

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

EPAS ID: PAT4746566

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	01/17/2017

**CONVEYING PARTY DATA**

Name	Execution Date
SMART WAVE TECHNOLOGIES INC.	01/17/2017

**RECEIVING PARTY DATA**

<b>Name:</b>	1968735 ONTARIO LIMITED
<b>Street Address:</b>	1075 BAY STREET, SUITE 505
<b>City:</b>	TORONTO
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	M5S2B1

**PROPERTY NUMBERS Total: 1**

Property Type	Number
Patent Number:	6481634

**CORRESPONDENCE DATA****Fax Number:**

*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.*

**Email:** megan.hudson@hicksip.com  
**Correspondent Name:** ANDREW HICKS  
**Address Line 1:** 709 MAIN STREET, SUITE 300  
**Address Line 4:** CANMORE, CANADA T1W 2B2

<b>ATTORNEY DOCKET NUMBER:</b>	P 171 US C
<b>NAME OF SUBMITTER:</b>	ANDREW HICKS
<b>SIGNATURE:</b>	/Andrew Hicks/
<b>DATE SIGNED:</b>	12/21/2017

**Total Attachments: 10**

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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  
**1370431 ONTARIO LIMITED**

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
1370431 ONTARIO LIMITED	1370431	2017	01	17
1379614 ONTARIO LIMITED	1379614	2017	01	17
1747968 ONTARIO LIMITED	1747968	2017	01	17
1758909 ONTARIO LIMITED	1758909	2017	01	17
SMART WAVE TECHNOLOGIES INC.	1241106	2017	01	17

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of Class A Preference Shares, an unlimited number of Class B Preference Shares and an unlimited number of Common Shares.

B. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

See pages 4A to 4C

(a) Dividends

Subject to the terms of any unanimous shareholders' agreement, the holders of the Class A Preference Shares and the holders of the Class B Preference Shares shall be entitled to receive and the Corporation shall pay thereon, if, as and when declared by the Board of Directors of the Corporation properly applicable to the payment of dividends in any financial year, fixed preferential non-cumulative cash dividends at a monthly rate of eight-twelfths (8/12) of one percent (1 %) of the Redemption Amount (as hereinafter defined); if, within two (2) weeks after the expiration of any month, the Board of Directors in its discretion shall not declare the dividends on the Class A Preference Shares and Class B Preference Shares for such month, then the rights of the holders of the Class A Preference Shares and 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 A Preference Shares and the holders of the Class B Preference Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for. The holders of Common Shares shall be entitled to dividends in the discretion of the Board of Directors.

(b) Participation in Assets on Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Class A Preference Shares and the holders of the Class B Preference Shares shall be entitled to be paid the amount paid up thereon together with all unpaid dividends which have been declared thereon, but shall have no further participation in the assets of the Corporation.

Any and all further assets and property of the Corporation available for distribution shall be paid or distributed equally share for share to the holders of the Common Shares in like amounts per share without preference or distinction.

(c) Redemption of Class A Preference Shares and Class B Preference Shares at Option of the Corporation

The Corporation shall have the right, at its option at any time on notice as hereinafter provided, to redeem all or any portion of the Class A Preference Shares and Class B Preference Shares. The redemption amount for each Class A Preference Shares and Class B Preference Shares so redeemed (herein called the "Redemption Amount") shall be equal to the aggregate fair market value of the property

transferred to the Corporation as consideration for the issue of the Class A Preference Shares or the Class B Preference Shares, as the case may be, less the fair market value of the non-share consideration given by the Corporation to such shareholder at the time of such transfer divided by the number of Class A Preference Shares or Class B Preference shares, as the case may be, issued as consideration for such property transferred (the fair market value of the property transferred and of the non-share consideration to be determined as at the date of transfer in accordance with generally accepted valuation and accounting principles) together with any declared and unpaid dividends thereon.

In all cases of redemption of the Class A Preference Shares and Class B Preference Shares, one (1) week's notice shall be given by registered letter directed to the respective shareholders whose shares are to be redeemed at their respective addresses appearing on the books of the Corporation; within the period of one (1) week from the date of mailing of the said notice, the holders of the Class A and the holders of the Class B Preference Shares to be redeemed shall deposit with the secretary of the Corporation the certificates for the said shares, duly endorsed, in default of which the Class A Preference Shares and Class B Preference Shares may be redeemed on the Corporation's paying the amount due on redemption as aforesaid into a chartered bank at the City of Toronto, Ontario, of which notice shall have been given, to the credit of the said holders.

(d) Purchase of Class A Preference Shares  
and Class B Preference Shares for Cancellation

The Corporation may at any time or times purchase for cancellation all or any portion of the Class A Preference Shares and Class B Preference Shares at the lowest price at which, in the opinion of the Directors, such shares are obtainable but not exceeding the amount paid up thereon of such Class A Preference Shares and Class B Preference Shares, as the case may be, plus all declared and unpaid dividends thereon.

(e) Voting Rights

The holders of the Class B Preference Shares shall not be entitled to vote at any meetings of the shareholders of the Corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing a dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

Holders of Class A Preference Shares and Common Shares shall be entitled to one (1) vote for each Class A Preference Share and/or Common Share held by them respectively at all shareholders' meetings.



(f) Amendment of Articles

The confirmation required by Section 170 of the Business Corporations Act, to authorize an amendment to the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class A Preference Shares and Class B Preference Shares or to create special shares ranking in any respect in priority to or on a parity with the Class A Preference Shares and Class B Preference Shares may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A Preference Shares or the holders of the Class B Preference Shares, as the case may be, duly called for that purpose.

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

No share or shares of the Corporation shall at any time be transferred to any person without either:

- (a) the consent of a majority of the directors to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the consent of the holders of not less than 51% of all votes attached to the then outstanding common shares of the corporation signified either by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by such shareholders.

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

See page 5A

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.

- (a) That the board of directors may from time to time, in such amounts and on such terms as it deems expedient:
- (i) borrow money on the credit of the Corporation;
  - (ii) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
  - (iii) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.
- (b) That the board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of each such delegation.
- (c) 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 the 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.
- (d) That any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (e) That subject to the provisions of the Business Corporations Act, the Corporation shall have a lien on the shares registered in the name of a shareholder who is indebted to the Corporation to the extent of debt.
- (f) That subject to the provisions of the Business Corporation Act, the Corporation may purchase any of its issued shares.

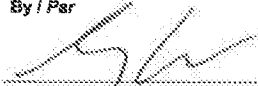
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

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.

1370431 Ontario Limited

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

George Christopoulos

Print name of signatory /  
Nom du signataire en lettres moulées

Director

Description of Office / Fonction

1379614 Ontario Limited

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

George Christopoulos

Print name of signatory /  
Nom du signataire en lettres moulées

Director

Description of Office / Fonction

1747968 Ontario Limited

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

George Christopoulos

Print name of signatory /  
Nom du signataire en lettres moulées

Director

Description of Office / Fonction

1758909 Ontario Limited

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

George Christopoulos

Print name of signatory /  
Nom du signataire en lettres moulées

Director

Description of Office / Fonction

Smart Wave Technologies Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

George Christopoulos

Print name of signatory /  
Nom du signataire en lettres moulées

Director

Description of Office / Fonction