

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM866038

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	12/28/2023
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nutrilawn Corporation		12/27/2023	Corporation: CANADA
Mosquito.Buzz Corp.		12/27/2023	Corporation: CANADA
Mosquito.Buzz Services Ltd.		12/27/2023	Corporation: CANADA
Nutrilawn Toronto Limited		12/27/2023	Corporation: CANADA
Yarra Consulting Corporation		12/27/2023	Corporation: CANADA
Statstar Inc.		12/27/2023	Corporation: CANADA
Wingleaf Holdings Inc.		12/27/2023	Corporation: CANADA
Leafwing Holdings Inc.		12/27/2023	Corporation: CANADA
One Five Rootbuilders Inc.		12/27/2023	Corporation: CANADA
Gold Medal Ventures Ltd.		12/27/2023	Corporation: CANADA
Nutrilawn Calgary Inc.		12/27/2023	Corporation: CANADA
Nutrilawn Manitoba Inc.		12/27/2023	Corporation: CANADA
Mosquito.Buzz MB 2023 Ltd.		12/27/2023	Corporation: CANADA

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Nutri Buzz Inc.	12/27/2023	Corporation: CANADA

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Nutri Buzz Inc.
Street Address:	3146 Lenworth Drive
City:	Mississauga
State/Country:	CANADA
Postal Code:	L4X2G1
Entity Type:	Corporation: CANADA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	5505158	MOSQUITO.BUZZ

OP \$90.00 5505158

Property Type	Number	Word Mark
Registration Number:	5506651	...STAY OUTSIDE
Registration Number:	5906106	MOSQUITO.BUZZ

CORRESPONDENCE DATA

Fax Number:

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.

Phone: 509-295-9229
Email: szimowski@gravislaw.com
Correspondent Name: Stephen S. Zimowski
Address Line 1: 503 Knight Street
Address Line 2: Suite A
Address Line 4: Richland, WASHINGTON 99352

DOMESTIC REPRESENTATIVE

Name: Stephen S. Zimowski
Address Line 1: 503 Knight Street
Address Line 2: Suite A
Address Line 4: Richland, WASHINGTON 99352

NAME OF SUBMITTER:	Stephen S. Zimowski
SIGNATURE:	/Stephen S. Zimowski/
DATE SIGNED:	01/05/2024

Total Attachments: 21

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Certificate of Amalgamation

Certificat de fusion

Business Corporations Act

Loi sur les sociétés par actions

NUTRI BUZZ INC.

Corporation Name / Dénomination sociale

1000751575

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

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

December 28, 2023 / 28 décembre 2023

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

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

Certified a true copy of the record of the
Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar



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

Copie certifiée conforme du dossier du
ministère des Services au public et aux
entreprises.

V. Quintanilla W.

Directeur ou registrateur

TRADEMARK
REEL: 008309 FRAME: 0243



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name
NUTRI BUZZ INC.

2. Registered Office Address
3146 Lenworth Drive, Mississauga, Ontario, Canada, L4X 2G1

3. Number of Directors
Minimum/Maximum Min 1 / Max 15

4. The director(s) is/are:
Full Name TED DZIALOWSKI
Resident Canadian Yes
Address for Service 3146 Lenworth Drive, Mississauga, Ontario, Canada, L4X 2G1

Full Name RYAN VINCENT
Resident Canadian Yes
Address for Service 3146 Lenworth Drive, Mississauga, Ontario, Canada, L4X 2G1

5. Method of Amalgamation

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

A handwritten signature in black ink, appearing to read "V. Quintanilla W.".

Director/Registrar, Ministry of Public and Business Service Delivery

TRADEMARK
REEL: 008309 FRAME: 0244

A. Amalgamation Agreement

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.

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

Corporation Name	OCN	Date of Adoption/Approval
NUTRILAWN CORPORATION	2345289	December 27, 2023
MOSQUITO.BUZZ CORP.	2505292	December 27, 2023
MOSQUITO.BUZZ SERVICES LTD.	2687354	December 27, 2023
NUTRILAWN TORONTO LIMITED	1886741	December 27, 2023
YARRA CONSULTING CORPORATION	2084349	December 27, 2023
STATSTAR INC.	1124187	December 27, 2023
WINGLEAF HOLDINGS INC.	2251761	December 27, 2023
LEAFWING HOLDINGS INC.	2084345	December 27, 2023
ONE FIVE ROOTBUILDERS INC.	1000747478	December 27, 2023
GOLD MEDAL VENTURES LTD.	1000746160	December 27, 2023
NUTRILAWN CALGARY INC.	1000743881	December 27, 2023
NUTRILAWN MANITOBA INC.	1000744180	December 27, 2023
MOSQUITO.BUZZ MB 2023 LTD.	1000747088	December 27, 2023

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

None

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

An unlimited number of common shares

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

Not applicable

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

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V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

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

No transfer of any share shall be effective without either: (a) the previous consent of the directors of the Corporation expressed by a resolution passed by the board of directors, or by an instrument or instruments in writing signed by all the directors, or (b) the previous consent of the holders of the shares having voting rights for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by all the shareholders having voting rights.

10. Other provisions:

(a) The board of directors may from time to time, in such amounts and on such terms as it deems expedient:

(i) borrow money on the credit of the Corporation;

(ii) issue, reissue, sell or pledge debt obligations (including bonds, debentures, notes or other evidences of indebtedness or guarantee, secured or unsecured) of the Corporation;

(iii) to the extent permitted by the Business Corporations Act (Ontario) (the "Act"), give directly or indirectly financial assistance to any person by means of a loan, a guarantee or otherwise on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person;

(iv) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and

(v) to the extent permitted by the Act, 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 shall be 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 each person is counted as one 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, must be counted as a separate beneficial owner.

(c) The Corporation is hereby prohibited from making an invitation to the public to subscribe for any securities of the Corporation.

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

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

TRADEMARK
REEL: 008309 FRAME: 0246

Supporting Document - Schedule "A"

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

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

TRADEMARK
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Supporting Document - Schedule "B"

A copy of the amalgamation agreement adopted by shareholders under subsection 176(4) of the Business Corporations Act

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

TRADEMARK
REEL: 008309 FRAME: 0248

Supporting Information - Nuans Report Information

Nuans Report Reference #

122091639

Nuans Report Date

December 15, 2023

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

TRADEMARK
REEL: 008309 FRAME: 0249

SCHEDULE "A1"

IN THE MATTER OF THE AMALGAMATION OF
NUTRILAWN CORPORATION, MOSQUITO.BUZZ CORP.,
MOSQUITO.BUZZ SERVICES LTD., NUTRILAWN TORONTO
LIMITED, YARRA CONSULTING CORPORATION, STATSTAR
INC., WINGLEAF HOLDINGS INC., LEAFWING HOLDINGS
INC., ONE FIVE ROOTBUILDERS INC., GOLD MEDAL
VENTURES LTD., NUTRILAWN CALGARY INC., NUTRILAWN
MANITOBA INC., MOSQUITO.BUZZ MB 2023 LTD.

STATEMENT OF DIRECTOR PURSUANT TO SUBSECTION
178(2) OF THE BUSINESS CORPORATIONS ACT

I, TED DZIALOWSKI, of the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the Business Corporations Act (the "Act").
2. I am a director of each of Nutrilawn Corporation, Mosquito.Buzz Corp., Mosquito.Buzz Services Ltd., Nutrilawn Toronto Limited, Statstar Inc., Wingleaf Holdings Inc., Leafwing Holdings Inc., One Five Rootbuilders Inc., Gold Medal Ventures Ltd., Nutrilawn Calgary Inc., Nutrilawn Manitoba Inc. and Mosquito.Buzz MB 2023 Ltd. (collectively, the "Amalgamating Corporations") and as such have knowledge of their affairs.
3. I have conducted such examination of the books and records of the Amalgamating Corporations as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation (together with Yarra Consulting Corporation) will be able to pay its liabilities as they become due, and
 - (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

DATED as of the 27th day of December, 2023.

DocuSigned by:

Ted Dzialowski

BEFAR6267C874BB

Ted Dzialowski

SCHEDULE "A2"

IN THE MATTER OF THE AMALGAMATION OF
NUTRILAWN CORPORATION, MOSQUITO.BUZZ CORP.,
MOSQUITO.BUZZ SERVICES LTD., NUTRILAWN TORONTO
LIMITED, YARRA CONSULTING CORPORATION, STATSTAR
INC., WINGLEAF HOLDINGS INC., LEAFWING HOLDINGS
INC., ONE FIVE ROOTBUILDERS INC., GOLD MEDAL
VENTURES LTD., NUTRILAWN CALGARY INC.,
NUTRILAWN MANITOBA INC. AND MOSQUITO.BUZZ MB
2023 LTD. (collectively the "Amalgamating Corporations")

STATEMENT OF DIRECTOR PURSUANT TO SUBSECTION
178(2) OF THE BUSINESS CORPORATIONS ACT

I, RYAN VINCENT, of the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the Business Corporations Act (the "Act").
2. I am a director of Yarra Consulting Corporation, one of the Amalgamating Corporations, and as such have knowledge of its affairs.
3. I have conducted such examination of the books and records of Yarra Consulting Corporation as is necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that:
 - (i) Yarra Consulting Corporation is and the corporation to be formed by the amalgamation of the Amalgamating Corporations will be able to pay its liabilities as they become due, and
 - (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of Yarra Consulting Corporation will be prejudiced by the amalgamation.

DATED as of the 27th day of December, 2023.

DocuSigned by:

Ryan Vincent

962FD605252747E...

Ryan Vincent

SCHEDULE B

THIS AGREEMENT made this as of the 27th day of December, 2023.

B E T W E E N:

NUTRILAWN CORPORATION, a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "Nutrilawn")

OF THE FIRST PART

-and-

MOSQUITO.BUZZ CORP., a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "MB Corp")

OF THE SECOND PART

-and-

MOSQUITO.BUZZ SERVICES LTD., a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "MB Services")

OF THE THIRD PART

-and-

NUTRILAWN TORONTO LIMITED, a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "Toronto")

OF THE FOURTH PART

-and-

YARRA CONSULTING CORPORATION, a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "Yarra")

OF THE FIFTH PART

-and-

STATSTAR INC., a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "Statstar")

OF THE SIXTH PART

-and-

-2-

WINGLEAF HOLDINGS INC., a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "Wingleaf")

OF THE SEVENTH PART

-and-

LEAFWING HOLDINGS INC., a corporation incorporated pursuant to the laws of the Province of Ontario,

(hereinafter called "Leafwing")

OF THE EIGHTH PART

-and-

ONE FIVE ROOTBUILDERS INC., a corporation continued pursuant to the laws of the Province of Ontario,

(hereinafter called "One Five")

OF THE NINTH PART

-and-

GOLD MEDAL VENTURES LTD., a corporation continued pursuant to the laws of the Province of Ontario,

(hereinafter called "Gold Medal")

OF THE TENTH PART

-and-

NUTRILAWN CALGARY INC., a corporation continued pursuant to the laws of the Province of Ontario,

(hereinafter called "Calgary")

OF THE ELEVENTH PART

-and-

NUTRILAWN MANITOBA INC., a corporation continued pursuant to the laws of the Province of Ontario,

(hereinafter called "Manitoba")

OF THE TWELFTH PART

-and-

MOSQUITO.BUZZ MB 2023 LTD., a corporation continued pursuant to the laws of the Province of Ontario,

(hereinafter called "MB Manitoba")

OF THE THIRTEENTH PART

WHEREAS each of Nutrilawn, MB Corp, MB Services, Toronto, Yarra, Statstar, Wingleaf and Leafwing were incorporated under and are governed by the Act;

AND WHEREAS One Five, Gold Medal, Calgary, Manitoba and MB Manitoba were continued under and are governed by the Act;

AND WHEREAS each of Nutrilawn, MB Corp, MB Services, Toronto, Yarra, Statstar, Wingleaf, Leafwing, One Five, Gold Medal, Calgary, Manitoba and MB Manitoba, acting under the authority contained in the Act, have agreed to amalgamate upon the terms and conditions hereinafter set out;

AND WHEREAS the parties have each made full disclosure to one another of all their respective assets and liabilities;

AND WHEREAS the authorized capital of Nutrilawn consists of the following:

- (a) an unlimited number of common shares;
- (b) an unlimited number of Class A special shares; and
- (c) an unlimited number of Class B special shares;

of which Ten Thousand (10,000) common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of MB Corp consists of the following:

- (a) an unlimited number of Class A common shares;
- (b) an unlimited number of Class B common shares;
- (c) an unlimited number of Class A special shares; and
- (d) an unlimited number of Class B special shares;

of which Ten Thousand (10,000) Class A common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of MB Services consists of the following:

- (a) an unlimited number of Class A common shares;
- (b) an unlimited number of Class B common shares;
- (c) an unlimited number of Class A special shares; and
- (d) an unlimited number of Class B special shares;

of which One Hundred (100) Class A common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Toronto consists of an unlimited number of common shares of which Two Hundred (200) common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Yarra consists of an unlimited number of common shares of which Two Hundred (200) common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Statstar consists of the following:

- (a) an unlimited number of common shares; and
- (b) an unlimited number of Class A preference shares;

of which One Hundred (100) common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Wingleaf consists of an unlimited number of common shares of which Two Hundred and Thirty (230) common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Leafwing consists of an unlimited number of common shares of which Two Hundred (200) common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of One Five consists of an unlimited number of common shares of which One Hundred (100) common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Gold Medal consists of the following:

- (a) an unlimited number of Class A voting common shares;
- (b) an unlimited number of Class B non-voting common shares;
- (c) an unlimited number of Class C non-voting common shares;
- (d) an unlimited number of Class D non-voting common shares;
- (e) an unlimited number of Class E non-voting preferred shares;
- (f) an unlimited number of Class F non-voting preferred shares;
- (g) an unlimited number of Class G non-voting preferred shares;
- (h) an unlimited number of Class H non-voting preferred shares;
- (i) an unlimited number of Class I non-voting preferred shares;

of which the following are issued and outstanding as fully paid and non-assessable:

- (a) Twenty (20) Class A voting common shares;
- (b) One Hundred (100) Class B non-voting common shares;
- (c) One Hundred (100) Class C non-voting common shares;
- (d) Eighteen Thousand, Five Hundred (18,500) Class E non-voting preferred shares.

AND WHEREAS the authorized capital of Calgary consists of an unlimited number of common shares of which One Hundred (100) common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Manitoba consists of an unlimited number of common shares of which One Hundred (100) common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of MB Manitoba consists of an unlimited number of common shares of which One Hundred (100) common shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS it is desirable that the said amalgamation should be effected.

NOW THEREFORE THIS AGREEMENT WITNESSES as follows:

1. In this Agreement:
 - (a) "Amalgamating Corporations" means Nutrilawn, MB Corp, MB Services, Toronto, Yarra, Statstar, Wingleaf, Leafwing, One Five, Gold Medal, Calgary, Manitoba and MB Manitoba, the parties hereto;
 - (b) "Amalgamated Corporation" means the corporation continuing from the amalgamation of the Amalgamating Corporations;
 - (c) "Amalgamation Agreement" or "Agreement" means this Amalgamation Agreement; and
 - (d) "Act" means the Business Corporations Act, R.S.O. 1990, c.B.16, as amended.
2. The Amalgamating Corporations and each of them do hereby agree to amalgamate as of the 28th day of December, 2023, under the provisions of Section 174 of the Act and to continue as one corporation under the terms and conditions hereinafter set out.
3. The name of the Amalgamated Corporation shall be **NUTRI BUZZ INC.**
4. The address of the registered office of the Amalgamated Corporation shall be 3146 Lenworth Drive, Mississauga, Ontario, L4X 2G1.
5. There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the powers the Amalgamated Corporation may exercise.
6. The by-laws of the Amalgamated Corporation shall be the by-laws of MB Corp. The proposed by-laws of the Amalgamated Corporation may be examined at the following address:

3146 Lenworth Drive, Mississauga, Ontario, L4X 2G1
7. The Amalgamated Corporation is authorized to issue an unlimited number of common shares.

8. The authorized but unissued shares and the issued and outstanding shares in the capital of the Amalgamating Corporations shall be respectively cancelled and/or converted into issued shares in the capital of the Amalgamated Corporation as follows:

- (a) the Two Hundred (200) issued and outstanding common shares in the capital of Yarra shall be converted into Four Thousand, Five Hundred and Forty-Five (4,545) common shares of the Amalgamated Corporation;
- (b) the One Hundred (100) issued and outstanding common shares in the capital of Statstar shall be converted into Four Thousand, Five Hundred and Forty-Five (4,545) common shares of the Amalgamated Corporation;
- (c) the One Hundred (100) issued and outstanding common shares in the capital of Wingleaf which are held by Statstar shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (d) the One Hundred (100) issued and outstanding common shares in the capital of Wingleaf which are held by Yarra shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (e) the remaining Thirty (30) issued and outstanding common shares in the capital of Wingleaf shall be converted into Nine Hundred and Ten (910) common shares of the Amalgamated Corporation;
- (f) the Ten Thousand (10,000) issued and outstanding common shares in the capital of Nutrilawn, which are held by Leafwing, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (g) the Ten Thousand (10,000) issued and outstanding Class A voting common shares in the capital of MB Corp, which are held by Wingleaf, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (h) the One Hundred (100) issued and outstanding Class A common shares in the capital of MB Services, which are held by MB Corp, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (i) the Two Hundred (200) issued and outstanding common shares in the capital of Toronto, which are held by Nutrilawn, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;

- (j) the One Hundred (100) issued and outstanding common shares in the capital of Leafwing, which are held by Yarra, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (k) the One Hundred (100) issued and outstanding common shares in the capital of Leafwing, which are held by Statstar, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (l) the One Hundred (100) issued and outstanding common shares in the capital of One Five, which are held by Nutrilawn, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (m) the Twenty (20) issued and outstanding Class A voting common shares in the capital of Gold Medal, which are held by Nutrilawn, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (n) the One Hundred (100) issued and outstanding Class B non-voting common shares in the capital of Gold Medal, which are held by Nutrilawn, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (o) the One Hundred (100) issued and outstanding Class C non-voting common shares in the capital of Gold Medal, which are held by Nutrilawn, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (p) the Eighteen Thousand, Five Hundred (18,500) issued and outstanding Class E non-voting preferred shares in the capital of Gold Medal, which are held by Nutrilawn, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (q) the One Hundred (100) issued and outstanding common shares in the capital of Calgary, which are held by Nutrilawn, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (r) the One Hundred (100) issued and outstanding common shares in the capital of Manitoba, which are held by Nutrilawn, shall be cancelled without any repayment of capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;
- (s) the One Hundred (100) issued and outstanding common shares in the capital of MB Manitoba, which are held by MB Corp, shall be cancelled without any repayment of

capital in respect thereof and shall not be converted into shares of the Amalgamated Corporation;

- (t) the remaining authorized but unissued shares of each of the Amalgamating Corporations shall be cancelled.

Upon the amalgamation of the Amalgamating Corporations becoming effective, the foregoing conversion will result in Ten Thousand (10,000) common shares being issued and outstanding as fully paid shares in the capital of the Amalgamated Corporation.

After the filing of Articles of Amalgamation in respect of this Agreement and the endorsement of a Certificate of Amalgamation in respect thereof, the shareholders of the Amalgamating Corporations shall, when requested by the Amalgamated Corporation, surrender the certificates representing the shares held by them in the Amalgamating Corporations and, in return, shall be entitled to receive certificates for shares of the Amalgamated Corporation on the basis aforesaid.

9. The stated capital of the shares of the Amalgamated Corporation issued on conversion of the shares of the Amalgamating Corporations pursuant to paragraph 8 hereof shall be equal to the aggregate stated capital of the shares of the Amalgamating Corporations which are being so converted.

10. The right to transfer shares of the Amalgamated Corporation shall be restricted in that, except in the case of a transfer of shares from a deceased shareholder to his personal representative, no transfer of any share shall be effective without either:

- (a) the previous consent of the directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all the directors; or
- (b) the previous consent of the holders of the shares having voting rights for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by all the shareholders having voting rights.

11. The following additional provisions shall apply to the Amalgamated Corporation:

- (a) The board of directors may from time to time, in such amounts and on such terms as it deems expedient:
 - (i) borrow money on the credit of the Amalgamated Corporation;
 - (ii) issue, reissue, sell or pledge debt obligations (including bonds, debentures, notes or other evidences of indebtedness or guarantee, secured or unsecured) of the Amalgamated Corporation;
 - (iii) to the extent permitted by the Act, give directly or indirectly financial assistance to any person by means of a loan, a guarantee or otherwise on

behalf of the Amalgamated Corporation to secure performance of any present or future indebtedness, liability or obligation of any person;

- (iv) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Amalgamated Corporation, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Amalgamated Corporation; and
 - (v) to the extent permitted by the Act, delegate to such one or more of the directors and officers of the Amalgamated 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 Amalgamated Corporation shall be beneficially owned, directly or indirectly, by not more than fifty (50) persons, not including employees and former employees of the Amalgamated Corporation or its affiliates, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Amalgamated Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner.
- (c) The Amalgamated Corporation is hereby prohibited from making an invitation to the public to subscribe for any securities of the Amalgamated Corporation.

12. The board of directors of the Amalgamated Corporation shall consist of a minimum of one (1) director and a maximum of fifteen (15) directors, until changed in accordance with the Act. Until changed by special resolution of the shareholders of the Amalgamated Corporation or if the directors of the Amalgamated Corporation are so authorized by special resolution of the shareholders of the Amalgamated Corporation, by resolution of the said directors, the board of directors of the Amalgamated Corporation shall consist of two (2) directors, and the first directors of the Amalgamated Corporation shall be the following:

<u>Name</u>	<u>Address</u>	<u>Resident Canadian</u>
Ted Dzialowski	3146 Lenworth Drive Mississauga, Ontario L4X 2G1	Yes
Ryan Vincent	3146 Lenworth Drive Mississauga, Ontario L4X 2G1	Yes

The said first directors shall hold office until the first annual meeting of the Amalgamated Corporation or until their successors are elected or appointed. The subsequent directors shall be elected each year thereafter by ordinary resolution at either an annual meeting or a special meeting

of the shareholders. The directors shall manage or supervise the management of the business and affairs of the Amalgamated Corporation, subject to the provisions of the Act.

13. Upon the shareholders of the Amalgamating Corporations respectively adopting this Amalgamation Agreement in accordance with the requirements of the Act, and subject to paragraph 15 hereof, Articles of Amalgamation in the prescribed form shall be sent to the Director under the Act.

14. Upon the endorsement of the Certificate of Amalgamation under the Act:

- (a) the Amalgamating Corporations are amalgamated and shall continue as one corporation effective on that date under the terms and conditions prescribed in this Amalgamation Agreement;
- (b) the Amalgamated Corporation shall possess all the property, rights, privileges and franchises and will be subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;
- (c) a conviction against, or ruling, order or judgement in favour of or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;
- (d) the Articles of Amalgamation shall be the Articles of Incorporation of the Amalgamated Corporation and the Certificate of Amalgamation, except for purposes of Subsection 117(1) of the Act, shall be deemed to be the Certificate of Incorporation of the Amalgamated Corporation; and
- (e) the Amalgamated Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the amalgamation has become effective.

15. This Amalgamation Agreement may be terminated by the board of directors of any of the Amalgamating Corporations, notwithstanding the approval of this Agreement by the shareholders of such Amalgamating Corporation, at any time prior to the endorsement of a Certificate of Amalgamation in respect of this Amalgamation Agreement.

[signature page to follow]

IN WITNESS WHEREOF this Agreement has been duly executed by the parties hereto as witnessed by the signatures of their proper officers in that behalf.

NUTRILAWN CORPORATION

DocuSigned by:
Ted Dzialowski
Per: _____
BFFAB6267C874BB...
Ted Dzialowski

MOSQUITO.BUZZ CORP.

DocuSigned by:
Ted Dzialowski
Per: _____
BFFAB6267C874BB...
Ted Dzialowski

MOSQUITO.BUZZ SERVICES LTD.

DocuSigned by:
Ted Dzialowski
Per: _____
BFFAB6267C874BB...
Ted Dzialowski

NUTRILAWN TORONTO LIMITED

DocuSigned by:
Ted Dzialowski
Per: _____
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Ted Dzialowski

YARRA CONSULTING CORPORATION

DocuSigned by:
Ryan Vincent
Per: _____
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Ryan Vincent

STATSTAR INC.

DocuSigned by:
Ted Dzialowski
Per: _____
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Ted Dzialowski

WINGLEAF HOLDINGS INC.

DocuSigned by:
Ted Dzialowski
Per: _____
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Ted Dzialowski

LEAFWING HOLDINGS INC.

DocuSigned by:
Ted Dzialowski
Per: _____
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Ted Dzialowski

ONE FIVE ROOTBUILDERS INC.

DocuSigned by:
Ted Dzialowski
Per: _____
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Ted Dzialowski

GOLD MEDAL VENTURES LTD.

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Per: _____
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Ted Dzialowski

NUTRILAWN CALGARY INC.

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Ted Dzialowski
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Per: _____
Ted Dzialowski

NUTRILAWN MANITOBA INC.

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Ted Dzialowski
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Per: _____
Ted Dzialowski

MOSQUITO.BUZZ MB 2023 LTD.

DocuSigned by:
Ted Dzialowski
BFFAB6267C874BB
Per: _____
Ted Dzialowski