

Form PTO-1595 (Rev. 03-11)
OMB No. 0651-0027 (exp. 04/30/2015)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

Scisense Inc.

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance/Execution Date(s):

Execution Date(s) June 30, 2011

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Joint Research Agreement
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☒ Other Articles of Amalgamation

2. Name and address of receiving party(ies)

Name: Scisense Systems Inc.

Internal Address: Unit 3

Street Address: 3397 White Oak Road

City: London

State: Ontario

Country: Canada Zip: N6E 3A1

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application or patent number(s):

A. Patent Application No.(s)

13/465,796

☐ This document is being filed together with a new application.

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

5. Name and address to whom correspondence concerning document should be mailed:

Name: Brett J. Slaney

Internal Address: Blake, Cassels & Graydon LLP

Commerce Court West, Suite 4000

Street Address: 199 Bay Street

City: Toronto

State: Ontario Zip: M5L 1A9

Phone Number: _____

Docket Number: 67506/00017

Email Address: brett.slaney@blakes.com

6. Total number of applications and patents involved:

7. Total fee (37 CFR 1.21(h) & 3.41) \$40.00

- ☒ Authorized to be charged to deposit account
☐ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

Deposit Account Number 02-2553

Authorized User Name Brett J. Slaney

9. Signature:



Signature

Brett J. Slaney

Name of Person Signing

July 27/12
Date

Total number of pages including cover sheet, attachments, and documents:

13

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

CH \$40.00 022553 13465796

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :



or
ou

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.

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

Scisense Systems Inc.

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

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
Scisense Inc.	1499087	2011	06	30
Scisense Systems Inc.	2288359	2011	06	30

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.

There are no such restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

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 ;

An unlimited number of Class "A" (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 :

None

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/est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No shares shall be transferred without the consent of the board of directors evidenced by a resolution or by their consent in writing.

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

1. That the number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment, to be shareholders of the Corporation, is limited to not more than Fifty (50), Two (2) or more persons who are the joint registered owners of one or more shares being counted as one shareholder; and

2. That any invitation to the public to subscribe for securities of the Corporation is prohibited.

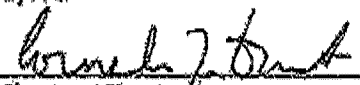
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.

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.

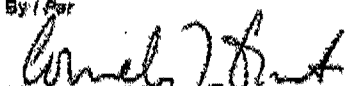
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

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.

Scisense Inc.

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
	Cornelis J. Drost	Chairman of the Board
Signature / Signature	Print name of signatory / Nom du signataire en lettres moullées	Description of Office / Fonction

Scisense Systems Inc.

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
	Cornelis J. Drost	Chairman of the Board
Signature / Signature	Print name of signatory / Nom du signataire en lettres moullées	Description of Office / Fonction

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Schedule "A"

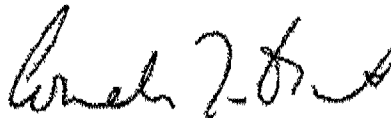
STATEMENT OF SCISENSE INC.

RE: AMALGAMATION OF SCISENSE INC. AND SCISENSE SYSTEMS INC.

I, **Cornelis J. Drost**, make this statement in respect of the amalgamation of Scisense Inc. and Scisense Systems Inc. (the "Amalgamation") pursuant to Section 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am a director of Scisense Inc. (the "Corporation").
2. I have conducted an examination of the books and records of the Corporation and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the Amalgamation will be, able to pay their respective liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the Amalgamation.

DATED the 30th day of June, 2011.



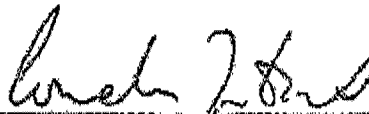
Cornelis J. Drost - Director

Schedule "A"**STATEMENT OF SCISENSE SYSTEMS INC.****RE: AMALGAMATION OF SCISENSE INC. AND SCISENSE SYSTEMS INC.**

I, **Cornelis J. Drost**, make this statement in respect of the amalgamation of Scisense Inc. and Scisense Systems Inc. (the "**Amalgamation**") pursuant to Section 178(2) of the *Business Corporations Act* (Ontario) (the "**Act**"):

1. I am a director of Scisense Systems Inc. (the "**Corporation**").
2. I have conducted an examination of the books and records of the Corporation and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation (the "**Amalgamated Corporation**") continuing from the Amalgamation will be, able to pay their respective liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the Amalgamation.

DATED the 30th day of June, 2011.



Cornelis J. Drost - Director

SCHEDULE "B"

RESOLUTIONS OF THE DIRECTORS

OF

SCISENSE SYSTEMS INC.
(the "Corporation")

Approval of Amalgamation with Scisense Inc.

CONTEXT

- A. The Corporation and Scisense Inc. are both incorporated under the laws of the Province of Ontario.
- B. Scisense Inc. is the Corporation's wholly-owned subsidiary.
- C. The Corporation and Scisense Inc. have agreed to amalgamate pursuant to Section 177(1) of the Act.

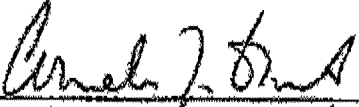
RESOLVED THAT:

- 1. The Corporation's amalgamation with Scisense Inc., pursuant to Section 177(1) of the Act, is approved.
- 2. All shares in the capital of Scisense Inc., including all shares which have been issued and are outstanding at the date of these resolutions, will be cancelled without any repayment of capital in respect of those shares.
- 3. Upon the issuance of a Certificate of Amalgamation under Section 178(1) of the Act, the issued and outstanding shares of the Corporation will be the shares of the amalgamated corporation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Corporation's Articles of Incorporation.
- 5. The by-laws of the amalgamated corporation will be the same as the by-laws of the Corporation.
- 6. No securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation.
- 7. The name of the amalgamated corporation will be Scisense Systems Inc.
- 8. Any director or officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

- 2 -

These resolutions are consented to by all of the directors of the Corporation, pursuant to Section 129 of the *Business Corporations Act* (Ontario), as evidenced by the signatures below.


DATED the 30th day of June, 2011.



Cornelis J. Drost, Director



Bruce Kilmartin



Blair Poetschke

SCHEDULE "B"

RESOLUTIONS OF THE DIRECTORS

OF

SCISENSE INC.
(the "Corporation")

Approval of Amalgamation with Scisense Systems Inc.

CONTEXT

- A. The Corporation and Scisense Systems Inc. ("SSI") are both incorporated under the laws of the Province of Ontario.
- B. The Corporation is a wholly-owned subsidiary of SSI.
- C. The Corporation and SSI have agreed to amalgamate pursuant to Section 177(1) of the Act.


RESOLVED THAT:

- 1. The Corporation's amalgamation with SSI, pursuant to Section 177(1) of the Act, is approved.
- 2. All shares in the capital of the Corporation, including all shares that have been issued and are outstanding at the date of these resolutions, will be cancelled without any repayment of capital in respect of those shares.
- 3. Upon the issuance of a Certificate of Amalgamation under Section 178(1) of the Act, the issued and outstanding shares of SSI will be the shares of the amalgamated corporation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as SSI's Articles of Incorporation.
- 5. The by-laws of the amalgamated corporation will be the same as the by-laws of SSI.
- 6. No securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation.
- 7. The name of the amalgamated corporation will be Scisense Systems Inc.
- 8. Any director or officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

- 2 -

These resolutions are consented to by all of the directors of the Corporation, pursuant to Section 129 of the *Business Corporations Act* (Ontario), as evidenced by the signatures below.

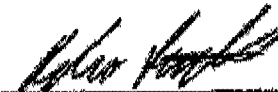
DATED the 30th day of June, 2011.



Cornelis J. Drost, Director



Bruce Kilmartin



Blair Poetschke

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