

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT3901641

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2016
CONVEYING PARTY DATA	
Name	Execution Date
1938245 ALBERTA LTD.	01/01/2016
RECEIVING PARTY DATA	
Name:	AEM EMISSIONS MANAGEMENT LTD.
Street Address:	260 HOLIDAY INN DR., UNIT 1
City:	CAMBRIDGE
State/Country:	CANADA
Postal Code:	N3C 4E8
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13677102
CORRESPONDENCE DATA	
Fax Number:	(403)265-7219
<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:	403-298-3661
Email:	rajani@bennettjones.com
Correspondent Name:	ROSEANN B. CALDWELL, BENNETT JONES LLP
Address Line 1:	4500 BANKERS HALL EAST
Address Line 2:	855-2ND STREET SW
Address Line 4:	CALGARY, CANADA T2P 4K7
ATTORNEY DOCKET NUMBER:	75604-4
NAME OF SUBMITTER:	ROSEANN B. CALDWELL
SIGNATURE:	/Roseann B. Caldwell/
DATE SIGNED:	06/03/2016
Total Attachments: 7	
source=75604-4-Merger-1938245-AEM#page1.tif	
source=75604-4-Merger-1938245-AEM#page2.tif	
source=75604-4-Merger-1938245-AEM#page3.tif	
source=75604-4-Merger-1938245-AEM#page4.tif	

source=75604-4-Merger-1938245-AEM#page5.tif

source=75604-4-Merger-1938245-AEM#page6.tif

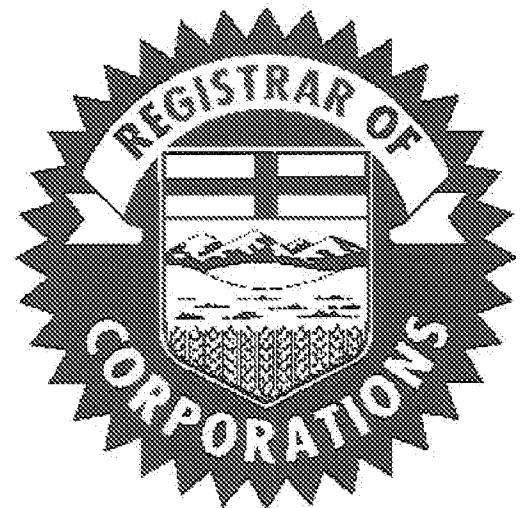
source=75604-4-Merger-1938245-AEM#page7.tif

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**AEM EMISSIONS MANAGEMENT LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2016/01/01.**



**Articles of Amalgamation
For
AEM EMISSIONS MANAGEMENT LTD.**

Share Structure: THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF ONE CLASS OF SHARES, DESIGNATED AS "COMMON SHARES".

Share Transfers Restrictions: NO SECURITIES, OTHER THAN NON-CONVERTIBLE DEBT SECURITIES, OF THE CORPORATION SHALL BE TRANSFERRED TO ANY PERSON WITHOUT THE APPROVAL OF THE BOARD OF DIRECTORS BY RESOLUTION.

Number of Directors:

Min Number of Directors: 1

Max Number of Directors: 9

Business Restricted To: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.

Business Restricted From: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.

Other Provisions: REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT

**Registration Authorized By: CODY CHURCH
DIRECTOR**

OTHER RULES OR PROVISIONS
Attached to and Forming Part of
the Articles of Amalgamation of
AEM EMISSIONS MANAGEMENT LTD.

1. The number of holders of securities of the Corporation, other than non-convertible debt securities, not including employees and former employees of the Corporation or its affiliates, is limited to not more than fifty (50) persons, provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation, in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner.
2. Any invitation to the public to subscribe for the Corporation's securities is prohibited.
3. Without limiting the borrowing powers of the Corporation as set forth in the *Business Corporations Act* (Alberta), the directors of the Corporation may from time to time, without authorization of the shareholders,
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation, whether secured or unsecured;
 - (c) subject to the *Business Corporations Act* (Alberta), give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

Nothing in this clause limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.
4. Subject to the *Business Corporations Act* (Alberta), the directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of the additional directors shall not at any time exceed one third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.
5. The Corporation has a lien on every security registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
6. Shareholders meetings may be held in the City of Calgary, in the Province of Alberta, or anywhere inside or outside of the Province of Alberta that the directors determine by resolution from time to time.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2016/01/01

Corporate Access Number: 2019358023

Service Request Number: 24434359
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: AEM EMISSIONS MANAGEMENT LTD.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: SUITE 4050, 525 - 8TH AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1

RECORDS ADDRESS

Street: SUITE 4050, 525 - 8TH AVENUE S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF ONE CLASS OF SHARES, DESIGNATED AS "COMMON SHARES".
Share Transfers Restrictions: NO SECURITIES, OTHER THAN NON-CONVERTIBLE DEBT SECURITIES, OF THE CORPORATION SHALL BE TRANSFERRED TO ANY PERSON WITHOUT THE APPROVAL OF THE BOARD OF DIRECTORS BY RESOLUTION.
Number of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 9
Business Restricted To: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.
Business Restricted From: THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.
Other Provisions: REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2016/01/01

Director

Last Name: CHURCH
First Name: CODY
Middle Name:
Street/Box Number: SUITE 4050, 525 - 8TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1
Country:
Resident Canadian: Y
Named On Stat Dec: Y

Last Name: SPENCER
First Name: JON
Middle Name:
Street/Box Number: SUITE 4050, 525 - 8TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1

Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: WONG
First Name: HAROLD
Middle Name:
Street/Box Number: 260 HOLIDAY INN DRIVE, SUITES 1 & 2, BLDG "A"
City: CAMBRIDGE
Province: ONTARIO
Postal Code: N3C 4E8
Country:
Resident Canadian: Y
Named On Stat Dec:

Last Name: ROKOSH
First Name: NORM
Middle Name:
Street/Box Number: SUITE 4050, 525 - 8TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1G1
Country:
Resident Canadian: Y
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Legal Entity Name
2019382452	1938245 ALBERTA LTD.
2019398102	AEM EMISSIONS MANAGEMENT LTD.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000207116946251	2016/01/01
Other Rules or Provisions	ELECTRONIC	2016/01/01

Registration Authorized By: CODY CHURCH

PATENT
REEL: 038799 FRAME: 0683

DIRECTOR