

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM708642

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		Certificate of Amalgamation	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
2378077 Alberta Ltd.		10/01/2021	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	S3 Group Ltd.		
<b>Street Address:</b>	850 - 2nd Street SW, 15th Floor, Bankers Court		
<b>City:</b>	Calgary		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	T2P 0R8		
<b>Entity Type:</b>	Corporation: CANADA		
<b>PROPERTY NUMBERS Total: 15</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	73683569	DELTA	
<b>Serial Number:</b>	86167759	S3	
<b>Serial Number:</b>	86167789	S3 ENTERPRISES	
<b>Serial Number:</b>	86167820	S3 WIREFORM	
<b>Serial Number:</b>	86167849	S3 DELTA HARROWS	
<b>Serial Number:</b>	86167871	S3 BLOWERS	
<b>Serial Number:</b>	86167908	S3 MANUFACTURING	
<b>Serial Number:</b>	86168152		
<b>Serial Number:</b>	86168166		
<b>Serial Number:</b>	86168247		
<b>Serial Number:</b>	86168348		
<b>Serial Number:</b>	86736642	SANDDRAGON	
<b>Serial Number:</b>	87418211	S3 AIR LABS	
<b>Serial Number:</b>	87418234	S3 AIR SYSTEMS	
<b>Serial Number:</b>	90182514	ROVER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9374436635		
<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>			

OP \$390.00 73683569

**Phone:** 937-443-6817  
**Email:** trademarks@thompsonhine.com  
**Correspondent Name:** Roger H. Bora  
**Address Line 1:** 10050 Innovation Drive, Suite 400  
**Address Line 4:** Dayton, OHIO 45342

**ATTORNEY DOCKET NUMBER:** 073445-075 jmb

**NAME OF SUBMITTER:** Roger H. Bora

**SIGNATURE:** /roger h bora/

**DATE SIGNED:** 02/16/2022

**Total Attachments: 19**

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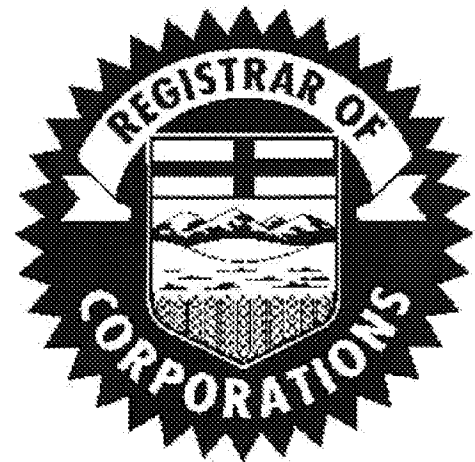
CORPORATE ACCESS NUMBER: 2023783497

**Government  
of Alberta ■**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**S3 GROUP LTD.**  
IS THE RESULT OF AN AMALGAMATION FILED ON 2021/10/01.



THE INFORMATION IN THIS  
DOCUMENT IS AN ACCURATE  
REPRODUCTION OF DATA  
CONTAINED WITHIN THE OFFICIAL  
RECORDS OF ALBERTA REGISTRY.

**TRADEMARK**  
**REEL: 007635 FRAME: 0542**

**Articles of Amalgamation  
For  
S3 GROUP LTD.**

**Share Structure:** SEE ATTACHED SCHEDULE OF SHARE PROVISIONS.  
**Share Transfers  
Restrictions:** SEE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE  
TRANSFERS.  
**Number of Directors:**  
**Min Number of Directors:** 1  
**Max Number of Directors:** 9  
**Business Restricted To:** NONE.  
**Business Restricted From:** NONE.  
**Other Provisions:** SEE ATTACHED SCHEDULE OF OTHER PROVISIONS.

**Registration Authorized By: DAN SHEA  
SOLICITOR**

## SCHEDULE OF SHARE PROVISIONS

The Corporation is authorized to issue an unlimited number of Common shares and an unlimited number of Cumulative Preferred Shares, each subject to the rights, privileges, restrictions and conditions as set forth below:

(1) The Common shares shall be subject to the following rights, privileges, restrictions and conditions:

(a) The holders of Common shares shall be entitled to receive notice of, attend at and vote at all meetings of shareholders on the basis of one vote for each Common share held;

(b) The holders of Common shares shall, subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, be entitled to receive dividends as and if declared by the board of directors. Dividends may be declared on Common shares to the complete exclusion of any other class of shares; and,

(c) In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of Common shares shall, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, be entitled to share, pro rata, according to the number of Common shares held, in the remaining property of the Corporation.

(2) The Cumulative Preferred Shares shall be subject to the following rights, privileges, restrictions and conditions:

(a) Cumulative Dividends: The holders of the Cumulative Preferred Shares, in priority to the holders of Common shares and all other shares ranking junior to the Cumulative Preferred Shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, fixed preferential cumulative dividends at the rate of 4% per annum on the Redemption Amount (as defined below) per share. Such dividends will be payable in quarterly instalments on the last day of January, April, July and October in each year and shall accrue and be cumulative from the respective dates of issue. If on any dividend payment date the dividend payable on such date is not paid in full on all the Cumulative Preferred Shares then issued and outstanding, such dividend, or the unpaid part thereof, shall be paid at a subsequent date or dates in priority to dividends on the Common shares and any other shares ranking junior to the Cumulative Preferred Shares. The holders of Cumulative Preferred Shares shall not be entitled to any dividends other than or in excess of the preferential cumulative dividends hereinbefore provided.

(b) Redemption: The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part (on a pro rata basis) of the then outstanding Cumulative Preferred Shares as the board of directors of the Corporation may in its sole discretion determine on payment of the Redemption Amount for each share to be redeemed. In the case of redemption of Cumulative Preferred Shares under this provision, the Corporation shall at least 21 days (or, if all of the holders of the Cumulative Preferred Shares consent,

such shorter period to which they may consent) before the date specified for redemption mail (or, with the consent of any particular holder, otherwise deliver) a notice in writing of the intention of the Corporation to redeem such Cumulative Preferred Shares to each person who at the record date for the determination of shareholders entitled to receive notice is a holder of Cumulative Preferred Shares. Such notice shall set out the Redemption Amount and the date on which redemption is to take place and if part only of the shares are to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the holders of the Cumulative Preferred Shares the Redemption Amount for the shares redeemed on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates (if any) representing the Cumulative Preferred Shares called for redemption. If a part only of the shares represented by any certificate are redeemed a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the holders of the Cumulative Preferred Shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Cumulative Preferred Shares in respect thereof unless payment of the Redemption Amount in accordance with the foregoing provisions, in which case the rights of the holders of the said Cumulative Preferred Shares shall remain unaffected.

(c) Participation upon Liquidation, Dissolution or Winding-up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Cumulative Preferred Shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the Redemption Amount for each share before any amount shall be paid on any assets of the Corporation distributed to the holders of any Common shares or shares of any other class ranking junior to the Cumulative Preferred Shares. After payment to the holders of the Cumulative Preferred Shares of the Redemption Amount they shall not be entitled to share in any further distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

(d) Voting Rights: The holders of the Cumulative Preferred Shares shall not be entitled to receive notice of or to attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting.

(e) "Redemption Amount" means, with respect to each Cumulative Preferred Share, \$1.00 per share together with all accrued and unpaid dividends

SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS

No shares or other securities (other than non-convertible debt securities) of the Corporation shall be transferred without the express consent or approval of either:

- a) (i) the board of directors of the Corporation, or (ii) the shareholders of the Corporation, in each case as evidenced by a resolution duly passed by the board or by the shareholders, respectively, or
- b) (i) a majority of the directors of the Corporation then in office, or (ii) the holders of a majority of the shares of the Corporation entitled to vote for the election of directors generally, in each case as evidenced by a written instrument signed by them.

SCHEDULE OF OTHER PROVISIONS

a) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

b) Meetings of shareholders may be held outside of Alberta.



# Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2021/10/01

Corporate Access Number: 2023783497

## Business Number:

Service Request Number: 36258846  
Alberta Corporation Type: Named Alberta Corporation  
Legal Entity Name: S3 GROUP LTD.  
Business Number:  
French Equivalent Name:  
Nuans Number: 121385642  
Nuans Date: 2021/09/24  
French Nuans Number:  
French Nuans Date:

## REGISTERED ADDRESS

Street: 1500, 850 - 2 STREET SW  
Legal Description:  
City: CALGARY  
Province: ALBERTA  
Postal Code: T2P0R8

## RECORDS ADDRESS

Street: 1500, 850 - 2 STREET SW  
Legal Description:  
City: CALGARY  
Province: ALBERTA  
Postal Code: T2P0R8

## ADDRESS FOR SERVICE BY MAIL

Post Office Box:  
City:  
Province:  
Postal Code:  
Email Address: CORPORATE.CALGARY@DENTONS.COM  
Share Structure: SEE ATTACHED SCHEDULE OF SHARE PROVISIONS.  
Share Transfers Restrictions: SEE ATTACHED SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS.  
Number of Directors:  
Min Number Of Directors: 1  
Max Number Of Directors: 9  
Business Restricted To: NONE.  
Business Restricted From: NONE.  
Other Provisions: SEE ATTACHED SCHEDULE OF OTHER PROVISIONS.  
Professional Endorsement Provided:  
Future Dating Required:  
Registration Date: 2021/10/01

Agent for Service

Agent for Service Type: Primary

Last Name: SHEA  
First Name: DAN  
Middle Name:  
Firm Name: DENTONS CANADA LLP  
Street: 1500, 850 - 2 STREET SW  
City: CALGARY  
Province: ALBERTA  
Postal Code: T2P0R8  
Email Address: DAN.SHEA@DENTONS.COM

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Director

Last Name: FLYNN  
First Name: MATT  
Middle Name:  
Street/Box Number: SUITE 1700, 225 - 6 AVENUE SW  
City: CALGARY  
Province: ALBERTA  
Postal Code: T2P1N2  
Country:  
Named On Stat Dec:

Last Name: HAYWARD  
First Name: TOBIN  
Middle Name:  
Street/Box Number: SUITE 1700, 225 - 6 AVENUE SW  
City: CALGARY  
Province: ALBERTA  
Postal Code: T2P1N2  
Country:  
Named On Stat Dec: Y

Last Name: TAYLOR  
First Name: JIM  
Middle Name:  
Street/Box Number: 502, 400 CROWFOOT CRESCENT NW  
City: CALGARY  
Province: ALBERTA  
Postal Code: T3G5H6  
Country:  
Named On Stat Dec:

Last Name: LEAKOS  
First Name: STEVEN  
Middle Name:

Street/Box Number: 502, 400 CROWFOOT CRESCENT NW  
City: CALGARY  
Province: ALBERTA  
Postal Code: T3G5H6  
Country:  
Named On Stat Dec:

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**Amalgamating Corporation**

Corporate Access Number	Business Number	Legal Entity Name
2023157189	788586949	2315718 ALBERTA LTD.
2023780774	104469234	2378077 ALBERTA LTD.
2023780980	774692909	2378098 ALBERTA LTD.
2023781244	774682108	2378124 ALBERTA LTD.

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**Attachment**

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000307138566775	2021/10/01
Other Rules or Provisions	ELECTRONIC	2021/10/01
Restrictions on Share Transfers	ELECTRONIC	2021/10/01
Share Structure	ELECTRONIC	2021/10/01

Registration Authorized By: DAN SHEA  
SOLICITOR

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

APPROVED FOR FILING

OCT 1, 2021  
*[Signature]*

# ALBERTA

## Articles of Amalgamation

Business Corporations Act  
Section 185

1. Name of Amalgamated Corporation

S3 Group Ltd.

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

See attached Schedule of Share Provisions.

3. Restrictions on share transfers (if any):

See attached Schedule of Restrictions on Share Transfers.

4. Number, or minimum and maximum number of directors:

Minimum 1; Maximum 9

5. If the corporation is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restriction(s):

None.

6. Other rules or provisions (if any):

See attached Schedule of Other Provisions.

7. Name of Amalgamating Corporations

Corporate Access Number

2318718 Alberta Ltd.	2023157189
2378124 Alberta Ltd.	2023781244
2378098 Alberta Ltd.	2023780980
2378077 Alberta Ltd.	2023780774

*Richelle Andreas*

Name of Person Authorizing (please print)

CEO

Title (please print)

*Richelle Andreas*

Signature

October 1, 2021

Date

NATDCCS6600067V-1

## SCHEDULE OF SHARE PROVISIONS

The Corporation is authorized to issue an unlimited number of Common shares and an unlimited number of Cumulative Preferred Shares, each subject to the rights, privileges, restrictions and conditions as set forth below:

- (1) The Common shares shall be subject to the following rights, privileges, restrictions and conditions:
  - (a) The holders of Common shares shall be entitled to receive notice of, attend at and vote at all meetings of shareholders on the basis of one vote for each Common share held;
  - (b) The holders of Common shares shall, subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Corporation, be entitled to receive dividends as and if declared by the board of directors. Dividends may be declared on Common shares to the complete exclusion of any other class of shares; and,
  - (c) In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of Common shares shall, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, be entitled to share, pro rata, according to the number of Common shares held, in the remaining property of the Corporation.
  
- (2) The Cumulative Preferred Shares shall be subject to the following rights, privileges, restrictions and conditions:
  - (a) **Cumulative Dividends:** The holders of the Cumulative Preferred Shares, in priority to the holders of Common shares and all other shares ranking junior to the Cumulative Preferred Shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, fixed preferential cumulative dividends at the rate of 4% per annum on the Redemption Amount (as defined below) per share. Such dividends will be payable in quarterly instalments on the last day of January, April, July and October in each year and shall accrue and be cumulative from the respective dates of issue. If on any dividend payment date the dividend payable on such date is not paid in full on all the Cumulative Preferred Shares then issued and outstanding, such dividend, or the unpaid part thereof, shall be paid at a subsequent date or dates in priority to dividends on the Common shares and any other shares ranking junior to the Cumulative Preferred Shares. The holders of Cumulative Preferred Shares shall not be entitled to any dividends other than or in excess of the preferential cumulative dividends hereinbefore provided.
  - (b) **Redemption:** The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part (on a *pro rata* basis)

of the then outstanding Cumulative Preferred Shares as the board of directors of the Corporation may in its sole discretion determine on payment of the Redemption Amount for each share to be redeemed.

In the case of redemption of Cumulative Preferred Shares under this provision, the Corporation shall at least 21 days (or, if all of the holders of the Cumulative Preferred Shares consent, such shorter period to which they may consent) before the date specified for redemption mail (or, with the consent of any particular holder, otherwise deliver) a notice in writing of the intention of the Corporation to redeem such Cumulative Preferred Shares to each person who at the record date for the determination of shareholders entitled to receive notice is a holder of Cumulative Preferred Shares. Such notice shall set out the Redemption Amount and the date on which redemption is to take place and if part only of the shares are to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the holders of the Cumulative Preferred Shares the Redemption Amount for the shares redeemed on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates (if any) representing the Cumulative Preferred Shares called for redemption. If a part only of the shares represented by any certificate are redeemed a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice the holders of the Cumulative Preferred Shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Cumulative Preferred Shares in respect thereof unless payment of the Redemption Amount in accordance with the foregoing provisions, in which case the rights of the holders of the said Cumulative Preferred Shares shall remain unaffected.

- (c) **Participation upon Liquidation, Dissolution or Winding-up:** In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Cumulative Preferred Shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the Redemption Amount for each share before any amount shall be paid or any assets of the Corporation distributed to the holders of any Common shares or shares of any other class ranking junior to the Cumulative Preferred Shares. After payment to the holders of the Cumulative Preferred Shares of the Redemption Amount they shall not be entitled to share in any further distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.
- (d) **Voting Rights:** The holders of the Cumulative Preferred Shares shall not be entitled to receive notice of or to attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting.
- (e) **"Redemption Amount"** means, with respect to each Cumulative Preferred Share, \$1.50 per share together with all accrued and unpaid dividends

SCHEDULE OF RESTRICTIONS ON SHARE TRANSFERS

No shares or other securities (other than non-convertible debt securities) of the Corporation shall be transferred without the express consent or approval of either:

- a) (i) the board of directors of the Corporation, or (ii) the shareholders of the Corporation, in each case as evidenced by a resolution duly passed by the board or by the shareholders, respectively, or
- b) (i) a majority of the directors of the Corporation then in office, or (ii) the holders of a majority of the shares of the Corporation entitled to vote for the election of directors generally, in each case as evidenced by a written instrument signed by them.

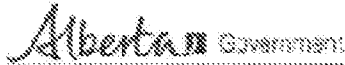
**SCHEDULE OF OTHER PROVISIONS**

- a) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation.
- b) Meetings of shareholders may be held outside of Alberta.



APPROVED FOR FILING

DEC. 1, 2021



# Notice of Address or Notice of Change of Address

Business Corporations Act  
Section 20

This information is collected in accordance with the Business Corporations Act. It is required to register or update an Alberta corporation's address for the purpose of notice and service. Collection is authorized under s. 23(a) of the Freedom of Information and Protection of Privacy Act. Questions about the collection can be directed to Service Alberta Contact Centre staff at [cc@alberta.ca](mailto:cc@alberta.ca) or 780-427-1013 (toll free 310-0000 within Alberta).

- 1. Name of Corporation
- 2. Corporate Access Number

93 Group Ltd	
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- 3. Address of Registered Office

Street	City/Town	Province	Postal Code
1500, 850 - 2 Street SW	Calgary	Alberta	T2P 0R8

OR

Legal Land Description

- 4. Records Address

Street	City/Town	Province	Postal Code
1500, 850 - 2 Street SW	Calgary	Alberta	T2P 0R8

OR

Legal Land Description

- 5. Address for Service by Mail (if different from item 3)

Post Office Box Only	City/Town	Province	Postal Code

- 6. Email Address (optional)

cc@corpale calgary@identicons.com

- 7. Authorized Representative/Authorized Signing Authority for the Corporation

Andreas, Riehelle  
Last Name, First Name, Middle Name (optional)

CEO  
Position(s) in Corporation

( ) -  
Telephone Number (optional)

\_\_\_\_\_  
Email Address (optional)

October 1, 2021  
Date of submission (yyyy-mm-dd)

Riehelle Andrus  
Signature

APPROVED FOR FILING

OCT. 1. 2021



Notice of Directors or Notice of Change of Directors

Business Corporations Act Sections 100, 113 and 509

Alberta Corporate Access Number

Name of Corporation

S3 Group Ltd.

The following person was appointed Director on \_\_\_\_\_ ;

Table with 2 columns: Name of Director (Last, First, Middle) and Mailing Address (including postal code). Rows are empty.

The following person ceased to hold office as Director on \_\_\_\_\_ ;

Table with 2 columns: Name of Director (Last, First, Middle) and Mailing Address (including postal code). Rows are empty.

As of this date the Directors of the corporation are:

Table with 2 columns: Name of Director (Last, First, Middle) and Mailing Address (including postal code). Rows include Matthew Flynn, Tobin Hayward, Steven Lealos, and Jim Taylor.

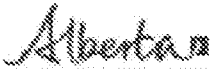
Authorized Signature

Rehelle Andreas, CEO

October 1, 2021

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Box 1140, Edmonton, AB T6J 2G7, (780) 427-7013

DEC. 1, 2021



Notice of Agent for Service/Change of Agent for Service for Alberta and Extra-provincial Corporation

Public (when completed)

Business Corporations Act Sections 20.1, 20.2, 250 and 258

This information is collected, used and may be publicly disclosed in accordance with s. 33(a), 34(1)(a), and 40(1)(a,b) of the Freedom of Information and Protection of Privacy Act, the Business Corporations Act and the Common Business Number Act. It is required to register or update an Alberta or extra-provincial corporation's agent for the purpose of notice and service. Questions can be directed to the Service Alberta Contact Centre at 1-800-421-7733, toll-free 1-800-000-0000 within Alberta.

- 1. Name of Corporation 2. Corporate Access Number 3. Business Number (optional)

53 Group Ltd. [Corporate Access Number] [Business Number]

4. Agent for Service (Select the appropriate option)

- Appointment of primary agent for service
Change of primary agent for service
Appointment of alternate agent for service
Change of alternate agent for service
Resignation of [Name of Agent for Service] as [Name of Agent for Service]

Date of Resignation yyyy-mm-dd

The agent for service confirms that a 60-day resignation notice has been given to the corporation at its registered office/head office.

- Revocation of appointment of [Name of Agent for Service] as [Name of Agent for Service]

Date of Revocation yyyy-mm-dd

5. The corporation has appointed [First Name] [Last Name] as the corporation's primary agent for service

Date of Appointment yyyy-mm-dd

6. Full Address of Agent for Service

Street Address (optional) / City or Town / Province / Postal Code
1500, 850 - 7 Street SW / Calgary / AB / T2P 0R8

Email Address (mandatory): dan.shea@dentons.com

7. Consent to act as Agent for Service

[Name of Agent for Service] has consented to act as the agent for service of the above named corporation.

8. Authorized Representative/Authorized Signing Authority for the Corporation

[First Name] [Last Name]

[Title/Position] [Title/Position]

[Date of Submission yyyy-mm-dd] [Signature]

STATUTORY DECLARATION

CANADA )  
          ) IN THE MATTER OF the *Business*  
          ) *Corporations Act* (Alberta);  
PROVINCE OF ALBERTA )  
          ) )  
          ) 2378077 Alberta Ltd. (formerly S3  
TO WIT: ) Enterprises Inc.),  
          ) 2378098 Alberta Ltd. (formerly S3  
          ) Manufacturing Inc.),  
          ) 2378124 Alberta Ltd. (formerly S3  
          ) Wireform Inc.), and  
          ) 2315718 Alberta Ltd.  
          ) (the "Amalgamating Corporations")  
          ) to form S3 Group Ltd. (the "Amalgamated  
          ) Corporation")

I, Tobin Hayward, of the City of Calgary, in the Province of Alberta, DO SOLEMNLY DECLARE THAT:

1. I am a proposed director of the Amalgamated Corporation and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Amalgamating Corporations and have made such enquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
  - (a) the Amalgamated Corporation will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the Amalgamated Corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor will be prejudiced by the amalgamation.
4. I am executing this document by two-way video conferencing separate and apart from any other person.

AND I make this solemn declaration conscientiously believing it to be true, and knowing it is of the same force and effect as if made under oath.

DECLARED BEFORE ME at the City )  
of Calgary, in the Province of Alberta, )  
by two-way video conferencing with )  
the declarant who was at the City of )  
Calgary in the Province of Alberta, )  
this 1<sup>st</sup> day of October, 2021 on the )  
basis of evidence provided to me to )  
verify the deponent's identity and )  
confirm the contents of the document )  
being executed. )



Tobia Hayward



A COMMISSIONER FOR OATHS IN  
AND FOR THE PROVINCE OF  
ALBERTA