

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

EPAS ID: PAT3898208

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	03/31/2016
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
2500281 ONTARIO INC.	03/31/2016
CHAR TECHNOLOGIES INC.	03/31/2016
<b>NEWLY MERGED ENTITY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
SULFACHAR INC.	03/31/2016
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>	
<b>Name:</b>	SULFACHAR INC.
<b>Street Address:</b>	25 ADELAIDE STREET EAST
<b>Internal Address:</b>	SUITE 1900
<b>City:</b>	TORONTO, ONTARIO
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	M5C 3A1
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
Application Number:	13937675
<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>Email:</b>	scotgrave@bereskinparr.com
<b>Correspondent Name:</b>	BERESKIN & 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, ONTARIO, CANADA M5H 3Y2
<b>ATTORNEY DOCKET NUMBER:</b>	23085-P43556US00
<b>NAME OF SUBMITTER:</b>	NICHOLAS AITKEN
<b>SIGNATURE:</b>	/NICHOLAS AITKEN/
<b>DATE SIGNED:</b>	06/01/2016

**Total Attachments: 13**

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MARCH 31 MARS, 2016

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

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	U	L	F	A	C	H	A	R		I	N	C	.							

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

25 Adelaide Street East, Suite 1900

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

Toronto

ONTARIO

M 5 C 3 A 1

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

Postal Code/Code postal

3. Number of directors is: Fixed number [ ] OR minimum and maximum [ 1 ] [ 10 ]  
Nombre d'administrateurs : Nombre fixe [ ] OU minimum et maximum [ 1 ] [ 10 ]

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
Andrew White	45 Lisgar Street, Suite 528 Toronto, Ontario M6J 0B8	Yes
James Sbrolla	94 Riverwood Parkway Toronto, Ontario M8Y 4E9	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 178 (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

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
2500281 ONTARIO INC.	<sup>CA</sup> 2500281	2016	02	11
CHAR TECHNOLOGIES INC.	1937509	2016	02	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 shall be authorized to issue an unlimited number of common shares without par value.

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 :

### Common Shares

The rights of the holders of the common shares are equal in all respects and include the right, among other things:

1. to vote at all meetings of shareholders; and
2. subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.

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 es/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No shares shall be transferred without the express written consent of the board of directors signified by a resolution of the board of directors.

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

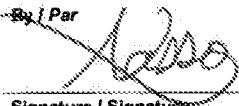
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11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy 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.

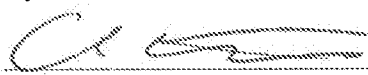
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

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.

2500281 ONTARIO INC.

Names of Corporations / Dénomination sociale des sociétés  
By / Par  ANGELO NASSO PRESIDENT  
Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

CHAR TECHNOLOGIES INC.

Names of Corporations / Dénomination sociale des sociétés  
By / Par  ANDREW WHITE 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

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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 DIRECTOR PURSUANT TO SUBSECTION 178(2) OF THE  
*BUSINESS CORPORATIONS ACT***

I, Angelo Nasso, of the City of Brampton, Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act").
2. I am a director of 2500281 Ontario Inc. and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of CHAR Technologies Inc. and 2500281 Ontario Inc. (the "Amalgamating Corporations") as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that, (i) each of the Amalgamating Corporations is and the amalgamated corporation will be able to pay its liabilities as they become due, and (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

This Statement is made as of the 31<sup>st</sup> day of March, 2016.

  
\_\_\_\_\_  
Angelo Nasso  
Director  
2500281 Ontario Inc.

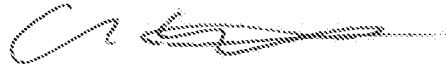
**SCHEDULE "A"**

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

I, Andrew White, of the City of Toronto, Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act").
2. I am a director of CHAR Technologies Inc. and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of CHAR Technologies Inc. and 2500281 Ontario Inc. (the "Amalgamating Corporations") as are necessary to enable me to make the statements hereinafter set forth.
4. There are reasonable grounds for believing that, (i) each of the Amalgamating Corporations is and the amalgamated corporation will be able to pay its liabilities as they become due, and (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

This Statement is made as of the 31<sup>st</sup> day of March, 2016.



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Andrew White  
Director  
CHAR Technologies Inc.

**SCHEDULE "B"**

**FILING AGREEMENT**

**THIS AMALGAMATION AGREEMENT** is dated as of the 31<sup>st</sup> day of March, 2016.

**BETWEEN:**

**CHAR TECHNOLOGIES INC.,**

a corporation incorporated pursuant to the laws of the Province of Ontario and having its registered head office located at 2660 Speakman Drive, Mississauga, Ontario, L5K 2L1,

(hereinafter referred to as "CHAR"),

- and -

**2500281 ONTARIO INC.,**

a corporation incorporated pursuant to the laws of the Province of Ontario and having its registered head office located at 25 Adelaide Street East, Suite 1900, Toronto, Ontario, M5C 3A1

(hereinafter referred to as "Subco"),

**RECITES THAT:**

1. Each of CHAR and Subco are corporations to which the *Business Corporations Act* (Ontario), as amended, applies;
2. CHAR is authorized to issue an unlimited number of common shares of which three hundred and thirteen thousand eight hundred and seventy-five (313,875) common shares are presently issued and outstanding;
3. Subco is authorized to issue an unlimited number of common shares of which one (1) common share is presently issued and outstanding; and
4. The parties hereto, acting under the authority set out in the *Business Corporations Act* (Ontario), as amended, have agreed to amalgamate upon the terms and conditions set out hereunder.

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NOW THEREFORE THIS AGREEMENT WITNESSETH as follows:

1. **Definitions**

In this Agreement:

“**Agreement**” means this amalgamation agreement;

“**Amalco**” means SulfaCHAR Inc., the OBCA corporation resulting from the amalgamation of the Amalgamating Corporations;

“**Amalgamation**” means the amalgamation of the Amalgamating Corporations pursuant to section 174 of the OBCA as contemplated by this agreement;

“**Amalgamating Corporations**” means CHAR and Subco collectively;

“**Amalgamation Date**” means the date shown on the Certificate of Amalgamation;

“**Board of Directors**” means the board of directors of Amalco;

“**CHAR Common Shares**” means the common shares in the capital of CHAR as the same are constituted on the date hereof;

“**Cleantech**” means Cleantech Capital Inc., the sole shareholder of Subco;

“**Cleantech Common Shares**” means the common shares in the capital of Cleantech as the same are constituted on the date hereof;

“**Effective Date**” means the effective date of the Amalgamation as set forth in the Certificate of Amalgamation issued by the Director pursuant to the OBCA thereby giving effect to the Amalgamation, which date is currently expected to be on or about March 31, 2016;

“**OBCA**” means the *Business Corporations Act* (Ontario), as amended; and

“**Subco Common Shares**” means the common shares in the capital of Subco as the same are constituted on the date hereof.

2. **Agreement to Amalgamate**

Subject to approval by special resolution of their respective shareholders, the Amalgamating Corporations agree to amalgamate pursuant to the provisions of section 174 of the OBCA as of the Effective Date and to continue as one corporation upon the terms and conditions herein set out.

3. **Name of Amalco**

The name of the corporation to be formed by the Amalgamation shall be SulfaCHAR Inc.

4. **Business**

There shall be no restrictions on the business that Amalco may carry on.

5. **Registered Office**

The registered office of Amalco shall be located at 25 Adelaide Street East, Suite 1900, Toronto, Ontario, M5C 3A1.

6. **Authorized Capital**

The authorized share capital of Amalco shall consist of an unlimited number of common shares without nominal or par value.

7. **Directors**

The Board of Directors shall consist of a minimum of one (1) and a maximum of ten (10) directors. The first directors of Amalco shall be the persons whose names appear below:

James Sbrolla; and

Andrew White

Each of the foregoing individuals is a resident Canadian. The aforesaid individuals shall hold office until the first meeting of the shareholders of Amalco or until their successors are elected or appointed.

8. **By-laws**

The by-laws of Subco shall be the by-laws of Amalco until amended, repealed or added to, which by-laws may be examined during normal business hours at the offices of Amalco.

9. **Special Provisions**

Without restricting any of the powers and capacities of Amalco, whether derived from the OBCA or otherwise, the Board of Directors may, from time to time without authorization from the shareholders:

- (a) borrow money upon the credit of Amalco;
- (b) limit or increase the amount to be borrowed;

- (c) issue, reissue, sell or pledge debt obligations of Amalco for such sums and for such prices as may be deemed expedient;
- (d) subject to section 20 of the OBCA, give a guarantee on behalf of Amalco to secure the performance of any obligation by any person; and
- (e) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of Amalco, owned or subsequently acquired, to secure any obligations of Amalco.

The Board of Directors may from time to time delegate to such one or more of the directors and officers of Amalco as may be designated by the Board of Directors all or any of the powers conferred on the Board of Directors above to such extent and in such manner as the Board of Directors shall determine at the time of such delegation.

**10. Restrictions on Transfer**

There shall be no restrictions on the right to transfer Amalco Common Shares.

**11. Conversion of Shares**

The securities in the capital of the Amalgamating Corporations which are issued and outstanding immediately prior to the Effective Date shall, at the effective time, be converted into issued and outstanding securities in the capital of Amalco on the basis of the following rates of conversion:

- (a) each three hundred and thirteen thousand eight hundred and seventy-five (313,875) issued and outstanding CHAR Common Shares shall be converted into one (1) Amalco Common Share;
- (b) each one (1) issued and outstanding Subco Common Share shall be converted into one (1) Amalco Common Share.

After the filing of the Articles of Amalgamation and the issuance of the Certificate of Amalgamation, the shareholders of CHAR, subject to the provisions of the OBCA, shall be entitled in return to receive certificates for Cleantech Common Shares on the aforesaid basis.

No fractional shares of Cleantech shall be issued. Should the conversion of CHAR Common Shares result in the issuance of a fractional Cleantech Common Share, the number of Cleantech Common Shares to be issued to the exchanging shareholder shall be rounded up to the next nearest whole number of Cleantech Common Shares.

12. **Filing of Articles**

Subject to paragraph 13, as soon as practicable, but in any event not later than two (2) business days, or such other period as the Amalgamating Corporations may agree upon, after all conditions herein provided for have been satisfied or waived, the Amalgamating Corporations shall jointly file with the Director under the OBCA Articles of Amalgamation and such other documents as may be required to give effect to the Amalgamation.

13. **Termination**

Subject to applicable law and notwithstanding any approval on the part of shareholders of either CHAR or Subco, as the case may be, this Agreement may be terminated at any time prior to the issuance of a Certificate of Amalgamation:

- (a) by mutual agreement of the parties hereto; or
- (b) if the Effective Date does not occur on or before March 31, 2016, by resolution of the board of directors of CHAR or Subco unilaterally at any time thereafter (which termination shall be effective upon a resolution to that effect being passed by the applicable board of directors and notice thereof being given to the other party hereto).

**IN WITNESS WHEREOF** the parties hereto have executed this Agreement as of the date and year first above written.

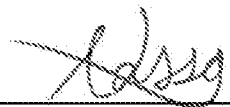
**CHAR TECHNOLOGIES INC.**

Per: \_\_\_\_\_

  
Andrew White

**2500281 ONTARIO INC.**

Per: \_\_\_\_\_

  
Angelo Nasso