

## PATENT ASSIGNMENT COVER SHEET

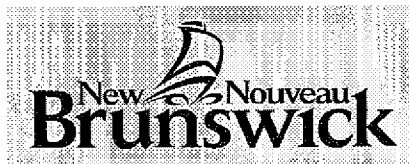
Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT5002992

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME	
<b>EFFECTIVE DATE:</b>	04/01/2016	
<b>CONVEYING PARTY DATA</b>		
	<b>Name</b>	<b>Execution Date</b>
	AV CELL INC.	03/31/2016
	AV NACKAWIC INC.	03/31/2016
<b>NEWLY MERGED ENTITY DATA</b>		
	<b>Name</b>	<b>Execution Date</b>
	AV GROUP NB INC.	03/31/2016
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>		
<b>Name:</b>	AV GROUP NB INC.	
<b>Street Address:</b>	ONE GERMAIN STREET	
<b>Internal Address:</b>	SUITE 1500	
<b>City:</b>	SAINT JOHN	
<b>State/Country:</b>	CANADA	
<b>Postal Code:</b>	E2L 4V1	
<b>PROPERTY NUMBERS Total: 1</b>		
	<b>Property Type</b>	<b>Number</b>
	<b>Patent Number:</b>	7114726
<b>CORRESPONDENCE DATA</b>		
<b>Fax Number:</b>	(416)361-1398	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
<b>Phone:</b>	416-364-7311	
<b>Email:</b>	icaulder@bereskinparr.com	
<b>Correspondent Name:</b>	BERESKIN & PARR LLP/S.E.N.C.R.L., S.R.L.	
<b>Address Line 1:</b>	40 KING STREET WEST	
<b>Address Line 2:</b>	40TH FLOOR	
<b>Address Line 4:</b>	TORONTO, CANADA M5H 3Y2	
<b>ATTORNEY DOCKET NUMBER:</b>	11495-P26684US01	
<b>NAME OF SUBMITTER:</b>	ISIS E. CAULDER	
<b>SIGNATURE:</b>	/Isis E. Caulder/	

PATENT

<b>DATE SIGNED:</b>	06/12/2018
<b>Total Attachments: 18</b> source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page1.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page2.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page3.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page4.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page5.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page6.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page7.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page8.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page9.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page10.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page11.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page12.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page13.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page14.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page15.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page16.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page17.tif source=11495-P26684US01 Cert & Articles of Amalgamation 2016-04-01#page18.tif	



CANADA  
PROVINCE OF NEW BRUNSWICK  
BUSINESS CORPORATIONS ACT

CANADA  
PROVINCE DU NOUVEAU-BRUNSWICK  
LOI SUR LES CORPORATIONS  
COMMERCIALES

CERTIFICATE OF AMALGAMATION  
(SECTION 124)

CERTIFICAT DE FUSION  
(ARTICLE 124)

AV GROUP NB INC. / GROUPE AV NB INC.

---

Name of Corporation / Raison sociale de la corporation

688263

---

Corporation Number / Numéro de la corporation

I HEREBY CERTIFY that the above-mentioned corporation resulted from the amalgamation of the following corporations under the Business Corporations Act, as set out in the attached Articles of Amalgamation.

JE CERTIFIE que la corporation mentionnée ci-dessus provient de la fusion des corporations suivantes, en vertu de la Loi sur les corporations commerciales, de la façon indiquée dans les statuts de fusion ci-joints.

Deputy Director - Directeur adjoint

April 1, 2016 - le 1 avril 2016

Date of Amalgamation - Date de fusion



**BUSINESS CORPORATIONS ACT  
FORM 6  
ARTICLES OF AMALGAMATION  
(SECTION 124)**

**LOI SUR LES CORPORATIONS COMMERCIALES  
FORMULE 6  
STATUTS DE FUSION  
(ARTICLE 124)**

1 - Name of Corporation:

AV GROUP NB INC. / GROUPE AV NB INC.

Raison sociale de la corporation:

2 - The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value:

The authorized capital of the Corporation shall be as set out in Schedule 1 attached hereto

Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair:

3 - Restrictions, if any, on share transfers:

None.

Restrictions, s'il y en a, au transfert d'actions:

4 - Number (or minimum and maximum number) of directors:

Minimum of Three; Maximum of Eight

Nombre (ou nombre minimum et maximum) des administrateurs:

5 - Restrictions, if any, on business the corporation may carry on:

None.

Restrictions, s'il y en a, à l'activité que peut exercer la corporation:

6 - Other provisions, if any:

Other provisions shall be as set out in Schedule 2 attached hereto

Autres dispositions, s'il y en a:

7 (a) - The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the *Business Corporations Act*.



(b) - The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 123 of the *Business Corporations Act*. These Articles of Amalgamation are the same as the Articles of Incorporation of (name the designated amalgamating corporation):



a) - La fusion a été approuvée par les résolutions spéciales des actionnaires de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 122 de la *Loi sur les corporations commerciales*.



b) - La fusion a été approuvée par une résolution des administrateurs de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 123 de la *Loi sur les corporations commerciales*. Ces statuts de fusion sont les mêmes que les statuts constitutifs de (raison sociale de la corporation fusionnante désignée):



8 - Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation:

Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion:

Name of Amalgamating Corporations Raison sociale des corporations fusionnantes	Corporation No. N° de corporation	Signature	Date	Description of Office Fonction
AV CELL INC.	506569		2016/03/31	Secretary
AV NACKAWIC INC.	619746		2016/03/31	Secretary

FOR DEPARTMENT USE ONLY

Corporation No. - N° de corporation

688263

RÉSERVÉ À L'USAGE DU MINISTÈRE

Filed - Déposé

FILED/DÉPOSÉ 2016-04-01

SN0252/450307 / 45-4107 (09/12)

**PATENT  
REEL: 046058 FRAME: 0392**

**AV GROUP NB INC. / GROUPE AV NB INC.****Schedule 1 – Authorized Capital**

This is Schedule 1 to the foregoing Articles of Amalgamation.

**A. AUTHORIZED CAPITAL**

1. The Amalgamated Corporation is authorized to issue the following classes of shares:

- (a) One class of an unlimited number of common shares without nominal or par value, designated as the Common Shares;
- (b) One class of an unlimited number of non-cumulative, redeemable, retractable, non-voting preferred shares without nominal or par value, designated as the Class A Preferred Shares;
- (c) One class of 10,000 non-cumulative, redeemable, non-voting preferred shares without nominal or par value, designated as the Class B Preferred Shares;

**B. COMMON SHARES**

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

**Dividend Rights**

1. Subject to the dividend rights attached to the Class A Preferred Shares, if in any year there are any profits or surplus lawfully available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to dividends on the Common Shares, without any dividend being declared at that or any other time on the Class B Preferred Shares.

**Voting Rights**

2. The holders of the Common Shares shall be entitled:
- (i) to receive notice of, to attend and to vote at all meetings of shareholders of the Corporation; and
  - (ii) to one vote for each Common Share held.

### **Liquidation, Dissolution or Winding up**

3. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and/or in the event of any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares, subject to the rights of the holders of the Class A Preferred Shares, shall be entitled to receive an amount equal to the stated capital per Common Share held plus any dividends declared thereon and unpaid at the date of such receipt before any amounts shall be paid to the holders of the Class B Preferred Shares. The holders of the Common Shares shall not be entitled to participate further in the assets of the corporation until the holders of the Class B Preferred Shares receive an amount equal to the Redemption Price thereof plus any dividends declared thereon and unpaid at the date of such receipt. After such payment has been made in full to the holders of the Class B Preferred Shares, the holders of the Common Shares, subject to applicable law, shall be entitled to receive any and all assets remaining to be paid or distributed to shareholders, and the holders of the Class B Preferred Shares shall not be entitled to share therein. For the purposes of this subparagraph, the voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property and assets of the Corporation or a consolidation, merger or amalgamation of the Corporation with one or more other Corporations (whether or not the Corporation is the corporation surviving from such consolidation, merger or amalgamation) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

### **C. CLASS A PREFERRED SHARES**

The rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares, shall be as follows:

#### **Dividend Rights**

1. The holders of the Class A Preferred Shares, in priority to the Common Shares and the Class B Preferred Shares and any other shares ranking junior to the Class A Preferred Shares, shall be entitled to receive as and when declared by the directors each year, a fixed preferential annual non-cumulative dividend at a rate of 6% per annum of the amount equal to the balance of the Class A Preferred Shares' stated capital account. In any fiscal year, for each full 5% dividend declared on the Common Shares over and above 10%, the fixed preferential annual non-cumulative dividend on the Class A Preferred Shares shall be increased by 1% of the balance of the Class A Preferred Shares' stated capital account. For greater certainty, the percentage of the dividends declared on the Common Shares shall be calculated on an annual basis using the Corporation's fiscal year and shall be determined by dividing the aggregate amount of the dividends declared on the Common Shares in a particular fiscal year by an amount equal to the weighted average balance of the stated capital account of the Common Shares in such fiscal year.

2. So long as any of the Class A Preferred Shares are outstanding, no dividend shall at any time be declared or paid on or set apart for the Common Shares or any other shares ranking junior to the Class A Preferred Shares until all declared dividends have been paid on the Class A Preferred Shares.
3. The holders of Class A Preferred Shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends at the rate as provided for in subparagraph 1 hereof.
4. If in any year at any particular time less than the full dividend on the Class A Preferred Shares is to be declared and/or paid, the dividends shall be declared and/or paid to the holders of Class A Preferred Shares in direct proportion to the amounts to which the holders thereof would be entitled if the full dividend on the Class A Preferred Shares were declared.
5. So long as any of the Class A Preferred Shares are outstanding, no dividends shall at any time be declared or paid on or set apart for the Common Shares of the Corporation unless, immediately thereafter, the Corporation shall have sufficient net assets to redeem all the outstanding Class A Preferred Shares at the redemption price thereof. A determination by the directors in such bona fide manner as they in their discretion may consider proper that the Corporation has sufficient net assets to redeem all the outstanding Class A Preferred Shares shall be conclusive and binding on the Corporation and the holders of the shares of every class.

#### **Redemption Rights**

6. The Corporation may, with the consent of the holders of the Class A Preferred Shares and upon giving notice as hereinafter provided, redeem the whole or from time to time any part of the Class A Preferred Shares on payment of the redemption price for each such share to be redeemed together with all unpaid dividends declared thereon. The redemption price for each Class A Preferred Share shall be set by the board of directors of the Corporation upon the first issuance of the Class A Preferred Shares, and shall be an amount equal to the fair market value of the consideration for which the Preferred Shares were issued, divided by the number of Class A Preferred Shares issued. Such redemption shall be upon not less than 5 days' notice mailed to the registered holders of the Class A Preferred Shares called for redemption at the respective addresses as shown on the books of the Corporation and such Class A Preferred Shares upon redemption shall not entitle the holders thereof to participate in the assets of the Corporation beyond the respective amounts in this subparagraph provided.
7. In the event the Minister of National Revenue, Taxation, after discussion with and with the agreement of the Corporation, or a board or court of last resort with jurisdiction in such matters, reasonably adjusts the fair market value of the consideration received in exchange for the Class A Preferred Shares, the redemption price of the Class A Preferred Shares shall be adjusted so that the fair market value of the consideration

received in exchange for the Class A Preferred Shares is equal to the redemption price of the Class A Preferred Shares.

8. In case of part only of the outstanding Class A Preferred Shares being called for redemption, the Class A Preferred Shares to be redeemed shall be selected by lot among all the outstanding Class A Preferred Shares in such manner as the directors in their discretion may determine or pro rata to the holdings of all Class A Preferred Shares outstanding, provided that any fractions of shares resulting from such selection shall be disregarded and not redeemed.
9. If notice of any redemption of Class A Preferred Shares be given and an amount equal to the redemption price thereof plus an amount equal to all unpaid dividends declared thereon be deposited in a bank or trust company at such place or places as may be determined by the directors on or before the date fixed for redemption, the Class A Preferred Shares called for redemption shall be deemed to be redeemed as of the date fixed for redemption and the holders of Class A Preferred Shares so called for redemption shall have no right in or against the Corporation after the date of such deposit in respect of such shares, except to receive payment in accordance with the terms of the notice of redemption out of the moneys so deposited.
10. Class A Preferred Shares redeemed hereunder shall be cancelled and shall not be reissued.

#### **Retraction Rights**

11. A holder of Class A Preferred Shares shall have the right after 5 days written notice has been given to the Corporation to require by presenting at the registered office of the Corporation the certificate or certificates representing the Class A Preferred Shares so to be redeemed, the Corporation to redeem all or any portion of his Class A Preferred Shares at the redemption price thereof as hereinabove specified and the Corporation shall, within 5 days after such presentation, redeem such Class A Preferred Shares by paying to the registered holder of the Class A Preferred Shares so to be redeemed the redemption price thereof as hereinabove specified together with all declared and unpaid dividends thereon. From and after the date of payment such Class A Preferred Shares shall be cancelled and such shares shall not be reissued.
12. The Corporation at any time and from time to time at its option may redeem without notice all or any part of the outstanding Class A Preferred Shares by purchasing such shares in the open market or by tender at the lowest price for which, in the opinion of the directors, such shares are obtainable. Such price shall in no case exceed the redemption price of such shares plus an amount equal to all declared and unpaid dividends thereon and shall not be less than the lesser of the redemption price of such shares and the fair market value of the net assets of the Corporation at the time of such purchase; such fair market value to be determined by the directors in such bona fide manner as they in their discretion may consider proper. From and after the date of such purchase of any outstanding Class A Preferred Shares such shares shall be



deemed to have been redeemed and shall be cancelled and such shares shall not be reissued.

13. If part only of the Class A Preferred Shares represented by any certificate be redeemed or purchased as herein above set out a new certificate or new certificates for the balance of such shares shall be issued.

#### **Liquidation, Dissolution or Winding up**

14. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and/or in the event of any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A Preferred Shares shall be entitled to receive, before any payment or distribution of assets of the Corporation shall be made or set apart for the holders of the Common Shares or the Class B Preferred Shares, an amount equal to the redemption price thereof, plus any dividends declared and unpaid thereon at the date of such receipt. Only after such payment has been made in full to the holders of the Class A Preferred Shares, shall the holders of the Common Shares or the Class B Preferred Shares, subject to applicable law, be entitled to receive any and all assets remaining to be paid or distributed to shareholders, and the holders of the Class A Preferred Shares shall not be entitled to share therein. For the purposes of this subparagraph, the voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property and assets of the Corporation or a consolidation, merger or amalgamation of the Corporation with one or more other corporations (whether or not the Corporation is the corporation surviving from such consolidation, merger or amalgamation) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.
15. Save as hereinbefore expressly provided, the Class A Preferred Shares shall not entitle the holders thereof to receive or participate in any distribution of profits or capital of the Corporation whether by way of dividends in any form, distribution of assets, bonus or otherwise.
16. So long as any of the Class A Preferred Shares are outstanding, no class of shares may be created or issued ranking as to capital or dividend in priority to or in parity with the Class A Preferred Shares without the approval of the holders of the Class A Preferred Shares given in the matter provided in subparagraph 19 hereof in addition to any other approval required by law.

#### **Voting Rights**

17. (a) Subject to the provisions of subparagraph 17(b), the holders of Class A Preferred Shares shall not be entitled to vote at any meeting of the shareholders of the Corporation nor to receive any notice of such meeting nor to be represented thereat.

(b) Nothing in subparagraph 17(a) shall be construed as to prevent the holders of Class A Preferred Shares to receive notice of, to attend and to vote at meetings of which the holders of the Class A Preferred Shares are entitled to vote.

18. So long as any Class A Preferred Shares are outstanding, the Corporation shall not, without a special resolution of the holders of the Class A Preferred Shares consenting thereto, redeem, purchase for cancellation or otherwise pay off or purchase any shares ranking junior to the Class A Preferred Shares.
19. No modification of the rights, privileges, restrictions and conditions attaching to the Class A Preferred Shares shall be made without the approval, by special resolution, of the holders of each class of shares issued by the Corporation, each such class voting separately as a class. Notwithstanding anything herein contained, any instrument signed in one or more counterparts by the holders of two thirds of each class of shares issued by the Corporation shall have the same force and effect as a special resolution passed at a duly constituted meeting of the holders of each class of shares issued by the Corporation
20. The Common Shares and the Class B Preferred Shares shall rank junior to the Class A Preferred Shares and shall be subject in all respects to the conditions, preferences, priorities, rights, privileges, restrictions and limitations attaching to the Class A Preferred Shares.

#### **D. CLASS B PREFERRED SHARES**

The rights, privileges, restrictions and conditions attaching to the Class B Preferred Shares, shall be as follows:

##### **Dividend Rights**

1. The holders of the Class B Preferred Shares, subject to the rights of the holders of the Common Shares, shall be entitled to receive in any quarter which follows three consecutive quarters in which the average list price for northern bleached softwood kraft pulp is at or above US\$900 per metric tonne ( in constant 1997 dollars ) as and when declared by the directors, out of the moneys of the Corporation properly applicable to the payment of dividends, a non-cumulative quarterly dividend ( the "Quarterly Dividend") at a rate up to 1.6875% of the Redemption Price.
2. If in any fiscal quarter of the Corporation the Quarterly Dividend is not declared, the rights of the holders of the Class B Preferred Shares to the Quarterly Dividend or any part thereof not declared are forever extinguished.
3. The holders of Class B Preferred Shares shall not be entitled to any dividends other than the Quarterly Dividend.

### Redemption Rights

4. The Corporation may upon giving notice as hereinafter provided redeem the whole or from time to time any part of the Class B Preferred Shares on payment of the Redemption Price for each such share to be redeemed together with all unpaid dividends declared thereon. The redemption price for each Class B Preferred Share shall be \$1000 (the "Redemption Price"). Such redemption shall be upon not less than 10 days' notice mailed to the registered holders of the Class B Preferred Shares called for redemption at the respective addresses as shown on the books of the Corporation and such Class B Preferred Shares upon redemption shall not entitle the holders thereof to participate in the assets of the Corporation beyond the respective amounts in this subparagraph provided. The Redemption Price may, at the sole option of the Corporation, be paid in cash or in Common Shares of the Corporation at the lower of the book value or the fair market value of the shares. Where Common Shares are so issued, the holders of Class B Preferred Shares will be entitled to a proportionate share of the Common Shares computed as the greater of:
  - a) the aggregate Redemption Price of the Class B Preferred Shares to be redeemed divided by Shareholders' Equity, where Shareholders' Equity of the Corporation is computed as assets minus liabilities of the Corporation as computed in accordance with generally accepted accounting principles and for certainty the Class B Preferred Shares shall be included in Shareholders' Equity,
  - OR
  - b) the amount computed as in paragraph (a) except that in computing Shareholders' Equity, the Assets of the Corporation will be reflected at their fair market value.
5. In case of part only of the outstanding Class B Preferred Shares being called for redemption, the Class B Preferred Shares to be redeemed shall be selected by lot among all the outstanding Class B Preferred Shares in such manner as the directors in their discretion may determine or *pro rata* to the holdings of all Class B Preferred Shares outstanding, provided that any fractions of shares resulting from such selection shall be disregarded and not redeemed.
6. If notice of any redemption of Class B Preferred Shares be given and an amount equal to the Redemption Price thereof plus an amount equal to all unpaid dividends declared thereon be deposited in a bank or trust company at such place or places as may be determined by the directors on or before the date fixed for redemption, the Class B Preferred Shares called for redemption shall be deemed to be redeemed as of the date fixed for redemption and the holders of Class B Preferred Shares so called for redemption shall have no right in or against the Corporation after the date of such deposit in respect of such shares, except to receive payment in accordance with the terms of the notice of redemption out of the moneys so deposited.

7. Class B Preferred Shares redeemed hereunder shall be cancelled and shall not be reissued.

#### **Retraction Rights**

8. A holder of Class B Preferred Shares shall have the right at any time after December 1, 2013 to require the Corporation to redeem all or any portion of his Class B Preferred Shares at the Redemption Price as hereinabove defined and the Corporation shall, within 5 days after such presentation, redeem such Class B Preferred Shares by paying to the registered holder of the Class B Preferred Shares so to be redeemed the Redemption Price together with all declared and unpaid dividends thereon. The Redemption Price may, at the sole option of the Corporation, be paid in cash or in Common Shares of the Corporation on the same terms for payment as set out in Section D Paragraph 4 of this Schedule. From and after the date of payment such Class B Preferred Shares shall be cancelled and such shares shall not be reissued.
9. If part only of the Class B Preferred Shares represented by any certificate be redeemed or purchased as hereinabove set out a new certificate or new certificates for the balance of such shares shall be issued.

#### **Liquidation, Dissolution or Winding up**

10. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and/or in the event of any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of Common Shares and the Class A Preferred Shares, the holders of the Class B Preferred Shares shall be entitled to receive an amount equal to the Redemption Price of each Class B Preferred Share held plus any dividends declared thereon and unpaid at the date of such receipt before any further amounts shall be paid to the holders of the Common Shares and the Class A Preferred Shares. After such payment has been made in full to the holders of the Class B Preferred Shares, the holders of the Common Shares and the Class A Preferred Shares, subject to applicable law, shall be entitled to receive any and all assets remaining to be paid or distributed to shareholders, and the holders of the Class B Preferred Shares shall not be entitled to share therein. For the purposes of this subparagraph, the voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property and assets of the Corporation or a consolidation, merger or amalgamation of the Corporation with one or more other corporations (whether or not the Corporation is the corporation surviving from such consolidation, merger or amalgamation) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.
11. Save as hereinbefore expressly provided, the Class B Preferred Shares shall not entitle the holders thereof to receive or participate in any distribution of profits or capital of the Corporation whether by way of dividends in any form, distribution of assets, bonus or otherwise.

**Voting Rights**

12. Except as provided by law, and as hereinafter specifically provided, the holders of the Class B Preferred Shares shall not be entitled to receive notice of, to attend or to vote at any meetings of the shareholders of the Corporation

**AV GROUP NB INC. / GROUPE AV NB INC.****Schedule 2 – Other Provisions**

This is Schedule 2 to the foregoing Articles of Amalgamation. To include under Other Provisions the following:

- (a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of the 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 fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (c) Without limiting the borrowing powers of the Corporation under the Business Corporations Act of New Brunswick (the "Act"), Directors may from time to time on behalf of the Corporation, without authorization of the shareholders:
  - (i) borrow money upon the credit of the Corporation;
  - (ii) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
  - (iii) to the extent permitted by the Act, (as from time to time amended) give directly or indirectly financial assistance to any person by means of a loan, a guarantee or otherwise on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
  - (iv) notwithstanding the provisions of the Civil Code of Quebec hypothecate, mortgage or pledge the moveable or immoveable property, present or future of the Corporation, to secure any such debentures, or other securities, or give part only of such guarantee for such purposes; and constitute the hypothec, mortgage or pledge above mentioned, by trust deed, in accordance with sections 28 and 29 of the Special Corporate Powers Act (chapter P-16) of Quebec or in any other manner; and

- (v) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, moveable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation;
- (d) Meetings of the shareholders may be held outside New Brunswick in Toronto, Ontario; Bangkok, Thailand; Jakarta, Indonesia or Mumbai, India.
- (e) Notice of the time and place of a meeting of shareholders of the Corporation shall be deemed to be properly given if sent not less than seven (7) days before the meeting in accordance with the by-laws of the Corporation, or if sent within the time and in the manner established in, or in accordance with, a unanimous shareholder agreement, to each shareholder entitled to vote at the meeting, to each director and to the auditor of the Corporation (if any).
- (f) Meetings of the directors may be held outside New Brunswick.
- (g) Nothing in the above provisions limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.
- (h) Unless the by-laws of, or a unanimous shareholder agreement relating to, the Corporation otherwise provide, the directors may from time to time, with the consent of all of the holders of the Common Shares and Class A Preferred Shares, delegate to a director, a committee of the directors, or an officer any or all of the powers conferred by the foregoing provisions to such extent and in such manner as the directors of the Corporation may determine at the time of such delegation.
- (i) In the event of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, shares of any class of the Corporation or other securities convertible into or carrying rights or options to purchase shares of any class of the Corporation, the holders of equity shares of the Corporation of any class shall not, as such, even if the issuance of the shares proposed to be issued or issuable upon exercise of the rights or options or upon conversion of the other securities would adversely affect the unlimited dividend rights of the holders, have any right to purchase such shares or other securities.

In the event of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or options to purchase its voting shares of any class, the holders of equity shares of the Corporation of any class shall not, as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of the rights or options or upon

conversion of the other securities would adversely affect the voting rights of the holders, have any right to purchase such shares or other securities.

- (j) Notwithstanding subsection 43(1) of the Act, or any successor section thereto, and without restricting or limiting the powers of the Corporation, the Corporation may, with the consent of all of the holders of the Common Shares and Class A Preferred Shares, for any purpose whatsoever, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise:
  - (i) to any shareholder, director, officer or employee of the Corporation or of an affiliated Corporation;
  - (ii) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation; or
  - (iii) to any other firm, person, corporation or legal entity;

without regard to the ability of the Corporation to pay its liabilities as they become due and without regard to the realizable value of the Corporation's assets.
- (k) A shareholder of the Corporation or any other person entitled to attend a meeting of shareholders may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other and a person participating in such a meeting by those means shall be deemed to be present at the meeting.
- (l) A director of the Corporation may participate in a meeting of directors or of a committee of directors by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other and a director participating in such a meeting by those means shall be deemed to be present at the meeting.

FILED/DÉPOSÉ 2016-04-01



In the Matter of the *Business Corporations Act* (New Brunswick) and the Articles of Amalgamation of AV Group NB Inc. / Groupe AV NB Inc.

Statement of Officer

I, Krishna Khaitan, of the City of Fredericton, in the County of York and Province of New Brunswick make the following statement pursuant to section 124(2) of the *Business Corporations Act* (New Brunswick).

1. I am the Vice-President and Chief Financial Officer of AV Cell Inc. (hereinafter called the "Corporation"), which is one of the amalgamating corporations, and as such I have personal knowledge of the matters herein declared.
2. It is proposed that the Corporation amalgamates with AV Nackawic Inc. under the provisions of the *Business Corporations Act* (New Brunswick) to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") under the name "AV Group NB Inc. / Groupe AV NB Inc."
3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this statement.
4. I have satisfied myself 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 Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

Dated as of the 9<sup>th</sup> day of March, 2016.

per: Krishna Khaitan  
Krishna Khaitan  
Vice-President & Chief Financial Officer

FILED/DÉPOSÉ 2016-04-01

In the Matter of the *Business Corporations Act* (New Brunswick) and the Articles of Amalgamation of AV Group NB Inc. / Groupe AV NB Inc.

Statement of Officer

I, Krishna Khaitan, of the City of Fredericton, in the County of York and Province of New Brunswick make the following statement pursuant to section 124(2) of the *Business Corporations Act* (New Brunswick).

1. I am the Vice-President and Chief Financial Officer of AV Nackawic Inc. (hereinafter called the "Corporation"), which is one of the amalgamating corporations, and as such I have personal knowledge of the matters herein declared.
2. It is proposed that the Corporation amalgamates with AV Cell Inc. under the provisions of the *Business Corporations Act* (New Brunswick) to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") under the name "AV Group NB Inc. / Groupe AV NB Inc."
3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this statement.
4. I have satisfied myself 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 Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

Dated as of the 9 day of March, 2016.

per:   
Krishna Khaitan  
Vice-President & Chief Financial Officer

FILED/DÉPOSÉ 2016 -04- 0 1



**BUSINESS CORPORATIONS ACT  
FORM 2  
NOTICE OF REGISTERED OFFICE OR  
NOTICE OF CHANGE OF REGISTERED OFFICE  
(SECTION 17)**

**LOI SUR LES CORPORATIONS COMMERCIALES  
FORMULE 2  
AVIS DE DESIGNATION OU  
AVIS DE CHANGEMENT DU BUREAU ENREGISTRÉ  
(ARTICLE 17)**

1 - Name of Corporation - Raison sociale de la corporation :

AV GROUP NB INC. / GROUPE AV NB INC.

2 - Corporation No. - N°. de la corporation

688263

3 - Place and address of the registered office:

Lieu et adresse du bureau enregistré :

One Germain Street

Suite 1500, Brunswick Square, Saint John, NB E2L 4V1

Mailing address:

P.O. Box 1324

Saint John, New Brunswick

E2L 4H8

4 - Effective date of change:

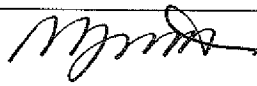
Date d'entrée en vigueur du changement :

Upon amalgamation

5 - Previous place and address of the registered office:

Derniers lieu et adresse du bureau enregistré :

N/A

Date	Signature	Description of Office Fonction
March 31, 2016		Secretary
FILED/DÉPOSÉ 2016-04-01		

SN0257/45-4105(06/08)

**PATENT  
REEL: 046058 FRAME: 0407**

**BUSINESS CORPORATIONS ACT  
FORM 4  
NOTICE OF DIRECTORS OR  
NOTICE OF CHANGE OF DIRECTORS  
(SECTION 64, 71)**



**LOI SUR LES CORPORATIONS  
COMMERCIALES  
FORMULE 4  
LISTE DES ADMINISTRATEURS OU  
AVIS DE CHANGEMENT D'ADMINISTRATEURS  
(ARTICLE 64, 71)**

1 - Name of Corporation:  
AV GROUP NB INC. / GROUPE AV NB INC.

Raison sociale de la corporation:

2 - The following persons became directors of this corporation:				Liste des personnes devenues administrateurs de la corporation :	
Effective Date Date d'entrée en vigueur	D/J	M/M	Y/A		
Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification			Occupation	Telephone Téléphone

3 - The following persons ceased to be directors of the corporation:  
Liste des personnes qui ont cessé d'être administrateurs de la corporation :

Effective Date Date d'entrée en vigueur	2202, Spring, Island city centre, G D Ambedkar marg, near Wadala telephone exchange, Dadar ( East ), Mumbai 400014
Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification
N/A	

4 - The directors of the corporation now are:  
Administrateurs actuels de la corporation :

Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
Donald Stewart	c/o Sun Life Financial, 150 King Street West 6 Floor, Toronto ON	Businessperson	877 786 5433
Vinod Tiwari	Grasim Staple Fibre Pulp Division 8th Floor, C.G. House, Avanta House India	Businessperson	9102267499910
Shailendra K. Jain	Biragram 456 331, Nagda, Madhya Pradesh India	Businessperson	011 917 3664 6760
Prakash Maheshwari	Menara Batavia 16th F1,J1K.H.Mas Mansyur, Jakarta Indonesia 10220	Businessperson	011 622 1572 2452
Vijay Kaul	Grasim Industries Limited Staple Fibre Division Century Bhavan, Dr. A.B. Road, Worli Mumbai India 400030	Businessperson	9102267499910
H.K. Agarwal	888/106-1 Mahatun Plaza Building 16th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok Thailand 10330	Businessperson	66 2 2536757
Dilip S. Gaur	2202, Spring, Island city centre, G D Ambedkar marg, near Wadala telephone exchange, Dadar ( East ), Mumbai 400014	Service	91 22 2499 5000

Date	Signature	Description of Office Fonction
2016/03/31		Secretary

For Department Use Only / Réservé à l'usage du ministère

Form 4 / Formule 4  
Filed / Déposé

FILED/DÉPOSÉ 2016-04-01

SN0256/45-4119 (06/08)

RECORDED: 06/12/2018

PATENT  
REEL: 046058 FRAME: 0408