



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

CANNTAB THERAPEUTICS LIMITED

Corporate name / Dénomination sociale

1322132-6

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Raymond Edwards

Director / Directeur

2021-07-30

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation

CANNTAB THERAPEUTICS LIMITED

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Ontario

3 - 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 Common Shares. See attached Schedule A.

4 - Restrictions, if any, on share transfers

None.

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number

Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None.

7 - Other provisions, if any

See attached Schedule B.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input type="radio"/>	183 - Long form: approved by special resolution of shareholders	<input checked="" type="radio"/>	184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/>	184(2) - Horizontal short-form: approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
CANNTAB THERAPEUTICS LIMITED	0854939 - 7	
Canntab Therapeutics Subsidiary Limi	1320723 - 4	
	-	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

**Schedule A/
Annexe A
Other Provisions / Autres dispositions**

1.1 Definitions

Whenever used in these Articles, the following words and terms shall have the respective meanings ascribed to them as follows:

- (a) “business day” means a day other than a Saturday, a Sunday or any other day upon which the main branch of the Corporation’s banker is not open for the transaction of regular business throughout normal banking hours;
- (b) “Common Shares” means the Common Shares of the Corporation;
- (c) “Directors” means the board of directors of the Corporation, as the same may be constituted from time to time;
- (d) “Winding-Up of the Corporation” means any liquidation, dissolution or winding-up, whether involuntary or otherwise, or other distribution of the assets of the Corporation or repayment of capital to the shareholders of the Corporation for the purpose of winding-up its affairs.

1.2 Interpretation

In these Articles, (1) words importing the singular number only shall include the plural and vice versa, (2) words importing the use of one gender only shall include all genders, (3) “person” includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative and (4) the division of these Articles into sections and the insertion of headings are for the convenience of reference only and shall not affect the construction or interpretation of these Articles.

1.3 Voting Rights

The holders of the Common Shares (1) shall have full voting rights for the election of Directors and for all other purposes whatsoever, (2) shall have one such vote for each Common Share held and (3) shall be entitled to be given or to receive notice of and to attend meetings of the shareholders of the Corporation.

1.4 Dividend Rights

The holders of the Common Shares shall be entitled to receive, if as and when declared by the Directors, such dividends as may be declared thereon by the Directors from time to time.

1.5 Return of Capital

The holders of the Common Shares shall have the right to share rateably in the assets of the Corporation upon any Winding-Up of the Corporation.

**Schedule B/
Annexe B
Other Provisions / Autres dispositions**

1.6 Appointment of Directors

The directors of the Corporation are authorized to appoint one (1) or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of shareholders.



Form 2
**Initial Registered Office Address
and First Board of Directors**
*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2
**Siège social initial et premier
conseil d'administration**
*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale

CANNTAB THERAPEUTICS LIMITED

2 Address of registered office
Adresse du siège social

1 Adelaide Street East
Toronto ON M5C 2V9

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

See attached schedule / Voir l'annexe ci-jointe

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Richard Goldstein

Richard Goldstein
647-209-3279

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe

Members of the board of directors / Membres du conseil d'administration

Resident Canadian
Résident Canadien

Barry Polisuk	1 Adelaide Street East, Toronto ON M5C 2V9, Canada	Yes / Oui
Jeff Renwick	18 Cortese Terrace, Vaughan ON L4J 8S4, Canada	Yes / Oui
Richard Goldstein	411 Cranbrooke Avenue, Toronto ON M5M 1N4, Canada	Yes / Oui
Vitor Fonseca	216 Kingslake Road, Toronto ON M2J 3G8, Canada	Yes / Oui



2021-07-30

Corporations Canada
C. D. Howe Building
235 Queen Street
Ottawa, Ontario K1A 0H5

Corporations Canada
Édifice C.D. Howe
235, rue Queen
Ottawa (Ontario) K1A 0H5

Corporation Information Sheet

Canada Business Corporations Act

Fiche de renseignements concernant la société

Loi canadienne sur les sociétés par actions

CANNTAB THERAPEUTICS LIMITED

Corporation Number	1322132-6	Numéro de société
Corporation Key Required for changes of address or directors online	14093174	Clé de société Requise pour mettre à jour en ligne l'adresse du siège social ou l'information concernant les administrateurs
Anniversary Date Required to file annual return	07-30 (mm-dd/mm-jj)	Date anniversaire Requise pour le dépôt du rapport annuel
Annual Return Filing Period Starting in 2022	07-30 to/au 09-28 (mm-dd/mm-jj)	Période pour déposer le rapport annuel Débutant en 2022

Corporation Number

Corporations Canada assigns corporation numbers to identify individual corporations. You need your corporation number to carry out transactions on the Online Filing Centre. Also use it in all correspondence with us.

Corporation Key

Your corporation key is, in fact, a password. It allows you to carry out online transactions that do not require a fee. Do not share your corporation key with any unauthorized person.

Annual return filing period

Every year, you must file an annual return with Corporations Canada between 07-30(mm-dd) and 09-28(mm-dd).

The annual return is not your income tax return; it is a corporate law requirement.

Numéro de société

Corporations Canada assigne des numéros de société pour identifier chaque société. Vous avez besoin de votre numéro de société pour effectuer des transactions par l'entremise de Centre de dépôt en ligne. Utilisez-le aussi dans toute correspondance avec nous.

Clé de société

Votre clé de société est en fait un mot de passe. Elle vous permet d'effectuer des transactions en ligne qui n'exige aucuns frais. Ne partagez pas votre clé avec une personne non autorisée.

Période de dépôt du rapport annuel

Chaque année, vous devez déposer un rapport annuel avec Corporations Canada entre 07-30(mm-jj) et 09-28(mm-jj).

Le rapport annuel n'est pas de votre déclaration d'impôt; il s'agit d'une exigence de la loi corporative.