

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT2687551

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/31/2013
CONVEYING PARTY DATA	
Name	Execution Date
GEOPRO LBS INC.	01/31/2013
RECEIVING PARTY DATA	
Name:	ROADPOST INC.
Street Address:	7A TAYMALL AVENUE
City:	TORONTO
State/Country:	CANADA
Postal Code:	M8Z 3Y8
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12815591
CORRESPONDENCE DATA	
Fax Number:	(416)361-1398
Phone:	416-957-1699
Email:	vkrichker@bereskinparr.com
<i>Correspondence will be sent via US Mail when the email attempt is unsuccessful.</i>	
Correspondent Name:	VICTOR KRICKER
Address Line 1:	40 KING STREET WEST
Address Line 2:	40TH FLOOR
Address Line 4:	TORONTO, CANADA M5H 3Y2
ATTORNEY DOCKET NUMBER:	21425-P37160US00
NAME OF SUBMITTER:	VICTOR KRICKER
Signature:	/Victor Krichker/

Date:

01/17/2014

**Total Attachments: 9**

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## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

ROADPOST INC.

Corporate name / Dénomination sociale

836663-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Marcie Girouard

Director / Directeur

2013-01-31

Date of Amalgamation (YYYY-MM-DD)  
Date de fusion (AAAA-MM-JJ)



Industry Canada Industrie Canada

Canada Business  
Corporations Act (CBCA) Loi canadienne sur les  
sociétés par actions (LCSA)
**FORM 9**  
**ARTICLES OF AMALGAMATION**  
**(SECTION 185)**
**FORMULAIRE 9**  
**STATUTS DE FUSION**  
**(ARTICLE 185)**
**Form 9**
**1 -- Name of the Amalgamated Corporation**  
**ROADPOST INC.**

Dénomination sociale de la société issue de la fusion

**2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address)**

La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

**ONTARIO**
**3 -- The classes and any maximum number of shares that the corporation is authorized to issue**

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

**See Schedule**
**4 -- Restrictions, if any, on share transfers**

Restrictions sur le transfert des actions, s'il y a lieu

**See Schedule**
**5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)**

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

 Minimum: **1** Maximum: **10**

 Minimal:  Maximal: 
**6 -- Restrictions, if any, on business the corporation may carry on**

Limites imposées à l'activité commerciale de la société, s'il y a lieu

**There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the powers it may exercise.**
**7 -- Other provisions, if any**

Autres dispositions, s'il y a lieu

**See Schedule**
**8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:**

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

☒ 183☐ 184(1)☐ 184(2)
**9 -- Declaration: I hereby certify that I am a director or an officer of the corporation.**

Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature
ROADPOST INC.	3,9,4,0,2,9,-,2	
GEOPRO LBS INC.	7,3,0,5,8,5,-,1	
	_____	
	_____	
	_____	

**Note:**

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

**Note:**

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

 FAX  
 JAN 23 2013  
 9:55

Canada

PATENT

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**Page 1 of Schedule to  
ARTICLES OF AMALGAMATION  
ROADPOST INC.**

3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

The Amalgamated Corporation shall be authorized to issue an unlimited number of Class "A" Common Shares, an unlimited number of Class "B" Common Shares and an unlimited number of Class "C" Special Shares.

**Class "A" Common Shares.**

(1.1) The holders of the Class "A" Common Shares, hereinafter sometimes referred to as the "Class A Shares", shall be entitled to receive and the Corporation shall pay thereon as and when declared by the board of directors out of the monies of the Corporation, properly applicable to the payment of dividends, non-cumulative dividends, at such times and at such rate or rates as may be determined from time to time by resolution of the directors.

(1.2) 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 purposes of winding-up its affairs, subject to the prior rights of the holders of the Class "C" Special Shares, the holders of the Class A Shares shall be entitled to receive the remaining property of the Corporation pro-rata and pari-passu with the holders of the Class "B" Common Shares.

(1.3) The holders of the Class A Shares shall be entitled to receive notice of, to attend and to one (1) vote per share at all meetings of the shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to attend.

**Class "B" Common Shares.**

(2.1) The holders of the Class "B" Common Shares, hereinafter sometimes referred to as the "Class B Shares", shall be entitled to receive and the Corporation shall pay thereon as and when declared by the board of directors out of the monies of the Corporation, properly applicable to the payment of dividends, non-cumulative dividends, at such times and at such rate or rates as may be determined from time to time by resolution of the directors.

(2.2) 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 purposes of winding-up its affairs, subject to the prior rights of the holders of the Class "C" Special Shares, the holders of the Class B Shares shall be entitled to receive the remaining property of the Corporation pro-rata and pari-passu with the holders of the Class A Shares.

(2.3) The holders of the Class B Shares shall be entitled to receive notice of, to attend and to one (1) vote per share at all meetings of the shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to attend.

**Class "C" Special Shares.**

(3.1) The holders of the Class "C" Special Shares, hereinafter sometimes referred to as the "Class C

Page 2 of Schedule to  
**ARTICLES OF AMALGAMATION**  
**ROADPOST INC.**

3 -- The classes and any maximum number of shares that the corporation is authorized to issue (continued)

Shares", shall be entitled to receive and the Corporation shall pay thereon as and when declared by the board of directors out of the monies of the Corporation, properly applicable to the payment of dividends, a variable preferential non-cumulative dividend payable on the dates to be fixed from time to time by resolution of the board of directors. The dividend rate may be fixed or varied at any time, and from time to time, in the discretion of the board of directors, save only that the rate so fixed shall be from zero percent (0%) of the Redemption Amount (as hereinafter defined) in respect of the Class C Shares and shall not be more than eight percent (8%) of the said Redemption Amount.

(3.2) 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 purposes of winding-up its affairs, the holders of the Class C Shares shall be entitled to receive, for each Class C Share held by them respectively, the amount paid up on such shares together with all dividends declared but not paid, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of Class A Shares or Class B Shares. After payment to the holders of the Class C Shares of the amounts so payable to them as provided for above, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

(3.3) A registered holder of Class C Shares may upon giving notice as hereinafter provided, require the Corporation to redeem at any time the whole or from time to time any part of the outstanding Class C Shares owned by him by payment for each Class C Share to be redeemed of the Redemption Amount, together with an amount equal to all dividends declared thereon and remaining unpaid (the aggregate amount to be paid for each Class C Share to be redeemed being hereinafter referred to in this paragraph 3.3 as the "Redemption Price"). The holder requiring his, her or its shares to be redeemed shall mail to the Corporation by prepaid mail a notice (the "Redemption Notice") requiring the Corporation to purchase his, her or its Class C Shares and setting out the business day on which redemption is to take place and, if part only of the Class C Shares held by such holder are to be redeemed, the number thereof so to be redeemed; provided that, unless the Corporation otherwise agrees, the date of redemption set forth in the Redemption Notice may not be less than thirty (30) days nor more than ninety (90) days after the date on which the Redemption Notice is mailed. On the date specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holder of the Class C Shares to be redeemed the Redemption Price for each Class C Share to be redeemed on presentation and surrender at the registered office of the Corporation of the Class C Shares called for redemption, and such Class C Shares shall thereupon be redeemed. Such payment shall be made by cheque payable at par at any branch of the Corporation's banker for the time being in the Province of Ontario. If a part only of the Class C Shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified in the Redemption Notice, the Class C Shares called for redemption shall cease to be entitled to dividends, unless payment of the applicable Redemption Price shall not be made upon presentation of certificates in accordance with these provisions in which case, the rights of the holders of the Class C Shares which would otherwise have been redeemed shall remain unaffected.

(3.4) The Corporation may, subject to the Act, at any time and from time to time purchase (if obtainable) for cancellation the whole or any portion of the Class C Shares outstanding from time to

**Page 3 of Schedule to  
ARTICLES OF AMALGAMATION  
ROADPOST INC.**

3 -- The classes and any maximum number of shares that the corporation is authorized to issue (continued)

time by invitation for tenders addressed to all the holders of record of the Class C Shares outstanding, or (with the consent of all the holders of the Class C Shares) by private contract at the lowest price or prices at which, in the opinion of the directors, such shares are obtainable but not exceeding for each share to be purchased for cancellation the Redemption Amount plus costs of purchase and an amount equal to all dividends declared thereon and remaining unpaid. Where, in response to any invitation for tenders, two (2) or more shareholders submit tenders at the same price, such tenders shall be accepted by the Corporation as to part only of the shares offered in each such tender in proportion as nearly as may be to the total number of shares offered in each such tender (disregarding fractions).

(3.5) References herein to the Redemption Amount in respect of the Class C Shares shall mean \$0.01 per Class C Share. If a taxation authority, including without limiting the generality thereof, Canada Revenue Agency (hereinafter referred to as "Taxation Authority") should determine that the fair market value of each Class C Share on first issuance be more or less than the Redemption Amount, then that value which such Taxation Authority should maintain to be the proper fair market value may be substituted for the purpose of determining the Redemption Amount provided that where the board of directors by resolution determines that there is a valid objection to the said valuation of such Taxation Authority, the substitution of such valuation for the Redemption Amount set out above shall not be made until all objections or appeals relating to the valuation of such Taxation Authority have been finally determined by reassessment, settlement, effluxion of time or otherwise, unless before such time the board of directors of the Corporation by resolution accepts the said valuation of such Taxation Authority or another valuation accepted by such Taxation Authority. Where the valuation has been so substituted, any and all requisite steps to settle any resulting increase or decrease in the Redemption Amount shall be taken by the Corporation. Any adjustment in the aggregate Redemption Amount shall result in an adjustment to the Redemption Amount of each Class C Share. In the event of a prior redemption, the directors and shareholders shall take all appropriate actions necessary to adjust for any excess or deficient payment.

(3.6) The holders of the Class C Shares shall not be entitled to receive notice of, or to attend any meetings of the shareholders of the Corporation, or to vote at any such meeting.

**Dividends.**

(4.1) Subject to paragraph 5.1 below, the Class C Shares shall rank in priority to the Class A Shares and Class B Shares in respect of the entitlement to receive dividends and the Class A Shares and Class B Shares shall rank *pari-passu* in respect of the entitlement to receive dividends. Notwithstanding any other provision hereof, no cash distributions or dividends shall be paid on the Class B Shares or Class C Shares until all distributions contemplated by paragraph 5.1 below have been made. After the aggregate distribution contemplated by paragraph 5.1 below has been made and subject to the prior rights of the holders of Class C Shares, any and all additional cash distributions or dividends will be made to the holders of Class A Shares and Class B Shares on a *pro rata* basis.

**Distributions of Net Free Cash Flow.**

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ARTICLES OF AMALGAMATION  
ROADPOST INC.**

3 -- The classes and any maximum number of shares that the corporation is authorized to issue (continued)

(5.1) For the purposes hereof, "Net Free Cash Flow" means cash flow from operations less capital expenditures less repayments of principal on debt. The Net Free Cash Flow of the Corporation will be calculated at the end of each financial year. Following each such calculation and unless the directors unanimously agree otherwise, the Corporation will make the following annual distributions of Net Free Cash Flow to the extent of at least 50% of the Net Free Cash Flow then available: a distribution in the aggregate amount of CDN \$875,000.00 will be made on a pro rata basis to the current holders of Class A Shares.



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ARTICLES OF AMALGAMATION  
ROADPOST INC.**

**4 -- Restrictions, if any, on share transfers (continued)**

The right to transfer shares or other securities of the Amalgamated Corporation shall be restricted in that no shares or other securities of the Amalgamated Corporation, other than non-convertible debt securities, shall be transferred without either: (a) the approval of the directors of the Amalgamated Corporation expressed by a resolution passed at a meeting of the board of directors or by a resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors; or (b) the approval of the holders of shares of the Amalgamated Corporation carrying at least a majority of the votes entitled to be cast at a meeting of shareholders, expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

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ARTICLES OF AMALGAMATION  
ROADPOST INC.**

7 -- Other provisions, if any (continued)

(a) That 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 Canada Business Corporations Act (the "Act") (as from time to time amended) 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; and

(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.

(b) To the extent permitted by the Act (as from time to time amended), that the board of directors may from time to time 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.

(c) That the outstanding securities of the Corporation are beneficially owned, directly or indirectly, by not more than fifty (50) persons or companies, exclusive of:

(i) persons or companies that are, or at the time they last acquired securities of the Corporation were, accredited investors (as defined under applicable Ontario securities laws, as may be amended from time to time); and

(ii) current or former directors, officers or employees of the Corporation or a corporation, company, syndicate, partnership, trust or unincorporated organization (each, an "Entity") affiliated (as defined under applicable Ontario securities laws, as may be amended from time to time) with the Corporation, or current or former consultants (as defined under applicable Ontario securities laws, as may be amended from time to time), who in each case beneficially own only securities of the Corporation that were issued as compensation by, or under an incentive plan of, the Corporation or an Entity affiliated with the Corporation;

provided that:

(A) two or more persons who are the joint registered holders of one or more securities of the Corporation shall be counted as one beneficial owner of those securities; and

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ARTICLES OF AMALGAMATION  
ROADPOST INC.**

7 -- Other provisions, if any (continued)

(B) an Entity shall be counted as one beneficial owner of the securities of the Corporation unless such Entity has been created or is being used primarily for the purpose of acquiring or holding securities of the Corporation, in which event each beneficial owner of an equity interest in the Entity or each beneficiary of the Entity, as the case may be, shall be counted as a separate beneficial owner of those securities of the Corporation.

(d) That subject to the provisions of the Act, the Corporation shall have a lien on the shares registered in the name of a shareholder who is indebted to the Corporation to the extent of such debt.

(e) That subject to the provisions of the Act, the Corporation may purchase any of its issued shares.

(f) That any invitation to the public to subscribe for its securities is prohibited.