

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3172782

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME	
EFFECTIVE DATE:	01/01/2013	
CONVEYING PARTY DATA		
	Name	Execution Date
	SAMUEL, SON & CO., LIMITED	01/01/2013
NEWLY MERGED ENTITY DATA		
	Name	Execution Date
	SAMUEL & FILS & CIE (QUEBEC) LTEE	01/01/2013
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)		
Name:	SAMUEL, SON & CO., LIMITED	
Street Address:	2360 DIXIE ROAD	
City:	MISSISSAUGA	
State/Country:	CANADA	
Postal Code:	L4Y1Z7	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Patent Number:	8302487
CORRESPONDENCE DATA		
Fax Number:	(207)774-1127	
<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>		
Phone:	2077741200	
Email:	jkeen@bssn.com	
Correspondent Name:	JAMES F. KEENAN, JR.	
Address Line 1:	100 MIDDLE STREET	
Address Line 2:	BERNSTEIN SHUR SAWYER & NELSON	
Address Line 4:	PORTLAND, MAINE 04104	
NAME OF SUBMITTER:	JAMES F. KEENAN, JR.	
SIGNATURE:	/James F. Keenan, Jr./	
DATE SIGNED:	01/07/2015	
Total Attachments: 17		

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Ministry of
Government Services

Ministère des
Services gouvernementaux

Ontario
CERTIFICATE

This is to certify that these articles
are effective on

CERTIFICAT

Ceci certifie que les présents statuts
entrent en vigueur le

JANUARY 01 JANVIER, 2019

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

Ontario Corporation Number
Numéro de la société en Ontario

1886550

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

ARTICLES OF AMALGAMATION STATUTS DE FUSION

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

S	A	M	U	E	L	,		S	O	N		&		C	O	.	,		L	I	M	I	T	E	D	/	S	A	M	
U	E	L						&		F	I	L	S																	

2. The address of the registered office is:
Adresse du siège social:

2360 Dixie Road

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Mississauga

ONTARIO

L 4 Y 1 Z 7

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs:

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1

12

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Wayne Kent Bassett	1121 Tourmaline Court Mississauga, Ontario, Canada L5H 4M2	Yes
Mark C. Samuel	2182 Lakeshore Road East Oakville, Ontario, Canada L6J 1M3	Yes
Gilbert S. Bennett	4917 Jones Base Line, R.R. #2 Guelph, Ontario, Canada N1H 6H8	Yes

4. The director(s) is/are:
Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Richard M. Balaz	8206 Appleby Line Milton, Ontario, Canada L9T 2Y1	Yes
John Caldwell	26 York Ridge Road Toronto, Ontario, Canada M2P 1R7	Yes
Krystyna Hoeg	1121 Bay Street, UPH 2 Toronto, Ontario, Canada M5S 3L9	Yes
Dezso Horvath	7 Hermit Court Toronto, Ontario, Canada M3B 1R4	Yes
Matthew W. Barrett	100 Lisonally Court Oakville, Ontario, Canada L6L 6P2	Yes
Donald A. Pether	122 Jerome Park Drive Dundas, Ontario, Canada L9H 6H3	Yes
Kimberley E. Samuel	238 Douglas Drive Toronto, Ontario, Canada M4W 2C1	Yes

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

Samuel, Son & Co., Limited/Samuel & Fils & Cie Ltée

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

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Samuel & Fils & Cie (Québec) Ltée	1881113	2012	11	30
Samuel, Son & Co., Limited	1839866	2012	11	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.

N/A

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:

1. an unlimited number of common shares (the "Common Shares"); and
2. 100,000 voting, redeemable special shares (the "Special 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 :

See attached pages 4A-4E.

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:

PART 1 - INTERPRETATION

In this Article 7

(a) "**Act**" means the *Business Corporations Act* (Ontario) or its successor, as amended, replaced or re-enacted from time to time; and

(b) "**Final Distribution**" means the distribution of assets of the Corporation on any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

This Article 7, as from time to time amended, shall be read without regard to paragraph headings, which are included for ease of reference only, and with all changes in gender and number permitted by the context.

PART 2 - COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

2.1. **Dividends and Distributions:** Subject to the rights of the holders of any other class or series of shares of the Corporation, and subject to section 2.2, the holders of the Common Shares are entitled to receive equally, share for share: (i) all dividends declared by the directors, (ii) all property of the Corporation that is ever distributed to any of its shareholders (including without limitation on any Final Distribution) and (iii) any remaining property of the Corporation on dissolution.

2.2 **Restriction on Dividend Payment, Acquisition and Return of Capital:** Notwithstanding any other provision hereof, the Corporation shall not pay any dividend on or acquire or cancel any outstanding Common Shares of the Corporation or return the stated capital in respect of any such shares if the payment of such dividend or the completion of such acquisition or cancellation or return of stated capital would cause the realizable value of the Corporation's assets to be less than the aggregate of:

- (i) its liabilities; and
- (ii) the aggregate Redemption Amount (as defined in section 3.1) of the Special Shares of the Corporation that would be outstanding immediately after the payment of such dividend or the completion of such acquisition or cancellation or return of capital.

2.3. **Votes:** The holders of the Common Shares are entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of another specified class or series of shares are entitled to vote, and are entitled to one vote for each Common Share held on all votes taken at such meetings.

PART 3 - SPECIAL SHARES

The rights, privileges, restrictions and conditions attaching to the Special Shares are as follows:

3.1. Definitions: In this Part 3,

- **"Redemption Amount"** means, with respect to each of the Special Shares, an amount equal to the Redemption Price thereof plus all declared and unpaid dividends thereon. If the Corporation shall make any reduction to the stated capital account of the Special Shares which shall provide for a distribution of property, money or other assets to the holders thereof, the Redemption Amount of Special Shares shall be reduced by an amount equal to the amount or value of the property, money or other assets to be distributed in respect of each Special Share;
- **"Redemption Date"** means the date fixed for the redemption of the Special Shares referred to; and
- **"Redemption Price"** means, with respect to each of the Special Shares, the amount obtained when the aggregate fair market value of the 15,000 common shares of the Corporation (collectively, the **"Changed Shares"**) held by Samuel Investments Inc. immediately prior to the effective date and time of these Articles of Amendment [filed January 6, 1995], being \$310,000,000, is divided by 100,000, being the number of Special Shares issued to Samuel Investments Inc. on the change of the Changed Shares into Special Shares in accordance with the provisions of Article 7 hereof, such redemption price to be subject to adjustment as provided in section 3.2 hereof.

3.2 Adjustment of Redemption Price of Special Shares: If any taxing authority having jurisdiction alleges that the aggregate Redemption Price of the Special Shares is not equal to the aggregate fair market value of the Changed Shares as at the effective time of the filing of these Articles of Amendment [filed January 6, 1995], as determined in accordance with section 3.1 hereof, or proposes to make an assessment or reassessment of tax on the basis that any gift, benefit or advantage is or has been conferred on any person by reason of the issuance, redemption or purchase for cancellation or otherwise of any Special Shares, then the Redemption Price of each Special Share shall be

adjusted and shall be deemed to be and always to have been equal to the amount obtained by dividing

- (a) such amount as may be agreed upon by the Corporation and such taxing authority as being the aggregate fair market value of the Changed Shares as at the effective time of the filing of these Articles of Amendment [filed January 6, 1995] or, in the absence of such agreement, the amount determined by such tribunal or court as has jurisdiction in the matter to be equal to the aggregate fair market value of the Changed Shares as at the effective time of the filing of these Articles of Amendment [filed January 6, 1995];

by

- (b) 100,000, being the number of Special Shares issued by the Corporation in consideration of the acquisition by the Corporation of the Changed Shares.

In the event that the Redemption Price of the Special Shares is increased pursuant to the provisions hereof following a redemption or purchase for cancellation or otherwise of a Special Share, the Corporation shall pay to each holder of Special Shares whose shares were redeemed or purchased for cancellation or otherwise, by way of an increase in the Redemption Price per Special Share, an amount equal to the product of the increase in the Redemption Price of each Special Share determined hereunder multiplied by the number of shares of such holder so redeemed or purchased for cancellation or otherwise and an amount equal to 7 % per annum of such increase, compounded annually, computed from the date of the redemption or purchase for cancellation or otherwise up to and including the date of such payment by the Corporation. Similarly, in the event that the Redemption Price per Special Share is decreased pursuant to the provisions hereof following a redemption or purchase for cancellation or otherwise of a Special Share, each person whose Special Shares were redeemed or purchased for cancellation or otherwise shall be liable to pay to the Corporation, by way of a reduction of the Redemption Price per Special Share, an amount equal to the product of the decrease in the Redemption Price of each Special Share determined hereunder multiplied by the number of shares of such holder so redeemed or purchased for cancellation or otherwise and an amount equal to 7 % per annum of such decrease, compounded annually, computed from the date of such redemption or purchase for cancellation or otherwise up to and including the date of such payment by each such person.

3.3. Non-Cumulative Preferential Dividends: In each year, before any declaration or payment of dividends on any shares ranking after the Special Shares in the payment of dividends, the holders of the Special Shares shall be entitled to receive, if, as and when declared by the directors out of moneys of the Corporation properly applicable to the payment of dividends, preferential, non-

cumulative dividends in an amount equal to ten percent (10%) of the Redemption Price. The directors may from time to time declare only part of such dividends.

3.4. **Votes:** The holders of the Special Shares are entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of another specified class or series of shares are entitled to vote, and are entitled to one vote for each Special Share held on all votes taken at such meetings.

3.5. **Redemption:**

3.5.1 **Right to Redeem:** Subject to the Act, the Corporation may redeem the Special Shares in accordance with the following terms and conditions.

3.5.2 **Redemption at the Option of the Corporation:** The Corporation may not redeem the Special Shares at its option.

3.5.2.1 **Redemption at Option of Holder:** Subject to the provisions of this clause, a holder of Special Shares shall be entitled to require the Corporation to redeem all or any of the Special Shares registered in the name of such holder by tendering to the Corporation at its registered office the certificate or certificates representing the Special Shares which such holder desires to have the Corporation redeem together with a written request specifying (i) that such holder desires to have all or a specified number of the shares represented by such certificate or certificates redeemed by the Corporation and (ii) the Redemption Date desired (which shall be a business day not less than 30 nor more than 60 days after the day on which the request is given to the Corporation unless the directors specify otherwise). After receipt of the certificate or certificates representing the Special Shares which the holder desires the Corporation to redeem together with a request for redemption as hereinabove specified, the Corporation shall, on the Redemption Date redeem such Special Shares by, at its option,

- (a) paying to such holder for each Special Share to be redeemed the Redemption Amount plus all dividends declared thereon and unpaid to the Redemption Date (such aggregate amount being herein referred to as the "**Redemption Price**"), or
- (b) issuing in exchange for each Special Share to be redeemed by such holder that number of Common Shares of the Corporation, as determined by the directors, having a fair market value to such holder immediately after the issue of Common Shares on the exchange equal to the Redemption Price of such Special Share.

In the case of a payment under paragraph (a) above, such payment shall be made by cheque payable at par at any branch in Canada of the Corporation's bankers for the time being. In the case of an exchange of a Special Share under

paragraph (b) above, the Corporation shall deliver or cause to be delivered certificates representing the Common Shares for which the Special Share has been exchanged, registered in the name of the holder of such Special Share, or as such holder shall have directed. In any case where a fraction of a Common Share would otherwise be issuable on exchange of a Special Share, the Corporation shall adjust such fractional interest by payment by cheque in an amount equal to the value of such fractional interest on the Redemption Date as determined by the directors. Any Special Share so exchanged shall be exchanged effective on the Redemption Date. From and after the redemption date any Special Share so redeemed or exchanged shall cease to be entitled to dividends or any other participation in the assets of the Corporation and the holder thereof shall not be entitled to exercise any of the other rights of a holder of Special Shares in respect thereof unless, in the case of a payment under paragraph (a) above, payment of the Redemption Price shall not be made on the Redemption Date, or, in the case of an exchange under paragraph (b) above, certificates representing the Common Shares for which the Special Shares have been exchanged have not been delivered on the redemption date as above provided, in which event the rights of the holder shall remain unaffected.

3.6. **Purchase:** Subject to the Act, the Corporation may purchase all or from time to time any of the outstanding Special Shares in the market or by private contract or pursuant to tenders received by the Corporation upon an invitation for tenders addressed to all holders of Special Shares; provided that the purchase price of each Special Share so purchased shall not be less than the lesser of (a) its Redemption Amount, and (b) the net realizable value of the Corporation at the time of purchase divided by the number of Special Shares then outstanding; and further provided that the purchase price per Special Share shall not exceed the Redemption Amount plus reasonable costs of purchase. If the Corporation receives tenders at the same price for more shares than the Corporation is prepared to purchase at such price, the Special Shares to be purchased shall be selected from the shares offered at such price pro rata (disregarding fractions) to the number of shares offered in each such tender.

3.7. **Final Distribution:** In the event of a Final Distribution, the holders of the Special Shares shall be entitled to receive the Redemption Amount of such shares and shall not share further in any Final Distribution.

3.8. **Priority:** With respect to priorities in the payment of dividends and Final Distributions, the Special Shares shall rank before the Common Shares and before any other shares which do not by virtue of the provisions attaching thereto rank before the Special Shares with respect to such priorities.

3.9. **Changes:** The Corporation may not add, change or remove any right, privilege, restriction or condition attached to the Special Shares without such approval, if any, as may then be required by the Act to be given by the holders of the Special Shares and by any other shareholders.

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 securities, other than non-convertible debt securities, of the Corporation may be transferred without:

a. the consent of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors, or by a written instrument or instruments signed by a majority of the directors,

which consent must be given prior to the time of the transfer of the securities.

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

Lien on Shares: Subject to the Business Corporations Act (Ontario), the Corporation has a lien on any share registered in the name of a shareholder or his legal representative for any debt of that shareholder to the Corporation.

Charging Power: Without restricting any of the powers and capacities of the Corporation, whether derived from the Business Corporations Act (Ontario) or otherwise, the Corporation may mortgage, hypothecate, pledge or otherwise create a security interest in all or any present or future, real or personal, movable or immovable, legal or equitable property of the Corporation (including, without limitation, its book debts, rights, powers, franchises and undertakings) for any purpose whatsoever.

Purchase of Common Shares: Subject to the Business Corporations Act (Ontario), the Corporation may purchase any of its Common Shares.

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.

Samuel & Fils & Cie (Québec) Ltée

Names of Corporations / Dénomination sociale des sociétés

By / Par



Wayne Kent Bassett

President

Signature / Signature

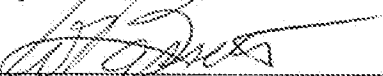
Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Samuel, Son & Co., Limited

Names of Corporations / Dénomination sociale des sociétés

By / Par



Wayne Kent Bassett

President and
Chief Executive Officer

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

SCHEDULE "A"


STATEMENT OF OFFICER

RE: Amalgamation of Samuel, Son & Co., Limited ("SSCL") and Samuel & Fils & Cie (Québec) Ltée ("SAMUEL QUEBEC").

I, Wayne Kent Bassett, make this statement in respect of the amalgamation of SSCL and SAMUEL QUEBEC (the "**Amalgamation**") pursuant to Section 174 of the *Business Corporations Act* (Ontario) (the "**Act**");

1. I am a director, President and Chief Executive Officer of SSCL.
2. I am a director and President of SAMUEL QUEBEC.
3. I have conducted an examination of the books and records of each of SSCL and SAMUEL QUEBEC (the "**Amalgamating Corporations**") and have made any inquiries and investigations that are necessary to enable me to make this statement.
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and 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 either of the Amalgamating Corporations will be prejudiced by the Amalgamation.

DATED the 30th day of November, 2012.


Wayne Kent Bassett

SCHEDULE "B"
RESOLUTIONS OF THE DIRECTORS
OF
SAMUEL & FILS & CIE (QUÉBEC) LTÉE
(the "Corporation")

Approval of Amalgamation with Samuel, Son & Co., Limited

CONTEXT

- A.** The Corporation and Samuel, Son & Co., Limited ("SSCL") are both incorporated under the laws of the Province of Ontario.
- B.** The Corporation is a wholly-owned subsidiary of SSCL.
- C.** The Corporation and SSCL have agreed to amalgamate pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

- 1. The Corporation's amalgamation with SSCL, 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 SSCL will be the shares of the amalgamated corporation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as SSCL's Articles of Incorporation.
- 5. The by-laws of the amalgamated corporation will be the same as the by-laws of SSCL.
- 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:


Samuel, Son & Co., Limited/Samuel & Fils & Cie Ltée

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.

CERTIFICATE

I, Wayne Kent Bassett, President of Samuel & Fils & Cie (Québec) Ltée, hereby certify that the foregoing resolutions were passed at a meeting of the board of directors held on the 30th day of November, 2012, and that such resolutions remain in force and unamended as of the date hereof.

DATED as of November 30, 2012.



Wayne Kent Bassett

SCHEDULE "B"
RESOLUTIONS OF THE DIRECTORS
OF
SAMUEL, SON & CO., LIMITED
(the "Corporation")

Approval of Amalgamation with Samuel & Fils & Cie (Québec) Ltée

CONTEXT

- A.** The Corporation and Samuel & Fils & Cie (Québec) Ltée ("SAMUEL QUEBEC") are both incorporated under the laws of the Province of Ontario.
- B.** SAMUEL QUEBEC is the Corporation's wholly-owned subsidiary.
- C.** The Corporation and SAMUEL QUEBEC have agreed to amalgamate pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

- 1. The Corporation's amalgamation with SAMUEL QUEBEC, pursuant to Section 177(1) of the Act, is approved.
- 2. All shares in the capital of SAMUEL QUEBEC, 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:


Samuel, Son & Co., Limited/Samuel & Fils & Cie Ltée

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.

CERTIFICATE

I, Wayne Kent Bassett, President and Chief Executive Officer of Samuel, Son & Co., Limited, hereby certify that the foregoing resolutions were passed at a meeting of the board of directors held on the 30th day of November, 2012, and that such resolutions remain in force and unamended as of the date hereof.

DATED as of November 30, 2012.



Wayne Kent Bassett