

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT4236202

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	07/04/2016
CONVEYING PARTY DATA	
Name	Execution Date
SALFLEX POLYMERS LIMITED	07/04/2016
NEWLY MERGED ENTITY DATA	
Name	Execution Date
ABC GROUP INC.	07/04/2016
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)	
Name:	ABC GROUP INC.
Street Address:	2 NORELCO DRIVE
City:	TORONTO, ON
State/Country:	CANADA
Postal Code:	M9L 2X6
PROPERTY NUMBERS Total: 2	
Property Type	Number
Application Number:	15317853
Application Number:	15325967
CORRESPONDENCE DATA	
Fax Number:	(703)712-8525
<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:	703-712-8518
Email:	tmedler@medlerferro.com
Correspondent Name:	MEDLER FERRO WOODHOUSE & MILLS
Address Line 1:	8201 GREENSBORO DRIVE
Address Line 2:	SUITE 1060
Address Line 4:	MCLEAN, VIRGINIA 22102
ATTORNEY DOCKET NUMBER:	ABC 117US1 ABC 118US1
NAME OF SUBMITTER:	TERESA U MEDLER
SIGNATURE:	/Teresa U Medler/
DATE SIGNED:	01/21/2017

PATENT

Total Attachments: 28

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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 178 (4) of the *Business Corporations Act* on the date set out below.
 Les actionnaires de chaque société qui fusionnent ont dûment adopté la convention de fusion conformément au paragraphe 178(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 fusionnent 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

ABC GROUP 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
ABC GROUP INC.	1958683	2016	07	04
ABC CLIMATE CONTROL SYSTEMS INC.	1326350	2016	07	04
ABC MULTI COMPONENTS INC.	1665330	2016	07	04
MSB PLASTICS MANUFACTURING LTD.	725944	2016	07	04
SALFLEX POLYMERS LTD.	1578461	2016	07	04
SALGA ASSOCIATES LIMITED	1918174	2016	07	04
ABC INTERIOR SYSTEMS INC.	1545226	2016	07	04

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 shares that the Corporation is authorized to issue are:

- (a) an unlimited number of non-cumulative redeemable voting Class A preference shares without nominal or par value (hereinafter called the "Class A Preference Shares");
- (b) an unlimited number of non-cumulative redeemable non-voting Class B preference shares without nominal or par value (hereinafter called the "Class B Preference Shares");
- (c) an unlimited number of non-cumulative redeemable voting Class C preference shares without nominal or par value (hereinafter called the "Class C Preference Shares");
- (d) an unlimited number of non-cumulative redeemable non-voting Class D preference shares without nominal or par value (hereinafter called the "Class D Preference Shares");
and
- (e) an unlimited number of common shares without nominal or par value (hereinafter called the "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 :

(1) CLASS A PREFERENCE SHARES

(a) Declaration of Dividends: The holders of the Class A Preference Shares shall in each year in the discretion of the directors, but always in preference and priority to any payment of dividends to the holders of any Common Shares, or shares of any other class, ranking junior to the Class A Preference Shares, for such year be entitled to receive and the Corporation shall pay thereon as and when declared by the board of directors of the Corporation out of the monies of the Corporation properly applicable to the payment of dividends, fixed preferential non-cumulative cash dividends at a rate to be determined by resolution of the board of directors but not to exceed decimal five zero (0.50%) percent per month on an amount equal to the fair market value of the consideration received on the issue of each of the said Class A Preference Shares as determined by resolution of the board of directors less any reduction in the stated capital account maintained with respect to each of such shares resulting from repayment of capital with respect to any of such shares (hereinafter referred to as the "Class A Share Value"), payable monthly, quarterly, half-yearly or annually on the dates to be fixed from time to time by resolution of the board of directors; the board of directors shall be entitled from time to time to declare part of the said fixed preferential non-cumulative cash dividend for any month notwithstanding that such dividend for such month shall not be declared in full; if within seven (7) days after the expiration of any month's end the board of directors in its discretion shall not have declared the said fixed preferential non-cumulative cash dividend or any part thereof on the Class A Preference Shares for such month, then the rights of the holders of the Class A Preference Shares to such dividend or to any undeclared part thereof for such month shall be forever extinguished; the holders of the Class A Preference Shares shall not be entitled to any dividends other than or in excess of the fixed preferential non-cumulative cash dividends hereinbefore provided for;

(b) Purchase by Corporation: Subject to the provisions of the Business Corporations Act (Ontario) or any amendment thereto, or any successor statute thereof, the Corporation may at any time or times purchase (if obtainable) for cancellation all or any part of the Class A Preference Shares outstanding from time to time by invitation for tenders addressed to all the holders of record of the Class A Preference Shares outstanding or (with the consent of all the holders of the Class A Preference Shares) by private contract at the lowest price or prices at which in the opinion of the directors such shares are obtainable but not exceeding the price then payable upon redemption of such shares plus customary brokerage fees (if any) and an amount equal to all dividends declared thereon and remaining unpaid; where, in response to any invitation for tenders, two or more shareholders submit tenders at the same price and such tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each such tender in proportion as nearly as may be to the total number of shares offered in each such tender;

(c) Redemption by Corporation:

(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 Preference Shares on payment for each share to be redeemed of the Class A Share Value (as hereinbefore defined) together with an amount equal to all dividends declared thereon and remaining unpaid;

(ii) In any case of redemption of Class A Preference Shares under the provisions of the last preceding clause (c) hereof, unless all the holders of such Class A Preference Shares have waived notice of redemption, the Corporation shall at least ten (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 Preference Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Preference Shares; such notice shall be mailed in a prepaid letter addressed to each such shareholder at his address as it appears on the books 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 (1) or more such holders shall not affect the validity of such redemption; each notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom such notice is addressed is to be redeemed the number thereof so 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 Preference Shares to be redeemed the redemption price on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class A Preference Shares called for redemption; such Preference Shares shall thereupon be redeemed; if a part only of the Class A Preference Shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified in any such notice, the Class A Preference 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 price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders 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 Preference Shares as aforesaid to deposit the redemption price of the Class A Preference Shares so called for redemption or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption 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 Preference 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 Preference 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.

(2) CLASS B PREFERENCE SHARES

(a) Declaration of Dividends: The holders of the Class B Preference Shares shall in each year in the discretion of the directors, after the payment (or setting aside for payment) of any dividend declared on all the Class A Preference Shares, but always in preference and priority to any payment of dividends to the holders of any Common Shares, or shares of any other class ranking junior to the Class B Preference Shares for such year be entitled to receive and the Corporation shall pay thereon as and when declared by the board of directors of the Corporation out of the monies of the Corporation properly applicable to the payment of dividends, fixed preferential non-cumulative cash dividends at a rate to be determined by resolution of the board of directors but not to exceed decimal five zero (0.50%) percent per month on an amount equal to the fair market value of the consideration received on the issue of each of the said Class B Preference Shares as determined by resolution of the board of directors less any reduction in the stated capital account maintained with respect to each of such shares resulting from repayment of capital with respect to any of such shares (hereinafter referred to as the "Class B Share Value"), payable monthly, quarterly, half-yearly or annually on the dates to be fixed from time to time by resolution of the board of directors; the board of directors shall be entitled from time to time to declare part of the said fixed preferential non-cumulative cash dividend for any month notwithstanding that such dividend for such month shall not be declared in full; if within seven (7) days after the expiration of any month's end the board of directors in its discretion shall not have declared the said fixed preferential non-cumulative cash dividend or any part thereof on the Class B Preference Shares for such month, then the rights of the holders of the Class B Preference Shares to such dividend or to any undeclared part thereof for such month shall be forever extinguished; the holders of the Class B Preference Shares shall not be entitled to any dividends other than or in excess of the fixed preferential non-cumulative cash dividends hereinbefore provided for;

(b) Purchase by Corporation: Subject to the provisions of the *Business Corporations Act* (Ontario) or any amendment thereto, or any successor statute thereof, the Corporation may at any time or times purchase (if obtainable) for cancellation all or any part of the Class B Preference Shares outstanding from time to time by invitation for tenders addressed to all the holders of record of the Class B Preference Shares outstanding or (with the consent of all the holders of the Class B Preference Shares) by private contract at the lowest price or prices at which in the opinion of the directors such shares are obtainable but not exceeding the price then payable upon redemption of such shares plus customary brokerage fees (if any) and an amount equal to all dividends declared thereon and remaining unpaid; where, in response to any invitation for tenders, two or more shareholders submit tenders at the same price and such tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each such tender in proportion as nearly as may be to the total number of shares offered in each such tender;

(c) Redemption by Corporation:

(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 B Preference Shares on payment for each share to be redeemed of the Class B Share Value (as hereinbefore defined) together with an amount equal to all dividends declared thereon and remaining unpaid;

(ii) In any case of redemption of Class B Preference Shares under the provisions of the last preceding clause (c) hereof, unless all the holders of such Class B Preference Shares have waived notice of redemption, the Corporation shall at least ten (10) days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class B Preference Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Preference Shares; such notice shall be mailed in a prepaid letter addressed to each such shareholder at his address as it appears on the books 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 (1) or more such holders shall not affect the validity of such redemption; each notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom such notice is addressed is to be redeemed the number thereof so 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 B Preference Shares to be redeemed the redemption price on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class B Preference Shares called for redemption; such Preference Shares shall thereupon be redeemed; if a part only of the Class B Preference Shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified in any such notice, the Class B Preference 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 price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected; the Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class B Preference Shares as aforesaid to deposit the redemption price of the Class B Preference Shares so called for redemption or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption 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 Preference 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 B Preference 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.

(3) CLASS C PREFERENCE SHARES

(a) Declaration of Dividends: The holders of the Class C Preference Shares shall in each year in the discretion of the directors, after the payment (or setting aside for payment) of any dividend declared on all the Class A Preference Shares and Class B Preference Shares, but always in preference and priority to any payment of dividends to the holders of any Common Shares, or shares of any other class ranking junior to the Class C Preference Shares for such year be entitled to receive and the Corporation shall pay thereon as and when declared by the board of directors of the Corporation out of the monies of the Corporation properly applicable to the payment of dividends, fixed preferential non-cumulative cash dividends at the rate of decimal five zero (0.50%) percent per month on an

amount equal to the fair market value of the consideration received on the issue of each of the said Class C Preference Shares as determined by resolution of the board of directors less any reduction in the stated capital account maintained with respect to each of such shares resulting from repayment of capital with respect to any of such shares (hereinafter referred to as the "Class C Share Value"), payable monthly, quarterly, half-yearly or annually on the dates to be fixed from time to time by resolution of the board of directors; the board of directors shall be entitled from time to time to declare part of the said fixed preferential non-cumulative cash dividend for any month notwithstanding that such dividend for such month shall not be declared in full; if within seven (7) days after the expiration of any month's end the board of directors in its discretion shall not have declared the said fixed preferential non-cumulative cash dividend or any part thereof on the Class C Preference Shares for such month, then the rights of the holders of the Class C Preference Shares to such dividend or to any undeclared part thereof for such month shall be forever extinguished; the holders of the Class C Preference Shares shall not be entitled to any dividends other than or in excess of the fixed preferential non-cumulative cash dividends hereinbefore provided for;

(b) Purchase by Corporation: Subject to the provisions of the *Business Corporations Act* (Ontario) or any amendment thereto, or any successor statute thereof, the Corporation may at any time or times purchase (if obtainable) for cancellation all or any part of the Class C Preference Shares outstanding from time to time by invitation for tenders addressed to all the holders of record of the Class C Preference Shares outstanding or (with the consent of all the holders of the Class C Preference Shares) by private contract at the lowest price or prices at which in the opinion of the directors such shares are obtainable but not exceeding the price then payable upon redemption of such shares plus customary brokerage fees (if any) and an amount equal to all dividends declared thereon and remaining unpaid; where, in response to any invitation for tenders, two or more shareholders submit tenders at the same price and such tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each such tender in proportion as nearly as may be to the total number of shares offered in each such tender;

(c) Redemption by Corporation:

(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 C Preference Shares on payment for each share to be redeemed of the Class C Share Value (as hereinbefore defined) together with an amount equal to all dividends declared thereon and remaining unpaid;

(ii) In any case of redemption of Class C Preference Shares under the provisions of the last preceding clause (c) hereof, unless all the holders of such Class C Preference Shares have waived notice of redemption, the Corporation shall at least ten (10) days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class C Preference Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Preference Shares; such notice shall be mailed in a prepaid letter addressed to each such shareholder at his address as it appears on the books 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 (1) or more such holders shall not affect the validity of such redemption; each notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom such notice is addressed is to be redeemed the number thereof so 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 C Preference Shares to be redeemed the redemption price on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class C Preference Shares called for redemption; such Preference Shares shall thereupon be redeemed; if a part only of the Class C Preference Shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified in any such notice, the Class C Preference 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 price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected; the Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class C Preference Shares as aforesaid to deposit the redemption price of the Class C Preference Shares so called for redemption or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption 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 Preference 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 C Preference 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.

(4) CLASS D PREFERENCE SHARES

(a) Declaration of Dividends: The holders of the Class D Preference Shares shall in each year in the discretion of the directors, after the payment (or setting aside for payment) of any dividend declared on all Class A Preference Shares, Class B Preference Shares and Class C Preference Shares, but always in preference and priority to any payment of dividends to the holders of any Common Shares, or shares of any other class ranking junior to the Class D Preference Shares for such year be entitled to receive and the Corporation shall pay thereon as and when declared by the board of directors of the Corporation out of the monies of the Corporation properly applicable to the payment of dividends, fixed preferential non-cumulative cash dividends at a rate of decimal five zero (0.50%) percent per month on an amount equal to the fair market value of the consideration received on the issue of each of the said Class D Preference Shares as determined by resolution of the board of directors less any reduction in the stated capital account maintained with respect to each of such shares resulting from repayment of capital with respect to any of such shares (hereinafter referred to as the "Class D Share Value"), payable monthly, quarterly, half-yearly or annually on the dates to be fixed from time to time by resolution of the board of directors; the board of directors shall be entitled from time to time to declare part of the said fixed preferential non-cumulative cash dividend for any month notwithstanding that such dividend for such month shall not be declared in full; if within seven (7) days after the expiration of any month's end the board of directors in its discretion shall not have declared the said fixed preferential non-cumulative cash dividend or any part thereof on the Class D Preference Shares for such month, then the rights of the holders of the Class D Preference Shares to such dividend or to any undeclared part thereof for such month shall be forever

extinguished; the holders of the Class D Preference Shares shall not be entitled to any dividends other than or in excess of the fixed preferential non-cumulative cash dividends hereinbefore provided for;

(b) Purchase by Corporation: Subject to the provisions of the *Business Corporations Act* (Ontario) or any amendment thereto, or any successor statute thereof, the Corporation may at any time or times purchase (if obtainable) for cancellation all or any part of the Class D Preference Shares outstanding from time to time by invitation for tenders addressed to all the holders of record of the Class D Preference Shares outstanding or (with the consent of all the holders of the Class D Preference Shares) by private contract at the lowest price or prices at which in the opinion of the directors such shares are obtainable but not exceeding the price then payable upon redemption of such shares plus customary brokerage fees (if any) and an amount equal to all dividends declared thereon and remaining unpaid; where, in response to any invitation for tenders, two or more shareholders submit tenders at the same price and such tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each such tender in proportion as nearly as may be to the total number of shares offered in each such tender;

(c) Redemption by Corporation:

(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 D Preference Shares on payment for each share to be redeemed of the Class D Share Value (as hereinbefore defined) together with an amount equal to all dividends declared thereon and remaining unpaid;

(ii) In any case of redemption of Class D Preference Shares under the provisions of the last preceding clause (c) hereof, unless all the holders of such Class D Preference Shares have waived notice of redemption, the Corporation shall at least ten (10) days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class D Preference Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Preference Shares; such notice shall be mailed in a prepaid letter addressed to each such shareholder at his address as it appears on the books 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 (1) or more such holders shall not affect the validity of such redemption; each notice shall set out the redemption price and the date on which redemption is to take place and if part only of the shares held by the person to whom such notice is addressed is to be redeemed the number thereof so 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 D Preference Shares to be redeemed the redemption price on presentation and surrender at the head office of the Corporation or any other place designated in such notice of the certificates representing the Class D Preference Shares called for redemption; such Preference Shares shall thereupon be redeemed; if a part only of the Class D Preference Shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified in any such notice, the Class D Preference 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 price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected; the

Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class D Preference Shares as aforesaid to deposit the redemption price of the Class D Preference Shares so called for redemption or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption 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 Preference 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 D Preference 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.

(d) Redemption by Holder:

(i) A holder of Class D Preference 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 D Preference Shares, upon giving notice as hereinafter provided, all or any number of the Class D Preference Shares, registered in the name of such holder on the books of the Corporation at a redemption price equal to the Class D Share Value per share and all dividends declared thereon and unpaid, less the amount of any tax which the Corporation is required to and does withhold therefrom;

(ii) A holder of Class D Preference 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 of the Class D Preference Shares registered in his name redeemed by the Corporation, the number and class 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 herein referred to as the "option redemption date". The holder of any Class D Preference Shares may, with the consent of the Corporation, revoke such notice prior to the option redemption date;

(iii) Upon delivery to the Corporation of a share certificate or certificates representing the Class D Preference Shares, which the holder desires to have the Corporation redeem, the Corporation shall on the option redemption date, to the extent permitted by applicable law, redeem such Preference Shares by paying to the holder the redemption price therefore;

(iv) Upon payment of the redemption price of the Class D Preference Shares so redeemed by the Corporation, the holders thereof shall cease to exercise any rights of holders in respect thereof;

(v) If the redemption by the Corporation on any option redemption date of all Class D Preference Shares to be redeemed on such date would be contrary to applicable law, the Corporation shall be obligated to redeem only the maximum number of Class D Preference Shares (rounded to the next lower multiple of 100 shares) 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 D Preference Shares required by each such holder to be redeemed by the Corporation and the Corporation shall issue new certificates

representing the Class D Preference Shares not redeemed by the Corporation and the Corporation shall redeem in the manner contemplated herein the maximum number of such Class D Preference Shares on such date or dates thereafter that redemption is no longer prohibited by law;

(5) Class A, Class B, Class C and Class D Preference Shares

(a) Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purpose of winding up its affairs the holders of the Class A Preference Shares, Class B Preference Shares, Class C Preference Shares and Class D Preference Shares shall rank and participate equally without preference or distinction between them in the distribution of and shall be entitled to receive out of the assets and property of the Corporation, before any amount is paid or any property or assets of the Corporation distributed to the holders of any Common Shares or shares of any other class ranking junior to the Class A, Class B, Class C and Class D Preference Shares, an amount equal to the Class A Share Value or the Class B Share Value or the Class C Share Value or Class D Share Value, respectively, whichever may be applicable, per share of each of the Class A Preference Shares, Class B Preference Shares, Class C Preference Shares and Class D Preference Shares held by them respectively, together with all declared and unpaid preferential non-cumulative cash dividends thereon; after payment to the holders of the Class A Preference Shares, Class B Preference Shares, Class C Preference Shares and Class D Preference Shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation;

(b) Share Value Adjustment:

(i) In the event that at any time in the future the Minister of National Revenue or any duly authorized official of Canada Revenue Agency or of any other governmental taxing authority having jurisdiction (the "Taxing Authority") shall dispute the fair market value attributed to the consideration received on the issue of any of the Class A Preference Shares, Class B Preference Shares, Class C Preference Shares or Class D Preference Shares and the holder thereof agrees to adopt the amount determined or indicated by such Taxing Authority or if the Taxing Authority or a court of competent jurisdiction (from which no appeal lies should the Minister's decision be appealed) shall make a final determination, decision or finding that the fair market value of the Class A Preference Shares, Class B Preference Shares, Class C Preference Shares or Class D Preference Shares is greater or less than the fair market value of property exchanged for any of the Class A Preference Shares, Class B Preference Shares, Class C Preference Shares or Class D Preference Shares at the date of such exchange, the fair market value of the exchanged property at the date of exchange as finally determined or indicated by such Taxing Authority and adopted by the holder as aforesaid shall be automatically substituted as the Class A Share Value, Class B Share Value, Class C Share Value or Class D Share Value, respectively, whichever may be applicable, for all purposes herein, and the board of directors shall by resolution upon receipt of the written request of the holder, confirm the requested change in the Class A Share Value, Class B Share Value, Class C Share Value or Class D Share Value as aforesaid;

(ii) In the event the board of directors shall make a decision or finding that the fair market value of the consideration received or the property exchanged for any of the Class A Preference Shares, Class B Preference Shares, Class C Preference Shares or the Class D Preference Shares is greater or less than the fair market value of the Class A Preference Shares, Class B Preference Shares, Class C Preference Shares or Class D Preference Shares at the date of such exchange, the fair market value of the consideration received or the exchanged property at the date of exchange as finally determined by the board of directors and adopted by the holder shall be automatically substituted as the Class A Share Value, Class B Share Value, Class C Share Value or Class D Share Value, respectively, whichever may be applicable, for all purposes herein, and the board of directors shall by resolution confirm the change in the Class A Share Value, Class B Share Value, Class C Share Value or Class D Share Value, as aforesaid;

(iii) In addition, any reduction in the stated capital of the Class A Preference, Class B Preference, Class C Preference or Class D Preference Shares will result in an offsetting reduction in the Class A Share Value, Class B Share Value, Class C Share Value and Class D Share Value;

(c) **Restriction on Dividends:** No dividends shall be declared payable on any other class of shares ranking junior to the Class A Preference Shares, Class B Preference Shares, Class C Preference Shares and Class D Preference Shares if the payment of any such dividend results in the realizable value of the net assets of the Corporation after the payment of any such dividends being less than the aggregate of the Class A Share Value, Class B Share Value, Class C Share Value and Class D Share Value of all the Class A Preference Shares, Class B Preference Shares, Class C Preference Shares and Class D Preference Shares then issued and outstanding;

(d) **Restriction on Redemption or Purchase by Corporation:** The Corporation will not purchase for cancellation or redeem at any time the whole or any part of the then outstanding Class A Preference Shares, Class B Preference Shares, Class C Preference Shares or Class D Preference Shares for an amount which is less than the lesser of:

(i) the aggregate redemption price of the Class A Preference Shares, Class B Preference Shares, Class C Preference Shares or Class D Preference Shares, being purchased or redeemed at that time; and

(ii) the realizable value of the assets less liabilities of the Corporation immediately before any such purchase or redemption.

(e) **Amendment to Provisions:** The foregoing provisions, and the provisions of this paragraph may be repealed, altered, modified or amended by articles of amendment but only with the approval of the holders of the Preference Shares of the class affected given as hereinafter specified in addition to any other approval required by the *Business Corporations Act* (Ontario), as the same may from time to time be in force or any successor corporations statute of the Province of Ontario. The approval of the holders of the Preference Shares of the class affected as to any and all matters referred to herein may be given by special resolution sanctioned at a meeting of holders of Preference Shares of the class affected duly called and held upon at least ten (10) days notice at which the holders of at least a

majority of the outstanding Preference Shares of the class affected are present or represented by proxy and carried by the affirmative votes of the holders of not less than two-thirds of the Preference Shares represented and voted at such meeting cast on a poll. On every poll taken at every such meeting every holder of Preference Shares shall be entitled to one (1) vote in respect of each Preference Share held;

(6) Class A, Class B, Class C and Class D Preference Shares — Voting Rights

(a) The holders of the Class A Preference Shares and Class C Preference Shares shall be entitled to receive notice of, to attend, and to vote at all meetings of the shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to attend; and shall be entitled to one (1) vote in respect of each Class A Preference Share and Class C Preference Share held at all such meetings;

(b) The holders of the Class B Preference Shares and Class D Preference Shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting; the holders of the Class B Preference Shares and Class D Preference Shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

(7) COMMON SHARES

The holder of common shares shall be entitled to receive notice of and to attend and shall have one vote for each common share held at all meetings of the shareholders of the Corporation.

9. The issue, transfer or ownership of shares is/are 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 :

(a) No shareholder of the Corporation shall be entitled to transfer any share or shares of the Corporation without either (i) the previous sanction of the holders of the majority of the voting shares of the Corporation for the time being outstanding expressed by an instrument or instruments in writing signed by the holders of a majority of the voting shares of the Corporation for the time being outstanding, or (ii) the previous sanction of the Directors of the Corporation expressed by a resolution passed by the votes of a majority of the Directors of the Corporation at a meeting of the Board of Directors or by an instrument or instruments in writing signed by a majority of the Directors;

(b) No allotment or issue of the Corporation's securities shall be made pursuant to any invitation to the public to subscribe for such securities.

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

See attached pages 5A to 5B

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.

The following special provisions apply to the Corporation:

- (1) The Directors may from time to time:
- (a) borrow money on the credit of the Corporation; or
 - (b) issue, sell or pledge debt obligations of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

The Directors may from time to time by resolution delegate all or any of the powers conferred on them by this paragraph to such one or more of the directors or officers of the Corporation, or limit the amount to be borrowed as may be specified in such resolution.

(2) Every Director and Officer of the Corporation and his heirs, executors and administrators and other legal personal representative shall from time to time be indemnified and saved harmless by the Corporation from and against

- (a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation;

provided always that no Director or Officer of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that he sustains or incurs in or about any action, suit or other proceeding as a result of which he is adjudged to be in breach of any duty or responsibility imposed upon him under the Business Corporations Act or under any other statute unless, in an action brought against him in his capacity as a Director or Officer, he has achieved complete or substantial success as a defendant.

(3) The Directors may from time to time by resolution fix in advance a date as the record date for the determination of the shareholders entitled to notice of any meeting of the shareholders, which record date shall:

- (a) be not more than fifty (50) days (inclusive of the record date and of the date of the meeting) before the date of such meeting; and
- (b) if the Corporation is, for purposes of the Business Corporations Act, a corporation that is offering its securities to the public, be not fewer than

twenty-one (21) days (exclusive of the record date and of the day of such meeting) before the date of such meeting; or

- (c) if the Corporation is, for purposes of the Business Corporations Act, not a corporation that is offering its securities to the public, be not fewer than ten (10) days (exclusive of the record date and of the day of such meeting) before the date of such meeting.

Where no such record date for the determination of the shareholders entitled to notice of a meeting of the shareholders is fixed by the Directors as aforesaid, such record date shall be at the close of business on the day next preceding the day on which notice of such meeting is given or sent.

(4) The Directors may from time to time by resolution fix in advance a date as the record date for the determination of the shareholders entitled to vote at any meeting of the shareholders, which record date shall not be more than forty-eight (48) hours excluding Saturdays and holidays, before the date of such meeting. Where no such record date for the determination of the shareholders entitled to vote at a meeting of the shareholders is fixed by the Directors as aforesaid, such record date shall be at the time of the taking of the vote.

(5) That, subject to the provisions of the Business Corporations Act, the Corporation may purchase any of its issued common shares.

(6) It shall be a condition of the articles:

- (a) that the number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons, who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than Fifty (50), Two (2) or more persons who are the joint registered owners of One (1) or more shares being counted as One (1) shareholder, and
- (b) that any invitation to the public to subscribe for securities of the Corporation is prohibited.

(7) Meetings of the Board of Directors and the Executive Committee (if any) of the Corporation may be held at any place within or outside of Ontario, and meetings of shareholders of the Corporation may be held at any place within Ontario.

(8) The Corporation may set out its name in any language.

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.

ABC GROUP INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



DERRICK PHELPS

Chief Financial Officer

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

ABC CLIMATE CONTROL SYSTEMS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



DERRICK PHELPS

Vice President and
Treasurer

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

ABC MULTI COMPONENTS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



DERRICK PHELPS

Vice President and
Treasurer

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

MSB PLASTICS MANUFACTURING LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par



DERRICK PHELPS

Vice President and
Treasurer

Signature / Signature


Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SALFLEX POLYMERS LTD.

Names of Corporations / Dénomination sociale des sociétés

By / Par



DERRICK PHELPS

Vice President and
Treasurer

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

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 signatory's 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.

SALGA ASSOCIATES LIMITED

Names of Corporations / Dénomination sociale des sociétés

By / Par *D Phelps* DERRICK PHELPS Vice President and Treasurer

Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

ABC INTERIOR SYSTEMS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par *D Phelps* DERRICK PHELPS Vice President and Treasurer

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

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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 OR OFFICER OF

ABC GROUP INC.
(the "Corporation")

1. I, Derrick Phelps, am the Chief Financial Officer of the Corporation, one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and 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 will be prejudiced by the amalgamation.

DATED: July 4, 2016



Derrick Phelps

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER OF
SALFLEX POLYMERS LTD.
(the "Corporation")

1. I, Derrick Phelps, am the Vice President and Treasurer of the Corporation, one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and 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 will be prejudiced by the amalgamation.

DATED: July 4, 2018



Derrick Phelps

SCHEDULE "B"

RESOLUTION OF THE DIRECTORS

OF

ABC GROUP INC.
(the "Corporation")


Amalgamation with ABC Climate Control Systems Inc., ABC Multi Components Inc., MSB
Plastics Manufacturing Ltd., Salflex Polymers Ltd., Saiga Associates Limited and ABC
Interior Systems Inc.

ABC Climate Control Systems Inc., ABC Multi Components Inc., MSB Plastics Manufacturing Ltd., Salflex Polymers Ltd., Saiga Associates Limited and ABC Interior Systems Inc. are wholly-owned subsidiaries of the Corporation and it is desirable that the Corporation amalgamate with ABC Climate Control Systems Inc., ABC Multi Components Inc., MSB Plastics Manufacturing Ltd., Salflex Polymers Ltd., Saiga Associates Limited and ABC Interior Systems Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED that:

1. the amalgamation of the Corporation and ABC Climate Control Systems Inc., ABC Multi Components Inc., MSB Plastics Manufacturing Ltd., Salflex Polymers Ltd., Saiga Associates Limited and ABC Interior Systems Inc. under the Act, pursuant to subsection 177(1) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of ABC Climate Control Systems Inc., ABC Multi Components Inc., MSB Plastics Manufacturing Ltd., Salflex Polymers Ltd., Saiga Associates Limited and ABC Interior Systems Inc., including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 4th day of July, 2010.



Dev Sepadia

Mary Anne Bueschikera

Derrick Phelps

Resolution of Directors of ABC Corporation, Authorizing Pool-Closing Arrangements

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 4th day of July, 2016.

Dev Kapadia




Mary Anne Bueschkens

Derrick Phelps

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 4th day of July, 2016.

Dev Kapadia

Mary Anne Bueschkens



Derrick Phelps

SCHEDULE "B"

RESOLUTION OF THE DIRECTORS

OF

SALFLEX POLYMERS LTD.
(the "Corporation")

Amalgamation with ABC Group Inc., ABC Climate Control Systems Inc., ABC Multi Components Inc., MSB Plastics Manufacturing Ltd., Salga Associates Limited and ABC Interior Systems Inc.

The Corporation is a wholly-owned subsidiary of ABC Group Inc. and it is desirable that the Corporation amalgamate with ABC Group Inc., ABC Climate Control Systems Inc., ABC Multi Components Inc., MSB Plastics Manufacturing Ltd., Salga Associates Limited and ABC Interior Systems Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED that:

1. the amalgamation of the Corporation and ABC Group Inc., ABC Climate Control Systems Inc., ABC Multi Components Inc., MSB Plastics Manufacturing Ltd., Salga Associates Limited and ABC Interior Systems Inc. under the Act, pursuant to subsection 177(1) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of ABC Group Inc.;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
5. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

PATENT

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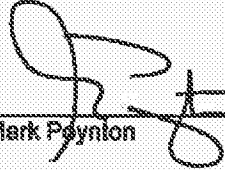
The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 4th day of July, 2016.

D Phelps
Derrick Phelps

Mark Poynton

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 4th day of July 2016.

Derrick Phelps



Mark Paynton

Resolution of Directors of Seibex Polymers Ltd. Authorizing Amalgamation with ABC Group Inc.