

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT6500392

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	01/01/2020
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
5014354 ONTARIO INC.	01/01/2020
NUTRASOURCE PHARMACEUTICAL AND NUTRACEUTICAL SERVICES INC.	01/01/2020
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	NUTRASOURCE PHARMACEUTICAL AND NUTRACEUTICAL SERVICES INC.
<b>Street Address:</b>	120 RESEARCH LANE
<b>Internal Address:</b>	SUITE 203
<b>City:</b>	GUELPH
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	N1G 0B4
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
Application Number:	15998965
<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>	4163647311
<b>Email:</b>	usptomail@bereskinparr.com
<b>Correspondent Name:</b>	BERESKIN & PARR LLP
<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>	15219-G49506CA00
<b>NAME OF SUBMITTER:</b>	TIMOTHY J. SINNOTT
<b>SIGNATURE:</b>	/TJS/
<b>DATE SIGNED:</b>	01/16/2021
<b>Total Attachments: 9</b>	
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For Ministry Use Only  
À l'usage exclusif du ministère

Ontario Corporation Number  
Numéro de la société en Ontario



Ministry of Government  
and Consumer Services

Ministère des Services  
gouvernementaux et des  
Services aux consommateurs

Ontario

# CERTIFICATE

This is to certify that these  
articles are effective on

# CERTIFICAT

Ceci certifie que les présents  
statuts entrent en vigueur le

**5015750**

**JANUARY 01 JANVIER, 2020**

*Barbara Aschitt*

(11)

Director / Directrice

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) :

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

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

**120 Research Lane, Suite 203**

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

**Guelph**

ONTARIO

**N 1 G 0 B 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

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

**William John Rowe**

**2188 Victoria Road South, Guelph, Ontario N1L 1N**

**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

**Nutrasource Pharmaceutical and Nutraceutical Services Inc.**

and are more particularly set out in these articles.  
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
<b>Nutrasource Pharmaceutical and Nutraceutical Services Inc.</b>	<b>1521316</b>	<b>2019</b>	<b>12</b>	<b>16</b>
<b>5014354 Ontario Inc.</b>	<b>5014354</b>	<b>2019</b>	<b>12</b>	<b>16</b>

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 :

**1. 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 :

**The holders of Common shares shall be entitled:**

**(i) Voting.** To receive notice of, to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;

**(ii) Dividends.** To receive dividends, subject to the rights of holders of any other class of shares of the Corporation entitled to receive dividends in priority to or ratably with the holders of the Common shares, if, as and when declared by the directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends; and

**(iii) Distribution Rights.** Subject to the rights of the holders of any other class of shares of the Corporation, to receive the remaining property of the Corporation upon liquidation, dissolution or winding up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

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 :

**The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:**

- (a) the previous sanction 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 previous sanction of the holders of at least a majority of the Common shares of the Corporation then outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.**

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

**1. The Corporation may purchase or otherwise acquire any of its issued Common shares.**

**2. When authorized by special by-law, the board of directors of the Corporation may from time to time, in such amounts and on such terms as it deems expedient, charge, mortgage, hypothecate or pledge all or any of the 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 debt, obligations or any money borrowed or other debt or liability of the Corporation. The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred upon the board above to such an extent and in such a manner as the board shall determine at the time of each such delegation.**

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.**

**Nutrasource Pharmaceutical and Nutraceutical Services Inc.**

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

**William John Rowe**

Print name of signatory /  
Nom du signataire en lettres moulées

**President**

Description of Office / Fonction

**5014354 Ontario Inc.**

Names of Corporations / Dénomination sociale des sociétés

By / Par

  
Signature / Signature

**William John Rowe**

Print name of signatory /  
Nom du signataire en lettres moulées

**President**

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction



**STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF  
BUSINESS CORPORATIONS ACT, 1990  
(BUSINESS CORPORATIONS ACT)**

I, **WILLIAM JOHN ROWE**, of the City of Guelph, in the Province of Ontario, hereby certify and state as follows:

1. This Statement is made pursuant to subsection 177 of the *Business Corporations Act*, R.S.O. 1990 (the "Act").
2. I am the President of 5014354 Ontario Inc. and as such have knowledge of its affairs.
3. I am the President of Nutrasource Pharmaceutical and Nutraceutical Services Inc. and as such have knowledge of its affairs.
4. I have conducted such examinations of the books and records of 5014354 Ontario Inc. and Nutrasource Pharmaceutical and Nutraceutical Services Inc. (the "Amalgamating Corporations") as are necessary to enable me to make the statements hereinafter set forth.
5. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is and the corporation to be formed by their amalgamation will be able to pay its liabilities as they become due, and
  - (b) the realizable value of such amalgamated corporations' assets will not be less than the aggregate of its liabilities and stated capital of all classes.
6. There are reasonable grounds for believing that no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation.
7. No creditor of either of the Amalgamating Corporation has notified such corporation that he objects to the amalgamation.

This Statement is made this 16th day of December, 2019, effective the 1st day of January, 2020.

  
\_\_\_\_\_  
William John Rowe

**RESOLUTION OF THE SOLE DIRECTOR**  
**OF**  
**NUTRASOURCE PHARMACEUTICAL AND NUTRACEUTICAL SERVICES INC.**  
(the "Corporation")

**WHEREAS** 5014354 Ontario Inc. is a wholly owned subsidiary of Corporation;

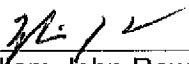
**AND WHEREAS** it has been determined that it is desirable for the Corporation, as the parent corporation, to amalgamate with its subsidiary corporation, 5014354 Ontario Inc., pursuant to Section 177 of the *Business Corporations Act, 1990*;

**BE IT RESOLVED THAT:**

1. the Corporation amalgamate with 5014354 Ontario Inc., pursuant to Section 177 of the *Business Corporations Act, 1990*;
2. the shares of 5014354 Ontario Inc., being the amalgamating subsidiary corporation, shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation, as the parent corporation;
4. the Articles of Amalgamation shall be the same as the articles of the Corporation, as the parent Corporation;
5. the name of the amalgamated corporation shall be the same as the Corporation, as the parent corporation; and
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.

The undersigned, President of the Corporation hereby certifies that the foregoing is a true and complete copy of a resolution passed by the Board of Directors of the Corporation at a duly called and properly constituted meeting of such board held on the 16th day of December, 2019, and that the said resolution is in full force and effect, unamended, as of the date hereof.

DATED the 16th day of December, 2019.

  
\_\_\_\_\_  
William John Rowe, President  
For and on behalf of the Corporation

RESOLUTION OF THE SOLE DIRECTOR

OF

5014354 ONTARIO INC.  
(the "Corporation")

**WHEREAS** the Corporation is a wholly owned subsidiary of Nutrasource Pharmaceutical and Nutraceutical Services Inc.;

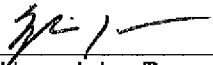
**AND WHEREAS** it has been determined that it is desirable for Nutrasource Pharmaceutical and Nutraceutical Services Inc., as the parent corporation, to amalgamate with the Corporation, its subsidiary corporation, pursuant to Section 177 of the *Business Corporations Act, 1990*;

**BE IT RESOLVED THAT:**

1. the Corporation amalgamate with Nutrasource Pharmaceutical and Nutraceutical Services Inc., pursuant to Section 177 of the *Business Corporations Act, 1990*;
2. the shares of the Corporation, being the amalgamating subsidiary corporation, shall be cancelled without any repayment of capital in respect thereof;
3. the by-laws of the amalgamated corporation shall be the same as the by-laws of the parent corporation, Nutrasource Pharmaceutical and Nutraceutical Services Inc.;
4. the Articles of Amalgamation shall be the same as the articles of the parent corporation, Nutrasource Pharmaceutical and Nutraceutical Services Inc.;
5. the name of the amalgamated corporation shall be the same as the parent corporation, Nutrasource Pharmaceutical and Nutraceutical Services Inc.; and
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.

The undersigned, President of the Corporation hereby certifies that the foregoing is a true and complete copy of a resolution passed by the Board of Directors of the Corporation at a duly called and properly constituted meeting of such board held on the 16th day of December, 2019, and that the said resolution is in full force and effect, unamended, as of the date hereof.

DATED the 16th day of December, 2019.

  
\_\_\_\_\_  
William John Rowe, President  
For and on behalf of the Corporation