

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM529752

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TOPHATMONOCLE CORP.		06/26/2019	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	BANK OF MONTREAL		
Street Address:	100 King Street West, 18th Floor		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5X 1A1		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5211677	TOP HAT	
CORRESPONDENCE DATA			
Fax Number:	4168656636		
<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>			
Phone:	416.865.2965		
Email:	bnakano@grllp.com		
Correspondent Name:	Robert Nakano		
Address Line 1:	22 Adelaide St W.		
Address Line 2:	Bay Adelaide Centre - East Tower		
Address Line 4:	Toronto, CANADA M5H 4E3		
NAME OF SUBMITTER:	Robert Nakano		
SIGNATURE:	/Bob Nakano/		
DATE SIGNED:	06/28/2019		
Total Attachments: 3			
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CH \$40.00 5211677

CONFIRMATION OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

This Confirmation of Security Interest in Intellectual Property dated June 28th, 2019 (this "Confirmation") is made by Tophatmonocle Corp. a corporation incorporated under the laws of Ontario (the "Debtor") having an address at 151 Bloor Street West, Suite 200, Toronto, Ontario, M5S 1S4, Canada.

WHEREAS, the Debtor owns the intellectual property identified in Schedule 1 of this Confirmation, as well as all registrations and applications for intellectual property identified therein and any underlying goodwill associated therewith (collectively, the "**Intellectual Property**").

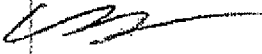
WHEREAS, the Debtor has executed a General Security Agreement dated as of June 28th, 2019 (as amended, restated, amended and restated, replaced or otherwise modified from time to time, the "**Security Agreement**") in favour of Bank of Montreal (the "**Lender**") having an address at 100 King Street West, 18th Floor, Toronto, ON M5X 1A1 pursuant to which the Debtor has granted to the Lender a security interest in certain property, including the Intellectual Property.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth in the Security Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Debtor hereby confirms that it has granted a continuing security interest in the Intellectual Property to the Lender.

IN WITNESS WHEREOF, the Debtor has executed the Confirmation as of the date first written above.

TOPHATMONOCLE CORP.

151 Bloor Street West, Suite 200, Toronto, Ontario, M5S
1S4, Canada

Per: 
Name: VECHESLAV SILAGADZE
Title: CEO

BANK OF MONTREAL

100 King Street West, 18th Floor
Toronto, ON
M5X 1A1

Per: 
Name: Joshua Seager
Title: Director

TRADEMARK

REEL: 006689 FRAME: 0600

SCHEDULE 1

THE INTELLECTUAL PROPERTY

TRADEMARK	REG. NUMBER	DATE OF REG.
Trademark for "Top Hat" - Canada	TMA951,203	Oct 3, 2016
Trademark for "Top Hat" -- United State	5,211,677	May 30, 2017