

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: PATI678405

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	06/07/2024

CONVEYING PARTY DATA

Name	Execution Date
LIFTWERX ACQUIRECO, INC.	06/07/2024
Z CUBED HOLDINGS INC.	06/07/2024
FATMEN HOLDINGS INC.	06/07/2024
LIFTWERX HOLDINGS INC.	06/07/2024

NEWLY MERGED ENTITY DATA

Name	Execution Date
LIFTWERX SOLUTIONS INC.	06/07/2024

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Company Name:	LIFTWERX SOLUTIONS INC.
Street Address:	135 Werlich Dr.
Internal Address:	Unit # 2
City:	Cambridge
State/Country:	CANADA
Postal Code:	N1T 1N7

PROPERTY NUMBERS Total: 15

Property Type	Number
Application Number:	18652245
Application Number:	18554036
Application Number:	63635048
Application Number:	63649059
Patent Number:	11168671
Patent Number:	11661923
Patent Number:	10988351
Patent Number:	11261063
Patent Number:	11459216
Patent Number:	11866306
Patent Number:	11434879

Property Type	Number
Patent Number:	11661924
Patent Number:	11221000
Patent Number:	12065333
Patent Number:	12006917

CORRESPONDENCE DATA

Fax Number:

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: +1-519-474-0700
Email: patents@brunetco.com
Correspondent Name: Miss. Hannah Quigley
Address Line 1: 341 Talbot Street
Address Line 2: Suite 123
Address Line 4: London, CANADA N6A 2R5

ATTORNEY DOCKET NUMBER:	LIF-0027-US
NAME OF SUBMITTER:	Patents Admin
SIGNATURE:	Patents Admin
DATE SIGNED:	12/06/2024

Total Attachments: 19

source=2024-06-07-Certificate and Articles of Amalgamation#page1.tiff
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Certificate of Amalgamation

Business Corporations Act

Certificat de fusion

Loi sur les sociétés par actions

LIFTWERX SOLUTIONS INC.

Corporation Name / Dénomination sociale

1000917142

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

June 07, 2024 / 07 juin 2024

V. Quintanilla W.

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 Public and Business Service Delivery.

V. Quintanilla W.
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 au public et aux
entreprises.

V. Quintanilla W.
Directeur ou registrateur

PATENT
REEL: 069534 FRAME: 0049



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name
LIFTWERX SOLUTIONS INC.

2. Registered Office Address
199 Bay Street, Unit 4000, Toronto, Ontario, M5L1A9, Canada

3. Number of Directors
Minimum/Maximum Min 1 / Max 10

4. The director(s) is/are:
Full Name GLEN AITKEN
Resident Canadian Yes
Address for Service 135 Werlich Drive, Unit 2, Cambridge, Ontario, N1T1N7, Canada

Full Name ALEX NISICHENKO
Resident Canadian No
Address for Service 65 East 55th Street, Park Avenue Tower, New York, New York, 10022, United States

Full Name JULEN URIGUEN
Resident Canadian No
Address for Service 65 East 55th Street, Park Avenue Tower, New York, New York, 10022, United States

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

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
LIFTWERX ACQUIRECO, INC.	1000896868	June 07, 2024
Z CUBED HOLDINGS INC.	2501986	June 07, 2024
FATMEN HOLDINGS INC.	2501985	June 07, 2024
LIFTWERX HOLDINGS INC.	2501980	June 07, 2024
LIFTWERX SOLUTIONS INC.	2501970	June 07, 2024

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:

The Corporation is authorized to issue an unlimited number of Class A common shares and 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":

1. Class A common shares

1.1 The holders of the Class A common shares shall be entitled to attend and vote at all meetings of shareholders of the Corporation and shall be entitled to receive notice of any meeting of the shareholders of the Corporation not less than 10 days prior to any such meeting, except meetings at which only holders of another specified class of shares are entitled to vote.

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

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V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

1.2 Subject to the Business Corporations Act (Ontario), the holders of the Class A common shares shall be entitled together and pari passu with the holders of the Class B common shares, to receive dividends at such rate or rates and at such time or times as from time to time determined by resolution of the directors.

1.3 The holders of the Class A common shares shall be entitled together and pari passu with the holders of the Class B common shares to receive the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

2. Class B common shares

2.1 The holders of the Class B common shares shall be entitled to attend and vote at all meetings of shareholders of the Corporation and shall be entitled to receive notice of any meeting of the shareholders of the Corporation not less than 11 days prior to any such meeting, except meetings at which only holders of another specified class of shares are entitled to vote.

2.2 Subject to the Business Corporations Act (Ontario), the holders of the Class B common shares shall be entitled together and pari passu with the holders of the Class A common shares, to receive dividends at such rate or rates and at such time or times as from time to time determined by resolution of the directors.

2.3 The holders of the Class B common shares shall be entitled together and pari passu with the holders of the Class A common shares to receive the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

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 a majority of the outstanding shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of a majority of such shares.

10. Other provisions:

None

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

The endorsed Articles of Amalgamation are not complete without the Certificate of Amalgamation.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

PATENT
REEL: 069534 FRAME: 0052

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 Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

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REEL: 069534 FRAME: 0053

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 Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

PATENT
REEL: 069534 FRAME: 0054

SCHEDULE "A"

STATEMENT OF DIRECTOR OF EACH OF
LIFTWERX ACQUIRECO, INC. ("AcquireCo")
LIFTWERX HOLDINGS INC. ("LW Holdings")
LIFTWERX SOLUTIONS INC. ("LW Solutions")
FATMEN HOLDINGS INC. ("Fatmen")
and
ZCUBED HOLDINGS INC. ("ZCubed")

1. I, Alex Nisichenko, am a director of each of AcquireCo, LW Holdings, LW Solutions, Fatmen and ZCubed, each being one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of each of AcquireCo, LW Holdings, LW Solutions, Fatmen and ZCubed and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) each of AcquireCo, LW Holdings, LW Solutions, Fatmen and ZCubed is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: June 7, 2024.

DocuSigned by:

Alex Nisichenko

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Alex Nisichenko

Schedule B

RESOLUTIONS OF THE DIRECTORS

OF

LIFTWERX ACQUIRECO, INC.
(the “Corporation”)

DATED: June 7, 2024.

Amalgamation with Z Cubed Holdings Inc., Fatmen Holdings Inc., LiftWerx Holdings Inc. and LiftWerx Solutions Inc.

WHEREAS each of Z Cubed Holdings Inc. (“**Z Cubed**”), Fatmen Holdings Inc. (“**Fatmen**”), LiftWerx Holdings Inc. (“**LW Holdings**”) and LiftWerx Solutions Inc. (“**LW Solutions**”) is a direct or indirect subsidiary of the Corporation and it is desirable that the Corporation amalgamate with each of Z Cubed, Fatmen, LW Holdings and LW Solutions pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the “**Act**”) under the name LiftWerx Solutions Inc.

RESOLVED that:

1. the amalgamation of the Corporation, Z Cubed, Fatmen, LW Holdings and LW Solutions under the Act, pursuant to subsection 177(1) thereof, under the name LiftWerx Solutions Inc., is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of each of Z Cubed, Fatmen, LW Holdings and LW Solutions, including all shares which have been issued and are outstanding as at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
5. the stated capital of each class of shares of the amalgamated corporation shall be the same as the stated capital of the corresponding class of shares of the Corporation immediately prior to the amalgamation;
6. any one or more director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to take all such actions, do all such things, or cause to be done all other acts and things, and enter into, execute, deliver or cause to be delivered all such other documents (including, without limitation, all documents, agreements, elections and other instruments as are contemplated by the foregoing resolutions), as otherwise advisable or appropriate to effectuate and carry out the purposes and intent of the foregoing resolutions; and
7. these resolutions may be signed in counterparts and may be delivered by electronic means, and such counterparts together shall constitute one and the same instrument and shall be deemed to be executed on or as of the date first above written.

Each of the foregoing resolutions is hereby consented to by all the directors of the Corporation pursuant to the Act effective on the date first written above.

DocuSigned by:

Alex Nisichenko

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Alex Nisichenko

Glen Aitken

Julen Uriguen

[Signature page – Directors' resolution of AcquireCo authorizing amalgamation – Step 92(a)]

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REEL: 069534 FRAME: 0057

Each of the foregoing resolutions is hereby consented to by all the directors of the Corporation pursuant to the Act effective on the date first written above.

Alex Nisichenko

DocuSigned by:

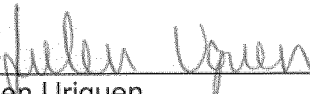

Glen Aitken

Julen Uriguen

Each of the foregoing resolutions is hereby consented to by all the directors of the Corporation pursuant to the Act effective on the date first written above.

Alex Nisichenko

Glen Aitken



Julien Uriguen

[Signature page – Directors' resolution of AcquireCo authorizing amalgamation – Step 92(a)]

PATENT
REEL: 069534 FRAME: 0059

Schedule B
RESOLUTIONS OF THE SOLE DIRECTOR
OF
Z CUBED HOLDINGS INC.
(the “Corporation”)

DATED: June 7, 2024.

Amalgamation with LiftWerx AcquireCo, Inc., Fatmen Holdings Inc., LiftWerx Holdings Inc. and LiftWerx Solutions Inc.

WHEREAS each of the Corporation, Fatmen Holdings Inc. (“**Fatmen**”), LiftWerx Holdings Inc. (“**LW Holdings**”) and LiftWerx Solutions Inc. (“**LW Solutions**”) is a direct or indirect subsidiary of LiftWerx AcquireCo, Inc. (“**AcquireCo**”) and it is desirable that the Corporation, Fatmen, LW Holdings and LW Solutions amalgamate with AcquireCo pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the “**Act**”) under the name LiftWerx Solutions Inc.

RESOLVED that:

1. the amalgamation of each of the Corporation, Fatmen, LW Holdings, LW Solutions and AcquireCo under the Act, pursuant to subsection 177(1) thereof, under the name LiftWerx Solutions Inc., is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of each of the Corporation, Fatmen, LW Holdings and LW Solutions, including all shares which have been issued and are outstanding as at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of AcquireCo;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
5. the stated capital of each class of shares of the amalgamated corporation shall be the same as the stated capital of the corresponding class of shares of AcquireCo immediately prior to the amalgamation;
6. any one or more director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to take all such actions, do all such things, or cause to be done all other acts and things, and enter into, execute, deliver or cause to be delivered all such other documents (including, without limitation, all documents, agreements, elections and other instruments as are contemplated by the foregoing resolutions), as otherwise advisable or appropriate to effectuate and carry out the purposes and intent of the foregoing resolutions; and
7. these resolutions may be signed in counterparts and may be delivered by electronic means, and such counterparts together shall constitute one and the same instrument and shall be deemed to be executed on or as of the date first above written.

Each of the foregoing resolutions is hereby consented to by the sole director of the Corporation pursuant to the Act effective on the date first written above.

DocuSigned by:

Alex Nisichenko

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Alex Nisichenko

Schedule B
RESOLUTIONS OF THE SOLE DIRECTOR
OF
FATMEN HOLDINGS INC.
(the “Corporation”)

DATED: June 7, 2024.

Amalgamation with LiftWerx Acquireco, Inc., Z Cubed Holdings Inc., LiftWerx Holdings Inc. and LiftWerx Solutions Inc.

WHEREAS each of the Corporation, Z Cubed Holdings Inc. (“**Z Cubed**”), LiftWerx Holdings Inc. (“**LW Holdings**”) and LiftWerx Solutions Inc. (“**LW Solutions**”) is a direct or indirect subsidiary of LiftWerx AcquireCo, Inc. (“**AcquireCo**”) and it is desirable that the Corporation, Z Cubed, LW Holdings and LW Solutions amalgamate with AcquireCo pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the “**Act**”) under the name LiftWerx Solutions Inc.

RESOLVED that:

1. the amalgamation of each of the Corporation, Z Cubed, LW Holdings, LW Solutions and AcquireCo under the Act, pursuant to subsection 177(1) thereof, under the name LiftWerx Solutions Inc., is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of each of the Corporation, Z Cubed, LW Holdings and LW Solutions, including all shares which have been issued and are outstanding as at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of AcquireCo;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
5. the stated capital of each class of shares of the amalgamated corporation shall be the same as the stated capital of the corresponding class of shares of AcquireCo immediately prior to the amalgamation;
6. any one or more director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to take all such actions, do all such things, or cause to be done all other acts and things, and enter into, execute, deliver or cause to be delivered all such other documents (including, without limitation, all documents, agreements, elections and other instruments as are contemplated by the foregoing resolutions), as otherwise advisable or appropriate to effectuate and carry out the purposes and intent of the foregoing resolutions; and these resolutions may be signed in counterparts and may be delivered by electronic means, and such counterparts together shall constitute one and the same instrument and shall be deemed to be executed on or as of the date first above written.

Each of the foregoing resolutions is hereby consented to by the sole director of the Corporation pursuant to the Act effective on the date first written above.

DocuSigned by:

Alex Nisichenko

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Alex Nisichenko

Schedule B
RESOLUTIONS OF THE SOLE DIRECTOR
OF
LIFTWERX HOLDINGS INC.
(the “Corporation”)

DATED: June 7, 2024.

Amalgamation with LiftWerx AcquireCo, Inc., Z Cubed Holdings Inc., Fatmen Holdings Inc. and LiftWerx Solutions Inc.

WHEREAS each of the Corporation, Z Cubed Holdings Inc. (“**Z Cubed**”), Fatmen Holdings Inc. (“**Fatmen**”) and LiftWerx Solutions Inc. (“**LW Solutions**”) is a direct or indirect subsidiary of LiftWerx AcquireCo, Inc. (“**AcquireCo**”) and it is desirable that the Corporation, Z Cubed, Fatmen and LW Solutions amalgamate with AcquireCo pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the “**Act**”) under the name LiftWerx Solutions Inc.

RESOLVED that:

1. the amalgamation of each of the Corporation, Z Cubed, Fatmen, LW Solutions and AcquireCo under the Act, pursuant to subsection 177(1) thereof, under the name LiftWerx Solutions Inc., is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of each of the Corporation, Z Cubed, Fatmen and LW Solutions, including all shares which have been issued and are outstanding as at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of AcquireCo;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
5. the stated capital of each class of shares of the amalgamated corporation shall be the same as the stated capital of the corresponding class of shares of AcquireCo immediately prior to the amalgamation;
6. any one or more director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to take all such actions, do all such things, or cause to be done all other acts and things, and enter into, execute, deliver or cause to be delivered all such other documents (including, without limitation, all documents, agreements, elections and other instruments as are contemplated by the foregoing resolutions), as otherwise advisable or appropriate to effectuate and carry out the purposes and intent of the foregoing resolutions; and
7. these resolutions may be signed in counterparts and may be delivered by electronic means, and such counterparts together shall constitute one and the same instrument and shall be deemed to be executed on or as of the date first above written.

Each of the foregoing resolutions is hereby consented to by the sole director of the Corporation pursuant to the Act effective on the date first written above.

DocuSigned by:

Alex Nisichenko

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Alex Nisichenko

Schedule B
RESOLUTIONS OF THE SOLE DIRECTOR
OF
LIFTWERX SOLUTIONS INC.
(the “Corporation”)

DATED: June 7, 2024.

Amalgamation with LiftWerx AcquireCo, Inc., Z Cubed Holdings Inc., Fatmen Holdings Inc. and LiftWerx Holdings Inc.

WHEREAS each of the Corporation, Z Cubed Holdings Inc. (“**Z Cubed**”), Fatmen Holdings Inc. (“**Fatmen**”) and LiftWerx Holdings Inc. (“**LW Holdings**”) is a direct or indirect subsidiary of LiftWerx AcquireCo, Inc. (“**AcquireCo**”) and it is desirable that the Corporation, Z Cubed, Fatmen and LW Holdings amalgamate with AcquireCo pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the “**Act**”) under the name LiftWerx Solutions Inc.

RESOLVED that:

1. the amalgamation of each of the Corporation, Z Cubed, Fatmen, LW Holdings and AcquireCo under the Act, pursuant to subsection 177(1) thereof, under the name LiftWerx Solutions Inc., is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of each of the Corporation, Z Cubed, Fatmen and LW Holdings, including all shares which have been issued and are outstanding as at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of AcquireCo;
4. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
5. the stated capital of each class of shares of the amalgamated corporation shall be the same as the stated capital of the corresponding class of shares of AcquireCo immediately prior to the amalgamation;
6. any one or more director or officer of the Corporation is hereby authorized, empowered and directed for and on behalf of the Corporation to take all such actions, do all such things, or cause to be done all other acts and things, and enter into, execute, deliver or cause to be delivered all such other documents (including, without limitation, all documents, agreements, elections and other instruments as are contemplated by the foregoing resolutions), as otherwise advisable or appropriate to effectuate and carry out the purposes and intent of the foregoing resolutions; and
7. these resolutions may be signed in counterparts and may be delivered by electronic means, and such counterparts together shall constitute one and the same instrument and shall be deemed to be executed on or as of the date first above written.

Each of the foregoing resolutions is hereby consented to by the sole director of the Corporation pursuant to the Act effective on the date first written above.

DocuSigned by:

Alex Nisichenko

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Alex Nisichenko

[Signature page – Directors' resolution of LW Solutions authorizing amalgamation – Step 92(e)]

RECORDED: 12/06/2024

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