

**AMENDMENT AGREEMENT NO. 2**

THIS AGREEMENT dated for reference the 3rd day of July, 2018.

**AMONG:**

**GREEN LIFE CLINICS LTD.**, a company incorporated pursuant to the laws of the Province of British Columbia and having a registered office located at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4

(hereinafter called “**GLC**”)

OF THE FIRST PART

**AND:**

**LEO RESOURCES INC.**, a company incorporated pursuant to the laws of the Province of British Columbia and having an office located Suite 800-1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5

(hereinafter called “**Leo**”)

OF THE SECOND PART

**AND:**

**1125076 B.C. LTD**, a company incorporated pursuant to the laws of the Province of British Columbia and having a registered office located at Suite 2080-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4

(hereinafter called “**Subco**”)

OF THE THIRD PART

**WHEREAS:**

A. GLC, Leo and Subco entered into an amalgamation agreement dated July 5, 2017, as amended November 28, 2017 (the “**Amalgamation Agreement**”); and

B. The parties mutually wish to amend the Amalgamation Agreement to, among other things re-structure the consideration payable.

**NOW THEREFORE**, in consideration of the mutual premises and the respective covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties, the parties agree as follows:

## **1. ONE AGREEMENT**

The Amalgamation Agreement, as amended hereby, will continue in full force and effect and this Amendment Agreement will have effect so far as practicable as if all the provisions of the Amalgamation Agreement and of this Amendment Agreement were contained in the one instrument.

## **2. DEFINITIONS**

Except as otherwise specified herein, all capitalized terms defined in the Amalgamation Agreement will have the same meaning when used in this Amendment Agreement.

## **3. AMENDMENTS TO SHARE EXCHANGE AGREEMENT**

Effective as of the date hereof, the Amalgamation Agreement is hereby amended as follows:

(i) Subsection 1.2(l)(ii) be deleted in its entirety and replaced as follows:

“(iii) subject to paragraph 1.2(p) each holder of Class B GLC Shares will exchange their GLC Shares for Leo Shares instead of shares of Amalco, on the basis of one fully paid and non-assessable Leo Share for every one Class B GLC Share held, following which, with respect to each GLC Share exchanged:

- (A) the holder of such Class B GLC Share shall cease to be the holder of such Class B GLC Share;
- (B) the holder’s name will be removed from the central securities register of GLC with respect to such Class B GLC Share;
- (C) the certificate representing such Class B GLC Share shall be deemed to have been cancelled; and

the holder of such Class B GLC Share shall be deemed to have executed and delivered all consents, assignments and waivers, statutory or otherwise, required to effect such transfer;”

(ii) The reference to “Green Life Clinics Ltd.” in subsection 1.5 shall be deleted and replaced with a reference to “Global Health Clinics Ltd.”

(iii) Subsection 4.4(a) shall be deleted in its entirety and replaced as follows:

“GLC was incorporated solely for the purposes of completing the acquisition of GLC Subsidiary, the PAP Transaction and the Acquisition and has no assets other than cash, the GLC Subsidiaries, this Agreement and the PAP Agreement and has no active business operations.:

(iv) Subsection 4.6(b) shall be deleted and its entity and replaced as follows:

“As of the date hereof, there are 4,000,000 Class A GLC Shares issued and outstanding, 16,000,000 Class B GLC Shares issued and outstanding and nil Class C GLC Shares issued and outstanding, provided however that upon completion of the PAP Transaction, there will be

5,000,000 Class C GLC Shares issued and outstanding and upon the completion of the Re-Capitalization, there will be 9,600,000 Class B GLC shares issued and outstanding.

- (v) The phrase “other than the MCRCI Agreement or as contemplated by the Re-Capitalization” shall be added to the end of subsection 4.6(f)(iv).
- (vi) The phrase “or as contemplated by the Re-Capitalization” shall be added to the end of subsection 4.6(f)(v).
- (vii) The phrase “other than as Leo has disclosed to GLC in writing” shall be added to the end of subsection 5.3(a).
- (viii) The phrase “Abraham Chan LLP” in subsection 5.4(h) shall be deleted and replaced with a reference to Dale Matheson Carr-Hilton LaBonte LLP”.
- (ix) The phrase “other than as contemplated by the Re-Capitalization” shall be added to the end of subsection 6.2(g).
- (x) Subsection (i) be added to Section 9.1 as follows:

“GLC shall have completed the Re-Capitalization.”
- (xi) The definition of “Re-Capitalization” shall be added to Schedule “A” as follows:

“**Re-Capitalization**” means the re-capitalization of the Class B GLC Shares such that certain holders of the Class B GLC Shares shall surrender and/or transfer portions of their Class B GLC Shares and the adjustment of the stated capital of their Class B GLC Shares, such that following the completion of such re-capitalization, there will be 9,600,000 Class B GLC Shares outstanding and the adjusted cost base of the then outstanding Class B GLC Shares will be increased from \$0.025 to \$0.25 per Class B GLC Share.
- (xii) The definition of “Termination Date” in Schedule “A” shall be deleted in its entirety and replaced as follows:

“**Termination Date**” means July 31, 2018”.
- (xiii) The amalgamation application which follows as Appendix “A” to this Amendment Agreement shall be attached as Schedule “B” to the Amalgamation Agreement, which was inadvertently omitted.

#### **4. GOVERNING LAW**

This Amendment Agreement will be governed by and construed in accordance with the laws of the Province of British Columbia and the courts of such Province will have jurisdiction over any dispute arising under this Agreement.

#### **5. COUNTERPARTS**

This Amendment Agreement may be executed in two or more counterparts, each of which will be deemed to be an original and all of which will constitute one agreement, effective as of the reference date given above.

IN WITNESS WHEREOF the parties hereto have hereunto executed this Agreement as of the day and year first above written.

**GREEN LIFE CLINICS LTD.**

Per: "Anthony Jackson" /s/  
Authorized Signatory

**1125076 B.C. LTD.**

Per: "Usama Chaudry" /s/  
Authorized Signatory

**LEO RESOURCES INC.**

Per: "Usama Chaudry" /s/  
Authorized Signatory

# APPENDIX Ä



BC Registry  
Services

## AMALGAMATION APPLICATION

### FORM 13 - BC COMPANY

Sections 275

*Business Corporations Act*

Telephone: 250 356-8626

[www.bcregistryservices.gov.bc.ca](http://www.bcregistryservices.gov.bc.ca)

**DO NOT MAIL THIS FORM to the BC Registry Services unless you are instructed to do so by registry staff. The Regulation under the *Business Corporations Act* requires the electronic version of this form to be filed on the Internet at [www.corporateonline.gov.bc.ca](http://www.corporateonline.gov.bc.ca)**

***Freedom of Information and Protection of Privacy Act (FOIPPA)***

Personal information provided on this form is collected, used and disclosed under the authority of the *FOIPPA* and the *Business Corporations Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 250 356-1198, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

**A. INITIAL INFORMATION** – *When the amalgamation is complete, your company will be a BC limited company.*

What kind of company(ies) will be involved in the amalgamation?

*(Check all applicable boxes.)*

BC company

BC unlimited liability company

**B. NAME OF COMPANY** – *Choose one of the following:*

The name \_\_\_\_\_ is the name reserved for the amalgamated company. The name reservation number is: \_\_\_\_\_, *OR*

The company is to be amalgamated with a name created by adding “B.C. Ltd.” after the incorporation number, *OR*

The amalgamated company is to adopt, as its name, the name of one of the amalgamating companies.  
The name of the amalgamating company being adopted is:

\_\_\_\_\_

The incorporation number of that company is: \_\_\_\_\_

*Please note: If you want the name of an amalgamating corporation that is a foreign corporation, you must obtain a name approval before completing this amalgamation application.*

**C. AMALGAMATION STATEMENT** – *Please indicate the statement applicable to the amalgamation.*

**With Court Approval:**  
This amalgamation has been approved by the court and a copy of the entered court order approving the amalgamation has been obtained and has been deposited in the records office of each of the amalgamating companies.

**OR**

**Without Court Approval:**  
This amalgamation has been effected without court approval. A copy of all of the required affidavits under section 277(1) have been obtained and the affidavit obtained from each amalgamating company has been deposited in that company's records office.

**D. AMALGAMATION EFFECTIVE DATE – Choose *one* of the following:**

- The amalgamation is to take effect at the time that this application is filed with the registrar.
- The amalgamation is to take effect at 12:01 a.m. Pacific Time on \_\_\_\_\_ being a date that is not more than ten days after the date of the filing of this application.
- The amalgamation is to take effect at \_\_\_\_\_  a.m. or  p.m. Pacific Time on \_\_\_\_\_ being a date and time that is not more than ten days after the date of the filing of this application.

**E. AMALGAMATING CORPORATIONS**

Enter the name of each amalgamating corporation below. For each company, enter the incorporation number. If the amalgamating corporation is a foreign corporation, enter the foreign corporation's jurisdiction and if registered in BC as an extraprovincial company, enter the extraprovincial company's registration number. Attach an additional sheet if more space is required.

NAME OF AMALGAMATING CORPORATION	BC INCORPORATION NUMBER, OR EXTRAPROVINCIAL REGISTRATION NUMBER IN BC	FOREIGN CORPORATION'S JURISDICTION
1. 1125076 B.C. Ltd.	BC1125076	
2. Green Life Clinics Ltd.	BC1118950	
3.		
4.		

**F. FORMALITIES TO AMALGAMATION**

If any amalgamating corporation is a foreign corporation, section 275 (1)(b) requires an authorization for the amalgamation from the foreign corporation's jurisdiction to be filed.

- This is to confirm that each authorization for the amalgamation required under section 275(1)(b) is being submitted for filing concurrently with this application.

**G. CERTIFIED CORRECT – I have read this form and found it to be correct.**

This form must be signed by an authorized signing authority for each of the amalgamating companies as set out in Item E.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATING CORPORATION	SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATING CORPORATION	DATE SIGNED (YYYY / MM / DD)
1. <b>Usama Chaudry</b>	X	
NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATING CORPORATION	SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATING CORPORATION	DATE SIGNED (YYYY / MM / DD)
2. <b>Anthony Jackson</b>	X	
NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATING CORPORATION	SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATING CORPORATION	DATE SIGNED (YYYY / MM / DD)
3.	X	
NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATING CORPORATION	SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE AMALGAMATING CORPORATION	DATE SIGNED (YYYY / MM / DD)
4.	X	

**NOTICE OF ARTICLES**

**A. NAME OF COMPANY**

Set out the name of the company as set out in Item B of the Amalgamation Application.

B.C. Ltd.

**B. TRANSLATION OF COMPANY NAME**

Set out every translation of the company name that the company intends to use outside of Canada.

**C. DIRECTOR NAME(S) AND ADDRESS(ES)**

Set out the full name, delivery address and mailing address (if different) of every director of the company. The director may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9 a.m. and 4 p.m. on business days or (b) the delivery address and, if different, the mailing address of the individual's residence. The delivery address must not be a post office box. Attach an additional sheet if more space is required.

LAST NAME	FIRST NAME	MIDDLE NAME	DELIVERY ADDRESS INCLUDING PROVINCE/STATE, COUNTRY AND POSTAL/ZIP CODE	MAILING ADDRESS INCLUDING PROVINCE/STATE, COUNTRY AND POSTAL/ZIP CODE
Jackson	Anthony		Suite 800-1199 West Hastings Street, Vancouver, B.C., V6E 3T5	
Roycroft	Terry		Suite 800-1199 West Hastings Street, Vancouver, B.C., V6E 3T5	

**D. REGISTERED OFFICE ADDRESSES**

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE

Suite 2080-777 Hornby Street, Vancouver, V6Z 1S4

MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE

Suite 2080-777 Hornby Street, Vancouver, V6Z 1S4

**E. RECORDS OFFICE ADDRESSES**

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE

Suite 2080-777 Hornby Street, Vancouver, V6Z 1S4

MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE

Suite 2080-777 Hornby Street, Vancouver, V6Z 1S4

**F. AUTHORIZED SHARE STRUCTURE**

Identifying name of class or series of shares	Maximum number of shares of this class or series of shares that the company is authorized to issue, or indicate there is no maximum number	Kind of shares of this class or series of shares		Are there special rights or restrictions attached to the shares of this class or series of shares?
	MAXIMUM NUMBER OF SHARES AUTHORIZED OR NO MAXIMUM NUMBER	PAR VALUE OR WITHOUT PAR VALUE	TYPE OF CURRENCY	YES/NO
Common	no maximum number	without par value	n/a	No