

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

SNDL INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2024/12/31.



**Articles of Amalgamation
For
SNDL INC.**

Share Structure: SEE SCHEDULE "A" ATTACHED
Share Transfers Restrictions: NONE
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 15
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "C" ATTACHED

**Registration Authorized By: MATTHEW HUSSON
OFFICER**

SCHEDULE "A"

THE CLASSES OF SHARES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE ARE:

1. An unlimited number of Common shares, the holders of which are entitled:
 - (a) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - (b) to receive any dividend declared by the Corporation on this class of shares; provided that the Corporation shall be entitled to declare dividends on the Preferred shares, or on any other classes of shares without being obliged to declare any dividends on the Common shares of the Corporation;
 - (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common shares of the Corporation.
2. An unlimited number of Preferred shares, which as a class, have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) the Preferred shares may from time to time be issued in one or more series, and the Directors may fix from time to time before such issue the number of Preferred shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions;
 - (b) the Preferred shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation amongst its shareholders for the purpose of winding up its affairs, be entitled to preference over the Common shares and over any other shares of the Corporation ranking by their terms junior to the Preferred shares of that series. The Preferred shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common shares and any other such Preferred shares as may be fixed in accordance with clause (2)(a); and
 - (c) if any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred shares are not paid in full, all series of Preferred shares shall participate rateably in respect of accumulated dividends and return of capital.

SCHEDULE "C"

OTHER RULES OR PROVISIONS:

1. The directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

Amalgamate Alberta Corporation - Registration Statement

Alberta Registration Date: 2024/12/31

Corporate Access Number: 2026716262

Business Number:

Service Request Number: 43568232
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: SNDL INC.
Business Number:
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 4000-421 7 AVE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P4K9

RECORDS ADDRESS

Street: 4000-421 7 AVE SW
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P4K9

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Email Address: CAL-ANNUAL-DOCS@MCCARTHY.CA
Share Structure: SEE SCHEDULE "A" ATTACHED
Share Transfers Restrictions: NONE
Number of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 15
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "C" ATTACHED

Professional Endorsement Provided:

Future Dating Required:

Registration Date: 2024/12/31

Agent for Service

Agent for Service Type: Primary

Last Name: WILSON

First Name: ASHLEY

Middle Name: S.

Firm Name: MCCARTHY TETRAULT LLP

Street: 4000, 421 - 7 AVENUE SW

City: CALGARY

Province: ALBERTA

Postal Code: T2P4K9

Email Address: CAL-ANNUAL-DOCS@MCCARTHY.CA

Director

Last Name: PINNEY

First Name: BRYAN

Middle Name:

Street/Box Number: #300, 919 - 11 AVENUE SW

City: CALGARY

Province: ALBERTA

Postal Code: T2R1P3

Country:

Named On Stat Dec:

Last Name: TURNBULL

First Name: GREGORY

Middle Name: G.

Street/Box Number: #300, 919 - 11 AVENUE SW

City: CALGARY

Province: ALBERTA

Postal Code: T2R1P3

Country:

Named On Stat Dec:

Last Name: CANNELL

First Name: J.

Middle Name: CARLO

Street/Box Number: #300, 919 - 11 AVENUE SW

City: CALGARY
Province: ALBERTA
Postal Code: T2R1P3
Country:
Named On Stat Dec:

Last Name: GEORGE
First Name: ZACHARY
Middle Name:
Street/Box Number: #300, 919 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R1P3
Country:
Named On Stat Dec: Y

Last Name: MILLS
First Name: J.
Middle Name: GREGORY
Street/Box Number: #300, 919 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R1P3
Country:
Named On Stat Dec:

Last Name: ELL
First Name: LORI
Middle Name:
Street/Box Number: #300, 919 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R1P3
Country:
Named On Stat Dec:

Last Name: KRASOVEC
First Name: FRANK
Middle Name:
Street/Box Number: #300, 919 - 11 AVENUE SW
City: CALGARY
Province: ALBERTA
Postal Code: T2R1P3
Country:
Named On Stat Dec:

Amalgamating Corporation

Corporate Access Number	Business Number	Legal Entity Name
2024815496	125583393	NOVA CANNABIS INC.
2024820637	840747166	SNDL INC.

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2024/12/31
Statutory Declaration	10000807142504229	2024/12/31
Other Rules or Provisions	ELECTRONIC	2024/12/31

Registration Authorized By: MATTHEW HUSSON
OFFICER

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.