

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6578656

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	02/07/2020	
CONVEYING PARTY DATA		
	Name	Execution Date
	ZATNICK INC.	02/07/2020
RECEIVING PARTY DATA		
Name:	ZATNICK 2020 INC.	
Street Address:	12705, RUE DU PARC	
City:	MIRABEL, QUEBEC	
State/Country:	CANADA	
Postal Code:	J7J 0W5	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Patent Number:	D691834
CORRESPONDENCE DATA		
Fax Number:		
<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>		
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ATTORNEY DOCKET NUMBER:	11895-008	
NAME OF SUBMITTER:	ROBERT BROUILLETTE	
SIGNATURE:	/RBrouillette/	
DATE SIGNED:	03/02/2021	
Total Attachments: 21		
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Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

Zatnick 2020 inc.

Corporate name / Dénomination sociale

1189279-7

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Raymond Edwards

Director / Directeur

2020-02-07

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)

Canada

PATENT

REEL: 055466 FRAME: 0238



Loi canadienne sur les sociétés par actions (LCSA)
FORMULAIRE 9
STATUTS DE FUSION
(Article 185)

1 - Dénomination sociale de la société issue de la fusion

Zatnicks 2020 Inc.

2 - La province ou le territoire au Canada où est situé le siège social (n'indiquez pas l'adresse complète)

Québec

3 - Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

Voir annexe A

4 - Restrictions sur le transfert des actions, s'il y a lieu

Voir annexe B

5 - Nombres minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

Nombre minimal

1

Nombre maximal

10

6 - Limites imposées à l'activité commerciale de la société, s'il y a lieu

Aucune

7 - Autres dispositions, s'il y a lieu

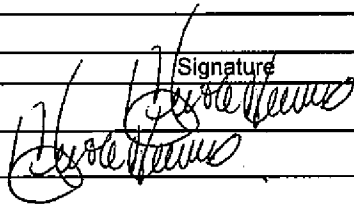
Voir annexe C

8 - La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après:

☒ 183 - Convention de fusion: approuvée par résolution spéciale des actionnaires.	☐ 184(1) - Fusion verticale simplifiée: approuvée par résolution des administrateurs.	☐ 184(2) - Fusion horizontale simplifiée: approuvée par résolution des administrateurs.
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9 - Déclaration

J'atteste que je suis un administrateur ou un dirigeant autorisé de la société suivante :

Dénomination sociale des sociétés fusionnantes	Numéro de société	Signature
Groupe Immobilier ZH Inc.	1186342-8	
Zatnick Inc.	705628-1	

Nota : 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).

SCHEDULE A
TO THE ARTICLES OF INCORPORATION OF THE CORPORATION
AUTHORIZED SHARE CAPITAL CHART

**SUMMARY OF THE RIGHTS, PRIVILEGES, CONDITIONS AND RESTRICTIONS
CONFERRED TO SHARES OF THE SHARE CAPITAL OF THE CORPORATION**

ATTRIBUTES	CLASS "A"	CLASS "B"	CLASS "C"	CLASS "D"	CLASS "E"	CLASS "F"	CLASS "G"	CLASS "H"
TYPE	COMMON	Common	Common	Rollover	Rollover	Rollover	Rollover	Voting
VOTE	√ (1)	√ (1)	√ (1)					√ (100)
DIVIDEND	√	√	√	√	√	√	√	
RANK								
CUMULATIVE								
RATE	Discretionary	Discretionary	Discretionary	10%/year	10%/year	10%/year	10%/year	
REIMBURSEMENT RIGHT				√	√	√	√	√
PARTICIPATION (REMAINING PROPERTY)	√	√	√					
RANK	3	3	3	1	1	1	1	2
REDEMPTION AT THE CORPORATION'S OPTION				√	√	√	√	√
RETRACTION AT THE HOLDER'S DEMAND				√	√	√	√	√
WITHOUT PAR VALUE	√	√	√	√	√	√	√	√
REDEMPTION PROCEDURE				√	√	√	√	√

INTERPRETATION

THE ABOVE SUMMARY IS FOR EASE OF REFERENCE ONLY. IT CANNOT IN ANY WAY SERVE TO INTERPRET THE RIGHTS, PRIVILEGES, CONDITIONS AND RESTRICTIONS ATTACHING TO THE SHARES OF THE CORPORATION, WHICH ARE MORE FULLY DESCRIBED IN THIS SCHEDULE "A".

SCHEDULE A
TO THE ARTICLES OF INCORPORATION OF THE CORPORATION
AUTHORIZED SHARE CAPITAL

The authorized share capital of the corporation is composed of nine (8) classes of shares, namely classes "A", "B", "C", "D", "E", "F", "G", and "H", which shall attach the rights, privileges, conditions and restrictions described below. The use of the word "Act" in this document refers to the *Canada Business Corporations Act* (R.S.C., 1985, c. C-44).

PART I – RIGHTS ATTACHING TO SHARES

SECTION 1 - CLASS "A" SHARES

1.1. NUMBER AND VALUE

The number of class "A" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited.

1.2. VOTING RIGHT

Subject to the specific provisions of the *Act*, holders of class "A" shares shall be entitled to receive notice of any meeting of the shareholders of the corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each class "A" share shall confer unto each holder thereof one (1) vote.

1.3. DIVIDEND

Subject to the rights and privileges attaching to other classes of shares set out in Part II, holders of class "A" shares shall be entitled to receive any dividend declared by the corporation.

Such dividend is payable, if declared, at such time and in such manner as may be determined by the board of directors.

The board of directors may, however, declare a dividend to holders of class "A" shares without any obligation to declare or pay a dividend to the holders of any other class of shares.

1.4. REMAINING PROPERTY

Once the preferential right to repayment attaching to other classes of shares has been provided for, holders of class "A" shares, proportionally to the number of shares held by each, shall be entitled before the holder of class "B" and class "C" shares to receive an amount of \$0.01 per share, then at par with holders of class "B" and class "C" shares, the remaining property of the corporation upon dissolution, upon voluntary or involuntary winding-up or liquidation or upon any other distribution of the property or assets of the corporation.

SECTION 2 - CLASS "B" SHARES

2.1. NUMBER AND VALUE

The number of class "B" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited.

2.2. VOTING RIGHT

Subject to the specific provisions of the *Act*, holders of class "B" shares shall be entitled to receive notice of any meeting of the shareholders of the corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each class "B" share shall confer unto each holder thereof one (1) vote.

2.3. DIVIDEND

Subject to the rights and privileges attaching to other classes of shares set out in Part II, holders of class "B" shares shall be entitled to receive any dividend declared by the corporation.

Such dividend is payable, if declared, at such time and in such manner as may be determined by the board of directors.

The board of directors may, however, declare a dividend to holders of class "B" shares without any obligation to declare or pay a dividend to the holders of any other class of shares.

2.4. REMAINING PROPERTY

Once the preferential right to repayment attaching to other classes of shares has been provided for, holders of class "B" shares, proportionally to the number of shares held by each, shall be entitled after the holders of class "A" shares, but before the holders class "C" shares to receive an amount of \$0.01 per share, then at par with holders of class "A" and class "C" shares, the remaining property of the corporation upon dissolution, upon voluntary or involuntary winding-up or liquidation or upon any other distribution of the property or assets of the corporation.

SECTION 3 - CLASS "C" SHARES

3.1. NUMBER AND VALUE

The number of class "C" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited.

3.2. VOTING RIGHT

Subject to the specific provisions of the *Act*, holders of class "C" shares shall be entitled to receive notice of any meeting of the shareholders of the corporation, to attend such meeting and to vote

thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each class "C" share shall confer unto each holder thereof one (1) vote.

3.3. DIVIDEND

Subject to the rights and privileges attaching to other classes of shares set out in Part II, holders of class "C" shares shall be entitled to receive any dividend declared by the corporation.

Such dividend is payable, if declared, at such time and in such manner as may be determined by the board of directors.

The board of directors may, however, declare a dividend to holders of class "C" shares without any obligation to declare or pay a dividend to the holders of any other class of shares.

3.4. REMAINING PROPERTY

Once the preferential right to repayment attaching to other classes of shares has been provided for, holders of class "C" shares, proportionally to the number of shares held by each, shall be entitled after the holders of class "A" and class "B" shares' priority payments, to receive at par with holders of class "A" and class "B" shares, the remaining property of the corporation upon dissolution, upon voluntary or involuntary winding-up or liquidation or upon any other distribution of the property or assets of the corporation.

SECTION 4 - CLASS "D" SHARES

4.1. NUMBER AND VALUE

The number of class "D" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited.

4.2. NO VOTING RIGHT

Subject to the provision of the Act, holders of class "D" shares shall not be entitled, in that capacity alone, to vote at any shareholders' meeting, to attend any such meeting or receive notice thereof.

4.3. DIVIDEND

Subject to the rights and privileges attaching to other classes of shares set out in Part II, holders of class "D" shares shall be entitled to receive a dividend in accordance with the amounts and terms set out below.

Such dividend is payable, if declared by the corporation, at such time and in such manner as may be determined by the board of directors.

The holders of class "D" shares shall be entitled to receive, up to the amount of the declared dividend, a maximum non-cumulative dividend equal to ten percent (10%) per year, calculated on the redemption price of class "D" shares as defined in Article 4.7 of the present schedule.

The board of directors may, however, declare a dividend to holders of class "D" shares without any obligation to declare or pay a dividend to the holders of any other class of shares.

4.4. REPAYMENT

If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the corporation to the holders of its shares, each holder of class "D" shares shall be entitled in priority to the holders of class "A", class "B" shares, class "C" and class "H" shares, to receive at par with holders of class "E", class "F" and class "G" shares, payment of the redemption price with respect to the class "D" shares, as defined in Article 4.7 "Redemption Price" below. These amounts are paid in accordance with the collocation set out in Part II.

4.5. NO ADDITIONAL PARTICIPATION

Except with regard to the right to dividends and the right to the repayment of capital provided in this section, holders of class "D" shares shall not be entitled to participate in any other distribution of profits or assets of the corporation.

4.6. RIGHT TO REDEEM OR RETRACT SHARES

Subject to compliance with the relevant provisions of the Act, holders of class "D" shares may, at any time and upon written request, demand full or partial retraction of their class "D" shares. The redemption price of a class "D" share is set out in Article 4.7 "Redemption Price" below. The relevant terms and conditions for the retraction of these shares are set out in Part II.

Also subject to compliance with the relevant provisions of the Act, the corporation may unilaterally redeem all or part of outstanding class "D" shares. The redemption price of a class "D" share is set out in Article 4.7 "Redemption Price" below. The relevant terms and conditions for the unilateral redemption of these shares are set out in Part II.

4.7. REDEMPTION PRICE

The redemption price of a class "D" share shall be the total of the following amounts:

- 1) the amount added, in respect of such share upon its issuance, to the stated capital account maintained for the class "D" shares, increased or reduced to take into account any subsequent increase or reduction in the amount of the stated capital relating to such share; plus
- 2) a premium equal to the difference between the fair market value of the consideration received by the corporation upon the issuance of such class "D" share in consideration for its issuance and the total formed by:
 - (a) the amount added, in respect of such share, to the stated capital account maintained for the class "D" share;
 - (b) the fair market value of any property, other than a class "D" share, given by the corporation as payment for this consideration; and
 - (c) any liabilities assumed by the corporation upon issuance of the class "D" share.

The redemption price so determined is the "redemption price" of a class "D" share in addition to, if applicable, the amount of all dividends then declared but remaining unpaid on such class "D" share. Upon the issuance of such class "D" share, the corporation and the subscriber to such class "D" share shall determine the fair market value of such consideration by mutual agreement.

SECTION 5 - CLASS "E" SHARES

5.1. NUMBER AND VALUE

The number of class "E" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited.

5.2. VOTING RIGHT

Subject to the specific provisions of the *Act*, holders of class "E" shares shall be entitled to receive notice of any meeting of the shareholders of the corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each class "E" share shall confer unto each holder thereof one (1) vote.

5.3. DIVIDEND

Subject to the rights and privileges attaching to other classes of shares set out in Part II, holders of class "E" shares shall be entitled to receive a dividend in accordance with the amounts and terms set out below.

Such dividend is payable, if declared by the corporation, at such time and in such manner as may be determined by the board of directors.

The holders of class "E" shares shall be entitled to receive, up to the amount of the declared dividend, a maximum non-cumulative dividend equal to ten percent (10%) per year, calculated on the redemption price of class "E" shares as defined in Article 5.7 of the present schedule.

The board of directors may, however, declare a dividend to holders of class "E" shares without any obligation to declare or pay a dividend to the holders of any other class of shares.

5.4. REPAYMENT

If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the corporation to the holders of its shares, each holder of class "E" shares shall be entitled in priority to the holders of class "A", class "B", class "C" and class "H" shares, to receive at par with holders of class "D", class "F" and class "G" shares, payment of the redemption price with respect to the class "E" shares, as defined in Article 5.7 "Redemption Price" below. These amounts are paid in accordance with the collocation set out in Part II.

5.5. NO ADDITIONAL PARTICIPATION

Except with regard to the right to dividends and the right to the repayment of capital provided in this section, holders of class "E" shares shall not be entitled to participate in any other distribution of profits or assets of the corporation.

5.6. RIGHT TO REDEEM OR RETRACT SHARES

Subject to compliance with the relevant provisions of the Act, holders of class "E" shares may, at any time and upon written request, demand full or partial retraction of their class "E" shares. The redemption price of a class "E" share is set out in Article 5.7 "Redemption Price" below. The relevant terms and conditions for the retraction of these shares are set out in Part II.

Also subject to compliance with the relevant provisions of the Act, the corporation may unilaterally redeem all or part of outstanding class "E" shares. The redemption price of a class "E" share is set out in Article 5.7 "Redemption Price" below. The relevant terms and conditions for the unilateral redemption of these shares are set out in Part II.

5.7. REDEMPTION PRICE

The redemption price of a class "E" share shall be the total of the following amounts:

- 1) the amount added, in respect of such share upon its issuance, to the stated capital account maintained for the class "E" shares, increased or reduced to take into account any subsequent increase or reduction in the amount of the stated capital relating to such share; plus
- 2) a premium equal to the difference between the fair market value of the consideration received by the corporation upon the issuance of such class "E" share in consideration for its issuance and the total formed by:
 - (a) the amount added, in respect of such share, to the stated capital account maintained for the class "E" share;
 - (b) the fair market value of any property, other than a class "E" share, given by the corporation as payment for this consideration; and
 - (c) any liabilities assumed by the corporation upon issuance of the class "E" share.

The redemption price so determined is the "redemption price" of a class "E" share in addition to, if applicable, the amount of all dividends then declared but remaining unpaid on such class "E" share. Upon the issuance of such class "E" share, the corporation and the subscriber to such class "E" share shall determine the fair market value of such consideration by mutual agreement.

SECTION 6 - CLASS "F" SHARES

6.1. NUMBER AND VALUE

The number of class "F" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited.

6.2. VOTING RIGHT

Subject to the specific provisions of the Act, holders of class "F" shares shall be entitled to receive notice of any meeting of the shareholders of the corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each class "F" share shall confer unto each holder thereof one (1) vote.

6.3. DIVIDEND

Subject to the rights and privileges attaching to other classes of shares set out in Part II, holders of class "F" shares shall be entitled to receive a dividend in accordance with the amounts and terms set out below.

Such dividend is payable, if declared by the corporation, at such time and in such manner as may be determined by the board of directors.

The holders of class "F" shares shall be entitled to receive, up to the amount of the declared dividend, a maximum non-cumulative dividend equal to ten percent (10%) per year, calculated on the redemption price of class "F" shares as defined in Article 6.7 of the present schedule.

The board of directors may, however, declare a dividend to holders of class "F" shares without any obligation to declare or pay a dividend to the holders of any other class of shares.

6.4. REPAYMENT

If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the corporation to the holders of its shares, each holder of class "F" shares shall be entitled in priority to the holders of class "A", class "B", class "C" and class "H" shares, to receive at par with holders of class "D" shares, class "E" and class "G" shares, payment of the redemption price with respect to the class "F" shares, as defined in Article 6.7 "Redemption Price" below. These amounts are paid in accordance with the collocation set out in Part II.

6.5. NO ADDITIONAL PARTICIPATION

Except with regard to the right to dividends and the right to the repayment of capital provided in this section, holders of class "F" shares shall not be entitled to participate in any other distribution of profits or assets of the corporation.

6.6. RIGHT TO REDEEM OR RETRACT SHARES

Subject to compliance with the relevant provisions of the *Act*, holders of class "F" shares may, at any time and upon written request, demand full or partial retraction of their class "F" shares. The redemption price of a class "F" share is set out in Article 6.7 "Redemption Price" below. The relevant terms and conditions for the retraction of these shares are set out in Part II.

Also subject to compliance with the relevant provisions of the *Act*, the corporation may unilaterally redeem all or part of outstanding class "F" shares. The redemption price of a class "F" share is set out in Article 6.7 "Redemption Price" below. The relevant terms and conditions for the unilateral redemption of these shares are set out in Part II.

6.7. REDEMPTION PRICE

The redemption price of a class "F" share is equal to one dollar (\$1.00), in addition to, if applicable, the amount of all dividends then declared but remaining unpaid on such class "F" share.

SECTION 7 - CLASS "G" SHARES

7.1. NUMBER AND VALUE

The number of class "G" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited.

7.2. NO VOTING RIGHT

Subject to the provision of the *Act*, holders of class "G" shares shall not be entitled, in that capacity alone, to vote at any shareholders' meeting, to attend any such meeting or receive notice thereof.

7.3. DIVIDEND

Subject to the rights and privileges attaching to other classes of shares set out in Part II, holders of class "G" shares shall be entitled to receive a dividend in accordance with the amounts and terms set out below.

Such dividend is payable, if declared by the corporation, at such time and in such manner as may be determined by the board of directors.

The holders of class "G" shares shall be entitled to receive, up to the amount of the declared dividend, a maximum non-cumulative dividend equal to up to ten percent (10%) per year, calculated on the redemption price of class "G" shares as defined in Article 7.7 of the present schedule.

The board of directors may, however, declare a dividend to holders of class "G" shares without any obligation to declare or pay a dividend to the holders of any other class of shares.

7.4. REPAYMENT

If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the corporation to the holders of its shares, each holder of class "G" shares shall be entitled in priority to the holders of class "A", class "B", class "C" and class "H" shares, to receive at par with holders of class "D" shares, class "E" and class "F" shares, payment of the redemption price with respect to the class "G" shares, as defined in Article 7.7 "Redemption Price" below. These amounts are paid in accordance with the collocation set out in Part II.

7.5. NO ADDITIONAL PARTICIPATION

Except with regard to the right to dividends and the right to the repayment of capital provided in this section, holders of class "G" shares shall not be entitled to participate in any other distribution of profits or assets of the corporation.

7.6. RIGHT TO REDEEM OR RETRACT SHARES

Subject to compliance with the relevant provisions of the Act, holders of class "G" shares may, at any time and upon written request, demand full or partial retraction of their class "G" shares. The redemption price of a class "G" share is set out in Article 7.7 "Redemption Price" below. The relevant terms and conditions for the retraction of these shares are set out in Part II.

Also subject to compliance with the relevant provisions of the Act, the corporation may unilaterally redeem all or part of outstanding class "G" shares. The redemption price of a class "G" share is set out in Article 7.7 "Redemption Price" below. The relevant terms and conditions for the unilateral redemption of these shares are set out in Part II.

7.7. REDEMPTION PRICE

The redemption price of a class "G" share is equal to one dollar (\$1.00), in addition to, if applicable, the amount of all dividends then declared but remaining unpaid on such class "G" share.

SECTION 8 - CLASS "H" SHARES

8.1. NUMBER AND VALUE

The number of class "H" shares shall be unlimited and the consideration, added to the stated capital account maintained for these shares, shall also be unlimited.

8.2. VOTING RIGHT

Subject to the specific provisions of the Act, holders of Class "H" shares shall be entitled to receive notice of any meeting of the shareholders of the corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote is restricted to the holders of another class of shares, and each class "H" share shall confer unto each holder thereof one hundred (100) votes.

8.3. NO PARTICIPATION

Holders of class "H" shares shall not be entitled to participate in any distribution of profits or assets of the corporation.

8.4. REPAYMENT

If, for any reason, and, in particular, in the event of a dissolution or of a voluntary or involuntary winding-up or liquidation, there is a distribution, in whole or in part, of the property or assets of the corporation to the holders of its shares, , each holder of class "H" shares shall be entitled in priority to the holder of class "A", class "B" and class "C " shares, but after the holders of class "D", class "E", class "F" and class "G" shares, to payment of the redemption price with respect to the class "H" shares,, as defined in Article 8.7 "Redemption Price" below. These amounts are paid in accordance with the collocation set out in Part II.

8.7. REDEMPTION PRICE

The redemption price of a class "H" share is equal to the amount added, in respect of such share upon its issuance, to the stated capital account maintained for the class "H" shares, increased or reduced to take into account any subsequent increase or reduction in the amount of the stated capital relating to such share.

PART II - GENERAL PROVISIONS

SECTION 1 - MAINTENANCE OF REALIZABLE VALUE

In addition to the conditions imposed by the Act, the corporation may not pay any dividend, nor purchase any shares if, as a result, it would be unable to redeem any class "D", "E", "F" or "G" shares issued and outstanding at the time.

SECTION 2 - ESTABLISHMENT OF THE COLLOCATION IN THE EVENT OF LIQUIDATION OR DISSOLUTION

When payable in accordance with the provisions of Part I, the amounts owed to shareholders in the event of the distribution of the assets of the corporation are paid in accordance with the following collocation:

RANK	SHARE CLASS
1 st rank(pari passu)	Class "D"
1 st rank(pari passu)	Class "E"
1 st rank(pari passu)	Class "F"
1 st rank(pari passu)	Class "G"
2 nd rank	Class "H"
1 st rank (pari passu)	Class "A"
1 st rank (pari passu)	Class "B"
1 st rank (pari passu)	Class "C"

In collocation, the holders of each of these classes of shares must receive full payment of the amounts owed to them before the holders of subordinate classes of shares may receive the amounts owed to them.

If the assets of the corporation are insufficient to pay the shareholders of one of these classes in full, the shareholders share the available amounts among themselves in proportion to the number of shares they hold of that class.

Once all amounts have been distributed in accordance with the collocation set out above, the right to repayment of capital expires for all shareholders, whether or not they have received payment.

This collocation is, however, subject to any special provisions found in Part I that may restrict or modify in any way the right to the payment of a dividend for any class of shares, as the case may be.

SECTION 3 – RETRACTION OF SHARES

Each holder of shares of the corporation who wishes to avail himself or herself of his or her right to retract shares shall deliver to the registered office of the corporation or to the office of its transfer agent a notice in writing indicating the number of shares of the applicable class which are being retracted by the shareholder and which are to be redeemed by the corporation as well as the date at which he or she wishes the retraction to take place. This notice shall be sent along with the certificate or certificates representing the shares of the applicable class which are being retracted by the shareholder and which are to be redeemed by the corporation and shall bear the signature of the person registered in the corporate records book as being the holder of these shares of the applicable class or the signature of his or her duly authorized representative.

Upon receipt of this notice and of the certificate or certificates representing the shares of the applicable class which are being retracted by the shareholder and which are to be redeemed by the corporation, and without regard to the other classes of shares, the corporation shall proceed to redeem the shares of the applicable class and shall have thirty (30) days from the date of retraction to pay to the shareholder of the applicable class, or, in the event of a retraction of all of the shares, to the former shareholder of the applicable class, the redemption price of his or her shares.

If the provisions of the Act prevent it from paying the full redemption price to a shareholder or to a former shareholder within the time frame specified above, the corporation shall pay a first instalment of the retraction price within the thirty (30) day time limit, provided that it may legally do so, and it shall pay any unpaid balance as soon as it shall be legally able to do so. The corporation must provide the shareholder in question evidence of its indebtedness toward said shareholder. If only part of the shareholder's issued and outstanding shares is being retracted and redeemed, the corporation shall, without charge, issue to the shareholder in question a new certificate representing his or her shares which have not been retracted and redeemed.

SECTION 4 - REDEMPTION OF SHARES AT THE CORPORATION'S OPTION

If the corporation wishes to exercise its unilateral redemption right under Part I relating to any class of shares, it shall, at least ten (10) days prior to the date scheduled for such redemption, provide notice in writing of its intention to any holder of shares whose shares are to be redeemed and who is registered in the corporate records book on the day when the notice is sent. Such notice shall be sent by registered or certified mail to each shareholder so registered whose shares are to be redeemed, at his or her last-known address indicated in the corporate records book. The accidental failure or involuntary omission to give such notice to any shareholder shall not void the redemption with respect to the shares of any other shareholder who shall have received such notice.

If the corporation proceeds to effect a partial redemption, this redemption shall be carried out proportionally to the number of issued and outstanding shares of the particular being redeemed, regardless of fractional shares. If only part of the shareholder's issued and outstanding shares is being redeemed, the corporation shall, without charge, issue to the shareholder in question a new certificate representing his or her shares which have not been redeemed. However, the shares to be redeemed may be chosen in any other manner, with the unanimous consent of the holders of all the outstanding shares of that class at the time.

The aforementioned notice shall specify the price per share at which the redemption shall take place, the redemption date and the number of shares which are to be redeemed. The notice shall also indicate to any shareholder the date, the time and the place as well as the procedure to be followed for the surrender of the certificate or certificates representing the shares which are to be redeemed and for the payment of the redemption price.

From the date of such unilateral redemption, the holders of the shares in question cease to benefit from the rights attached to such shares, except the right to receive the redemption price.

If the holders of the shares subject to unilateral redemption fail to surrender the certificate or certificates representing the shares which are to be redeemed in accordance with the aforementioned provisions, the corporation then has the right to deposit the redemption price of such shares in a special account with a recognized Canadian financial institution, notice of which shall be given to the registered holders, and the redemption price so deposited is paid without interest to such holders upon surrender of the certificate or certificates representing such shares to the financial institution. Following such deposit, the shares are deemed to have been redeemed and the rights of their holders are limited to receiving from the depositary the redemption price of such shares, without interest, upon surrender of the relevant certificate or certificates.

SECTION 5 - REDEMPTION OF SHARES BY MUTUAL AGREEMENT

In accordance with the provisions of the *Act* and subject to Section 2 above, the corporation may at any time, at its discretion and without giving notice or taking into account other classes of shares, purchase or otherwise acquire by mutual agreement any issued and outstanding shares of its share capital. However, in accordance with Part I, when the rights attached to the shares being purchased by mutual agreement allow the holders thereof to retract or the corporation to redeem such shares, the corporation and the holder of such shares may not agree on a purchase price greater than the price fixed for the redemption of such shares.

SECTION 6 - CANCELLATION OF REDEEMED OR RETRACTED SHARES

In accordance with the provisions of the *Act*, shares retracted by the shareholder and redeemed by the corporation shall be automatically cancelled at the date of their retraction and redemption and the corporation shall reduce accordingly the stated capital account maintained for the shares of the appropriate class.

SECTION 7 - ADMINISTRATIVE REASSESSMENT

If an authority having jurisdiction issues an income tax assessment, after the issuance of a share, on the grounds that the fair market value of the property received by the corporation for the issuance of said share differs from the fair market value agreed upon between the corporation and the shareholder at the time of issuance, then the price of issuance, the retraction or the redemption value, as the case may be, of the share shall be readjusted ipso facto and nunc pro tunc, subject, however, to the right to have the final determination of the adjustment made by the courts pursuant to a contestation of the assessment and, provided that in the event of a difference between the federal and provincial assessments, the abovementioned adjustment shall be made on the basis of the lesser of the amounts established by an uncontested assessment or by a final judgment, as the case may be.

If, prior to determining the adjusted redemption value, the corporation has redeemed one or more of such shares, then the corporation must pay the holder of the redeemed shares an amount equal to the difference between the adjusted redemption value and the original redemption value, if the latter is less than the former. Conversely, the holder of the redeemed shares must, if applicable, repay any amount in excess of the adjusted redemption value he may have received from the corporation.

SECTION 8 - FAIR MARKET VALUE ASSESSMENT

The fair market value of a share on the date of exercise of a right to retract or redeem shares is established by mutual agreement between the holders of the shares in question and the corporation. Said shareholders and the corporation must determine the fair market value using fair and reasonable means that reflects their true intention to transact at fair market value. In the event of disagreement as to the fair market value of the shares, the holders of the shares in question and the corporation must appoint an independent professional valuator, by mutual agreement, to determine the fair market value of such shares. The professional valuator's fees are borne equally by the holders of the shares in question and the corporation.

SCHEDULE B
PERTAINING TO
RESTRICTIONS ON THE TRANSFER OF SHARES OF THE CORPORATION
GOVERNED BY THE *CANADA BUSINESS CORPORATIONS ACT*

Any transfer of shares shall be subject to the following restriction and terms:

Any shareholder who wants to transfer his shares shall apply to the corporation in writing for consent and provide therein the name, address and phone number of the acquirer or transferee, as well as the duly endorsed share certificate, if any. The transfer of shares may not occur without the consent of the Board of Directors. Within sixty (60) days of the receipt of the request, the Board of Directors shall record its decision in the resolution and give its reasons in case of refusal. Should the Board of Directors fail to record its decision within the prescribed delay, it is deemed to have accepted the transfer.

**SCHEDULE C
PERTAINING TO
OTHER PROVISIONS OF THE CORPORATION
GOVERNED BY THE CANADA BUSINESS CORPORATIONS ACT**

1) BORROWING POWERS

In addition to the powers conferred by the articles, and without restricting the generality of the powers conferred upon the Board of Directors by Section 189 of the *Canada Business Corporations Act*, R.S.C., 1985, c. C-44, the Board of Directors, if it sees fit, and without having to obtain the authorization of the shareholders, may:

- a) Borrow money on the credit of the Corporations;
- b) Issue, reissue, sell or pledge debt obligations of the Corporations;
- c) Give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person;
- d) Grant a hypothec or a mortgage, even a floating hypothec or charge, on a universality of property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation; and
- e) Delegate one (1) or more of the above-mentioned powers to a director, to an Executive Committee, to a committee of the Board of Directors or to an officer of the Corporation.

2) UNANIMOUS SHAREHOLDER AGREEMENT

Where, pursuant to the articles, a power, which is to be exercised by the Board of Directors, has been withdrawn from the authority of the Board of Directors in order to be assumed by the shareholders pursuant to a unanimous shareholder agreement according to Section 146 of the *Canada Business Corporations Act*, any reference in the articles or in the by-laws to the exercise of such power by the Board of Directors or by one (1) or more directors shall be read as a reference to an exercise of this power by the meeting of the shareholders pursuant to the unanimous shareholder agreement.

3) RESTRICTIONS ON THE TRANSFER OF SECURITIES

Any transfer of securities other than shares and non-convertible debt securities shall be subject to the following restriction and terms:

- a) For as long as the corporation will benefit from the private issuer status, as defined in Regulation 45-106, respecting prospectus exemptions, R.Q. c. V-1.1, r.21, as amended from time to time, any transfer of securities of the corporation, other than non-convertible debt securities, must either be approved by the Board of Directors or be made in accordance with restrictions provided for in any security holders' agreement;

- b) Any holder who wants to transfer his security shall apply to the corporation in writing for consent and provide therein the name, address and phone number of the acquirer or transferee, as well as any document attesting the existence of the right granted by the security, if any. Any such document shall be duly endorsed. The transfer of securities may not occur without the consent of the Board of Directors. Within sixty (6) days of the receipt of the request, the Board of Directors shall record its decision in a resolution and give its reasons in the case of refusal. Should the Board of Directors fail to record its decision within the prescribed delay, it is deemed to have accepted the transfer;
- c) In the event of a security transfer where the document attesting that security has been lost, stolen or destroyed, the corporation may issue to the security holder a new document, if the request for replacement was made before the corporation was notified of the acquisition of the securities by a good faith acquirer or transferee, the security holder provides sufficient indemnity and satisfies all other reasonable requirements determined by the corporation; and
- d) Any restriction on the transfer of securities shall be clearly mentioned on any document attesting the right granted by a security.

4) PRIVATE ISSUER

The corporation may not issue any securities, including shares of its capital stock, if such issuance causes the corporation to lose its status as private issuer under applicable securities legislation.



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

Zatnick 2020 inc.

2 Address of registered office
Adresse du siège social

Care of / À l'attention de : Nicole Héroux
15 rue du Lipizzan
Blainville QC J7C 4X4

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

Wayne Zacard

15 Rue du Lipizzan, Blainville QC
J7C 4X4, Canada

Resident Canadian
Résident Canadien

Yes / Oui

Nicole Héroux

15 Rue du Lipizzan, Blainville QC
J7C 4X4, 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
Nicole Héroux

Nicole Héroux
450-433-0277

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.