



**Ontario**  
**CERTIFICATE**  
This is to certify that these  
articles are effective on

**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

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**MAY 24 MAI, 2019**

*Barbara Shackitt*

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Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
sociétés par  
actions

**ARTICLES OF AMENDMENT**  
**STATUTS DE MODIFICATION**

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

|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
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2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)  
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT) :

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3. Date of incorporation/amalgamation:  
Date de la constitution ou de la fusion :  
2017-07-31

(Year, Month, Day)  
(année, mois, jour)

4. **Complete only if there is a change in the number of directors or the minimum / maximum number of directors.**  
**Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.**

Number of directors is/are: minimum and maximum number of directors is/are:  
Nombre d'administrateurs : nombres minimum et maximum d'administrateurs :

Number minimum and maximum  
Nombre minimum et maximum

or  
ou

5. The articles of the corporation are amended as follows:  
Les statuts de la société sont modifiés de la façon suivante :

See attached pages 1a to 1j.

The articles of the Corporation are amended to:

- A. Effective as of the date hereof, to increase the authorized capital of the Corporation by creating an unlimited number of Multiple Voting Shares with the following rights, privileges, restrictions and conditions (with references to the Subordinate Voting Shares being read as Class B shares until such time as the Class B shares are re-designated as Subordinate Voting Shares and have their terms amended as provided in paragraph C below):

(a) *Voting Rights.*

Holders of Multiple Voting Shares shall be entitled to notice of and to attend at any meeting of the shareholders of the Corporation, except a meeting of which only holders of another particular class or series of shares of the Corporation shall have the right to vote. At each such meeting, holders of Multiple Voting Shares will be entitled to 25 votes in respect of each Multiple Voting Share held.

Except as otherwise provided in these Articles or except as provided in the *Business Corporations Act*, Subordinate Voting Shares and Multiple Voting Shares are equal in all respects and shall vote together as if they were shares of a single class. In connection with any Change of Control Transaction requiring approval of the holders of Subordinate Voting Shares and Multiple Voting Shares under the *Business Corporations Act*, holders of Subordinate Voting Shares and Multiple Voting Shares shall be treated equally and identically, on a per share basis, unless different treatment of the shares of each such class is approved by a majority of the votes cast by the holders of outstanding Multiple Voting Shares or their proxyholders in respect of a resolution approving such Change of Control Transaction, voting separately as a class at a meeting of the holders of that class called and held for such purpose.

For the purpose of these Articles, a “**Change of Control Transaction**” means an amalgamation, arrangement, recapitalization, business combination or similar transaction of the Corporation, other than an amalgamation, arrangement, recapitalization, business combination or similar transaction that would result in (i) the voting securities of the Corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the continuing entity or its direct or indirect parent) more than fifty percent (50%) of the total voting power of the voting securities of the Corporation, the continuing entity or its direct or indirect parent, and more than fifty percent (50%) of the total number of outstanding shares of the Corporation, the continuing entity or its direct or indirect parent, in each case as outstanding immediately after such transaction, and (ii) the shareholders of the Corporation immediately prior to the transaction owning voting securities of the Corporation, the continuing entity or its direct or indirect parent immediately following the transaction in substantially the same proportions (vis-a-vis each other) as such shareholders owned the voting securities of the Corporation immediately prior to the transaction (provided that in neither event shall the exercise of any exchangeable shares of a subsidiary of the Corporation that are exchangeable into shares of the Corporation be taken into account in such determination).

(b) *Alteration to Rights of Multiple Voting Shares.*

As long as any Multiple Voting Shares remain outstanding, the Corporation will not, without the consent of the holders of the Multiple Voting Shares by separate special resolution alter or amend these Articles if the result would: (i) prejudice or interfere with any right or special right attached to the Multiple Voting Shares; or (ii) affect the rights or special rights of the holders of Subordinate Voting Shares or Multiple Voting Shares on a per share basis as provided herein.

(c) *Dividends.*

Holders of Multiple Voting Shares shall be entitled to receive, as and when declared by the directors, dividends in cash or property of the Corporation. No dividend will be declared or paid on the Subordinate Voting Shares unless the Corporation simultaneously declares or pays, as applicable, equivalent dividends (on a per share basis) on the Multiple Voting Shares. In the event of the payment of a dividend in the form of shares, holders of Multiple Voting Shares shall receive Multiple Voting Shares, unless otherwise determined by the Board of Directors of the Corporation.

(d) *Liquidation, Dissolution or Winding-Up.*

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of Multiple Voting Shares will, subject to the prior rights of the holders of any shares of the Corporation ranking in priority to the Multiple Voting Shares, be entitled to participate ratably in the remaining property of the Corporation along with all other holders of Multiple Voting Shares and Subordinate Voting Shares (on a per share basis).

(e) *Rights to Subscribe; Pre-Emptive Rights.*

The holders of Multiple Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of shares, or bonds, debentures or other securities of the Corporation now or in the future.

(f) *Conversion.*

Holders of Multiple Voting Shares shall have conversion rights as follows (the "Conversion Rights"):

(i) Right to Convert.

Each Multiple Voting Share shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for such shares, into one (1) fully paid and non-assessable Subordinate Voting Share.

(ii) Automatic Conversion.

(A) Upon the date that is 60 months from the date of first issuance of a Multiple Voting Share, each Multiple Voting Share shall be automatically converted without any action on the part of the holder into one (1) fully paid and non-assessable Subordinate Voting Share.

(B) Upon the first date that any Multiple Voting Share shall be held by a Person other than by a Permitted Holder, the Permitted Holder which held such Multiple Voting Share until such date, without any further action, shall automatically be deemed to have exercised his, her or its rights under subsection (f)(i) to convert such Multiple Voting Share into one fully paid and non-assessable Subordinate Voting Share.

(C) Upon the first date that the aggregate number of Multiple Voting Shares held by all Permitted Holders is reduced to a number which is less than 33 1/3% of the aggregate number of Multiple Voting Shares held by all Permitted Holders on the date of first issuance of the Multiple Voting Shares, each Permitted Holder shall automatically be deemed, without further action, to have exercised his, her or its rights under subsection (f)(i) to convert all Multiple Voting Shares held by such Permitted Holder into an equal number of fully paid and non-assessable Subordinate Voting Shares.

(D) A Multiple Voting Share that is converted into Subordinate Voting Shares as provided for in subsections (f)(ii)(A), (f)(ii)(B) or (f)(ii)(C) will automatically be cancelled.

(E) For the purposes hereof:

(i) "Members of the Immediate Family" means with respect to any individual, each parent (whether by birth or adoption), spouse or child (including any step-child) or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned persons, and each legal representative of such individual or of any aforementioned persons (including without limitation a tutor, curator,

mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such person is legally married to such individual, lives in a civil union with such individual or is the common law partner of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual;

(ii) "Permitted Holders" means (a) Jonathan Sandelman, Charles Miles or Kamaldeep Thindal and any Members of the Immediate Family of any of them, (b) Mercer Park L.P., (c) Mercer Park CB, L.P., and (d) any person controlled, directly or indirectly by one or more of the persons referred to in clause (a), (b) or (c) above; and

(iii) "Person" has the meaning assigned by the *Securities Act* (Ontario) as, from time to time, amended, re-enacted or replaced and includes a company or other body corporate wherever or however incorporated.

(iii) Mechanics of Conversion.

Before any holder of Multiple Voting Shares shall be entitled to convert Multiple Voting Shares into Subordinate Voting Shares, the holder thereof shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for Subordinate Voting Shares or the equivalent in any non-certificated inventory system (such as, for example, a Direct Registration System) administered by any applicable depository or transfer agent of the Corporation, and shall give written notice to the Corporation at its head office, of the election to convert the same (each, a "Conversion Notice") and the Subordinate Voting Shares resulting therefrom shall be registered in the name of the registered holder of the Multiple Voting Shares converted or, subject to payment by the registered holder of any stock transfer or applicable taxes and compliance with any other reasonable requirements of the Corporation in respect of such transfer, in such name or names as such registered holder may direct in writing. Upon receipt of such notice and certificate or certificates and, as applicable, compliance with such other requirements, the Corporation shall (or shall cause its transfer agent to), at its expense, as soon as practicable thereafter, remove or cause the removal of such holder from the register of holders in respect of the Multiple Voting Shares for which the conversion right is being exercised, add the holder (or any person or persons in whose name or names such converting holder shall have directed the resulting Subordinate Voting Shares to be registered) to the securities register of holders in respect of the resulting Subordinate Voting Shares, cancel or cause the cancellation of the certificate or certificates representing such Multiple Voting Shares and issue and deliver at such office to such holder, or to the nominee or nominees of such holder, a certificate or certificates or the equivalent in any non-certificated inventory system (such as, for example, a Direct Registration System) administered by any applicable depository or transfer agent of the Corporation, representing the Subordinate Voting Shares issued upon the conversion of such Multiple Voting Shares. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the Multiple Voting Shares to be converted, and the person or persons entitled to receive the Subordinate Voting Shares issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Subordinate Voting Shares as of such date. If less than all of the Multiple Voting Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate representing the Multiple Voting Shares represented by the original certificate which are not to be converted. A Multiple Voting Share that is converted into Subordinate Voting Shares as provided for in this subsection (f)(iii) will automatically be cancelled.

(iv) Effect of Conversion.

All Multiple Voting Shares which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the time of conversion (the "Conversion Time"), except only the right of the holders thereof to receive Subordinate Voting Shares in exchange therefor.

(g) *Subdivision or Consolidation.*

No subdivision or consolidation of the Multiple Voting Shares shall occur unless, simultaneously, the Subordinate Voting Shares are subdivided or consolidated or otherwise adjusted so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes. Subject to Section (f), the Multiple Voting Shares cannot be converted into any other class of shares.

- B. Effective as of the date hereof, to add the following conversion clause to the Class B shares of the Corporation:

**Conversion Rights.**

- (a) A holder of Class B shares may, with effect immediately prior to the closing (the “**Closing**”) of the Corporation’s proposed “qualifying transaction” as a “special purpose acquisition corporation” (each within the meaning of the NEO Exchange Listing Manual substantially as described in the Corporation’s final prospectus dated \_\_\_\_\_, 20\_\_ , convert any or all of the Class B shares registered in the name of the holder on the books of the Corporation as of the date of such final prospectus into Multiple Voting Shares as the same shall be constituted at the time of conversion upon the basis of 1 Multiple Voting Share for each Class B share so converted; provided that on conversion of any Class B shares the holders thereof will not be entitled to any adjustment of dividends on such Class B shares or on the Multiple Voting Share issuable on conversion. For greater certainty, no Class B shares issued after the date of such final prospectus shall be entitled to such conversion right;
- (b) The conversion right provided for herein may be exercised by notice in writing given to the Corporation at its registered office accompanied by the certificate or certificates representing the Class B shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be executed by the person registered on the books of the Corporation as the holder of the Class B shares in respect of which such right is being exercised or by his duly authorized attorney and shall specify the number of such shares which the holder desires to have converted. To be effective, the notice must have been provided on or before the date of the special resolution of the holders of Class B shares approving the amendments to the Corporation’s articles which added this conversion right shall be deemed to take effect as provided in clause B.(a) above. If a part only of the Class B shares represented by any certificate is converted, a new certificate for the balance shall be issued by the Corporation. All Multiple Voting Shares resulting from any conversion provided for herein shall be fully paid and non-assessable.

- C. Effective simultaneously with the Closing referred to in clause B.(a) above, the Class B shares in the capital of the corporation shall be re-designated as Subordinate Voting Shares (which are for greater certainty also unlimited in number), and the rights, privileges, restrictions and conditions attaching to the Class B shares shall be deleted and superseded by the following:

(a) *Voting Rights.*

Holders of Subordinate Voting Shares shall be entitled to notice of and to attend at any meeting of the shareholders of the Corporation, except a meeting of which only holders of another particular class or series of shares of the Corporation shall have the right to vote. At each such meeting, holders of Subordinate Voting Shares shall be entitled to one vote in respect of each Subordinate Voting Share held.

Except as otherwise provided in these Articles or except as provided in the *Business Corporations Act*, Subordinate Voting Shares and Multiple Voting Shares are equal in all respects and shall vote together as if they were shares of a single class. In connection with any Change of Control Transaction requiring approval of the holders of Subordinate Voting Shares and Multiple Voting Shares under the *Business Corporations Act*, holders of Subordinate Voting

Shares and Multiple Voting Shares shall be treated equally and identically, on a per share basis, unless different treatment of the shares of each such class is approved by a majority of the votes cast by the holders of outstanding Subordinate Voting Shares or their proxyholders in respect of a resolution approving such Change of Control Transaction, voting separately as a class at a meeting of the holders of that class called and held for such purpose.

Notwithstanding the provisions of the second paragraph of this subsection (a), the holders of Subordinate Voting Shares shall be entitled to vote as a separate class, in addition to any other vote of shareholders that may be required, in respect of any alteration, repeal or amendment of these Articles which would: (i) adversely affect the rights or special rights of the holders of Subordinate Voting Shares, (including an amendment to the terms of these Articles which provide that any Multiple Voting Shares sold or transferred to a Person that is not a Permitted Holder shall be automatically converted into Subordinate Voting Shares); or (ii) affect the holders of Subordinate Voting Shares and Multiple Voting Shares differently, on a per share basis; or (iii) create any class or series of shares ranking equal to or senior to the Subordinate Voting Shares; and in each case such alteration, repeal or amendment shall not be effective unless a resolution in respect thereof is approved by a majority of the votes cast by holders of outstanding Subordinate Voting Shares.

*(b) Alteration to Rights of Subordinate Voting Shares.*

As long as any Subordinate Voting Shares remain outstanding, the Corporation will not, without the consent of the holders of the Subordinate Voting Shares by separate special resolution alter or amend these Articles if the result would (i) prejudice or interfere with any right or special right attached to the Subordinate Voting Shares, or (ii) affect the rights or special rights of holders of Subordinate Voting Shares or Multiple Voting Shares on a per share basis as provided herein.

*(c) Dividends.*

Holders of Subordinate Voting Shares shall be entitled to receive, as and when declared by the directors, dividends in cash or property of the Corporation. No dividend will be declared or paid on the Multiple Voting Shares unless the Corporation simultaneously declares or pays, as applicable, equivalent dividends (on a per share basis) on the Subordinate Voting Shares. In the event of the payment of a dividend in the form of shares, holders of Subordinate Voting Shares shall receive Subordinate Voting Shares, unless otherwise determined by the Board of Directors of the Corporation.

*(d) Liquidation, Dissolution or Winding-Up.*

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of Subordinate Voting Shares shall, subject to the prior rights of the holders of any shares of the Corporation ranking in priority to the Subordinate Voting Shares, be entitled to participate ratably in the remaining property of the Corporation along with all holders of Multiple Voting Shares and other holders of Subordinate Voting Shares (on a per share basis).

*(e) Rights to Subscribe; Pre-Emptive Rights.*

The holders of Subordinate Voting Shares are not entitled to a right of first refusal to subscribe for, purchase or receive any part of any issue of shares, or bonds, debentures or other securities of the Corporation now or in the future.

*(f) Subdivision or Consolidation.*

No subdivision or consolidation of the Subordinate Voting Shares shall occur unless, simultaneously, the Multiple Voting Shares are subdivided or consolidated or otherwise adjusted so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes. Subject to Section 27.1(1)(g), the Subordinate Voting Shares cannot be converted into any other class of shares.

(g) *Conversion of Subordinate Voting Shares Upon an Offer.*

(i) For the purposes of these share provisions:

1. "Affiliate" has the meaning assigned by the Securities Act (Ontario) as, from time to time, amended, re-enacted or replaced;
2. "Associate" has the meaning assigned by the Securities Act (Ontario) as, from time to time, amended, re-enacted or replaced;
3. "Conversion Period" means the period of time commencing on the eighth day after the Offer Date and terminating on the Expiry Date;
4. "Converted Shares" means Multiple Voting Shares resulting from the conversion of Subordinate Voting Shares into Multiple Voting Shares pursuant to subparagraph (ii);
5. "Exclusionary Offer" means an offer to purchase Multiple Voting Shares that:
  - i. is a General Offer; and
  - ii. is not made concurrently with an offer to purchase Subordinate Voting Shares that is identical to the offer to purchase Multiple Voting Shares in terms of price per share and percentage of outstanding shares to be taken up exclusive of shares owned immediately prior to the offer by the Offeror, and in all other material respects, and that has no condition attached other than the right not to take up and pay for shares tendered if no shares are purchased pursuant to the offer for Multiple Voting Shares;

and for the purposes of this definition, if an offer to purchase Multiple Voting Shares is a General Offer but not an Exclusionary Offer, the varying of any term of such offer shall be deemed to constitute the making of a new offer unless a variation identical in all material respects concurrently is made to the corresponding offer to purchase Subordinate Voting Shares;

6. "Expiry Date" means the last date on which holders of Multiple Voting Shares may accept an Exclusionary Offer;
7. "General Offer" means an offer to purchase Multiple Voting Shares that must, by reason of applicable securities legislation or the requirements of any stock exchange on which the Multiple Voting Shares are listed, be made to all or substantially all holders of Multiple Voting Shares who are in a province of Canada to which any such legislation or requirement applies (assuming that the offeree was resident in Ontario);
8. "Offer Date" means the date on which an Exclusionary Offer is made;
9. "Offeror" means a Person that makes an offer to purchase Multiple Voting Shares (the "bidder"), and includes any Associate or Affiliate of the bidder or any Person that is disclosed in the offering document to be acting jointly or in concert with the bidder,

10. "Person" has the meaning assigned by the Securities Act (Ontario) as, from time to time, amended, re-enacted or replaced and includes a company or other body corporate wherever or however incorporated; and
  11. "Transfer Agent" means the transfer agent at the relevant time for the Multiple Voting Shares (and if there is no such transfer agent, "Transfer Agent" means the Corporation);
- ii. subject to subparagraph (v), if an Exclusionary Offer is made, each outstanding Subordinate Voting Share shall be convertible into one (1) Multiple Voting Share at the option of each holder of Subordinate Voting Shares during the Conversion Period. The conversion right may be exercised by notice in writing given to the Transfer Agent prior to the Expiry Date accompanied by the share certificate or certificates representing the Subordinate Voting Shares which the holder desires to convert, together with any letter of transmittal or other documentation required by the Transfer Agent or pursuant to the Exclusionary Offer, in either case in duly executed or completed form, and such notice shall be executed by such holder, or by his attorney duly authorized in writing, and shall specify the number of Subordinate Voting Shares which the holder desires to have converted. The Corporation shall pay any stamp, transfer or similar tax (but for greater certainty, no income or capital gains tax) imposed on or in respect of such conversion. If less than all of the Subordinate Voting Shares represented by any share certificate are to be converted, the holder shall be entitled to receive a new share certificate representing in the aggregate the number of Subordinate Voting Shares represented by the original share certificate which are not to be converted. Upon any conversion of any shares of any class into shares of another class, the Corporation shall adjust the capital accounts maintained for the respective classes of shares as provided in the *Business Corporations Act*;
  - iii. an election by a holder of Subordinate Voting Shares to exercise the conversion right provided for in subparagraph (ii) shall be deemed to also constitute irrevocable elections by such holder (a) to deposit the Converted Shares pursuant to the Exclusionary Offer (subject to such holder's right to subsequently withdraw the shares from the offer), and (b) to exercise the right to convert back into Subordinate Voting Shares (on a 1:1 basis) all Converted Shares in respect of which such holder exercises his right of withdrawal from the Exclusionary Offer or which are not otherwise ultimately taken up under the Exclusionary Offer. Any conversion of Converted Shares back into Subordinate Voting Shares in respect of which the holder exercises his right of withdrawal from the Exclusionary Offer shall become effective at the time such right of withdrawal is exercised. If the right of withdrawal is not exercised, any conversion of Converted Shares back into Subordinate Voting Shares pursuant to a deemed election shall become effective:
    1. for Converted Shares not taken up in accordance with the terms of an Exclusionary Offer which is nonetheless completed, on the day that the Offeror has taken up and paid for all shares to be acquired by the Offeror under the Exclusionary Offer; and
    2. in respect of an Exclusionary Offer which is abandoned or withdrawn, at the time at which the Exclusionary Offer is abandoned or withdrawn;
  - iv. no share certificates representing Converted Shares shall be delivered to the holders of such shares before such shares are deposited pursuant to the Exclusionary Offer. The Transfer Agent, on behalf of the holders of the Converted Shares, shall deposit pursuant to the Exclusionary Offer the certificates representing all Subordinate Voting Shares for which the certificates, notices and other documents have been duly delivered to the Transfer Agent pursuant to subparagraph (ii) and shall advise the Offeror of the extent that such certificates so deposited represent Multiple Voting Shares of the Corporation.



Upon completion of the Exclusionary Offer, the Transfer Agent shall deliver to the holders of the shares purchased pursuant to the Exclusionary Offer all consideration paid by the Offeror pursuant to the Exclusionary Offer. If Converted Shares are converted back into Subordinate Voting Shares pursuant to subparagraph (iii), the Transfer Agent shall deliver to the holders entitled thereto share certificates representing the Subordinate Voting Shares resulting from the conversion. Provided however that if no Subordinate Voting Shares of a shareholder were acquired by the Offeror pursuant to the Exclusionary Offer, the Transfer Agent shall return the original share certificate (if not duly endorsed for transfer to a named transferee) evidencing such Subordinate Voting Shares tendered pursuant to subparagraph (ii) in satisfaction of its obligations under this subparagraph (iv). The Corporation shall make all arrangements with the Transfer Agent necessary or desirable to give effect to this subparagraph (iv);

- v. subject to subparagraph (vi), the conversion right provided for in subparagraph (ii) shall not come into effect if:
  1. prior to the time at which the Exclusionary Offer is made there is or has been delivered to the Transfer Agent and to the Secretary of the Corporation a certification or certifications signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate, as at the time the Exclusionary Offer is made, more than 50% of the then outstanding Multiple Voting Shares, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror, which certification or certifications shall confirm, in the case of each such shareholder that made such certification, that such shareholder shall not:
    - i. accept any Exclusionary Offer without giving the Transfer Agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least 7 days prior to the Expiry Date;
    - ii. make any Exclusionary Offer;
    - iii. act jointly or in concert with any Person that makes any Exclusionary Offer, or
    - iv. transfer any Multiple Voting Shares, directly or indirectly, during the time any Exclusionary Offer is outstanding without giving the Transfer Agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least 7 days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Multiple Voting Shares transferred or to be transferred to each transferee; or
  2. within 7 days after the Offer Date there is delivered to the Transfer Agent and to the Secretary of the Corporation a certification or certifications signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate more than 50% of the then outstanding Multiple Voting Shares (exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror) which certification or certifications shall confirm, in the case of each shareholder who made such certification:
    - i. the number of Multiple Voting Shares owned by the shareholder;

- ii. that such shareholder is not making the Exclusionary Offer and is not an Associate or Affiliate of, or acting jointly or in concert with, the Person making such offer;
  - iii. that such shareholder shall not accept the Exclusionary Offer, including any varied form of the offer, without giving the Transfer Agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least 7 days prior to the Expiry Date; and
  - iv. that such shareholder shall not transfer any Multiple Voting Shares, directly or indirectly, prior to the Expiry Date without giving the Transfer Agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least 7 days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Multiple Voting Shares transferred or to be transferred to each transferee if this information is known to the transferor;
- vi. if a notice (the "Notice") referred to in sub-clause (v)(1)(i), (v)(1)(iv), (v)(2)(iii) or (v)(B)(4) is given to the Transfer Agent and to the Secretary of the Corporation and the conversion right provided for in subparagraph (ii) has not, because of the giving of such Notice, come into effect, the Corporation shall either forthwith upon receipt of the Notice or forthwith after the seventh day following the Offer Date, whichever is later, make a good faith determination as to whether there are subsisting certifications that comply with either clause (v)(A) or (v)(B) from shareholders of the Corporation who own in the aggregate more than 50% of the then outstanding Multiple Voting Shares, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror. If the Corporation determines that there are not such subsisting certifications, subparagraph (v) shall cease to apply and the conversion right provided for in subparagraph (ii) shall be in effect for the remainder of the Conversion Period;
- vii. as soon as reasonably possible after the seventh day after the Offer Date, the Corporation shall send to each holder of Subordinate Voting Shares a written notice advising the holders as to whether they are entitled to convert their Subordinate Voting Shares into Multiple Voting Shares and the reasons therefor. If such notice discloses that they are not so entitled but it is subsequently determined that they are so entitled by virtue of subparagraph (vi) or otherwise, the Corporation shall forthwith send another notice to them advising them of that fact and the reasons therefor;
- viii. if a notice referred to in subparagraph (vii) discloses that the conversion right set forth in subsection (g)(ii) has come into effect, the notice shall:
- 1. include a description of the procedure to be followed to effect the conversion and to have the Converted Shares tendered under the Exclusionary Offer;
  - 2. include the information set out in subparagraph (iii) hereof; and
  - 3. be accompanied by a copy of the Exclusionary Offer and all other materials sent to any holders of Multiple Voting Shares in respect of such offer; and as soon as reasonably possible after any additional material, including any notice of variation, is sent to any holders of Multiple Voting Shares in respect of such offer, the Corporation shall send a copy of such additional materials to each holder of Subordinate Voting Shares;

- ix. prior to or forthwith after sending any notice referred to in subparagraph (vii), the Corporation shall cause a news release to be issued to a Canadian national news service, describing the contents of the notice; and
  - x. references to share certificates shall include, as applicable, the equivalent in any non-certificated inventory system (such as, for example, a Direct Registration System), with appropriate changes.
- D. Effective immediately following the Closing referred to in clause B.(a) above, any remaining (i.e. non-redeemed) issued and outstanding Class A Restricted Voting Shares shall be automatically converted into Subordinate Voting Shares on the basis of 1 Subordinate Voting Share for each Class A Restricted Voting Share so converted. After such conversion of the Class A Restricted Voting Shares, the Class A Restricted Voting Shares shall be removed from the authorized capital of the Corporation in their entirety.
- E. After giving effect to the foregoing, the classes and authorized number of shares that the Corporation shall be authorized to issues is an unlimited number of Multiple Voting Shares and an unlimited number of Subordinate Voting Shares, each with the rights, privileges, restrictions and conditions as set out in these articles.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2019 - 03 - 18

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(Year, Month, Day)  
(année, mois, jour)

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

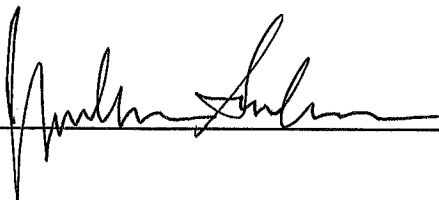
### CANNABIS STRATEGIES ACQUISITION CORP.

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(Print name of corporation from Article 1 on page 1)  
(Veuillez écrire le nom de la société de l'article un à la page une).

By/  
Par :

(Signature)  
(Signature)

 President & CEO  
(Description of Office)  
(Fonction)