

Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

ORTHO REGENERATIVE TECHNOLOGIES INC.

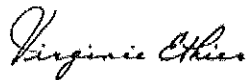
Corporate name / Dénomination sociale

917832-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.



Virginie Ethier

Director / Directeur

2015-09-16

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



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- 1 Corporate name
Dénomination sociale
ORTHO REGENERATIVE TECHNOLOGIES INC.
-
- 2 Corporation number
Numéro de la société
917832-5
-
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

-
- 4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Steve Saviuk

Steve Saviuk
514-693-8830

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 A
TO THE ARTICLES OF AMENDMENT

of

ORTHO REGENERATIVE TECHNOLOGIES INC.

(the “corporation ”)

- 1.1. The share capital of the corporation is as of this day composed as follows:
 - 1.1.1. an unlimited number of class “A” shares out of which twelve million five hundred thousand (12,500,000) shares are as of this day issued and outstanding;
 - 1.1.2. an unlimited number of class “AA”, “B”, “C”, “D”, “E”, “F”, “G”, “H”, “I”, “J”, “K”, “L”, “M”, “N”, “O” and “P” shares, out of which none is issued.
- 1.2. The share capital of the corporation is modified as follows:
 - 1.2.1. by the amendment of the rights, privileges, restrictions and conditions attached to class “B” shares which are replaced by the rights, privileges, restrictions and conditions described herein.
 - 1.2.2. by the cancellation of the class “C”, “D”, “E”, “F”, “G”, “H”, “I”, “J”, “K”, “L”, “M”, “N”, “O” and “P” shares.
- 1.3. Following the amendment mentioned in paragraph 1.2 hereof, the share capital of the corporation is now composed as follows:
 - 1.3.1. an unlimited number of class “A” shares out of which twelve million five hundred thousand (12,500,000) shares are as of this day issued and outstanding;
 - 1.3.2. an unlimited number of class “AA” and “B” shares out of which none is issued.
- 1.4. Considering the above, the description of the share capital of the corporation is as follows:

DESCRIPTION OF THE SHARE CAPITAL

1. CLASS "A" SHARES

Notwithstanding the rights that are attributed to the holders of all other classes of shares of the share capital of the corporation, the class "A" shares is ascribed with the following rights and conditions:

1.1. Voting rights

The holders of class "A" shares shall be entitled to vote at all shareholders' meetings of the corporation, each class "A" share conferring one (1) vote to its holder.

1.2. Dividends

The holders of class "A" shares shall be entitled, equally and without preference to the holders of class "AA" shares to receive as and when declared by the corporation, any dividend, in proportion of the number of class "A" share held.

1.3. Distribution of assets

The holders of class "A" shares shall be entitled, equally and without preference to the holders of class "AA" shares to share, in proportion of the number of class "A" and class "AA" shares held, any remaining assets and property of the corporation upon its liquidation or dissolution.

1.4. Private sale

The corporation shall be entitled to purchase, from time to time and without prior notice, all or part of the issued class "A" shares, for a price agreed to by the board of directors and the holder of such shares. The board of directors may decide which of the issued class "A" shares will be purchased, notwithstanding the proportion of class "A" shares held by each registered holder.

1.5. Restrictions

No dividend shall be declared or paid on the class "A" shares of the share capital of the corporation, if such dividend would render the assets of the corporation insufficient to allow the purchase of all other issued shares of the share capital of the corporation for the purchase price stipulated herein.

2. CLASS "AA" SHARES

Notwithstanding the rights that are attributed to the holders of all other classes of shares of the corporation, the class "AA" shares are ascribed to the following rights and conditions:

2.1. Voting rights

The holders of class "AA" shares shall not be entitled to vote at all shareholders' meetings of the corporation nor shall they have the right to a notice of meeting or to attend such meetings.

2.2. Dividends

The holders of class "AA" shares shall be entitled, equally and without preference to the holders of class "A" shares to receive as and when declared by the directors of the corporation, any dividend, in proportion of the number of class "AA" share held.

2.3. Distribution of assets

The holders of class "AA" shares shall be entitled, equally and without preference to the holders of class "A" shares to share, in proportion of the number of class "A" and class "AA" shares held, any residual assets and property of the corporation upon its liquidation or dissolution between the shareholders for the purpose of liquidation.

2.4. Private sale

The corporation shall be entitled to purchase, from time to time and without prior notice, all or part of the issued class "AA" shares, for a price agreed to by the board of directors and the holder of such shares. The board of directors may decide which of the issued class "AA" shares shall be purchased, notwithstanding the proportion of class "A" shares held by each registered holder.

2.5. Restrictions

No dividend shall be declared or paid on the class "AA" shares of the share capital of the corporation, if such dividend would render the assets of the corporation insufficient to allow the purchase of all other issued shares of the share capital of the corporation for the purchase price stipulated herein.

3. CLASS "B" SHARES

Notwithstanding the rights that are attributed to the holders of all other classes of shares of the corporation, the class "B" shares are ascribed to the following rights and conditions:

3.1. Voting rights

The holders of class "B" shares shall not be entitled to vote at any shareholders' meetings of the corporation, nor should they be entitled to receive a notice of meeting or to attend such meetings.

3.2. Dividends

The holders of class "B" shares shall be entitled to receive, as and when decided by the

corporation, from the surplus and profits of the corporation available for the payment of dividends, a monthly, fixed, preferential, non-cumulative, in cash or otherwise, at a rate of one percent (1%), as determined from time to time by the board of directors and computed on the redemption price of the class "B" shares as hereinafter provided by in paragraph 1.3, the dividend being payable within fifteen (15) days following the expiry of each month of the financial year of the corporation.

The holders of class "B" shares shall be entitled to the payment of the monthly dividend for each month of the financial year of the corporation by preference over and in priority to the amounts that the holders of class "A" and "AA" shares are entitled to receive.

Notwithstanding the foregoing, the board of directors of the corporation may, at its will and from time to time, declare all of the monthly dividends for the twelve (12) months of the financial year of the corporation. In this instance, no other dividend shall be declared and paid on the class "B" shares, until the end of the financial year; such dividend shall be cumulative for the same financial year, so that, within the thirty (30) days following the end of the financial year, the portion of non-declared dividends by the board of directors on the class "B" shares shall be definitively extinct.

No dividend, and no dividend that would exceed the said monthly, fixed, preferential, non-cumulative dividend, in cash or otherwise, at a rate of one percent (1%) and computed on the redemption price of the class "B" shares shall not be allocated to the holders of class "B" shares.

3.3. Redemption

The class "B" shares shall be redeemable at the will of one or any of the registered holders of class "B" shares, or at the will of the board of directors of the corporation.

The redemption price of a class "B" shares will include the amount paid for this share plus a premium equal to the proportional portion attributed to such share of a total premium corresponding to the difference between:

- a) The amount corresponding to the fair market value of all consideration received by the corporation in return for the issuance of the shares; and
- b) The amount corresponding to the sums of:
 - i) The amount credited to the subdivision of the capital stock stated with class "B" shares at the issuance of the class "B" shares issued in return for this consideration; and
 - ii) Of the fair market value of all goods other than class "B" shares issued by the corporation or remitted in return for this consideration.

The amount of this premium shall be established in relation to the parameters described hereinabove by a resolution of the board of directors of the corporation at the time of issuance of such shares.

It shall be added, to such redemption price the amount of all declared and unpaid dividend on each share redeemed.

The amount of the premium determined shall also be adjusted by the board of directors to take into account, when appropriate, all increase and reduction of the stated capital capital on the class "B" shares that could be decreed after the issuance of such class "B" shares and before they are redeemed. In particular, and without limiting the generality of the foregoing, all increase of the capital decreed on class "B" shares will cause a reduction of the amount corresponding to the premium payable for the redemption of each share, and a reduction of the capital will cause an increase of an amount corresponding to the premium payable for the redemption of each of these shares, unless such reduction does not decree a reimbursement of an amount equal to such reduction for the holders of the shares.

In the event that the Canada Revenue Agency, or any other taxing authority determines, does, proposes to make a contribution or a new contribution for income tax purposes, or any other tax because the fair market value of the units to be an amount which is different from the one retained by the board of directors for the establishing the amount of the premium that must be determined, as stipulated hereinabove, the amount of the premium shall be increased or reduced, as appropriate, for an amount as the total amount for the redemption price of the class "B" shares be equal to the fair market value of the consideration received by the corporation, unless such reduction decreed the reimbursement of an amount equal to such reduction to the holders of these shares and:

- a) Serving as basis for all contribution or new contribution, in cases where the contribution is not being appealed; or
- b) Convened between the corporation, the class "B" shareholders and such taxing authority, the settlement of any dispute relating to any contribution, new contribution or new projected contribution; or
- c) It is established in last resort by a court or a tribunal having jurisdiction and sitting in appeal of such contribution or new contribution.

In the event that there is a difference between the evaluation of a taxing authority and another, the adjustment shall be made with respect to the lower of the two.

If the premium for the redemption of the class "B" shares is adjusted as previously mentioned, after the redemption of one or many class "B" shares, the corporation shall pay to the redeemed class "B" shareholders or, where applicable, the shareholders will reimburse the corporation with the difference, per share, between the redemption price of such class "B" shares, as adjusted, and the redemption price at which they were effectively redeemed by the corporation, within sixty (60) days from the date the premium for the redemption of the class "B" shares was adjusted. As such, even if dividends were paid on such class "B" shares, the corporation shall pay, to the shareholders of such shares or, where applicable, the shareholders shall pay to the corporation, the difference between the amount of such paid dividends and the amount the shareholders should have received, in view of the adjustment of the redemption premium, in the same delay of sixty (60) days.

The redemption at the demand of a registered holder may be for whole or part of the class "B" shares he holds. The registered holder shall inform the corporation of its intent to have his class "B" shares redeemed by means of a written notice sent by recommended courier at the address of the corporation's headquarters at least thirty (30) days before the redemption date. The notice shall indicate the amount of shares he holds and which he needs to be redeemed by the corporation, the redemption price and the date at which the redemption will take effect. The registered holder shall then go to the corporation's headquarter on such date to remit its class "B" share certificates and obtain the redemption price in return.

The redemption at the demand of the board of directors may be for whole or part of the class "B" shares issued and circulating. If the redemption at the demand of the board of director is partial, the board of directors may choose amongst all class "B" shares issued, the ones that will be redeemed, without taking into account the proportion of class "B" shares held by each of the registered holders. At least six (6) days before the fixed date for the redemption, the corporation shall send, by prepaid registered mail, a written notice for such redemption to each of the class "B" shareholders which shares will be, in whole or in part, redeemed, at his last known address found in the books of the corporation. The notice shall mention the number of class "B" shares to be redeemed, the redemption price, the date at which the redemption will take effect and the location where the shareholders are expected to remit the class "B" share certificates that were redeemed and receive the redemption price.

From the date at which the redemption shall take effect or fixed for redemption, and on payment of the redemption price to the holders of redeemed shares or at the deposit, to this end, of the redemption price to a trust company, chartered bank or a credit union and the notice for deposit to the holders of the shares redeemed, the shares redeemed will no longer confer to their holders the quality of shareholder of the corporation and will be deprived of any right attached except, where applicable, the right to receive the redemption price.

3.4. Private sale

The corporation shall be entitled to purchase, from time to time and without needing to send a notice, to purchase all or part of the issued class "B" shares, for a price agreed to by the board of directors of the corporation and the registered holder of such shares. The board of directors may decide which of the issued class "B" shares shall be purchased, notwithstanding the proportion of class "B" shares held by each registered holder.

3.5. Distribution of assets

In cases of dissolution or liquidation of the corporation, the registered holders of class "B" shares shall have the right to receive, from the assets of the corporation, an amount per share that is equal to redemption price of the shares, plus the amount of any dividend declared and unpaid. The holders of class "B" shares shall have the right to such amount before providing for the payment of all sums due to the holders of class "A" and "AA" shares. The holders of class "B" shares shall be entitled to nothing else.

3.6. Modification of privileges

The rights, privileges and restrictions ascribed to the class "B" shares of the share capital of the corporation cannot be modified, repealed, and new classes of shares taking rank concurrently or in preference to such shares cannot be created unless a special resolution of the shareholders is accepted to that end, by at least two-thirds (2/3) of the votes expressed by the holders of class "B" shares, present or represented at a special meeting duly called for to consider this special resolution and that the articles of amendment be, where applicable, deposited to the Director in accordance with the *Canada Business Corporations Act*.