

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT3399105

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ARTICLES OF AMALGAMATION
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
HYPERCUBE TECHNOLOGIES CORP.	01/01/2014
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	DESIRE2LEARN INCORPORATED
<b>Street Address:</b>	151 CHARLES STREET WEST
<b>Internal Address:</b>	SUITE 400
<b>City:</b>	KITCHENER
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	N2G 1H6
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	14740733
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(416)361-1398
<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>	
<b>Phone:</b>	4163647311
<b>Email:</b>	lmalcolm@bereskinparr.com
<b>Correspondent Name:</b>	BERESKN & PARR LLP/S.E.N.C.R.L.,S.R.L.
<b>Address Line 1:</b>	40 KING STREET WEST, 40TH FLOOR
<b>Address Line 4:</b>	TORONTO, CANADA M5H3Y2
<b>ATTORNEY DOCKET NUMBER:</b>	20628-P44823US01
<b>NAME OF SUBMITTER:</b>	JASON B. HYNES
<b>SIGNATURE:</b>	/JBH/
<b>DATE SIGNED:</b>	06/16/2015
<b>Total Attachments: 19</b>	
source=Articles of Amalgamation#page1.tif	
source=Articles of Amalgamation#page2.tif	
source=Articles of Amalgamation#page3.tif	
source=Articles of Amalgamation#page4.tif	
source=Articles of Amalgamation#page5.tif	

source=Articles of Amalgamation#page6.tif  
source=Articles of Amalgamation#page7.tif  
source=Articles of Amalgamation#page8.tif  
source=Articles of Amalgamation#page9.tif  
source=Articles of Amalgamation#page10.tif  
source=Articles of Amalgamation#page11.tif  
source=Articles of Amalgamation#page12.tif  
source=Articles of Amalgamation#page13.tif  
source=Articles of Amalgamation#page14.tif  
source=Articles of Amalgamation#page15.tif  
source=Articles of Amalgamation#page16.tif  
source=Articles of Amalgamation#page17.tif  
source=Articles of Amalgamation#page18.tif  
source=Articles of Amalgamation#page19.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

**DESIRE2LEARN INCORPORATED**

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
DESIRE2LEARN INCORPORATED	1892015	2013	12	24
CUBE ONE HOLDINGS CORP.	1905709	2013	12	24
HYPERCUBE TECHNOLOGIES CORP.	1905708	2013	12	24
KNOWILLAGE SYSTEMS INC.	1905710	2013	12	24

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 and an unlimited number of Class A 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 Exhibit 1 attached hereto.

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 :

The right to transfer securities of the Corporation, other than non-convertible debt securities, is restricted in that no security of the Corporation shall be transferred without either:

- a. the consent of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors, or signed by all of the directors of the Corporation; or
- b. the consent of the holders of shares of the Corporation to which any attached at least 51 per cent of the votes attaching to all the shares of the Corporation carrying a right to vote for the time being outstanding, expressed by a resolution passed at a meeting by those shareholders, or signed by all shareholders entitled to vote on that resolution

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 :

None.

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.

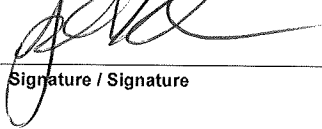
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

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.**

Desire2Learn Incorporated

Names of Corporations / Dénomination sociale des sociétés

By / Par



John Baker

President

Signature / Signature

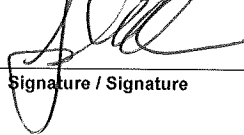
Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Cube One Holdings Corp.

Names of Corporations / Dénomination sociale des sociétés

By / Par



John Baker

President

Signature / Signature

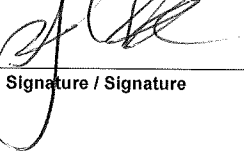
Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Hypercube Technologies Corp.

Names of Corporations / Dénomination sociale des sociétés

By / Par



John Baker

President

Signature / Signature

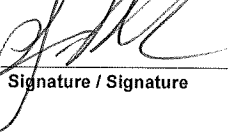
Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Knowillage Systems Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



John Baker

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



## EXHIBIT I

### 1. COMMON SHARES

The rights, privileges, restrictions and conditions of the Common Shares are:

- (a) Payment of Dividends: The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Common Shares, the Board of Directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares in the capital stock of the Corporation.
- (b) Participation upon Liquidation, Dissolution or Winding Up: 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 purpose of winding up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Common Shares, be entitled to participate rateably in any distribution of the assets of the Corporation.
- (c) Voting Rights: The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.

### 2. CLASS A SPECIAL SHARES

The rights, privileges, restrictions and conditions of the Class A Special Shares are:

- (a) Payment of Dividends: The holders of the Class A Special Shares, in priority to the holders of the Common Shares, shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the Board of Directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends in any fiscal year, fixed preferential non cumulative cash dividends at the rate so determined by the Board of Directors, in its discretion, in each fiscal year of the Corporation. If, within 6 months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividend or any part thereof on the Class A Special Shares for such fiscal year, then any rights of the holders of the Class A Special Shares to such dividend for such fiscal year shall be forever extinguished. The holders of Class A Special Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided.

- (b) Participation Upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Special Shares shall be entitled to be paid, in priority to any distribution to the holders of the Common Shares, the Redemption Amount, as defined below, together with all declared but unpaid dividends, provided that the holders of Class A Special Shares shall not be entitled to participate further in the assets of the Corporation.
- (c) Redemption Amount: The redemption amount per Class A Special Share shall be the fair market value of the consideration received upon the first issuance of the Class A Special Shares as confirmed by the Board of Directors, less any non-share consideration received (if any) and less any capital returned to the holders of Class A Special Shares, divided by the number of Class A Special Shares issued on first issuance (the “**Redemption Amount**”) unless subsequently adjusted hereunder and confirmed by express resolution of the Board of Directors. If the Board of Directors, the Canada Revenue Agency, another competent taxation authority, or a court of competent jurisdiction, determines the fair market value of the consideration received on first issuance is greater or less than the value as confirmed by the Board of Directors, the Redemption Amount shall be deemed to be increased or decreased, as the case may be, to the amount which is so agreed or determined to be the fair market value of such consideration, less any non-share consideration (if any) and less any capital return to the holders of Class A Special Shares, and the adjusted Redemption Amount shall be confirmed by resolution of the Board of Directors.
- (d) Redemption:
- (i) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class A Special Shares on payment of the Redemption Amount, together with all declared but unpaid dividends;
- (ii) In the case of redemption of the Class A Special Shares under the provisions of paragraph 2(d)(i) hereof, the Corporation shall at least 10 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class A Special Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class A Special Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; PROVIDED HOWEVER that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Redemption Amount and the amount of all declared but unpaid dividends and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to

be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A Special Shares to be redeemed the Redemption Amount thereof, together with all declared but unpaid dividends, on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class A Special Shares called for redemption. If a part only of the shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class A Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount, together with all declared but unpaid dividends, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A Special Shares to deposit the Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, together with all declared but unpaid dividends, to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class A Special Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

- (e) Redemption at the Option of the Holder: A holder of Class A Special Shares shall be entitled to require the Corporation to redeem at any time and from time to time after the date of issue of any Class A Special Shares, upon giving notice as hereinafter provided, all or any number of the Class A Special Shares registered in the name of such holder on the books of the Corporation at an amount equal to the Redemption Amount, together with all declared but unpaid dividends.
  - (i) A holder of Class A Special Shares exercising his option to have the Corporation redeem, shall give notice to the Corporation which notice shall set out the date on which the Corporation is to redeem, which date shall not be less than 10 days nor more than 30 days from the date of the

notice, and if the holder desires to have less than all the Class A Special Shares registered in the name of the holder redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur shall be the redemption date. The holder of any Class A Special Shares may, with the consent of the Corporation, revoke such notice prior to the redemption date.

- (ii) Upon delivery to the Corporation of a share certificate or certificates representing the Class A Special Shares which the holder desires to have the Corporation redeem, the Corporation shall on the redemption date, to the extent permitted by applicable law, redeem such Class A Special Shares by paying the holder the Redemption Amount, together with all declared but unpaid dividends.
- (iii) Upon payment of the Redemption Amount of the Class A Special Shares so redeemed by the Corporation, together with all declared but unpaid dividends, the holders thereof shall cease to be entitled to dividends or to exercise any rights of holders in respect thereof.
- (iv) If the redemption by the Corporation on any redemption date of all Class A Special Shares to be redeemed on such date would be contrary to applicable law, then the Corporation shall be obligated to redeem only the maximum number of Class A Special Shares (rounded to the next lowest whole number) which the Corporation determines it is then permitted to redeem, such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class A Special Shares required by each such holder to be redeemed by the Corporation and the Corporation shall redeem in the manner contemplated by paragraph 2(d) on each dividend date thereafter the maximum number of such Class A Special Shares as would then not be contrary to applicable law.
- (f) Voting Rights: The holders of Class A Special Shares shall not be entitled to receive notice of, attend, or vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 184(3) of the *Business Corporations Act* (Ontario) or otherwise as required by applicable law.
- (g) Equity Maintenance: Notwithstanding any other provisions of the Articles of the Corporation, no dividends or other distribution shall be paid or made on the Common Shares nor shall any Common Shares be purchased by the Corporation if, in the opinion of the Board of Directors, after the payment of such dividend, the making of such distribution or after the payment of such purchase price, the Corporation would be unable to redeem all of the then outstanding Class A Special Shares.

## SCHEDULE "A"

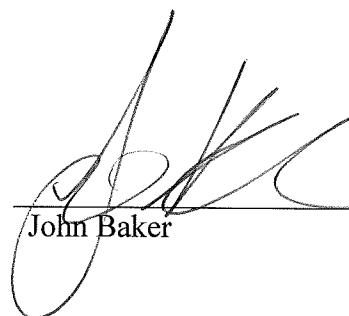
DIRECTOR'S STATEMENT  
PURSUANT TO SUBSECTION 178(2)  
OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

Re: Amalgamation of Desire2Learn Incorporated, Cube One Holdings Corp., Hypercube Technologies Corp. and Knowillage Systems Inc. ("**Amalgamation**") to form Desire2Learn Incorporated (the "**Amalgamated Corporation**")

I, John Baker, a Director of Desire2Learn Incorporated, Cube One Holdings Corp., Hypercube Technologies Corp. and Knowillage Systems Inc. (the "**Amalgamating Corporations**"), hereby certify as follows:

- (a) There are reasonable grounds for believing that:
  - (i) each Amalgamating Corporation is and the Amalgamated Corporation will be able to pay its liabilities as they become due;
  - (ii) 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
  - (iii) no creditor will be prejudiced by the Amalgamation.
- (b) No creditors have objected to the Amalgamation.

Dated December 24, 2013.

  
\_\_\_\_\_  
John Baker

## SCHEDULE "B-1"

### RESOLUTIONS OF THE SOLE DIRECTOR OF

#### DESIRE2LEARN INCORPORATED (the "Corporation")

#### Approval of Amalgamation with Cube One Holdings Corp., Hypercube Technologies Corp. and Knowillage Systems Inc.

##### CONTEXT

- A. The Corporation, Cube One Holdings Corp., Hypercube Technologies Corp. and Knowillage Systems Inc. are all incorporated under the laws of the Province of Ontario.
- B. Cube One Holdings Corp. and Knowillage Systems Inc. are the Corporation's wholly-owned subsidiary.
- C. Hypercube Technologies Corp. is owned by Cube One Holdings Corp.
- D. The Corporation, Cube One Holdings Corp., Hypercube Technologies Corp. and Knowillage Systems Inc. have agreed to amalgamate pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

##### RESOLVED THAT:

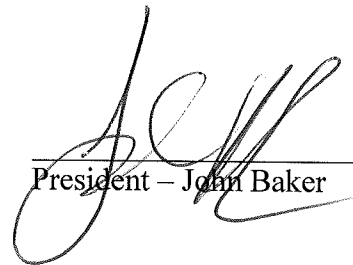
- 1. The Corporation's amalgamation with Cube One Holdings Corp., Hypercube Technologies Corp. and Knowillage Systems Inc. (collectively, the "Subsidiaries"), pursuant to Section 177(1) of the Act, is approved.
- 2. All shares in the capital of the Subsidiaries, including all shares which have been issued 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(4) 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 Amalgamation.
- 5. No securities will be issued by the amalgamated corporation in connection with the amalgamation.
- 6. The stated capital of the amalgamated corporation will be the same as the stated capital of the Corporation.

7. 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.

~~~~~

**CERTIFIED TO BE A TRUE AND CORRECT COPY** of Resolutions consented to by the sole Director of **Desire2Learn Incorporated**, which Resolutions are in full force and effect, unamended, as of the date hereof.

DATED December 24, 2013.

  
\_\_\_\_\_  
President – John Baker

## SCHEDULE "B-2"

### RESOLUTIONS OF THE SOLE DIRECTOR OF

#### CUBE ONE HOLDINGS CORP. (the "Corporation")

#### **Approval of Amalgamation with Desire2Learn Incorporated, Hypercube Technologies Corp. and Knowillage Systems Inc.**

#### CONTEXT

- A. The Corporation, Desire2Learn Incorporated, Hypercube Technologies Corp. and Knowillage Systems Inc. are all incorporated under the laws of the Province of Ontario.
- B. The Corporation is currently owned by Desire2Learn Incorporated.
- C. The Corporation, Desire2Learn Incorporated, Hypercube Technologies Corp. and Knowillage Systems Inc. have agreed to amalgamate pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

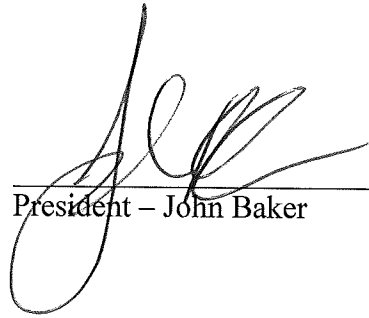
#### RESOLVED THAT:

1. The Corporation's amalgamation with Desire2Learn Incorporated, Hypercube Technologies Corp. and Knowillage Systems Inc., pursuant to Section 177(1) of the Act, is approved.
2. All shares in the Corporation's capital, 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(4) of the Act, the issued and outstanding shares of Desire2Learn Incorporated will be the shares of the amalgamated corporation.
4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Articles of Amalgamation of Desire2Learn Incorporated.
5. No securities will be issued by the amalgamated corporation in connection with the amalgamation.
6. The stated capital of the amalgamated corporation will be the same as the stated capital of Desire2Learn Incorporated.
7. Any 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.



~~~~~  
**CERTIFIED TO BE A TRUE AND CORRECT COPY** of Resolutions consented to by the sole Director of **Cube One Holdings Corp.**, which Resolutions are in full force and effect, unamended, as of the date hereof.

DATED December 24, 2013.



President – John Baker

SCHEDULE "B-3"  
RESOLUTIONS OF THE SOLE DIRECTOR  
OF  
HYPERCUBE TECHNOLOGIES CORP.  
(the "Corporation")

**Approval of Amalgamation with Desire2Learn Incorporated, Knowillage Systems Inc. and Cube One Holdings Corp.**

**CONTEXT**

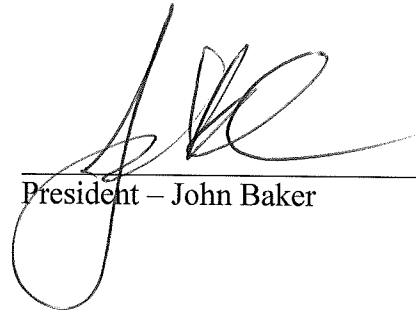
- A. The Corporation, Desire2Learn Incorporated, Knowillage Systems Inc. and Cube One Holdings Corp. are all incorporated under the laws of the Province of Ontario.
- B. The Corporation is currently owned by Cube One Holdings Corp.
- C. The Corporation, Desire2Learn Incorporated, Knowillage Systems Inc. and Cube One Holdings Corp. 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 Desire2Learn Incorporated, Knowillage Systems Inc. and Cube One Holdings Corp., pursuant to Section 177(1) of the Act, is approved.
- 2. All shares in the Corporation's capital, 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(4) of the Act, the issued and outstanding shares of Desire2Learn Incorporated will be the shares of the amalgamated corporation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Articles of Amalgamation of Desire2Learn Incorporated.
- 5. No securities will be issued by the amalgamated corporation in connection with the amalgamation.
- 6. The stated capital of the amalgamated corporation will be the same as the stated capital of Desire2Learn Incorporated.
- 7. Any 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.

~~~~~  
**CERTIFIED TO BE A TRUE AND CORRECT COPY** of Resolutions consented to by the sole Director of **Hypercube Technologies Corp.**, which Resolutions are in full force and effect, unamended, as of the date hereof.

DATED December 24, 2013.

  
\_\_\_\_\_  
President – John Baker

## SCHEDULE "B-4 "

### RESOLUTIONS OF THE SOLE DIRECTOR OF

#### KNOWILLAGE SYSTEMS INC. (the "Corporation")

#### **Approval of Amalgamation with Desire2Learn Incorporated, Hypercube Technologies Corp. and Cube One Holdings Corp.**

#### **CONTEXT**

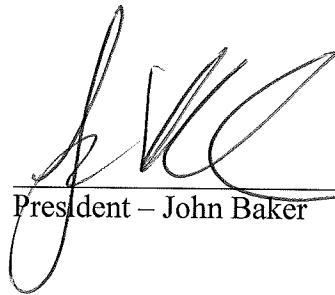
- A. The Corporation, Desire2Learn Incorporated, Hypercube Technologies Corp. and Cube One Holdings Corp. are all incorporated under the laws of the Province of Ontario.
- B. The Corporation is currently owned by Desire2Learn Incorporated.
- C. The Corporation, Desire2Learn Incorporated, Hypercube Technologies Corp. and Cube One Holdings Corp. 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 Desire2Learn Incorporated, Hypercube Technologies Corp. and Cube One Holdings Corp., pursuant to Section 177(1) of the Act, is approved.
2. All shares in the Corporation's capital, 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(4) of the Act, the issued and outstanding shares of Desire2Learn Incorporated will be the shares of the amalgamated corporation.
4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Articles of Amalgamation of Desire2Learn Incorporated.
5. No securities will be issued by the amalgamated corporation in connection with the amalgamation.
6. The stated capital of the amalgamated corporation will be the same as the stated capital of Desire2Learn Incorporated.
7. Any 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.

~~~~~  
**CERTIFIED TO BE A TRUE AND CORRECT COPY** of Resolutions consented to by the sole Director of **Knowillage Systems Inc.**, which Resolutions are in full force and effect, unamended, as of the date hereof.

DATED December 24, 2013.



President – John Baker