

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT3798553

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/05/2015

CONVEYING PARTY DATA

Name	Execution Date
ZALICUS PHARMACEUTICALS LTD.	10/05/2015

RECEIVING PARTY DATA

Name:	TARO PHARMACEUTICALS INC.
Street Address:	130 EAST DRIVE
City:	BRAMPTON, ONTARIO
State/Country:	CANADA
Postal Code:	L6T 1C1

PROPERTY NUMBERS Total: 3

Property Type	Number
Patent Number:	8377968
Patent Number:	8569344
Patent Number:	9096522

CORRESPONDENCE DATA

Fax Number: (609)514-9779

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.

Phone: 609-720-5394

Email: general.ip.mailbox@sunpharma.com

Correspondent Name: RANBAXY INC., A SUN PHARMA COMPANY

Address Line 1: 600 COLLEGE ROAD EAST, SUITE 2100

Address Line 2: INTELLECTUAL PROPERTY DEPT.

Address Line 4: PRINCETON, NEW JERSEY 08540

ATTORNEY DOCKET NUMBER:	TPCA-001
NAME OF SUBMITTER:	KATHRYN JONES
SIGNATURE:	/kathryn jones/
DATE SIGNED:	03/24/2016

Total Attachments: 13

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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

Taro Pharmaceuticals Inc.

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
Taro Pharmaceuticals Inc.	1056917	2015	10	05
Zalicus Pharmaceuticals Ltd.	1940389	2015	10	05

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.

Not applicable.

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 shares of one class designated as 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 :

Not applicable.

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 shares shall be transferred without the consent of the Board of Directors evidence by a resolution or by their consent in writing.

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 the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in their employment of the Corporation, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

(b) Any invitation to the public to subscribe for shares or 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.

TARO PHARMACEUTICALS INC.

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

ZALICUS PHARMACEUTICALS LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
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Description of Office / Fonction

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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.

TARO PHARMACEUTICALS INC.

Names of Corporations / Dénomination sociale des sociétés

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Description of Office / Fonction

SCHEDULE "A"

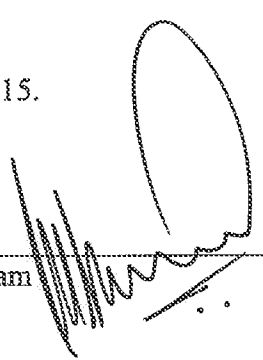
STATEMENT OF DIRECTOR OR OFFICER

1. I am the Chief Executive Officer of Taro Pharmaceuticals Inc. and as such have knowledge of its affairs.
2. I am the Chief Executive Officer of Zalicus Pharmaceuticals Ltd. and as such have knowledge of its affairs
3. I have conducted such examinations of the books and records of Taro Pharmaceuticals Inc. and Zalicus Pharmaceuticals Ltd. (the "Amalgamating Corporations") and have made such enquiries and investigations as are necessary to enable me to make this statement.
4. There are reasonable grounds for believing that:
 - (a) the Amalgamating Corporation is and the corporation to be formed by their amalgamation (the "**Amalgamated Corporation**") will be able to pay its liabilities as they become due;
 - (b) the realizable value of the assets of the Amalgamated Corporation 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 such amalgamation.

[SIGNATURE PAGE FOLLOWS]

DATED as of the 5th day of October, 2015.

Kal Sundaram

A handwritten signature in black ink, consisting of a large, stylized 'K' followed by several vertical strokes and a wavy line, positioned above a horizontal line.

SCHEDULE "B"
CERTIFIED RESOLUTION
OF
TARO PHARMACEUTICALS INC.
(the "Corporation")

RECITAL:

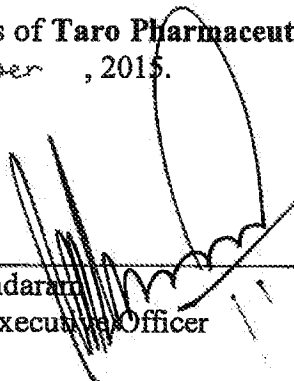
The Corporation wishes to amalgamate with its wholly-owned subsidiary, Zalicus Pharmaceuticals Ltd. (the "**Subsidiary**"), under the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED that:

1. the Corporation amalgamate with the Subsidiary and continue as one corporation (the "**Amalgamated Corporation**") under subsection 177(1) of the Act;
2. except as may be prescribed, the articles of amalgamation of the Amalgamated Corporation be the same as the articles of the Corporation;
3. the by-laws of the Amalgamated Corporation be the same as the by-laws of the Corporation;
4. on the issuance of a Certificate of Amalgamation under subsection 178(4) of the Act:
 - (a) all shares of the Subsidiary be cancelled without any repayment of capital;
 - (b) no securities be issued and no assets be distributed by the Amalgamated Corporation in connection with the amalgamation; and
 - (c) the stated capital of the Amalgamated Corporation be the same as the stated capital of the Corporation; and
5. any director or officer of the Corporation is authorized and directed to do on behalf of the Corporation any and all acts and things and execute all documents as such director or officer considers necessary, desirable or useful to carry out and give effect to the amalgamation of the Corporation and the Subsidiary and to this resolution.

CERTIFIED to be a true copy of a resolution of the directors of **Taro Pharmaceuticals Inc.** signed by all the directors on the 5th day of October, 2015.

DATED as of the 5th day of October, 2015.



Kal Sundaram
Chief Executive Officer

SCHEDULE "B"
CERTIFIED RESOLUTION
OF
ZALICUS PHARMACEUTICALS LTD.
(the "Corporation")

RECITAL:

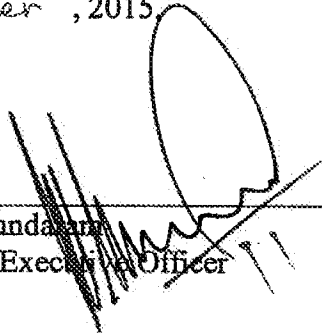
The Corporation is a wholly-owned subsidiary of, and wishes to amalgamate with, Taro Pharmaceuticals Inc. ("**Holdco**"), under the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED that:

1. the Corporation amalgamate with Holdco and continue as one corporation (the "Amalgamated Corporation") under subsection 177(1) of the Act;
2. except as may be prescribed, the articles of amalgamation of the Amalgamated Corporation be the same as the articles of Holdco;
3. the by-laws of the Amalgamated Corporation be the same as the by-laws of Holdco;
4. on the issuance of a Certificate of Amalgamation under subsection 178(4) of the Act:
 - (a) all shares of the Corporation be cancelled without any repayment of capital;
 - (b) no securities be issued and no assets be distributed by the Amalgamated Corporation in connection with the amalgamation; and
 - (c) the stated capital of the Amalgamated Corporation be the same as the stated capital of Holdco; and
5. any director or officer of the Corporation is authorized and directed to do on behalf of the Corporation any and all acts and things and execute all documents as such director or officer considers necessary, desirable or useful to carry out and give effect to the amalgamation of the Corporation and Holdco and to this resolution.

CERTIFIED to be a true copy of a resolution of the directors of **Zalicus Pharmaceuticals Ltd.** signed by all the directors on the 5th day of October, 2015.

DATED as of the 5th day of October, 2015.



Kal Sundaram
Chief Executive Officer