

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT4996581

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	09/01/2016
CONVEYING PARTY DATA	
Name	Execution Date
SCORE FANTASY SPORTS INC.	08/31/2016
NEWLY MERGED ENTITY DATA	
Name	Execution Date
SCORE MEDIA VENTURES INC.	08/31/2016
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)	
Name:	SCORE MEDIA VENTURES INC.
Street Address:	500 KING STREET WEST
Internal Address:	FOURTH FLOOR
City:	TORONTO
State/Country:	CANADA
Postal Code:	M5V 1L9
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	14664723
CORRESPONDENCE DATA	
Fax Number:	(212)953-7201
<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:	(212) 415-9200
Email:	ny.patent.docketing@dorsey.com, quiles.lorraine@dorsey.com
Correspondent Name:	DORSEY & WHITNEY LLLP
Address Line 1:	INTELLECTUAL PROPERTY - PATENT DOCKET
Address Line 2:	51 WEST 52ND STREET
Address Line 4:	NEW YORK, NEW YORK 10019-6119
ATTORNEY DOCKET NUMBER:	P250643.US.02-494524-13
NAME OF SUBMITTER:	LORRAINE QUILES
SIGNATURE:	/Lorraine Quiles/
DATE SIGNED:	06/07/2018

PATENT

Total Attachments: 13

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5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Score Media Ventures 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
Score Media Ventures Inc.	1901849	2016	08	31
Score Fantasy Sports Inc.	2445243	2016	08	31

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 Common Shares and an unlimited number of Preferred Shares, issuable in series.

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 :

See pages 4(a) - 4 (b) attached.

COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(1) **Payment of Dividends:** The holders of the Common Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common Shares, the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.

(2) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares will, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common Shares, be entitled to participate in the distribution. Such distribution will be made in equal amounts per share on all the Common Shares at the time outstanding without preference or distinction.

(3) **Voting Rights:** The holders of the Common Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.

PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, issuable in series are as follows:

The Preferred Shares may, at any time and from time to time, be issued in one or more series each series to consist of such number of shares as may, before the issue thereof, be fixed by the directors of the Corporation. The directors of the Corporation may, before issuance and subject as hereinafter provided, determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series including, without limiting the generality of the foregoing:

- (a) the rate, amount or method of calculation of any dividends, whether cumulative, non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or

adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which any such dividends shall accrue and any preference of such dividends;

- (b) any rights of redemption and/or purchase and the redemption or purchase prices and terms and conditions of any such rights;
- (c) any rights of retraction vested in the holders of Preferred Shares of such series and the prices and terms and conditions of any such rights and whether any other rights of retraction may be bested in such holders in the future;
- (d) any voting rights;
- (e) any conversion rights;
- (f) any rights to receive the remaining property of the Corporation upon dissolution, liquidation or winding-up and the amount and preference of any such rights;
- (g) any sinking fund or purchase fund; and
- (h) any other provisions attaching to any such series of the Preferred Shares, the whole subject to the issue by the Director appointed under the *Business Corporations Act* (Ontario) of a certificate of amendment in respect of articles of amendment in prescribed form to designate a series of Preferred Shares.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No share of the Corporation may be transferred unless its transfer complies with the restriction on the transfer of securities set out in paragraph 10 hereof.

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

No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:

- (a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors;
- (b) a majority of the directors of the Corporation, expressed by an instrument or instruments in writing signed by such directors;
- (c) the holders of the voting shares of the Corporation, expressed by a resolution duly passed at a meeting of the holders of voting shares; or
- (d) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.

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.**

Score Media Ventures Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

TOM HEARNE

Print name of signatory /
Nom du signataire en lettres moulées

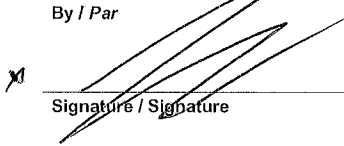
CHIEF FINANCIAL OFFICER

Description of Office / Fonction

Score Fantasy Sports Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par

X 
Signature / Signature

JOHN LEUR

Print name of signatory /
Nom du signataire en lettres moulées

PRESIDENT

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

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

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Schedule "A"

SCORE MEDIA VENTURES INC.
SCORE FANTASY SPORTS INC.

Statement

I, Tom Hearne, the Chief Financial Officer of Score Media Ventures Inc. (the "**Corporation**") and Chief Financial Officer of Score Fantasy Sports Inc. ("**SFSI**"), refer to the proposed amalgamation of the Corporation with SFSI and hereby state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Corporation and SFSI is able to pay its liabilities as they become due;
 - (b) the corporation continuing from the amalgamation of the Corporation and SFSI (the "**Amalgamated Corporation**") will be able to pay its liabilities as they become due;
 - (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (d) no creditor of the Corporation or SFSI will be prejudiced by the said amalgamation.
2. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED August 31, 2016.



Tom Hearne

SCORE MEDIA VENTURES INC.

Resolutions of the Board of Directors

The undersigned, being the sole director of Score Media Ventures Inc. (the "Corporation"), signs the following resolution:

WHEREAS the Corporation is the sole shareholder of Score Fantasy Sports Inc. ("Score Fantasy");

AND WHEREAS the Corporation believes it to be in the best interests of the Corporation and Score Fantasy to continue as a single entity;

NOW THEREFORE BE IT RESOLVED that:

AMALGAMATION WITH SCORE FANTASY

1. The amalgamation of the Corporation with Score Fantasy (the "Amalgamation") pursuant to the provisions subsection 177(1) of the *Business Corporations Act* (Ontario) is approved and authorized.
2. Upon the Amalgamation becoming effective, all the shares of Score Fantasy shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the Amalgamation (the "Amalgamated Corporation") shall be the same as the articles of the Corporation.
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the Amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation, such by-laws after the Amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.

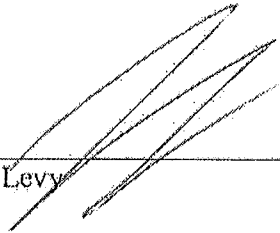
GENERAL

6. Any director or officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under the corporate seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such director's or officer's opinion may be necessary or desirable to complete the Amalgamation.

[Remainder of page intentionally left blank.]

DATED as of August 31, 2016.

John Levy

A handwritten signature in dark ink, consisting of several overlapping, sweeping strokes, is written over a horizontal line. The signature is positioned to the right of the printed name 'John Levy'.

[Signature Page to SMV Director Resolution re: Amalgamation]

DOCS 15849144

PATENT
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SCORE FANTASY SPORTS INC.

Resolutions of the Board of Directors

The undersigned, being the sole director of Score Fantasy Sports Inc. (the "Corporation"), signs the following resolution:

WHEREAS the Corporation is a direct wholly-owned subsidiary Score Media Ventures Inc. ("**Score Media**");

AND WHEREAS the Corporation believes it to be in the best interests of the Corporation to continue as a single entity with Score Media;

NOW THEREFORE BE IT RESOLVED that:

AMALGAMATION WITH SCORE MEDIA

1. The amalgamation of the Corporation with Score Media (the "**Amalgamation**") pursuant to the provisions of subsection 177(1) the *Business Corporations Act* (Ontario) is approved and authorized.
2. Upon the Amalgamation becoming effective, all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the Amalgamation (the "**Amalgamated Corporation**") shall be the same as the articles of Score Media.
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the Amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of Score Media, such by-laws after the Amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.

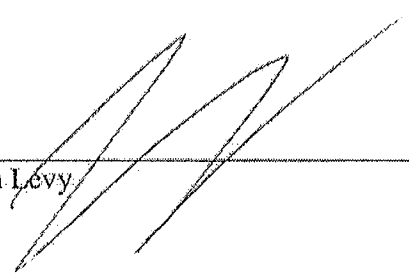
GENERAL

6. Any director or officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under the corporate seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such director's or officer's opinion may be necessary or desirable to complete the Amalgamation.

[Remainder of page intentionally left blank.]

DATED as of August 31, 2016.

John Levy

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke, is written over a horizontal line. The signature is positioned to the right of the printed name 'John Levy'.

[Signature Page to SFSI Director Resolution re: Amalgamation]

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RECORDED: 06/07/2018

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