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MARCH 01 MARS, 2019

Barbara Duckitt

(17)

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

R	A	P	I	D	D	O	S	E	T	H	E	R	A	P	E	U	T	I	C	S	C	O	R	P	.

2. The address of the registered office is:
Adresse du siège social :

20 ADELAIDE STREET EAST, SUITE 200

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

TORONTO

ONTARIO

M 5 C 2 T 6

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname
Prénom, autres prénoms et nom de famille

Address for service, giving Street & No. or R.R. No., Municipality,
Province, Country and Postal Code
Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le
nom de la municipalité, la province, le pays et le code postal

Resident Canadian
State 'Yes' or 'No'
Résident canadien
Oui/Non

SEE PAGE 1A

4. (continued)

First Name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Mark Upsdell	1121 Walkers Line, Unit 3, Burlington, ON L7N 2G4	Yes
Jason Lewis	1121 Walkers Line, Unit 3, Burlington, ON L7N 2G4	Yes
Kenneth Fox	1121 Walkers Line, Unit 3, Burlington, ON L7N 2G4	Yes
Brian Howlett	20 Adelaide Street East, Suite 200 Toronto, Ontario, Canada M5C 2T6	Yes

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - **Amalgamation Agreement / Convention de fusion :**

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

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.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

RAPID DOSE THERAPEUTICS CORP.

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
RAPID DOSE THERAPEUTICS CORP.	002164778	2019	02	27
RAPID DOSE THERAPEUTICS INC.	005011701	2019	02	27

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

N/A

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of shares designated as
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:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

None.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

None.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

N/A

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

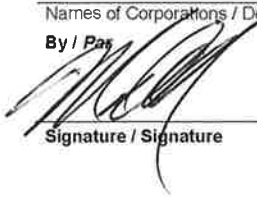
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

RAPID DOSE THERAPEUTICS CORP.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Mark Upsdell

Print name of signatory /
Nom du signataire en lettres moulées

President and Chief
Executive Officer

Description of Office / Fonction

RAPID DOSE THERAPEUTICS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Mark Upsdell

Print name of signatory /
Nom du signataire en lettres moulées

Chief Executive Officer

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A" TO THE
ARTICLES OF AMALGAMATION OF
RAPID DOSE THERAPEUTICS CORP. AND RAPID DOSE THERAPEUTICS INC.

IN THE MATTER of the *Business Corporations Act* (Ontario)
AND IN THE MATTER of the proposed amalgamation of
RAPID DOSE THERAPEUTICS CORP. and its subsidiary, **RAPID DOSE
THERAPEUTICS INC.** to continue as
RAPID DOSE THERAPEUTICS CORP.

I, Mark Upsdell, of the Province of Ontario, hereby make the following statement pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act") in support of the above-mentioned amalgamation:

1. I am President and Chief Executive Officer of Rapid Dose Therapeutics Corp. and as such have personal knowledge of the following matters.
2. There are reasonable grounds for believing that:
 - (i) each of Rapid Dose Therapeutics Corp. and Rapid Dose Therapeutics Inc. is, and the amalgamated corporation resulting from the amalgamation of Rapid Dose Therapeutics Corp. and Rapid Dose Therapeutics Inc. will be, able to pay its liabilities as they become due, and
 - (ii) the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
4. No creditors have notified Rapid Dose Therapeutics Corp. that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application.
5. Since no notices have been received, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED as of the 28 day of February, 2019.



Mark Upsdell – President and Chief
Executive Officer

SCHEDULE "A" TO THE
ARTICLES OF AMALGAMATION OF
RAPID DOSE THERAPEUTICS CORP. AND RAPID DOSE THERAPEUTICS INC.

IN THE MATTER of the *Business Corporations Act* (Ontario)
AND IN THE MATTER of the proposed amalgamation of
RAPID DOSE THERAPEUTICS CORP. and its subsidiary, **RAPID DOSE
THERAPEUTICS INC.** to continue as
RAPID DOSE THERAPEUTICS CORP.

I, Mark Upsdell, of the Province of Ontario, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am the Chief Executive Officer of Rapid Dose Therapeutics Inc. and as such have personal knowledge of the following matters.
2. There are reasonable grounds for believing that:
 - (i) each of Rapid Dose Therapeutics Corp. and Rapid Dose Therapeutics Inc. is, and the amalgamated corporation resulting from the amalgamation of Rapid Dose Therapeutics Corp. and Rapid Dose Therapeutics Inc. will be, able to pay its liabilities as they become due, and
 - (ii) the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
4. No creditors have notified Rapid Dose Therapeutics Inc. that they object to the amalgamation and, accordingly, clause (c) of subsection 178(2) of the Act has no application.
5. Since no notices have been received, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED as of the 28 day of February, 2019.



Mark Upsdell – Chief Executive Officer

SCHEDULE "B" TO THE
ARTICLES OF AMALGAMATION OF
RAPID DOSE THERAPEUTICS CORP. AND RAPID DOSE THERAPEUTICS INC.
CERTIFIED COPY
EXCERPT OF A RESOLUTION OF THE DIRECTORS
OF
RAPID DOSE THERAPEUTICS CORP.
(the "Corporation")

"AMALGAMATION WITH RAPID DOSE THERAPEUTICS INC.

WHEREAS the Corporation has determined to effect an amalgamation with its subsidiary, Rapid Dose Therapeutics Inc. ("Subco"), effective as at March 1, 2019 (the "Amalgamation");

AND WHEREAS the Corporation and Subco are able to satisfy all of the conditions for a "short-form amalgamation" under section 177 of the *Business Corporations Act* (Ontario) (the "Act");

AND WHEREAS there are reasonable grounds for believing that:

- (i) each of the Corporation and Subco is, and the amalgamated corporation will be, able to pay its liabilities as they become due; and
- (ii) 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 WHEREAS there are reasonable grounds for believing that no creditor will be prejudiced by the Amalgamation;

NOW THEREFORE BE IT RESOLVED THAT:


Terms and Conditions of Amalgamation

1. The Amalgamation of the Corporation and its subsidiary, Rapid Dose Therapeutics Inc., pursuant to section 177 of the Act, effective as at March 1, 2019, upon the terms and conditions as set out below, be and the same is hereby approved.
2. The Corporation be and is hereby authorized to enter into an amalgamation agreement with Rapid Dose Therapeutics Inc. incorporating the terms and conditions set out below together with any such additional terms and conditions as may be necessary or desirable to effect the Amalgamation and for the subsequent management and operation of the amalgamated corporation as any director or officer of the Corporation shall approve and any director or officer of the Corporation be and is hereby authorized and directed to execute and deliver on behalf of the Corporation said amalgamation agreement, such execution and delivery being conclusive evidence that the amalgamation agreement so executed and delivered is the agreement authorized by this resolution.
3. The name of the amalgamated corporation shall be "**RAPID DOSE THERAPEUTICS CORP.**".
4. All of the shares of Rapid Dose Therapeutics Inc. shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective.
5. The articles of the amalgamated corporation shall be the same as the articles of the Corporation.

6. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.
7. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
8. Any director or officer of the Corporation be and is hereby authorized and directed to execute on behalf of the Corporation articles of amalgamation in the prescribed form and reflecting the above terms and conditions and to deliver or cause to be delivered same to the Director under the Act and to execute and deliver on behalf of the Corporation all such other documents, instruments and certificates, and to do all such other things, as may be necessary or advisable in connection with the Amalgamation.
9. This resolution may be executed in one or more counterparts, and delivered by facsimile or other electronic transmission which reproduces signatures, each of which so signed and delivered shall be deemed to be an original and all of which taken together shall be deemed to constitute one and the same resolution."

The undersigned President and Chief Executive Officer of the Corporation hereby certifies that the foregoing is a true excerpt of a resolution passed by the board of directors of the Corporation as of the 27 day of February, 2019, in the manner required by the *Business Corporations Act* (Ontario), and that such resolution is in full force and effect, unamended.

DATED as of the 28 day of February, 2019.



Mark Upsdell – President and Chief
Executive Officer

SCHEDULE "B" TO THE
ARTICLES OF AMALGAMATION OF
RAPID DOSE THERAPEUTICS CORP. AND RAPID DOSE THERAPEUTICS INC.
CERTIFIED COPY
EXCERPT OF A RESOLUTION OF THE DIRECTORS
OF
RAPID DOSE THERAPEUTICS INC.
(the "Corporation")

"AMALGAMATION WITH RAPID DOSE THERAPEUTICS CORP.

WHEREAS the Corporation has determined to effect an amalgamation with its parent, Rapid Dose Therapeutics Corp., effective as at March 1, 2019 (the "**Amalgamation**");

AND WHEREAS the Corporation and Rapid Dose Therapeutics Corp. are able to satisfy all of the conditions for a "short-form amalgamation" under section 177 of the Business Corporations Act (Ontario) (the "**Act**");

AND WHEREAS there are reasonable grounds for believing that:

- (i) each of the Corporation and Rapid Dose Therapeutics Corp. is, and the amalgamated corporation will be, able to pay its liabilities as they become due; and
- (ii) 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 WHEREAS there are reasonable grounds for believing that no creditor will be prejudiced by the Amalgamation;

NOW THEREFORE BE IT RESOLVED THAT:

Terms and Conditions of Amalgamation

1. The Amalgamation of the Corporation and its parent, Rapid Dose Therapeutics Corp., pursuant to section 177 of the Act, effective as at March 1, 2019, upon the terms and conditions as set out below, be and the same is hereby approved.
2. The Corporation be and is hereby authorized to enter into an amalgamation agreement with Rapid Dose Therapeutics Corp. incorporating the terms and conditions set out below together with any such additional terms and conditions as may be necessary or desirable to effect the Amalgamation and for the subsequent management and operation of the amalgamated corporation as any director or officer of the Corporation shall approve and any director or officer of the Corporation be and is hereby authorized and directed to execute and deliver on behalf of the Corporation said amalgamation agreement, such execution and delivery being conclusive evidence that the amalgamation agreement so executed and delivered is the agreement authorized by this resolution.
3. The name of the amalgamated corporation shall be "RAPID DOSE THERAPEUTICS CORP."

4. All of the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective.
5. The articles of the amalgamated corporation shall be the same as the articles of Rapid Dose Therapeutics Corp.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of Rapid Dose Therapeutics Corp.
7. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the Amalgamation.
8. Any director or officer of the Corporation be and is hereby authorized and directed to execute on behalf of the Corporation articles of amalgamation in the prescribed form and reflecting the above terms and conditions and to deliver or cause to be delivered same to the Director under the Act and to execute and deliver on behalf of the Corporation all such other documents, instruments and certificates, and to do all such other things, as may be necessary or advisable in connection with the Amalgamation.
9. This resolution may be executed in one or more counterparts, and delivered by facsimile or other electronic transmission which reproduces signatures, each of which so signed and delivered shall be deemed to be an original and all of which taken together shall be deemed to constitute one and the same resolution.”

The undersigned Chief Executive Officer of the Corporation hereby certifies that the foregoing is a true excerpt of a resolution passed by the board of directors of the Corporation as of the 27 day of February, 2019, in the manner required by the *Business Corporations Act* (Ontario), and that such resolution is in full force and effect, unamended.

DATED as of the 28 day of February, 2019.



Mark Upsdell - Chief Executive
Officer