

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5990753

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/21/2017
CONVEYING PARTY DATA	
Name	Execution Date
MAGOR COMMUNICATIONS CORPORATION	07/21/2017
RECEIVING PARTY DATA	
Name:	HARRIS COMPUTER CORPORATION
Street Address:	1 ANTARES DRIVE, SUITE 100 OTTAWA
City:	ONTARIO
State/Country:	CANADA
Postal Code:	K2E 8C4
PROPERTY NUMBERS Total: 10	
Property Type	Number
Patent Number:	8170224
Patent Number:	8204198
Patent Number:	8446823
Patent Number:	8446452
Patent Number:	8521798
Patent Number:	8576269
Patent Number:	8649426
Patent Number:	9204099
Patent Number:	9197565
Patent Number:	8041028
CORRESPONDENCE DATA	
Fax Number:	(703)739-2815
<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:	iprecordals@cpaglobal.com
Correspondent Name:	CPA GLOBAL LIMITED
Address Line 1:	LIBERATION HOUSE
Address Line 2:	CASTLE STREET
Address Line 4:	ST HELIER, JERSEY JE1 1BL

NAME OF SUBMITTER:	HELEN BIRRELL
SIGNATURE:	/IPR/CL/HarrisComputerCorp2020-038MG10P/
DATE SIGNED:	03/02/2020
Total Attachments: 17 source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page1.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page2.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page3.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page4.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page5.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page6.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page7.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page8.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page9.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page10.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page11.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page12.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page13.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page14.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page15.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page16.tif source=N. Harris Computer Corporation Magor - ON Certificate of Amalgamation 2017#page17.tif	

1980065



Ministry of
Government Services

Ministère des
Services gouvernementaux

CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

JULY 21 JUILLET, 2017

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

(17)

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

N	.		H	A	R	R	I	S		C	O	M	P	U	T	E	R		C	O	R	P	O	R	A	T	I	O	N

2. The address of the registered office is:
Adresse du siège social:

1 Antares Drive, Suite 400

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Ottawa

ONTARIO

K 2 E 8 C 4

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs:

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1

10

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname
Prénom, autres prénoms et nom de famille

Address for service, giving Street & No. or R.R. No., Municipality,
Province, Country and Postal Code

Resident Canadian
State 'Yes' or 'No'

Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le
nom de la municipalité, la province, le pays et le code postal

Résident canadien
Oui/Non

Jamal Baksh

20 Adelaide Street East, Suite 1200
Toronto, Ontario, Canada, M4C 2T6

Yes

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

N. Harris Computer Corporation

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
N. Harris Computer Corporation	001943560	2017	07	20
Magor Communications Corp.	001892383	2017	07	20

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 :

- (i) 100,000 Preferred "A" shares;
- (ii) 4,750,000 Class A Common shares; and
- (iii) 100,000 Class B 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 :

See attached pages 4A to 4F, inclusive.

The rights, privileges, restrictions and conditions attaching to the Preferred "A" shares, Class A Common shares and Class B Common shares shall be as follows:

1. The Corporation shall be authorized to issue 100,000 Preferred "A" shares which shall have attached thereto the following rights, conditions, restrictions, limitations and prohibitions:
 - (a) The holders of the Preferred "A" shares shall be entitled to require the Corporation to redeem at any time or times, all or any of the Preferred "A" shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate or certificates representing the Preferred "A" shares which the registered holder desires to have the Corporation redeem. Such requests shall specify a redemption date which shall not be less than 10 days after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the Preferred "A" shares which the registered holder desires to have the Corporation redeem, together with such request, the Corporation shall, on the redemption date, redeem such Preferred "A" shares by paying to such registered holder the fixed amount of One Dollar (\$1.00) per share (hereinafter called the "Redemption Amount") in respect of the Preferred "A" shares redeemed, together with any declared but unpaid dividends thereon. From and after the redemption date, the holder thereof shall not be entitled to exercise any of the rights of the holders of the Preferred "A" shares in respect thereof, unless payment of the Redemption Amount is not made on the redemption date, in which event the rights of the holders of the said Preferred "A" shares shall remain unaffected.
 - (b) Except when entitled to by law or as provided herein, the holders of Preferred "A" shares shall not be entitled as such to receive notice of, or to attend at, any meetings of the shareholders of the Corporation or to vote at any such meetings.
 - (c) The holders of the Preferred "A" shares shall be entitled to receive, in any financial year of the Corporation, dividends at such time and for such amount as may be determined from time to time, by the directors in their discretion. Notwithstanding the foregoing, the directors may declare and pay dividends on any class of shares to the exclusion of any other class of share.
 - (d) In the event of a liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation, whether voluntary or involuntary, the holders of Preferred "A" shares shall be entitled to receive the aggregate Redemption Amount of such Preferred "A" shares, together with any declared but unpaid dividends thereon, before any amounts shall be paid or any property or assets of the Corporation distributed to the holders of any Class A Common shares, Class B Common shares or shares of any other class ranking junior to the Preferred "A" shares. After payment to the holders of the Preferred "A" 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.

- (e) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, all of the property and assets of the Corporation available for distribution to the holders of the Preferred "A" shares shall be paid or distributed equally share for share to the holders of Preferred "A" shares without preference or distinction.
 - (f) The Corporation may, at any time and from time to time, purchase the whole or any part of the Preferred "A" shares at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding an amount per share equal to the Redemption Amount.
 - (g) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Preferred "A" shares on payment for each share to be redeemed of the Redemption Amount, together with any declared but unpaid dividends thereon; not less than 10 days' notice in writing shall be given by mailing such notice to the registered holder of the shares to be redeemed specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefore out of the monies so deposited.
2. The Corporation shall further be authorized to issue 4,750,000 Class A Common shares and 100,000 Class B Common shares, which, subject to the rights of the Preferred "A" shares, shall have attached thereto the following rights, conditions, restrictions, limitations and prohibitions:
- (a) The holders of the Class A Common shares and Class B Common shares shall be entitled to receive, in any financial year of the Corporation, dividends at such time and for such amount as may be determined from time to time, by the directors in their discretion. Notwithstanding the foregoing, the directors may declare and pay dividends on any class of shares to the exclusion of any other class of share. Provided, however, the directors may not declare and pay dividends on the Class A Common shares or the Class B Common shares if payment of such dividends would impair the ability of the Corporation to redeem the Preferred "A" shares.
 - (b) The holder of a Class A Common share or a Class B Common share shall be entitled to one (1) vote for each Class A Common share or Class B Common share held by him at all shareholders' meetings.
 - (c) Subject to the rights of the holders of Preferred "A" shares and of shares of any other class ranking in priority to the Class A Common shares and the Class B Common shares, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Class A Common shares and Class B Common shares shall be entitled to receive the remaining

property and assets of the Corporation. Such property or assets available for distribution to the holders of Class A Common shares and Class B Common shares shall be paid or distributed equally, share for share, to the holders of Class A Common shares and Class B Common shares without preference or distinction.

- (d) The Corporation may, at any time and from time to time purchase for cancellation the whole or any part of the Class A Common shares or Class B Common shares at the lowest price at which, in the opinion of the directors, such shares are obtainable, but not exceeding the purchase amount (as defined herein) together with all dividends declared thereon and unpaid. For purposes of this paragraph, the "purchase amount" of any Class A Common share or Class B Common share shall be an amount determined by dividing the *en bloc* fair market value of all the issued and outstanding Class A Common shares and Class B Common shares of the Corporation at the date of such purchase by the number of such shares then issued and outstanding. The *en bloc* fair market value of such shares shall be the amount determined to be the fair market value in accordance with generally accepted valuation principles.
3. It is intended that the fair market value of all Preferred "A" shares, Class A Common shares and Class B Common shares issued pursuant to the prior reclassification of one thousand (1,000) Class A Common shares as two million, five hundred thousand (2,500,000) Preferred "A" shares, ninety (90) Class A Common shares and ten (10) Class B Common shares, shall equal the fair market value of the converted Class A Common shares. In the event that any taxing authority having jurisdiction should determine that the fair market value or the adjusted cost base of the outstanding Class A Common shares immediately before the conversion is higher or lower, as the case may be, than the amount set out as a basis for the conversion, the fair market value and/or the adjusted cost base determined by such taxing authority, or in the event of the dispute, such amount as shall be determined by the Courts, or by agreement between the Corporation and the taxing authority, to be the actual fair market value and/or adjusted cost base, shall be substituted as the basis for the conversion from the Class "A" Common shares to the Preferred "A" shares, Class A Common shares and Class B Common shares *ab initio*.
 4. In the event that the fair market value is increased pursuant to paragraph (3) above, the Corporation will issue and allot to the holders of the Preferred "A" shares issued pursuant to the reclassification, such number of additionally fully paid and non-assessable Preferred "A" shares as will result in the holders having received value in an amount equal to the aggregate of:
 - (a) the amount by which the increased fair market value determined pursuant to paragraph (3) above exceeds Two Million, Five Hundred Thousand Dollars (\$2,500,000.00); and
 - (b) an amount equal to interest on such excess, computed from the date of conversion hereof up to and including the date of issue and allotment of the additional shares at a rate per annum equal to the rate then prescribed by Revenue Canada pursuant to the Regulations to the *Income Tax Act* and compounded annually.

5. In the event that the fair market value is decreased pursuant to paragraph (3) above, below the sum of Two Million, Five Hundred Thousand Dollars (\$2,500,000.00), the holders of the Preferred "A" shares issued pursuant to the reclassification will donate to the Corporation such number of fully paid and non-assessable Preferred "A" shares as will result in the holders having donated to the Corporation value in an amount equal to the aggregate of:
 - (a) the amount by which Two Million, Five Hundred Thousand Dollars (\$2,500,000.00) exceeds the decreased fair market value determined pursuant to paragraph (3) above; and
 - (b) an amount equal to the sum of all dividends paid by the Corporation after the date of conversion hereof up to and including the date on which the aforementioned donation is made on the number of shares required by this paragraph (5)(b) to be donated to the Corporation.

6. In the event that any taxing authority having jurisdiction should determine that (i) the fair market value of the consideration received by the Corporation for the issuance of any Preferred "A" shares is higher or lower, as the case may be, than the fair market value of the aggregate fair market value of all such Preferred "A" shares as at the date of such issuance, or (ii) any gift, benefit or advantage is or has been conferred on any person by reason of the issuance of, or of the redemption or purchase for cancellation or otherwise of, any Preferred "A" share, then the Redemption Amount per Preferred "A" share will be increased or decreased, as the case may be, to an amount equal to the quotient of the fair market value of the consideration that was received that:
 - (a) Is agreed upon by such taxing authority, the Corporation and all the holders of the Preferred "A" shares in settlement of such proceeding;
 - (b) Serves as the basis for such proceeding against which no defence or appeal is taken; or
 - (c) Is established by a court or tribunal of competent jurisdiction on the defence of or appeal from such proceeding after all rights of appeal have been exhausted or after all times for appeal have expired without appeals having been taken by either the Corporation or any of the holders of Preferred "A" shares or such taxing authority;

divided by the number of Preferred "A" shares issued for such consideration. The Redemption Amount per Preferred "A" share as so adjusted will be deemed to be and always to have been the amount so determined.

7. If the board of directors of the Corporation determines, based on information, including without limitation financial accounting information, not available to it at the date of the issuance of the Preferred "A" shares, that the fair market value of the consideration received by the Corporation for the issuance of any Preferred "A" shares is higher or lower, as the case may be, than the fair market value of the aggregate fair market value of all such Preferred "A" shares as at the date of such issuance, then the Redemption

Amount per Preferred "A" share will be increased or decreased, as the case may be, to an amount equal to the quotient of the fair market value of the consideration that was received that is at that time determined by the board of directors of the Corporation by resolution divided by the number of Preferred "A" shares issued for such consideration, and thereafter the Redemption Amount per Preferred "A" share will be deemed to be and always to have been the amount so determined.

8. In the event that the Redemption Amount per Preferred "A" share is increased pursuant to paragraph (6) or (7) hereof following a redemption or purchase for cancellation or otherwise of a Preferred "A" share, the Corporation will pay to each holder of Preferred "A" shares whose shares were redeemed or purchased for cancellation or otherwise, by way of an increase in the Redemption Amount of such Preferred "A" shares, an amount equal to the product of the increase per Preferred "A" share determined pursuant to clause (6) or (7) hereof multiplied by the number of shares of such holder so redeemed or purchased for cancellation or otherwise.
9. In the event that the Redemption Amount per Preferred "A" share is decreased pursuant to paragraph (6) or (7) hereof following a redemption or purchase for cancellation or otherwise of a Preferred "A" share, each person whose Preferred "A" share was redeemed or purchased for cancellation or otherwise will be liable to pay to the Corporation, by way of a decrease in the Redemption Amount of such Preferred "A" shares, an amount equal to the product of the decrease per Preferred "A" share determined pursuant to paragraph (6) or (7) hereof multiplied by the number of shares of such holder so redeemed or purchased for cancellation or otherwise.
10. The directors, without authorization of the shareholders, may from time to time on behalf of the Corporation:
 - (a) borrow money upon the credit of the Corporation;
 - (b) issue, re-issue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured;
 - (c) to the extent permitted by the *Business Corporations Act* (Ontario) give a guarantee on behalf of the Corporation to secure performance of an obligation to any person;
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in 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 undertakings, to secure any such bonds, debentures, notes or other evidence of indebtedness or guarantee or any other present or future indebtedness or liability of the Corporation; and
 - (e) delegate to a director, a committee of directors, or an officer, or one or more of them as may be designated by resolution of the directors, all or any 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.

Nothing in the above provisions shall limit or restrict 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.

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.**

N. HARRIS COMPUTER CORPORATION

Names of Corporations / Dénomination sociale des sociétés

By / Par

Jeff Bender

President and Chief
Executive Officer

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

MAGOR COMMUNICATIONS CORP.

Names of Corporations / Dénomination sociale des sociétés

By / Par

Jeff Bender

Director

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

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

**N. HARRIS COMPUTER CORPORATION
MAGOR COMMUNICATIONS CORP.**

Statement

I, Jeff Bender, the President and Chief Executive Officer of N. Harris Computer Corporation ("**N. Harris**") and the sole director of Magor Communications Corp. ("**Magor**"), refer to the proposed amalgamation of N. Harris and Magor and hereby state that:

1. There are reasonable grounds for believing that:
 - a) each of N. Harris and Magor is able to pay its liabilities as they become due;
 - b) the corporation continuing from the amalgamation of N. Harris and Magor (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 N. Harris or Magor will be prejudiced by the said amalgamation.
2. No creditor has notified N. Harris or Magor that such creditor objects to the proposed amalgamation.

DATED July ____20____, 2017.

Jeff Bender

A handwritten signature in black ink, appearing to be 'Jeff Bender', written over a horizontal line.

N. HARRIS COMPUTER CORPORATION

The undersigned, being the sole director of N. HARRIS COMPUTER CORPORATION (the "**Corporation**"), signs the following resolutions:

AMALGAMATION

WHEREAS:

- A. Magor Communications Corp. (the "**Subsidiary**") is a wholly-owned subsidiary of the Corporation.
- B. The Corporation and the Subsidiary wish to amalgamate and continue as one corporation (the "**Amalgamated Corporation**") pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Amalgamation**").

RESOLVED that:

1. The Amalgamation is approved and authorized.
2. Upon the Amalgamation becoming effective, all the shares of the Subsidiary shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of 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, as such by-laws may be supplemented, amended or repealed from time to time after the Amalgamation becoming effective in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
6. Any director or officer of the Corporation, acting alone, is authorized to do all such acts and things and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents as in such director's or officer's opinion may be necessary or desirable to complete the Amalgamation.

ELECTRONIC TRANSMISSION

RESOLVED that receipt by the Corporation by electronic transmission of a signed counterpart to these resolutions from the director will be as effective as receipt of an original signed copy of these resolutions by the Corporation.

DATED as of July 20, 2017.



Jamal Baksh

MAGOR COMMUNICATIONS CORP.

The undersigned, being the sole director of MAGOR COMMUNICATIONS CORP. (the "Corporation"), signs the following resolutions:

AMALGAMATION

WHEREAS:

- A. The Corporation is a wholly-owned subsidiary of N. Harris Computer Corporation (the "Holding Corporation").
- B. The Corporation and the Holding Corporation wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Amalgamation").

RESOLVED that:

1. The Amalgamation 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 Amalgamated Corporation shall be the same as the articles of the Holding 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 Holding Corporation, as such by-laws may be supplemented, amended or repealed from time to time after the Amalgamation becoming effective in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws.
6. Any director or officer of the Corporation, acting alone, is authorized to do all such acts and things and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents as in such director's or officer's opinion may be necessary or desirable to complete the Amalgamation.

ELECTRONIC TRANSMISSION

RESOLVED that receipt by the Corporation by electronic transmission of a signed counterpart to these resolutions from the director will be as effective as receipt of an original signed copy of these resolutions by the Corporation.

DATED as of July 20, 2017.

Jeff Bender

A handwritten signature in black ink, consisting of a large, stylized 'J' and 'B' that loops together, positioned above a horizontal line.

MT DOCS 16860274