

CORPORATE ACCESS NUMBER: 207797382

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
INCORPORATION**

**779738 ALBERTA LTD.
WAS INCORPORATED IN ALBERTA ON 1998/04/02.**



**Articles of Incorporation
For
779738 ALBERTA LTD.**

Classes of Shares: SCHEDULE "A"
Number of Directors:
Maximum Number of Directors : 11
Minimum Number of Directors: 1
Restrictions on Business To: NONE
Restrictions on Business From: NONE
Restrictions on Share Transfers: SCHEDULE "B"
Other Rules or Provisions: SCHEDULE "C"

Registration Authorized By: VICTORIA C. MARSELLE
SOLICITOR

SCHEDULE "A"

Unlimited number of common shares without nominal or par value to which shares shall be attached the following rights (i) to vote at any meeting of shareholders of the Corporation; (ii) to receive any dividend declared by the Corporation; and (iii) to receive the remaining property of the Corporation upon dissolution.

SCHEDULE "B"

No shares of the Corporation shall be transferred without the approval of the directors, provided that approval of any transfer of shares may be given as aforesaid after the transfer has been effected upon the records of the Corporation, in which event, unless the said approval stipulates otherwise, the said transfer shall be valid and shall take effect as from the date of its very entry upon the books of the Corporation.

SCHEDULE "C"

- a. The number of shareholders of the Corporation, exclusive of
- i. persons who are in its employment or that of an affiliate, and;
 - ii. persons who, having been formerly in its employment or that of an affiliate, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of that Corporation after termination of that employment,
- is limited to not more than 50 persons, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
- b. Any invitation to the public to subscribe for the securities of the Corporation is prohibited.
- c. The directors of the corporation may, without authorization of the shareholders:
- i. borrow money on the credit of the Corporation;
 - ii. issue, reissue, sell or pledge debt obligations of the Corporation;
 - iii. subject to the Business Corporations Act of Alberta, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, and;
 - iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- d. The directors may, by resolution, delegate the powers referred to in subsection (c) hereof to a director, a committee of directors or an officer.
- e. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
- f. Meetings of the shareholders may be held at any place within Alberta or at any of the following cities: Vancouver, British Columbia; Victoria, British Columbia; Winnipeg, Manitoba; Toronto, Ontario; Ottawa, Ontario; Montreal Quebec; or Halifax, Nova Scotia.

CORPORATE ACCESS NUMBER: 207797382

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT**

**779738 ALBERTA LTD.
CHANGED ITS NAME TO ONCOLYTICS BIOTECH INC. ON 1998/04/08.**



Name Change Alberta Corporation - Registration Statement

Service Request Number: 228266
Corporate Access Number: 207797382
Legal Entity Name: ONCOLYTICS BIOTECH INC.
French Equivalent Name:
Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Nuans Report Number: 60651958
Nuans Report Date: 1998/04/06
French Name Nuans Report Number:
French Name Nuans Report Date:
Future Dating Required:
Professional Endorsement Provided:
Amendment Date: 1998/04/08

Annual Returns

File Year	Date Filed
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Registration Authorized By: VICTORIA C. MARSELLE
SOLICITOR

CORPORATE ACCESS NUMBER: 207797382



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**ONCOLYTICS BIOTECH INC.
AMENDED ITS ARTICLES ON 1999/07/29.**



BUSINESS CORPORATIONS ACT
(SECTIONS 27 or 171)

FORM 4

Alberta

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION: <p style="text-align: center;">ONCOLYTICS BIOTECH INC.</p>	2. ALBERTA CORPORATE ACCESS NUMBER: <p style="text-align: center;">207797382</p>
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3. ITEM NO. _____ OF THE ARTICLES OF THE ABOVE NAMED CORPORATION ARE AMENDED IN ACCORDANCE WITH SECTION _____ OF THE BUSINESS CORPORATIONS ACT.

1. Pursuant to subsection 167(1)(l) of the *Business Corporations Act* (Alberta), the share transfer restrictions as set out in the Articles of the Corporation are hereby amended by deleting the existing provisions and the inserting therefor the word "None";
2. Pursuant to subsection 167(1)(k) of the *Business Corporations Act* (Alberta), the number of directors set out in the Articles of the Corporation is hereby amended by increasing the minimum number of directors to three (3);
3. Pursuant to subsection 167(1)(m) of the *Business Corporations Act* (Alberta), the other rules and provisions as set out in the Articles of the Corporation are hereby amended by deleting the existing provisions and inserting therefor the attached Schedule of Other Provisions; and
4. Pursuant to subsection 167(1)(f) of the *Business Corporations Act* (Alberta), the Articles of the Corporation are hereby amended by changing the 2,222,222 issued and outstanding Common Shares of the Corporation into 6,750,000 Common Shares.

REGISTERED ON
 THE ALBERTA REGISTRIES
 CORES SYSTEM

JUL 29 1999

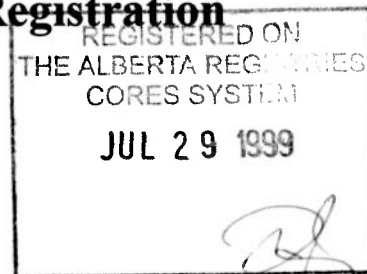
4. DATE <p>July 29, 1999</p>	SIGNATURE 	TITLE <p>President</p>
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FILED

SCHEDULE OF OTHER PROVISIONS

1. The directors of the corporation may, without authorization of the shareholders:
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell or pledge debt obligations of the Corporation;
 - (c) Subject to the Business Corporations Act of Alberta, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, and;
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
2. The directors may, by resolution, delegate the powers referred to in subsection 1 hereof to a director, a committee of directors or an officer.
3. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
4. Meetings of the shareholders may be held at any place within Alberta or at any of following cities: Vancouver, British Columbia; Victoria, British Columbia; Winnipeg, Manitoba; Toronto, Ontario; Ottawa, Ontario; Montreal Quebec; or Halifax, Nova Scotia.

Name/Structure Change Alberta Corporation - Registration Statement



Service Request Number: 1344977
Corporate Access Number: 207797382
Previous Legal Entity Name: ONCOLYTICS BIOTECH INC.
Previous French Equivalent Name:
Legal Entity Name: ONCOLYTICS BIOTECH INC.
French Equivalent Name:
Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Nuans Report Number: 60651958
Nuans Report Date: 1998/04/06
French Name Nuans Report Number:
French Name Nuans Report Date:
Classes Of Shares and any
Maximum Number(within each class): SCHEDULE "A"
Restrictions On Share Transfers: NONE.
Minimum Number Of Directors: 3
Maximum Number Of Directors: 11
Restrictions On Business To: NONE
Restrictions On Business From: NONE
Other Provisions: SEE ATTACHED SCHEDULE OF OTHER PROVISIONS.
Section And Subsection of Act Change Made Under: 167(1), (F), (K),(L) & (M)
Professional Endorsement Provided:
Future Dating Required:
Amendment Date: 1999/07/29

Annual Returns are outstanding

Annual Returns

File Year	Date Filed
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Court Orders

Order Type	Order Date	Order Number	Judicial District	Termination Date
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Attachments

Attachment Type	Microfilm Bar Code	Date Recorded
Section 167(1)(f) Schedule	ELECTRONIC	1999/07/29
Other Rules or Provisions	ELECTRONIC	1999/07/29

Registration Authorized By: KENTON G.C. REIN
SOLICITOR

CORPORATE ACCESS NUMBER: 207797382

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**ONCOLYTICS BIOTECH INC.
AMENDED ITS ARTICLES ON 2007/02/09.**



BUSINESS CORPORATIONS ACT

Alberta

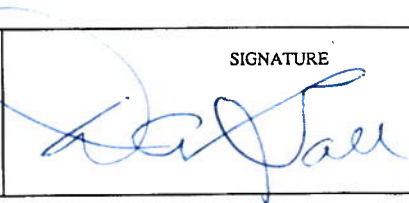
ARTICLES OF AMENDMENT

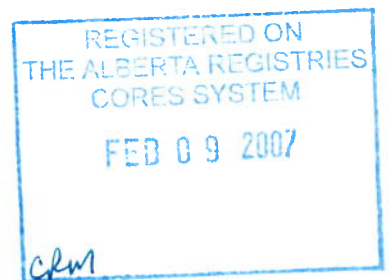
1. Name of Corporation	2. Corporate Access Number
ONCOLYTICS BIOTECH INC.	207797382

3. Pursuant to subsection 173(1)(n) of the Business Corporations Act (Alberta), paragraph 4 of the Schedule of Other Provisions to the Articles of the Corporation is hereby deleted and replaced with the following:

"4. Meetings of the shareholders may be held at any place within Alberta or at any other location as determined by the directors of the Corporation."

so that the Schedule of Other Provisions shall read as set out in the attached Schedule of Other Provisions.

4. DATE	SIGNATURE	TITLE
February <u>7</u> , 2007		C.F.O.



SCHEDULE OF OTHER PROVISIONS

1. The directors of the corporation may, without authorization of the shareholders:
 - a. borrow money on the credit of the Corporation;
 - b. issue, reissue, sell or pledge debt obligations of the Corporation;
 - c. Subject to the Business Corporations Act of Alberta, give guarantee on behalf of the Corporation to secure performance of an obligation of any person, and;
 - d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
2. The directors may, by resolution delegate the powers referred to in subsection 1 hereof to a director, a committee of directors or an officer.
3. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual general meeting of the Corporation.
4. Meetings of the shareholders may be held at any place within Alberta or at any other location as determined by the directors of the Corporation.

Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2007/02/09

Service Request Number: 9691672

Corporate Access Number: 207797382

Legal Entity Name: ONCOLYTICS BIOTECH INC.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: ONCOLYTICS BIOTECH INC.

New French Equivalent Name:

Nuans Number: 60651958

Nuans Date: 1998/04/06

French Nuans Number:

French Nuans Date:

Share Structure: SCHEDULE "A"

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number Of Directors: 3

Max Number Of Directors: 11

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: SEE ATTACHED SCHEDULE OF OTHER PROVISIONS.

BCA Section/Subsection: 173(1)(N)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

File Year	Date Filed
2006	2006/05/11
2005	2005/05/13
2004	2004/05/21

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	1998/04/02
Restrictions on Share Transfers	ELECTRONIC	1998/04/02
Other Rules or Provisions	ELECTRONIC	1998/04/02
Consolidation, Split, Exchange	ELECTRONIC	1999/07/29
Other Rules or Provisions	ELECTRONIC	1999/07/29
Other Rules or Provisions	ELECTRONIC	2007/02/09

Registration Authorized By: DAVID DORRANS
SOLICITOR