

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT										
NATURE OF CONVEYANCE:	MERGER										
EFFECTIVE DATE:	03/25/2011										
CONVEYING PARTY DATA											
<table border="1"> <tr> <th>Name</th> <th>Execution Date</th> </tr> <tr> <td>Systemes d'energie et propulsion EPS inc. / EPS Energy and Propulsion Systems Inc.</td> <td>03/04/2011</td> </tr> </table>		Name	Execution Date	Systemes d'energie et propulsion EPS inc. / EPS Energy and Propulsion Systems Inc.	03/04/2011						
Name	Execution Date										
Systemes d'energie et propulsion EPS inc. / EPS Energy and Propulsion Systems Inc.	03/04/2011										
RECEIVING PARTY DATA											
<table border="1"> <tr> <td>Name:</td> <td>BionX International Inc.</td> </tr> <tr> <td>Street Address:</td> <td>337 Magna Drive</td> </tr> <tr> <td>City:</td> <td>Aurora</td> </tr> <tr> <td>State/Country:</td> <td>CANADA</td> </tr> <tr> <td>Postal Code:</td> <td>L4G 7K1</td> </tr> </table>		Name:	BionX International Inc.	Street Address:	337 Magna Drive	City:	Aurora	State/Country:	CANADA	Postal Code:	L4G 7K1
Name:	BionX International Inc.										
Street Address:	337 Magna Drive										
City:	Aurora										
State/Country:	CANADA										
Postal Code:	L4G 7K1										
PROPERTY NUMBERS Total: 4											
<table border="1"> <tr> <th>Property Type</th> <th>Number</th> </tr> <tr> <td>Patent Number:</td> <td>6630764</td> </tr> <tr> <td>Patent Number:</td> <td>6866111</td> </tr> <tr> <td>Patent Number:</td> <td>7706935</td> </tr> <tr> <td>Patent Number:</td> <td>6836036</td> </tr> </table>		Property Type	Number	Patent Number:	6630764	Patent Number:	6866111	Patent Number:	7706935	Patent Number:	6836036
Property Type	Number										
Patent Number:	6630764										
Patent Number:	6866111										
Patent Number:	7706935										
Patent Number:	6836036										
CORRESPONDENCE DATA											
Fax Number: <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> Email: melanie.roy@nortonrose.com Correspondent Name: Melanie Roy Address Line 1: 2828, boul Laurier, bureau 1500 Address Line 2: Complexe Jules-Dallaire/Tour Norton Rose Address Line 4: Quebec, CANADA G1V 0B9											
NAME OF SUBMITTER:	Alexandre Daoust										
Total Attachments: 6											

CH \$160.00 6630764

source=DOCSQUE-#1083152-v2-Doc__2_-_Articles_of_Amalgamation#page1.tif
source=DOCSQUE-#1083152-v2-Doc__2_-_Articles_of_Amalgamation#page2.tif
source=DOCSQUE-#1083152-v2-Doc__2_-_Articles_of_Amalgamation#page3.tif
source=DOCSQUE-#1083152-v2-Doc__2_-_Articles_of_Amalgamation#page4.tif
source=DOCSQUE-#1083152-v2-Doc__2_-_Articles_of_Amalgamation#page5.tif
source=DOCSQUE-#1083152-v2-Doc__2_-_Articles_of_Amalgamation#page6.tif

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

BIONX INTERNATIONAL 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>
SYSTEMES D'ENERGIE ET PROPULSION EPS INC. EPS ENERGY AND PROPULSION SYSTEMS INC.	1774835	2011	03	25
BIONX INTERNATIONAL INC.	2132631	2011	03	25

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

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:

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

The rights of the holders of Common Shares are equal in all respects and include the rights,

- (a) to vote at all meetings of shareholders, except meetings of a particular class or series;
- (b) to receive the remaining property of the Corporation upon dissolution; and
- (c) to receive such dividends as may be declared by the board of directors.

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 shall be transferred without either:

- (a) the 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 a majority of the directors; or
- (b) the consent of the holders of a majority of the Common Shares of the Corporation for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of not less than a majority of such Common Shares of the Corporation.

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

(a) 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 (1) or more shares being counted as one (1) shareholder.

(b) 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.

**SYSTEMES D'ENERGIE ET PROPULSION EPS INC. EPS ENERGY AND
PROPULSION SYSTEMS INC**

Names of Corporations / Dénomination sociale des sociétés		
By / Par	Manfred Gingl	President
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

BIONX INTERNATIONAL INC.

Names of Corporations / Dénomination sociale des sociétés		
By / Par	Manfred Gingl	President
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

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