

<b>PATENT ASSIGNMENT COVER SHEET</b>
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Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT6036088

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT

**CONVEYING PARTY DATA**

Name	Execution Date
PAUL CLARENCE APPLER	10/07/2016
JESSE RICHARD HOMENUIK	10/07/2016
NORMA HILL	10/07/2016

**RECEIVING PARTY DATA**

<b>Name:</b>	ALLTEMP PRODUCTS COMPANY LIMITED
<b>Street Address:</b>	843 BROCK ROAD SOUTH, SUITE 827
<b>City:</b>	PICKERING, ONTARIO
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	L1W 3J2

**PROPERTY NUMBERS Total: 1**

Property Type	Number
<b>Application Number:</b>	16833074

**CORRESPONDENCE DATA**

**Fax Number:** (312)876-7934

*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.*

**Phone:** 3128767925

**Email:** patents.us@dentons.com, dianetatiana.filatov@dentons.com

**Correspondent Name:** DENTONS US LLP (BRM)

**Address Line 1:** P.O. BOX 061080

**Address Line 4:** CHICAGO, ILLINOIS 60606-1080

<b>ATTORNEY DOCKET NUMBER:</b>	15257403-000009-181
<b>NAME OF SUBMITTER:</b>	DIANE TATIANA FILATOV
<b>SIGNATURE:</b>	/Diane Tatiana Filatov/
<b>DATE SIGNED:</b>	03/27/2020

**Total Attachments: 18**

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**ASSIGNMENT**

**WHEREAS**, Paul Clarence Appler, a citizen of Canada, residing at Windsor, Ontario, Canada, Jesse Richard Homenuik, a citizen of Canada, residing at Windsor, Ontario, Canada and Norma Hill, a citizen of Canada, residing at Windsor, Ontario, Canada (hereinafter referred to as ASSIGNORS) have invented a certain invention (hereinafter referred to as INVENTION) and have executed applications for United States Patent based thereon entitled, "SYSTEMS, DEVICES, AND METHODS FOR FLUID MANAGEMENT," for which U.S. Non Provisional Application No. 15/261320 was filed September 9, 2016 (the "APPLICATION"); and

**WHEREAS**, Cliplight Holdings, Ltd. a corporation organized under the laws of Canada and having a place of business at 945-1091 Alness Street, Toronto, Ontario, Canada, M3J 2J1 (hereinafter referred to as ASSIGNEE) is desirous of acquiring the full and exclusive right, title and interest in, to and under the INVENTION and the APPLICATION;

**NOW THEREFORE**, ASSIGNORS confirm that for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, ASSIGNORS have sold, assigned and transferred, and hereby do sell, assign and transfer to ASSIGNEE the full and exclusive right, title and interest in, to and under the INVENTION, the APPLICATION, and any other U.S. and foreign applications (including provisional, non-provisional, divisional, continuing and reissue applications) based on the APPLICATION or the INVENTION, and any patents (including extensions thereof) of any country that have been or may be granted on any of the aforesaid APPLICATION or patents or on the INVENTION or any part thereof;

ASSIGNORS hereby authorize and request the Commissioner of Patents of the United States of America to issue any and all United States Patents that may be granted on the aforesaid APPLICATION or on the INVENTION or any part thereof, in the name of ASSIGNEE;

ASSIGNORS hereby covenant that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this sale, assignment and transfer; and

ASSIGNORS further covenant that upon ASSIGNEE'S request they will provide promptly to ASSIGNEE all pertinent facts and documents relating to the aforesaid APPLICATION and the INVENTION as may be known and accessible to ASSIGNORS, and ASSIGNORS will testify as to the same in any interference or litigation related thereto and will promptly execute and deliver to ASSIGNEE or its legal representatives without further consideration any and all papers, instruments or affidavits required to apply for, obtain, maintain and enforce the aforesaid applications that may be deemed necessary or desirable by ASSIGNEE to carry out the purposes hereof.

Date: 10/07/16

  
Paul Clarence Appler

Date: 10/07/16

  
Jesse Richard Homenuik

Date: 10/07/16

  
Norma Hill

1968130



Ministry of  
Government Services  
Ontario

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

**JANUARY 01 JANVIER, 2017**

*[Signature]*  
Director / Directeur

17

Business Corporations Act / Loi sur les sociétés par actions

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) :

A	L	L	T	E	M	P		P	R	O	D	U	C	T	S		C	O	M	P	A	N	Y		L	I	M	I	T
E	D																												

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

843 Brock Road South, Suite 827

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

Pickering

ONTARIO

L	1	W	3	J	2
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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
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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 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	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Dave Butler	843 Brock Road South, Suite 827 Pickering, Ontario, Canada L1W 3J2	No
Ian Arons	843 Brock Road South, Suite 827 Pickering, Ontario, Canada L1W 3J2	No
John Straus	843 Brock Road South, Suite 827 Pickering, Ontario, Canada L1W 3J2	No

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

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>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</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Ganesh Sanmuganathan	843 Brock Road South, Suite 827, Pickering, Ontario, Canada L1W 3J2	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

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
Alltemp Holdings, Ltd.	2525379	2016	12	16
Cliplight Holdings, Ltd.	1949677	2016	12	16
Mackenzie Holdings Corporation	599369	2016	12	16
The Northam Family Holding Corporation	1816656	2016	12	16
1056873 Ontario Limited	1056873	2016	12	16
1524036 Ontario Limited	1524036	2016	12	16
Alltemp Products Company Limited	1419289	2016	12	16

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.

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 :

Not applicable.

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 :

Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation contained in section 10 of the articles of the Corporation entitled "Other provisions, if any" are complied with.

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

Securities of the Corporation, other than non-convertible debt securities, shall not be transferred without either:

(a) the approval of the directors of the Corporation, expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the approval of the holders of at least a majority of the 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) outstanding at the time, expressed by a resolution passed at a meeting of the holders of those shares or by an instrument or instruments in writing signed by the holders of a majority of those shares.

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.**

Alltemp Holdings, Ltd.

Names of Corporations / Dénomination sociale des sociétés

By / Par

John Straus

Vice-President

  
Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

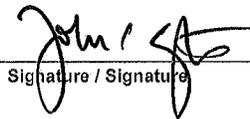
Cliplight Holdings, Ltd.

Names of Corporations / Dénomination sociale des sociétés

By / Par

John Straus

Vice-President

  
Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Mackenzie Holdings Corporation

Names of Corporations / Dénomination sociale des sociétés

By / Par

John Straus

Vice-President

  
Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

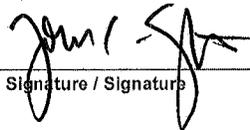
The Northam Family Holding Corporation

Names of Corporations / Dénomination sociale des sociétés

By / Par

John Straus

Vice-President

  
Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

1056873 Ontario Limited

Names of Corporations / Dénomination sociale des sociétés

By / Par

John Straus

Vice-President

  
Signature / Signature

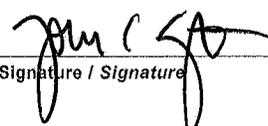
Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

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.

1524036 Ontario Limited

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par	John Straus	Vice-President
	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>
Signature / <i>Signature</i>		

Alltemp Products Company Limited

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par	John Straus	Vice-President
	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>
Signature / <i>Signature</i>		

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>
Signature / <i>Signature</i>		

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>
Signature / <i>Signature</i>		

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>
Signature / <i>Signature</i>		

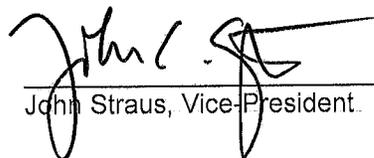
SCHEDULE "A"

STATEMENT UNDER SUBSECTION 178(2) OF THE  
*BUSINESS CORPORATIONS ACT* (ONTARIO)  
IN CONNECTION WITH THE AMALGAMATION OF  
ALLTEMP HOLDINGS, LTD., CLIPLIGHT HOLDINGS, LTD.,  
MACKENZIE HOLDINGS CORPORATION,  
THE NORTHAM FAMILY HOLDING CORPORATION, 1056873 ONTARIO LIMITED,  
1524036 ONTARIO LIMITED AND ALLTEMP PRODUCTS COMPANY LIMITED

I, John Straus, hereby make the following statement under subsection 178(2) of the *Business Corporations Act* (Ontario) (the "OBCA") in support of the amalgamation of Alltemp Holdings, Ltd., Cliplight Holdings, Ltd. MacKenzie Holdings Corporation, The Northam Family Holding Corporation, 1056873 Ontario Limited, 1524036 Ontario Limited and Alltemp Products Company Limited:

1. I am the Vice-President of each of Alltemp Holdings, Ltd., Cliplight Holdings, Ltd. MacKenzie Holdings Corporation, The Northam Family Holding Corporation, 1056873 Ontario Limited, 1524036 Ontario Limited and Alltemp Products Company Limited and as such have personal knowledge of the following matters.
2. There are reasonable grounds for believing that each of Alltemp Holdings, Ltd., Cliplight Holdings, Ltd., MacKenzie Holdings Corporation, The Northam Family Holding Corporation, 1056873 Ontario Limited, 1524036 Ontario Limited and Alltemp Products Company Limited is and the amalgamated corporation resulting from the amalgamation of Alltemp Holdings, Ltd., MacKenzie Holdings Corporation, The Northam Family Holding Corporation, 1056873 Ontario Limited, 1524036 Ontario Limited and Alltemp Products Company Limited will be able to pay their respective liabilities as they become due, and that 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.
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
4. No creditors have notified any of Alltemp Holdings, Ltd., Cliplight Holdings, Ltd., MacKenzie Holdings Corporation, The Northam Family Holding Corporation, 1056873 Ontario Limited, 1524036 Ontario Limited and Alltemp Products Company Limited that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the OBCA has no application in the present circumstances.
5. Since Alltemp Holdings, Ltd., Cliplight Holdings, Ltd., MacKenzie Holdings Corporation, The Northam Family Holding Corporation, 1056873 Ontario Limited, 1524036 Ontario Limited and Alltemp Products Company Limited have not received any notices under clause (c) of subsection 178(2) of the OBCA, clause (d) of subsection 178(2) of the OBCA has no application in the present circumstances.

DATED December 16<sup>th</sup>, 2016.

  
\_\_\_\_\_  
John Straus, Vice-President

SCHEDULE "B"

AMALGAMATION AGREEMENT

A M O N G:

**ALLTEMP HOLDINGS, LTD.**

- and -

**CLIPLIGHT HOLDINGS, LTD.**

- and -

**MACKENZIE HOLDINGS CORPORATION**

- and -

**THE NORTHAM FAMILY HOLDING CORPORATION**

- and -

**1056873 ONTARIO LIMITED**

- and -

**1524036 ONTARIO LIMITED**

- and -

**ALLTEMP PRODUCTS COMPANY LIMITED**

DENTONS CANADA LLP  
77 King Street West, TD Centre  
Suite 400  
Toronto, Ontario  
M5K 0A1

THIS AMALGAMATION AGREEMENT made this 16<sup>th</sup> day of December, 2016.

A M O N G:

**ALLTEMP HOLDINGS, LTD.**, a corporation incorporated under the laws of the Province of Ontario,

(hereinafter called "**Alltemp Holdings**")

OF THE FIRST PART

- and -

**CLIPLIGHT HOLDINGS, LTD.**, a corporation amalgamated under the laws of the Province of Ontario,

(hereinafter called "**Cliplight**")

OF THE SECOND PART;

- and -

**MACKENZIE HOLDINGS CORPORATION**, a corporation incorporated under the laws of the Province of Ontario,

(hereinafter called "**MacKenzie**")

OF THE THIRD PART;

- and -

**THE NORTHAM FAMILY HOLDING CORPORATION**, a corporation incorporated under the laws of the Province of Ontario,

(hereinafter called "**Northam**")

OF THE FORTH PART;

- and -

**1056873 ONTARIO LIMITED**, a corporation incorporated under the laws of the Province of Ontario,

(hereinafter called "**1056873**")

OF THE FIRTH PART;

- and -

**1524036 ONTARIO LIMITED**, a corporation amalgamated under the laws of the Province of Ontario,

(hereinafter called "**1524036**")

OF THE SIXTH PART;

THIS AMALGAMATION AGREEMENT made this 16<sup>th</sup> day of December, 2016.

A M O N G:

**ALLTEMP HOLDINGS, LTD.**, a corporation incorporated under the laws of the Province of Ontario,

(hereinafter called "**Alltemp Holdings**")

OF THE FIRST PART

- and -

**CLIPLIGHT HOLDINGS, LTD.**, a corporation amalgamated under the laws of the Province of Ontario,

(hereinafter called "**Cliplight**")

OF THE SECOND PART;

- and -

**MACKENZIE HOLDINGS CORPORATION**, a corporation incorporated under the laws of the Province of Ontario,

(hereinafter called "**MacKenzie**")

OF THE THIRD PART;

- and -

**THE NORTHAM FAMILY HOLDING CORPORATION**, a corporation incorporated under the laws of the Province of Ontario,

(hereinafter called "**Northam**")

OF THE FORTH PART;

- and -

**1056873 ONTARIO LIMITED**, a corporation incorporated under the laws of the Province of Ontario,

(hereinafter called "**1056873**")

OF THE FIRTH PART;

- and -

**1524036 ONTARIO LIMITED**, a corporation amalgamated under the laws of the Province of Ontario,

(hereinafter called "**1524036**")

OF THE SIXTH PART;

- and -

**ALLTEMP PRODUCTS COMPANY LIMITED**, a corporation  
amalgamated under the laws of the Province of Ontario,

(hereinafter called "**Alltemp Products**")

OF THE SEVENTH PART.

WHEREAS Cliplight, 1524036 and Alltemp Products were amalgamated under the *Business Corporations Act* (Ontario);

AND WHEREAS each of Northam, MacKenzie, 1056873 and Alltemp Holdings were incorporated under the *Business Corporations Act* (Ontario);

AND WHEREAS each of Alltemp Holdings, Cliplight, MacKenzie, Northam, 1056873, 1524036 and Alltemp Products, acting under the authority contained in the *Business Corporations Act* (Ontario), have agreed to amalgamate upon the terms and conditions hereinafter set out;

AND WHEREAS each of Alltemp Holdings, Cliplight, MacKenzie, Northam, 1056873, 1524036 and Alltemp Products have made full disclosure to one another of all of their respective assets and liabilities;

AND WHEREAS it is desirable that the said amalgamation be effected;

NOW THEREFORE THIS AGREEMENT WITNESSETH as follows:

1. In this agreement:
  - (a) "**Amalgamating Corporations**" means Alltemp Holdings, Cliplight, MacKenzie, Northam, 1056873, 1524036 and Alltemp Products;
  - (b) "**Corporation**" means the corporation continuing from the amalgamation of the Amalgamating Corporations;
  - (c) "**Amalgamation Agreement**" or "**Agreement**" means this Amalgamation Agreement;
  - (d) "**Act**" means the *Business Corporations Act* (Ontario) as amended or re-enacted from time to time; and
  - (e) "**Director**" means the Director appointed pursuant to the Act.
2. The Amalgamating Corporations hereby agree to amalgamate on the 1<sup>st</sup> day of January, 2017.
3. The name of the Corporation shall be Alltemp Products Company Limited.
4. There shall be no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.
5. The registered office of the Corporation shall be in the Regional Municipality of Durham.
6. The address of the registered office shall be 827 Brock Road South, Pickering, Ontario L1W 3J2.

7. The classes and any maximum number of shares that the Corporation is authorized to issue are:  
an unlimited number of Common shares
8. The issued and outstanding shares in the capital of each of the Amalgamating Corporations shall be changed into issued and outstanding shares in the capital of the Corporation as follows:
  - (a) all of the issued and outstanding Common shares in the capital of Cliplight and all of the issued and outstanding common shares in the capital of Alltemp Holdings shall be changed into 100 issued and fully paid Common shares in the capital of the Corporation;
  - (b) each of the issued and outstanding common shares in the capital of MacKenzie registered in the name of Alltemp Holdings shall be cancelled without any repayment of capital in respect thereof;
  - (c) each of the issued and outstanding common shares in the capital of Northam registered in the name of Alltemp Holdings shall be cancelled without any repayment of capital in respect thereof;
  - (d) each of the issued and outstanding common shares in the capital of 1056873 registered in the name of MacKenzie and Northam shall be cancelled without any repayment of capital in respect thereof;
  - (e) each of the issued and outstanding common shares in the capital of 1524036 registered in the name of 1053873 shall be cancelled without any repayment of capital in respect thereof; and
  - (f) each of the issued and outstanding common shares in the capital of Alltemp Products registered in the name of 1524036 shall be cancelled without any repayment of capital in respect thereof.
9. The stated capital of the Common shares of the Corporation being issued hereunder shall be equal to the aggregate stated capital in respect of the issued and outstanding common shares of Alltemp Holdings and the issued and outstanding Common shares of Cliplight.
10. After the filing of articles of amalgamation in respect of this Agreement and the issuance of a certificate of amalgamation in respect thereof, the shareholders of the Amalgamating Corporations, when requested by the Corporation, shall surrender the certificates representing the shares held by them in each of the Amalgamating Corporations. Subject to the provisions of the Act, the shareholders of the Amalgamating Corporations shall be entitled to receive certificates for shares of the Corporation in return for the certificates representing the shares held by them in the Amalgamating Corporations on the basis aforesaid.
11. Until otherwise changed in accordance with the Act, the minimum number of directors of the Corporation shall be one and the maximum number shall be 10. The first director of the Corporation shall be as follows:

<u>Name of Director</u>	<u>Address for Service</u>	<u>Resident Canadian</u>
Dave Butler	843 Brock Road South, Suite 827 Pickering, Ontario L1W 3J2	No

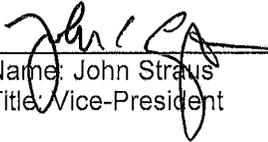
Ian Arons	843 Brock Road South, Suite 827 Pickering, Ontario L1W 3J2	No
John Straus	843 Brock Road South, Suite 827 Pickering, Ontario L1W 3J2	No
Ganesh Sanmugananthan	843 Brock Road South, Suite 827 Pickering, Ontario L1W 3J2	Yes

12. The said first directors shall hold office until the first annual meeting of the Corporation or until their successors are elected or appointed. The subsequent directors shall be elected in accordance with the provisions of the Act. The affairs and business of the Corporation shall be under the management of the board of directors of the Corporation from time to time, subject to the provisions of the Act.
13. The by-laws of the Corporation will not be those of one of the amalgamating corporations. A copy of the proposed by-laws may be examined at 77 King Street West, Suite 400, TD Centre, Toronto, Ontario, M5K 0A1.
14. The issue, transfer or ownership of shares of the Corporation is restricted and the restrictions are as follows:
- No shares shall be transferred without:
- Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation contained in section 10 of the articles of the Corporation entitled "Other provisions, if any" are complied with.
15. Subject to the provisions of the Act, the following provisions shall apply to the Corporation:
- Securities of the Corporation, other than non-convertible debt securities, shall not be transferred without either:
- (a) the approval of the directors of the Corporation, expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors; or
  - (b) the approval of the holders of at least a majority of the 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) outstanding at the time, expressed by a resolution passed at a meeting of the holders of those shares or by an instrument or instruments in writing signed by the holders of a majority of those shares.
16. The Corporation shall possess all the property, rights, privileges, franchises and other assets and shall be subject to all the liabilities including civil, criminal and quasi-criminal, and all contracts, liabilities and debts of each of the Amalgamating Corporations.
17. All rights of creditors against the property, rights and assets of each of the Amalgamating Corporations having liens upon such property, rights and assets shall be unimpaired by such amalgamation and all debts, contracts, liabilities and duties of each of the Amalgamating Corporations shall thenceforth attach to the Corporation and may be enforced against it.

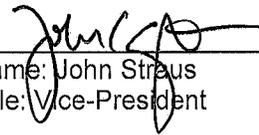
18. No action or proceeding by or against either of the Amalgamating Corporations shall abate or be affected by such amalgamation.
19. Upon each of the Amalgamating Corporations approving this Agreement by special resolution, the parties hereto shall jointly file, in duplicate, with the Director, Articles of Amalgamation for the purpose of bringing such amalgamation into effect.
20. At any time before the endorsement of a certificate of amalgamation by the Director, this Agreement may be terminated by the directors of any one of the Amalgamating Corporations notwithstanding approval of the agreement by the shareholders of any one of the Amalgamating Corporations.

IN WITNESS WHEREOF this Amalgamation Agreement has been duly executed by the parties hereto this 16<sup>th</sup> day of December, 2016.

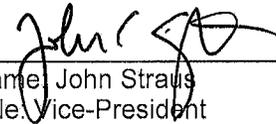
ALLTEMP HOLDINGS, LTD.

By:   
Name: John Straus  
Title: Vice-President

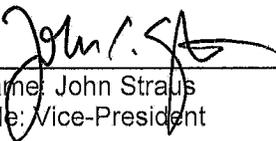
CLIPLIGHT HOLDINGS, LTD.

By:   
Name: John Straus  
Title: Vice-President

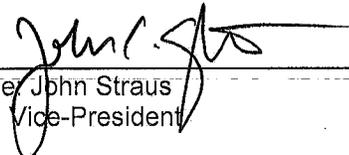
MACKENZIE HOLDINGS CORPORATION

By:   
Name: John Straus  
Title: Vice-President

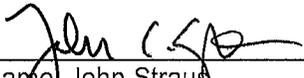
THE NORTHAM FAMILY HOLDING CORPORATION

By:   
Name: John Straus  
Title: Vice-President

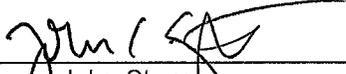
1056873 ONTARIO LIMITED

By:   
Name: John Straus  
Title: Vice-President

1524036 ONTARIO LIMITED

By:   
Name: John Straus  
Title: Vice-President

ALLTEMP PRODUCTS COMPANY LIMITED

By:   
Name: John Straus  
Title: Vice-President