

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

EPAS ID: PAT7354566

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	01/01/2022
<b>RESUBMIT DOCUMENT ID:</b>	507215698
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
CAR-BER INVESTMENTS INC.	01/01/2022
<b>NEWLY MERGED ENTITY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
CB CANADA ACQUISITION, INC.	01/01/2022
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>	
<b>Name:</b>	CB CANADA ACQUISITION, INC.
<b>Street Address:</b>	345 KING STREET WEST
<b>Internal Address:</b>	UNIT 600
<b>City:</b>	KITCHENER, ONTARIO
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	N2G 0C5
<b>PROPERTY NUMBERS Total: 15</b>	
<b>Property Type</b>	<b>Number</b>
Patent Number:	7395695
Patent Number:	7827853
Patent Number:	7845211
Patent Number:	7874217
Patent Number:	8015859
Patent Number:	8573655
Patent Number:	8955551
Patent Number:	9410655
Patent Number:	9181782
Patent Number:	9644448
Patent Number:	9664326
Patent Number:	9746120
Patent Number:	9857014

Property Type	Number
Patent Number:	10295102
Patent Number:	10295103

#### CORRESPONDENCE DATA

**Fax Number:** (617)305-3198

***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:** 6175893898

**Email:** mail@davismalm-docketing.com

**Correspondent Name:** RICHARD L. SAMPSON

**Address Line 1:** ONE BOSTON PLACE

**Address Line 4:** BOSTON, MASSACHUSETTS 02108

<b>ATTORNEY DOCKET NUMBER:</b>	16024 CAR-BER
<b>NAME OF SUBMITTER:</b>	RICHARD L. SAMPSON
<b>SIGNATURE:</b>	/rls/
<b>DATE SIGNED:</b>	05/27/2022

#### Total Attachments: 20

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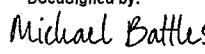
**Schedule A****STATEMENT OF DIRECTOR**

**RE: Amalgamation of CB Canada Acquisition, Inc. and Car-Ber Investments Inc.**

I, Michael Battles, make this statement in respect of the amalgamation of CB Canada Acquisition, Inc. and Car-Ber Investments Inc. (the "**Amalgamation**") pursuant to Section 178(2) of the *Business Corporations Act* (Ontario) (the "**Act**"):

1. I am a director of each of CB Canada Acquisition, Inc. and Car-Ber Investments Inc. (the "**Corporations**").
2. I have conducted an examination of the books and records of the Corporations and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
  - (a) the Corporations are, and the amalgamated corporation (the "**Amalgamated Corporation**") continuing from the Amalgamation will be, able to pay their respective liabilities as they become due;
  - (b) 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; and
  - (c) no creditor of the Corporation will be prejudiced by the Amalgamation.

DATED December 3, 2021.

DocuSigned by:  
  
01602058A89B4F2...  
Michael Battles

**SCHEDULE B**  
**RESOLUTIONS OF THE DIRECTORS**  
**OF**  
**CB CANADA ACQUISITION, INC.**  
**(the "Corporation")**  
**DATED DECEMBER 3, 2021.**

**APPROVAL OF AMALGAMATION WITH CAR-BER INVESTMENTS INC.**

**CONTEXT:**

- A. The Corporation and Car-Ber Investments Inc. are both governed by the *Business Corporations Act* (Ontario) (the "Act").
- B. Car-Ber Investments Inc. is the Corporation's wholly-owned subsidiary.
- C. The Corporation and Car-Ber Investments Inc. have agreed to amalgamate pursuant to section 177(1) of the Act.

**RESOLVED THAT:**

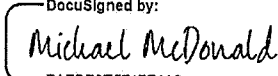
- 1. The Corporation's amalgamation with Car-Ber Investments Inc., pursuant to section 177(1) of the Act, is approved.
- 2. Upon the issuance of the Certificate of Amalgamation, all shares in the capital of Car-Ber Investments Inc., including all shares that have been issued and are outstanding, will be cancelled without any repayment of capital in respect of those shares.
- 3. Upon the issuance of the Certificate of Amalgamation, the issued and outstanding shares of the Corporation will be the shares of the amalgamated corporation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Corporation's Articles.
- 5. No securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. The by-laws of the amalgamated corporation will be the same as the Corporation's by-laws.
- 7. The directors of the Corporation will be the directors of the amalgamated corporation.
- 8. Any director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to execute and deliver all documents and instruments, and to perform and do all acts and things, as that director or officer considers necessary or desirable to give effect to these resolutions, including signing Articles of Amalgamation and filing them with the Director under the Act.

**[SIGNATURE PAGE FOLLOWS]**

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The foregoing is certified to be a true copy of resolutions of the directors of CB Canada Acquisition, Inc., passed on December 3, 2021 which resolutions remain in full force and effect, unamended as of the date of this certificate.

DATED December 3, 2021.

DocuSigned by:  
  
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Michael R. McDonald – Assistant Secretary

*Certified Resolutions – CB Canada Acquisition, Inc.- Amalgamation*

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**PATENT**  
**REEL: 060408 FRAME: 0567**

**SCHEDULE B-1**  
**RESOLUTIONS OF THE DIRECTORS**  
**OF**  
**CAR-BER INVESTMENTS INC.**  
(the "Corporation")  
**DATED DECEMBER 3, 2021**

**APPROVAL OF AMALGAMATION WITH CB CANADA ACQUISITION, INC.**

**CONTEXT:**

- A. The Corporation and CB Canada Acquisition, Inc. are both governed by the *Business Corporations Act* (Ontario) (the "Act").
- B. The Corporation is a wholly-owned subsidiary of CB Canada Acquisition, Inc.
- C. The Corporation and CB Canada Acquisition, Inc. have agreed to amalgamate pursuant to section 177(1) of the Act.

**RESOLVED THAT:**

- 1. The Corporation's amalgamation with CB Canada Acquisition, Inc., pursuant to section 177(1) of the Act, is approved.
- 2. Upon the issuance of the Certificate of Amalgamation, all shares in the capital of the Corporation, including all shares that have been issued and are outstanding, will be cancelled without any repayment of capital in respect of those shares.
- 3. Upon the issuance of the Certificate of Amalgamation, the issued and outstanding shares of CB Canada Acquisition, Inc. will be the shares of the amalgamated corporation.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Articles of CB Canada Acquisition, Inc.
- 5. No securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. The by-laws of the amalgamated corporation will be the same as the by-laws of CB Canada Acquisition, Inc.
- 7. The directors of CB Canada Acquisition, Inc. will be the directors of the amalgamated corporation.
- 8. Any director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to execute and deliver all documents and instruments, and to perform and do all acts and things, as that director or officer considers necessary or desirable to give effect to these resolutions, including signing Articles of Amalgamation and filing them with the Director under the Act.

**[SIGNATURE PAGE FOLLOWS]**

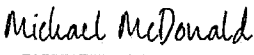
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**PATENT**  
**REEL: 060408 FRAME: 0568**

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The foregoing is certified to be a true copy of resolutions of the directors of Car-Ber Investments Inc., passed on December 3, 2021 which resolutions remain in full force and effect, unamended as of the date of this certificate.

DATED December 3, 2021.

DocuSigned by:  
  
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\_\_\_\_\_  
Michael R. McDonald- Assistant Secretary

*Certified Resolutions – Car-Ber Investments Inc.- Amalgamation*

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**PATENT**  
**REEL: 060408 FRAME: 0569**

Ministry of Government and  
Consumer Services

# Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name  
CB CANADA ACQUISITION, INC.

2. Registered Office Address  
345 King Street West, 600, Kitchener, Ontario, Canada, N2G0C5

3. Number of Directors  
Minimum/Maximum

Min 1 / Max 10

4. The director(s) is/are:

Full Name

Michael BATTLES

Resident Canadian

No

Address for Service

42 Longwater Drive, P.O. 9149, Norwell, Massachusetts, United States, 02061

Full Name

Eric W. GERSTENBERG

Resident Canadian

No

Address for Service

42 Longwater Drive, P.O. 9149, Norwell, Massachusetts, United States, 02061

Full Name

Brian GRANT

Resident Canadian

Yes

Address for Service

2700 61 Avenue Se, Calgary, Alberta, Canada, T2C 4V2

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.  
Certified a true copy of the record of the Ministry of Government and Consumer Services.

A handwritten signature in cursive script, reading "Barbara Duckitt".

Director/Registrar, Ministry of Government and Consumer Services



## 5. Method of Amalgamation

B. Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries.

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.

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
CB CANADA ACQUISITION, INC.	1839837	December 03, 2021
CAR-BER INVESTMENTS INC.	1887865	December 03, 2021

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:

an unlimited number of Class A Preferred Shares an unlimited number of Class B Preferred Shares an unlimited number of Class A Common Shares an unlimited number of Class B Common Shares

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

Preferred Shares. The Class A Preferred Shares and the Class B Preferred Shares (collectively the "Preferred Shares.") shall have the powers, preferences and rights, with the qualifications, limitations and restrictions thereof, set forth in this Section 1. 1.1

Definitions. For purposes of this Section 1, the following definitions shall apply: "Junior Securities" means any of the Corporation's equity securities other than the Preferred Shares. "Original Class A Issue Price" means \$9,900 per share of Class A Preferred Shares (as adjusted for any share splits, share dividends, recapitalizations or the like with respect to the Class A Preferred Shares). "Original Class B Issue Price" means \$9,900 per share of Class B Preferred Shares (as adjusted for any share splits, share dividends, recapitalizations or the like with respect to the Class B Preferred Shares). "Qualified IPO" means the sale of the Corporation's Common Shares (as defined below) pursuant to a firm commitment underwritten public offering. 1.2

Dividends. The holders of then-outstanding Class A Preferred Shares shall be entitled to receive cumulative dividends, which shall accumulate on each such Class A Preferred Share from the date such share was originally issued by the Corporation, whether or not declared or paid, out of any assets legally available therefore, pari passu with the cumulative dividends on the Class B Preferred Shares described in this Section 1.2, prior and in preference to any declaration or payment of any dividend to the holders of Junior Securities (other than a share dividend or other distribution declared and paid on the Common Shares that is payable in Common Shares), at the rate of eight percent (8%) of the Original Class A Issue Price per annum. The holders of then-outstanding Class B Preferred Shares shall be entitled to receive cumulative dividends, which shall accumulate on each such

share of Class B Preferred Shares from the date such share was originally issued by the Corporation, whether or not declared or paid, out of any assets legally available therefore, *pari passu* with the cumulative dividends on the Class A Preferred Shares described in this Section 1.2, and prior and in preference to any declaration or payment of any dividend to the holders of Junior Securities (other than a dividend or other distribution declared and paid on the Common Shares that is payable in Common Shares), at the rate of eight percent (8%) of the Original Class B Issue Price per annum. All cumulative dividends payable pursuant to this Section 1.2 (a) with respect to Class A Preferred Shares shall be paid, at the option of the Company in the sole discretion of its Board of Directors, in either cash or additional Class A Preferred Shares valued at the Original Class A Issue Price per share; and (b) with respect to Class B Preferred Shares shall be paid, at the option of the Company in the sole discretion of its Board of Directors, in either cash or additional Class B Preferred Shares valued at the Original Class B Issue Price per share (any such additional Class A or Class B Preferred Shares, "Additional Shares"). Cumulative dividends on the Preferred Shares will accrue but payments shall be deferred until: (a) such time as the Corporation's Board of Directors declares the same, in its sole discretion, when, as and if declared, out of funds legally available therefore; or (b) such time as the Corporation is obligated to pay such dividends pursuant to the provisions of Section 1.4 below in connection with a liquidation, dissolution or winding up of the Corporation or consummation of a Qualified IPO. No interest shall accrue on accumulated dividends. The Corporation shall, no later than the time that accumulated dividends are payable pursuant to this Section 1.2, authorize for issuance the full number of Preferred Shares issuable in payment of such accumulated dividends, as applicable. All Preferred Shares issuable in payment of accumulated dividends shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges.

**1.3 Voting Rights.** The holders of Preferred Shares shall be entitled to notice of all shareholders meetings in accordance with the Corporation's bylaws, and except as otherwise required by law, the holders of the Preferred Shares shall be entitled to vote on all matters submitted to the shareholders for a vote together with the holders of the Common Shares voting together as a single class, with each Common Share entitled to one vote per share and each Preferred Share entitled to one vote per share.

**1.4 Liquidation.** Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the funds and assets that may be legally distributed to the Corporation's shareholders shall be distributed and paid in the following order: (a) first, to the holders of Class A Preferred Shares, *pro rata* according to the number of such shares held by each holder thereof, in an amount equal to the Original Class A Issue Price for such shares, and to the holders of Class B Preferred Shares, *pro rata* according to the number of such shares held by each holder thereof, in an amount equal to the Original Class B Issue Price for such shares; (b) second, to the holders of Preferred Shares (and holders of Additional Shares issued in payment of accumulated dividends on the Preferred Shares), *pro rata* according to the number of such shares held by each holder thereof, in an amount equal to all accrued or declared but unpaid dividends on the Preferred Shares and the Additional Shares; (c) third, to the holders Common Shares, *pro rata* according to the number of such shares held by each holder thereof. For purposes of this Section 1.4, consummation of a Qualified IPO shall be deemed to be a liquidation, dissolution and winding up of the Corporation, and, in such event, the holders of the Preferred Shares shall be entitled to receive, in exchange for the cancellation of their Preferred Shares, payment of an amount equal to the amounts payable with respect to the Preferred Shares upon a liquidation, dissolution or winding up, as provided in this Section 1.4. Whenever a distribution provided for in this Section 1.4 is payable in property other than cash, the value of such distribution shall be the fair market value of such consideration as determined in good faith by the Board of Directors as of the date of such distribution.

**1.5 No Redemption.** Preferred Shares shall not be redeemable by the Corporation.

**1.6 No Conversion.** Preferred Shares shall not be convertible into any other securities of the Corporation or otherwise.

**2. Common Shares.** The following is a statement of the powers, preferences and participating, optional or other special rights, and the qualifications, limitations and restrictions of the Class A Common Shares and the Class B Common Shares (collectively, the "Common Shares") of the Corporation:

**2.1 Liquidation.** The holders of the Common Shares shall have the rights upon the liquidation, dissolution or winding up of the Corporation as set forth in Section 1.4 above.

**2.2 Amendments to the Articles.** Except as otherwise provided by law, the provisions of the articles shall not be modified, revised, altered or amended, repealed or rescinded in whole or in part, without the approval of a majority of the votes entitled to be cast by the holders of the Common Shares and the Preferred Shares (collectively the "Shares") voting together as a single class; for greater certainty, each of the holders of the Shares shall not be entitled to vote separately as a class or to dissent upon a proposal to amend the articles: (i) to increase or decrease any maximum number of authorized shares of such class; (ii) to increase any maximum number of authorized shares of any other class having rights or privileges equal or superior to the shares of such class; (iii) to effect an exchange, reclassification or cancellation of the shares of such class; or (iv) to create a new class of shares equal or superior to the shares of such class.

**2.3 Voting Rights.** In addition to the voting rights set forth in Section 1.3 above, each shareholder of record shall have one vote for each Share which is outstanding in his, her or its name on the books of

the Corporation and which is entitled to vote. In the election of directors, each shareholder shall be entitled to cast for any one candidate no greater number of votes than the number of Shares held by such shareholder; no shareholder shall be entitled to cumulate votes on behalf of any candidate. Holders of Shares of the Corporation shall not have preemptive rights. 2.4 Record Holders. The Corporation shall be entitled to treat the person or entity in whose name any share (or fractional share) of its share is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person or entity, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

No securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (b) the holders of at least 51% of the outstanding voting shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding voting shares of the Corporation.

10. Other provisions:

None

The articles have been properly executed by the required person(s).

Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.  
Certified a true copy of the record of the Ministry of Government and Consumer Services.

*Barbara Duckitt*

Director/Registrar, Ministry of Government and Consumer Services

Supporting Document - Schedule "B"

The directors' resolutions of each amalgamating corporation as required under section 177 of the Business Corporations Act

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.  
Certified a true copy of the record of the Ministry of Government and Consumer Services.

*Barbara Duckitt*

Director/Registrar, Ministry of Government and Consumer Services



Ministère des Services gouvernementaux et des  
Services aux consommateurs

## Statuts de fusion

Loi sur les sociétés par actions

1. Dénomination de la société issue de la fusion

CB CANADA ACQUISITION, INC.

2. Adresse du siège social

345 King Street West, 600, Kitchener, Ontario, Canada, N2G0C5

3. Nombre d'administrateurs

Minimum ou maximum

Min. 1 / Max. 10

4. L'administrateur est/Les administrateurs sont:

Nom complet

Résident canadien

Adresse aux fins de signification

Michael BATTLES

Non

42 Longwater Drive, P.O. 9149, Norwell, Massachusetts, États-Unis, 02061

Nom complet

Résident canadien

Adresse aux fins de signification

Eric W. GERSTENBERG

Non

42 Longwater Drive, P.O. 9149, Norwell, Massachusetts, États-Unis, 02061

Nom complet

Résident canadien

Adresse aux fins de signification

Brian GRANT

Oui

2700 61 Avenue Se, Calgary, Alberta, Canada, T2C 4V2

Les statuts de fusion à l'égard desquels une inscription a été produite sont incomplets sans le certificat de fusion.  
Copie certifiée conforme du dossier du ministère des Services gouvernementaux et des Services aux consommateurs.

A handwritten signature in dark ink, appearing to read "Barbara Duckitt".

Directeur ou registraire, ministère des Services gouvernementaux et des Services aux consommateurs

## 5. Méthode de fusion

B. Fusion d'une corporation de portefeuille avec une ou plusieurs de ses filiales ou fusion de filiales.

La fusion a été dûment approuvée par les administrateurs de chacune des sociétés qui fusionnent, comme l'exige le paragraphe 177 de la Loi sur les sociétés par actions à la date indiquée ci-dessous.

Dénomination et numéro de société de l'Ontario de chaque société qui fusionne et date d'adoption ou d'approbation par chaque société:

Dénomination sociale	NSO	Date d'adoption ou d'approbation
CB CANADA ACQUISITION, INC.	1839837	03 décembre 2021
CAR-BER INVESTMENTS INC.	1887865	03 décembre 2021

6. Restrictions, le cas échéant, liées aux activités ou aux pouvoirs que peut exercer la société : S'il n'y en a aucune, inscrire « Aucune » :

None

7. Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:

an unlimited number of Class A Preferred Shares an unlimited number of Class B Preferred Shares an unlimited number of Class A Common Shares an unlimited number of Class B Common Shares

8. Droits, privilèges, restrictions et conditions, le cas échéant, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peuvent être émises en série : S'il n'y a qu'un seul type d'actions, inscrire « Ne s'applique pas ».

Preferred Shares. The Class A Preferred Shares and the Class B Preferred Shares (collectively the "Preferred Shares.") shall have the powers, preferences and rights, with the qualifications, limitations and restrictions thereof, set forth in this Section 1. 1.1 Definitions. For purposes of this Section 1, the following definitions shall apply: "Junior Securities" means any of the Corporation's equity securities other than the Preferred Shares. "Original Class A Issue Price" means \$9,900 per share of Class A Preferred Shares (as adjusted for any share splits, share dividends, recapitalizations or the like with respect to the Class A Preferred Shares). "Original Class B Issue Price" means \$9,900 per share of Class B Preferred Shares (as adjusted for any share splits, share dividends, recapitalizations or the like with respect to the Class B Preferred Shares). "Qualified IPO" means the sale of the Corporation's Common Shares (as defined below) pursuant to a firm commitment underwritten public offering. 1.2 Dividends. The holders of then-outstanding Class A Preferred Shares shall be entitled to receive cumulative dividends, which shall accumulate on each such Class A Preferred Share from the date such share was originally issued by the Corporation, whether or not declared or paid, out of any assets legally available therefore, pari passu with the cumulative dividends on the Class B Preferred Shares described in this Section 1.2, prior and in preference to any declaration or payment of any dividend to the holders of Junior Securities (other than a share dividend or other distribution declared and paid on the Common Shares that

is payable in Common Shares), at the rate of eight percent (8%) of the Original Class A Issue Price per annum. The holders of then-outstanding Class B Preferred Shares shall be entitled to receive cumulative dividends, which shall accumulate on each such share of Class B Preferred Shares from the date such share was originally issued by the Corporation, whether or not declared or paid, out of any assets legally available therefore, pari passu with the cumulative dividends on the Class A Preferred Shares described in this Section 1.2, and prior and in preference to any declaration or payment of any dividend to the holders of Junior Securities (other than a dividend or other distribution declared and paid on the Common Shares that is payable in Common Shares), at the rate of eight percent (8%) of the Original Class B Issue Price per annum. All cumulative dividends payable pursuant to this Section 1.2 (a) with respect to Class A Preferred Shares shall be paid, at the option of the Company in the sole discretion of its Board of Directors, in either cash or additional Class A Preferred Shares valued at the Original Class A Issue Price per share; and (b) with respect to Class B Preferred Shares shall be paid, at the option of the Company in the sole discretion of its Board of Directors, in either cash or additional Class B Preferred Shares valued at the Original Class B Issue Price per share (any such additional Class A or Class B Preferred Shares, "Additional Shares"). Cumulative dividends on the Preferred Shares will accrue but payments shall be deferred until: (a) such time as the Corporation's Board of Directors declares the same, in its sole discretion, when, as and if declared, out of funds legally available therefore; or (b) such time as the Corporation is obligated to pay such dividends pursuant to the provisions of Section 1.4 below in connection with a liquidation, dissolution or winding up of the Corporation or consummation of a Qualified IPO. No interest shall accrue on accumulated dividends. The Corporation shall, no later than the time that accumulated dividends are payable pursuant to this Section 1.2, authorize for issuance the full number of Preferred Shares issuable in payment of such accumulated dividends, as applicable. All Preferred Shares issuable in payment of accumulated dividends shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges.

**1.3 Voting Rights.** The holders of Preferred Shares shall be entitled to notice of all shareholders meetings in accordance with the Corporation's bylaws, and except as otherwise required by law, the holders of the Preferred Shares shall be entitled to vote on all matters submitted to the shareholders for a vote together with the holders of the Common Shares voting together as a single class, with each Common Share entitled to one vote per share and each Preferred Share entitled to one vote per share.

**1.4 Liquidation.** Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the funds and assets that may be legally distributed to the Corporation's shareholders shall be distributed and paid in the following order: (a) first, to the holders of Class A Preferred Shares, pro rata according to the number of such shares held by each holder thereof, in an amount equal to the Original Class A Issue Price for such shares, and to the holders of Class B Preferred Shares, pro rata according to the number of such shares held by each holder thereof, in an amount equal to the Original Class B Issue Price for such shares; (b) second, to the holders of Preferred Shares (and holders of Additional Shares issued in payment of accumulated dividends on the Preferred Shares), pro rata according to the number of such shares held by each holder thereof, in an amount equal to all accrued or declared but unpaid dividends on the Preferred Shares and the Additional Shares; (c) third, to the holders Common Shares, pro rata according to the number of such shares held by each holder thereof. For purposes of this Section 1.4, consummation of a Qualified IPO shall be deemed to be a liquidation, dissolution and winding up of the Corporation, and, in such event, the holders of the Preferred Shares shall be entitled to receive, in exchange for the cancellation of their Preferred Shares, payment of an amount equal to the amounts payable with respect to the Preferred Shares upon a liquidation, dissolution or winding up, as provided in this Section 1.4. Whenever a distribution provided for in this Section 1.4 is payable in property other than cash, the value of such distribution shall be the fair market value of such consideration as determined in good faith by the Board of Directors as of the date of such distribution.

**1.5 No Redemption.** Preferred Shares shall not be redeemable by the Corporation.

**1.6 No Conversion.** Preferred Shares shall not be convertible into any other securities of the Corporation or otherwise.

**2. Common Shares.** The following is a statement of the powers, preferences and participating, optional or other special rights, and the qualifications, limitations and restrictions of the Class A Common Shares and the Class B Common Shares (collectively, the "Common Shares") of the Corporation:

**2.1 Liquidation.** The holders of the Common Shares shall have the rights upon the liquidation, dissolution or winding up of the Corporation as set forth in Section 1.4 above.

**2.2 Amendments to the Articles.** Except as otherwise provided by law, the provisions of the articles shall not be modified, revised, altered or amended, repealed or rescinded in whole or in part, without the approval of a majority of the votes entitled to be cast by the holders of the Common Shares and the Preferred Shares (collectively the "Shares") voting together as a single class; for greater certainty, each of the holders of the Shares shall not be entitled to vote separately as a class or to dissent upon a proposal to amend the articles: (i) to increase or decrease any maximum number of authorized shares of such class; (ii) to increase any maximum number of authorized shares of any other class having rights or privileges equal or superior to the shares of such class; (iii) to effect an exchange, reclassification or cancellation of the shares of such class; or (iv) to create a new class of



shares equal or superior to the shares of such class. 2.3 Voting Rights. In addition to the voting rights set forth in Section 1.3 above, each shareholder of record shall have one vote for each Share which is outstanding in his, her or its name on the books of the Corporation and which is entitled to vote. In the election of directors, each shareholder shall be entitled to cast for any one candidate no greater number of votes than the number of Shares held by such shareholder; no shareholder shall be entitled to cumulate votes on behalf of any candidate. Holders of Shares of the Corporation shall not have preemptive rights. 2.4 Record Holders. The Corporation shall be entitled to treat the person or entity in whose name any share (or fractional share) of its share is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person or entity, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

9. Restrictions, le cas échéant, concernant l'émission, le transfert ou la propriété d'actions : S'il n'y en a aucune, inscrire « Aucune » :

No securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (b) the holders of at least 51% of the outstanding voting shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding voting shares of the Corporation.

10. Autres dispositions:

None

Les statuts ont été correctement signés par les personnes autorisées.

Document à l'appui - Appendice « A »

Déclaration d'un administrateur ou d'un dirigeant de chaque société qui fusionne, comme l'exige le paragraphe 178(2) de la Loi sur les sociétés par actions.

Les statuts de fusion à l'égard desquels une inscription a été produite sont incomplets sans le certificat de fusion.  
Copie certifiée conforme du dossier du ministère des Services gouvernementaux et des Services aux consommateurs.

*Barbara Duckitt*

Directeur ou registraire, ministère des Services gouvernementaux et des Services aux consommateurs

Document à l'appui - Appendice « 8 »

Résolution des administrateurs pour chaque société qui fusionne, comme l'exige l'article 177 de la Loi sur les sociétés par actions

Les statuts de fusion à l'égard desquels une inscription a été produite sont incomplets sans le certificat de fusion.  
Copie certifiée conforme du dossier du ministère des Services gouvernementaux et des Services aux consommateurs.

*Barbara Duckitt*

Directeur ou registraire, ministère des Services gouvernementaux et des Services aux consommateurs

# Certificate of Amalgamation

# Certificat de fusion

Business Corporations Act

Loi sur les sociétés par actions

CB CANADA ACQUISITION, INC.

Corporation Name / Dénomination sociale

1000060724

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en  
vigueur le

January 01, 2022 / 01 janvier 2022

*Barbara Duckitt*

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amalgamation is not complete  
without the Articles of Amalgamation

Certified a true copy of the record of the  
Ministry of Government and Consumer Services.

*Barbara Duckitt*

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne  
contient pas les statuts de fusion

Copie certifiée conforme du dossier du  
ministère des Services gouvernementaux et des  
Services aux consommateurs.

*Barbara Duckitt*

Directeur ou registraire

**PATENT**

**RECORDED: 04/05/2022**

**REEL: 060408 FRAME: 0582**