

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT5796960

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	CERTIFICATE OF CONTINUANCE	
CONVEYING PARTY DATA		
	Name	Execution Date
	VENA MEDICAL, INC.	09/24/2019
RECEIVING PARTY DATA		
Name:	VENA MEDICAL HOLDINGS CORP.	
Street Address:	809 WELLINGTON ST. N., UNIT 2	
City:	KITCHENER	
State/Country:	CANADA	
Postal Code:	N2H 5L6	
PROPERTY NUMBERS Total: 1		
Property Type	Number	
Application Number:	29640240	
CORRESPONDENCE DATA		
Fax Number:	(416)920-1350	
<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>		
Email:	docketing@pckip.com	
Correspondent Name:	PERRY + CURRIER INC.	
Address Line 1:	1300 YONGE STREET	
Address Line 2:	SUITE 500	
Address Line 4:	TORONTO, CANADA M4T 1X3	
ATTORNEY DOCKET NUMBER:	D1454US00	
NAME OF SUBMITTER:	INDRA FERNANDO	
SIGNATURE:	/Indra Fernando/	
DATE SIGNED:	10/30/2019	
Total Attachments: 7		
source=Certificate of Continuance#page1.tif		
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Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

Vena Medical Holdings Corp.

Corporate name / Dénomination sociale

1164358-4

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act* (CBCA).

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions* (LCSA).

Raymond Edwards

Director / Directeur

2019-09-24

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)

Canada

PATENT

REEL: 050895 FRAME: 0968



Form 11
Articles of Continuance
Canada Business Corporations Act
(CBCA) (s. 187)

Formulaire 11
Clauses de prorogation
Loi canadienne sur les sociétés par
actions
(LCSA) (art. 187)

1	Corporate name Dénomination sociale Vena Medical Holdings Corp.
2	The province or territory in Canada where the registered office is situated La province ou le territoire au Canada où est situé le siège social ON
3	The classes and the maximum number of shares that the corporation is authorized to issue Catégories et le nombre maximal d'actions que la société est autorisée à émettre See attached schedule / Voir l'annexe ci-jointe
4	Restrictions on share transfers Restrictions sur le transfert des actions See attached schedule / Voir l'annexe ci-jointe
5	Minimum and maximum number of directors Nombre minimal et maximal d'administrateurs Min. 1 Max. 10
6	Restrictions on the business the corporation may carry on Limites imposées à l'activité commerciale de la société None
7	(1) If change of name effected, previous name S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure Vena Medical, Inc. (2) Details of incorporation Détails de la constitution Formed by incorporation under the Delaware General Corporation Law on January 1, 2018; file number 6691021
8	Other Provisions Autres dispositions See attached schedule / Voir l'annexe ci-jointe
9	Declaration: I certify that I am a director or an officer of the company continuing into the CBCA. Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société se prorogeant sous le régime de la LCSA.

Original signed by / Original signé par

Phillip Cooper

Phillip Cooper

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

SCHEDULE 1

The Corporation is authorized to issue an unlimited number of Voting Common Shares and an unlimited number of Non-Voting Common Shares, having the following rights and restrictions:

1. VOTING COMMON SHARES

The Voting Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1.1 Voting Rights

Each holder of Voting Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings at which only holders of another specified class of shares are entitled to vote, and each holder of Voting Common Shares shall be entitled to one vote in respect of each Voting Common Share held by such holder.

1.2 Dividends

Subject to the rights of the holders of another class of shares ranking in priority to or equal to the Voting Common Shares, the holders of the Voting Common Shares shall be entitled to receive dividends, on a *pro rata* basis with the holders of the Non-Voting Common Shares in accordance with the number of such shares held by each, if, as and when declared by the board of the directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, in such amount and payable at such times and at such place or places as the board may from time to time determine, provided that no dividend shall be declared and paid on the Voting Common Shares unless and until a dividend is declared and paid in the same amount on the Non-Voting Common Shares.

1.3 Liquidation, Dissolution or Winding-up

Subject to the rights of the holders of another class of shares ranking in priority to or equal to the Voting Common Shares, the holders of Voting Common Shares shall be entitled to share equally with the holders of the Non-Voting Common Shares, on a *pro rata* basis in accordance with the number of such shares held by each, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

2. NON-VOTING COMMON SHARES

The Non-Voting Common Shares shall have attached thereto the following rights, privileges, restrictions and condition:

2.1 Voting Rights

The holders of the Non-Voting Common Shares shall not be entitled to receive notice of, attend or vote at any meeting of the shareholders of the corporation in respect thereof, except as otherwise specifically provided in the *Canada Business Corporations Act*.

2.2 Dividends

Subject to the rights of the holders of another class of shares ranking in priority to or equal to the Non-Voting Common Shares, the holders of the Non-Voting Common Shares shall be entitled to

receive dividends, on a *pro rata* basis with the holders of the Voting Common Shares in accordance with the number of such shares held by each, 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 amount and payable at such times and at such place or places as the board may from time to time determine, provided that no dividend shall be declared and paid on the Non-Voting Common Shares unless and until a dividend is declared and paid in the same amount on the Voting Common Shares.

2.3 Liquidation, Dissolution or Winding-up

Subject to the rights of the holders of another class of shares ranking in priority to or equal to the Non-Voting Common Shares, the holders of Non-Voting Common Shares shall be entitled to share equally with the holders of the Voting Common Shares, on a *pro rata* basis in accordance with the number of such shares held by each, the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

2.4 Variation of Rights

The holders of Non-Voting Common Shares shall not be entitled to vote separately as a class or to dissent in respect of any proposal to amend the articles of the Corporation to: (i) increase or decrease any maximum number of authorized Non-Voting Common Shares, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the Non-Voting Common Shares; (ii) effect an exchange, reclassification or cancellation of all or part of the Non-Voting Common Shares; or (iii) create a new class of shares equal or superior to the Non-Voting Common Shares.

2.5 Conversion

The Corporation shall be entitled, as and when determined by the board of directors, to convert any outstanding Non-Voting Common Shares on a share for share basis into Voting Common Shares of the Corporation.

3. GENERAL

3.1 Ranking of Common Shares

Except as provided in these share conditions regarding the voting rights of each class of Common Shares, the Voting Common Shares and the Non-Voting Common Shares shall rank equally in all respects and, in the event of any capital reorganization or reclassification of either class of Common Shares or the declaration of a dividend payable in Voting Common Shares or Non-Voting Common Shares of the Corporation, an appropriate adjustment shall be made in the rights and conditions attached to the shares of the other class of Common Shares so as to maintain the relative rights of the holders of such shares.

SCHEDULE 2

RESTRICTIONS ON TRANSFER OF SHARES

No securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors, or (b) the holders of a majority of the outstanding shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of a majority of such shares.

SCHEDULE 3

OTHER PROVISIONS

1. **Authorization to Appoint Additional Directors.** The directors may, within the maximum number permitted by the articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

2. **Lien on Shares.** The Corporation shall have a lien on a share registered in the name of a shareholder or such shareholder's personal representative for a debt of that shareholder to the Corporation.



Form 2

Initial Registered Office Address and First Board of Directors

*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2

Siège social initial et premier conseil d'administration

*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1	Corporate name Dénomination sociale Vena Medical Holdings Corp.						
2	Address of registered office Adresse du siège social 809 Wellington St. N. Unit 2 Kitchener ON N2H 5L6						
3	Additional address Autre adresse						
4	Members of the board of directors Membres du conseil d'administration <table border="0" style="width: 100%;"><tr><td style="width: 30%;">Michael Phillips</td><td style="width: 40%;">809 Wellington St. N., Unit 2, Kitchener ON N2H 5L6, Canada</td><td style="width: 30%; text-align: right;">Resident Canadian Résident Canadien Yes / Oui</td></tr><tr><td>Phillip Cooper</td><td>809 Wellington St. N., Unit 2, Kitchener ON N2H 5L6, Canada</td><td style="text-align: right;">Yes / Oui</td></tr></table>	Michael Phillips	809 Wellington St. N., Unit 2, Kitchener ON N2H 5L6, Canada	Resident Canadian Résident Canadien Yes / Oui	Phillip Cooper	809 Wellington St. N., Unit 2, Kitchener ON N2H 5L6, Canada	Yes / Oui
Michael Phillips	809 Wellington St. N., Unit 2, Kitchener ON N2H 5L6, Canada	Resident Canadian Résident Canadien Yes / Oui					
Phillip Cooper	809 Wellington St. N., Unit 2, Kitchener ON N2H 5L6, Canada	Yes / Oui					
5	Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form. Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisée à signer le présent formulaire.						

Original signed by / Original signé par
Phillip Cooper

Phillip Cooper
832-274-5806

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