of the registered holder of the Class A Shares being converted or in such name or names as such registered holder may direct in writing (either in the Conversion Notice or otherwise), in any such case the transfer form on the back of the certificate in question shall be endorsed by the registered holder of the Class A Shares or his duly authorized attorney.



The proper officer of the Corporation shall, at the expense of the Corporation, deliver to the holder of the Class A Shares being converted (or the person or persons in whose name any such holder of Class A Shares shall have directed) certificates representing Common Shares, as applicable, to be issued as provided for, representing Common Shares, as applicable, into which the Class A Shares were converted as soon as possible after delivery to the Corporation of the Conversion Notice and applicable share certificate(s).

The right of a Class A Share Shareholder to convert the same into Common Shares, as applicable, shall be deemed to have been exercised, and the registered holders of Class A Shares to be converted (or any person or persons in whose name or names any such registered holder of Class A Shares shall have directed) shall be deemed to have become holders of the Common Shares, as applicable, for all purposes following the respective dates of surrender of certificates representing the Class A Shares to be converted accompanied by the Conversion Notice, notwithstanding any delay in the delivery of certificates representing the Common Shares, as applicable, into which the Class A Shares have been converted.

#### **7. Purchase for Cancellation**

Subject to the Act, the Corporation may purchase for cancellation all or part of the Class A Shares outstanding of a holder of Class A Shares in the event such a right is provided in the USA.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No share in the capital of the Corporation is transferrable without the consent of the board of directors expressed by a resolution passed by not less than a majority of votes at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

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

See page 5A attached hereto.

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.

## 10. Other Provisions, (if any)

1. The Corporation may purchase any of its issued Common Shares.
2. Meetings of the Board of Directors of the Corporation may be held at any place within or outside Canada, but in any financial year of the Corporation the majority of the meetings of the Board of Directors must be held at a place within Canada, and meetings of the Shareholders of the Corporation may be held at any place within Canada.
3. The Board of Directors may, from time to time, on such amounts and on such terms as it deems expedient:
  - (a) borrow money on the credit of the Corporation;
  - (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
  - (c) charge, mortgage, hypothecate or pledge all of any of the currently owned, or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed or other debts or liabilities of the Corporation.

The Board of Directors may, from time to time, delegate to 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 the extent and in the manner as the Board may determine at the time of each such delegation.

4. The number of Shareholders of the Corporation exclusive of:
  - (a) employees; and
  - (b) former employees who continue as Shareholders;

is limited to not more than fifty (50). Two or more persons who are the joint registered owners of one or more shares are counted as one shareholder.

5. Any invitation to the public to subscribe for securities of the Corporation is prohibited.

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.

GEOTAB INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

NEIL CAWSE

Print name of signatory /  
Nom du signataire en lettres moulées

PRESIDENT

Description of Office / Fonction

BSM TECHNOLOGIES INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

NEIL CAWSE

Print name of signatory /  
Nom du signataire en lettres moulées

PRESIDENT

Description of Office / Fonction

BSM TECHNOLOGIES LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

NEIL CAWSE

Print name of signatory /  
Nom du signataire en lettres moulées

CHIEF EXECUTIVE  
OFFICER

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction


## SCHEDULE "A"

### Statement of Director or Officer Under Subsection 178(2) of the Business Corporations Act (Ontario)

I am President of Geotab Inc. ("**ParentCo**"), President of BSM Technologies Inc. ("**BSMI**") and Chief Executive Officer of BSM Technologies Ltd. ("**BSML**"). I have conducted such examinations of the books and records of ParentCo, BSMI and BSML (collectively, the "**Amalgamating Corporations**") as are necessary to enable me to make this statement. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "**Act**"). In my capacity as President of ParentCo and BSMI and as Chief Executive Officer of BSML, I state that:

1. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is, and the corporation continuing from the amalgamation of the Amalgamating Corporations (the "**Corporation**") will be, able to pay its liabilities as they become due, and
  - (b) the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation.
3. No creditor of either of the Amalgamating Corporations has notified either of the Amalgamating Corporations that such creditor objects to the amalgamation.

**DATED December 31, 2019.**

  
\_\_\_\_\_  
Neil Cawse

**SCHEDULE B-1**

**CERTIFIED RESOLUTION OF THE DIRECTOR OF**

**GEOTAB INC.  
(the "Corporation")**

In my capacity as President of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the director of the Corporation duly passed on December 31, 2019. The resolution is still in full force and effect, unamended as of today's date.


**"RECITALS**

- (a) BSM Technologies Inc. ("**BSMI**") is a wholly-owned subsidiary of the Corporation;
- (b) BSM Technologies Ltd. ("**BSML**") is a wholly-owned subsidiary of BSMI;
- (c) The Corporation has agreed to amalgamate BSMI and BSML under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

**RESOLVED THAT**

- 1. The Corporation is authorized to amalgamate with BSMI and BSML under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of each of 268, BSMI and BSML shall be cancelled without any repayment of capital in respect of the shares. None of the shares of the Corporation shall be cancelled.
- 3. The articles of amalgamation shall be the same as the articles of the Corporation.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.
- 5. The unanimous shareholders agreement and voting trust agreement of the amalgamated corporation shall be the same as the unanimous shareholders agreement and voting trust agreement of the Corporation, which agreements shall continue in full force and effect.
- 6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 7. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution."

DATED December 31, 2019.

  
\_\_\_\_\_  
Neil Cawse  
President

**SCHEDULE B-2**

**CERTIFIED RESOLUTION OF THE DIRECTOR OF**

**BSM TECHNOLOGIES INC.  
(the "Corporation")**

In my capacity as President of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the director of the Corporation duly passed on December 31, 2019. The resolution is still in full force and effect, unamended as of today's date.


**"RECITALS**

- (a) The Corporation is a wholly-owned subsidiary of Geotab Inc. ("**ParentCo**");
- (b) BSM Technologies Ltd. ("**BSML**") is a wholly-owned subsidiary of the Corporation;
- (c) The Corporation has agreed to amalgamate with ParentCo and BSML under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

**RESOLVED THAT**

- 1. The Corporation is authorized to amalgamate with ParentCo and BSML under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of ParentCo.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of ParentCo.
- 5. The unanimous shareholders agreement and voting trust agreement of the amalgamated corporation shall be the same as the unanimous shareholders agreement and voting trust agreement of ParentCo.
- 6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 7. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution."

DATED December 31, 2019.

  
\_\_\_\_\_  
Neil Cawse  
President

**SCHEDULE B-3**

**CERTIFIED RESOLUTION OF THE DIRECTORS OF**

**BSM TECHNOLOGIES LTD.  
(the "Corporation")**

In my capacity as Chief Executive Officer of the Corporation, I certify that the resolution below is a true and accurate copy of a resolution of the directors of the Corporation duly passed on December 31, 2019. The resolution is still in full force and effect, unamended as of today's date.


**"RECITALS**

- (a) BSM Technologies Inc.. ("BSMI") is a wholly-owned subsidiary of Geotab Inc. ("ParentCo");
- (b) The Corporation is a wholly-owned subsidiary of BSMI;
- (c) The Corporation has agreed to amalgamate with ParentCo and BSMI under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

**RESOLVED THAT**

- 1. The Corporation is authorized to amalgamate with ParentCo and BSMI under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of ParentCo.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of ParentCo.
- 5. The unanimous shareholders agreement and voting trust agreement of the amalgamated corporation shall be the same as the unanimous shareholders agreement and voting trust agreement of ParentCo.
- 6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 7. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution."

DATED December 31, 2019.

  
\_\_\_\_\_  
Neil Cawse  
Chief Executive Officer