

OCTOBER 01 OCTOBRE, 2018

*Barbara Duckitt*

17

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
sociétés par  
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)

Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

P	O	C	M	L		4			I	N	C	.																											

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) :

M	E	D	I	P	H	A	R	M		L	A	B	S		C	O	R	P	.																					

3. Date of incorporation/amalgamation:

Date de la constitution ou de la fusion :

2017/01/23

(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:  
Nombre d'administrateurs :

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

Number  
Nombre

minimum and maximum  
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 :

To change the name of the corporation to MediPharm Labs Corp.

To consolidate the issued and outstanding common shares of the corporation on the basis of 1 common share for every 2 common shares issued and outstanding.

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

2018-08-23

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

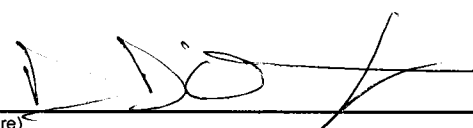
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

POCML 4 INC.

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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)

Chief Executive Officer

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(Description of Office)  
(Fonction)

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Ministry of Consumer and Business  
Services - Companies and Personal  
Property Security Branch  
Ministère des Services aux  
consommateurs et aux entreprises -  
direction des compagnies et des sûretés  
mobilières  
393 University Avenue,  
Toronto, Ontario

2018/10/01 14:10:44

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SUMMARY RECEIPT

RÉSUMÉ DES FRAIS

Reference 22187053

No référence

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DOCUMENT FILED 150.00  
DOCUMENT DÉPOSÉ  
2557458 BCA 3

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TOTAL COST 150.00  
COGT TOTAL  
PAID BY ACCT  
PAYÉ PAR ACCT  
PERSONAL CHEQUE 150.00  
CHÈQUE PERSONNEL

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TOTAL PAID 150.00  
PAIEMENT TOTAL

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AMOUNT DUE .00  
à PAYER

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Request ID: 019831169  
Demande n°:  
Transaction ID: 063355499  
Transaction n°:  
Category ID: CT  
Catégorie:

Province of Ontario  
Province de l'Ontario  
Ministry of Government Services  
Ministère des Services gouvernementaux

Date Report Produced: 2017/01/23  
Document produit le:  
Time Report Produced: 13:29:15  
Imprimé à:

# Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**POCML 4 INC.**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002557458**

is a corporation incorporated,  
under the laws of the Province of Ontario.

est une société constituée aux termes  
des lois de la province de l'Ontario.

These articles of incorporation  
are effective on

Les présents statuts constitutifs  
entrent en vigueur le

**JANUARY 23 JANVIER, 2017**



Director/Directeur  
Business Corporations Act/Loi sur les sociétés par actions

Request ID / Demande n°  
19831169

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2557458

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*  
POCML 4 INC.
2. The address of the registered office is: *Adresse du siège social:*  
  
130 KING STREET WEST Suite 2210  
  
*(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)*  
*(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)*  
TORONTO ONTARIO  
CANADA M5X 1E4  
*(Name of Municipality or Post Office)* *(Postal Code/Code postal)*  
*(Nom de la municipalité ou du bureau de poste)*
3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*  
Minimum 1 Maximum 10
4. The first director(s) is/are: *Premier(s) administrateur(s):*  
  
*First name, initials and surname* *Resident Canadian State Yes or No*  
*Prénom, initiales et nom de famille* *Résident Canadien Oui/Non*  
  
*Address for service, giving Street & No.* *Domicile élu, y compris la rue et le*  
*or R.R. No., Municipality and Postal Code* *numéro, le numéro de la R.R., ou le nom*  
*de la municipalité et le code postal*

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2557458

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4. The first director(s) is/are:

Premier(s) administrateur(s):

First name, initials and surname  
*Prénom, initiales et nom de famille*

Resident Canadian    State Yes or No  
*Résident Canadien    Oui/Non*

Address for service, giving Street & No.  
or R.R. No., Municipality and Postal Code

*Domicile élu, y compris la rue et le  
numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal*

\* DAVID

YES

D'ONOFRIO

130 KING STREET WEST    Suite 2210

TORONTO ONTARIO

CANADA M5X 1E4

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Ontario Corporation Number  
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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

There are no restrictions.

6. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

The Company is authorized to issue:

1. an unlimited number of common shares; and
2. an unlimited number of special shares, issuable in series.

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

Common Shares

(1) Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Company, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each common share held by such holder.

(2) The holders of common shares shall be entitled to receive dividends if and when declared by the board of directors.

(3) In the event of any liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of common shares shall be entitled, subject to the rights of holders of shares of any class ranking prior to the common shares, to receive the remaining property or assets of the Company.

Special Shares

(1) The special shares may from time to time be issued in one or more series and subject to the following provisions, and subject to the sending of articles of amendment in prescribed form, and the endorsement thereon of a certificate of amendment in respect thereof, the directors may fix from time to time before such issue the number of shares that is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of special shares including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the redemption, purchase and/or conversion prices and terms and conditions of redemption, purchase and/or conversion, and any sinking fund or other provisions.

(2) The special shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Company among its shareholders for the purpose of winding up its affairs, rank on a parity with the special shares of every other series and be entitled to preference over the common shares and over any other shares of the Company ranking junior to the special shares. The special shares of any series may also be given such other preferences, not inconsistent with these articles, over the special shares and any other shares of the Company ranking junior to the special shares as may be fixed



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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

as provided herein.

(3) If any cumulative dividends or amounts payable on the return of capital in respect of a series of special shares are not paid in full, all series of special shares shall participate rateably in respect of such dividends and return of capital.

(4) The special shares of any series may be made convertible into special shares of any other series or common shares at such rate and upon such basis as the directors in their discretion may determine.

(5) Unless the directors otherwise determine in the articles of amendment designating a series, the holder of each share of a series of special shares shall be entitled to one vote at a meeting of shareholders.

#### Voting Restrictions

The holders of shares of a class or of a series of the Company are not entitled to vote separately as a class or series, as the case may be, upon, and shall not be entitled to dissent in respect of, any proposal to amend the articles to:

(1) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series;

(2) effect an exchange, reclassification or cancellation of the shares of such class or series; or

(3) create a new class or series of shares equal or superior to the shares of such class or series.

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8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

If the Company:

(a) is not a reporting issuer or investment fund within the meaning of applicable securities legislation; and

(b) has not distributed to the public (excluding accredited investors within the meaning of applicable securities legislation) any of its securities,

then no shares in the capital of the Company shall be transferred without either:

(i) the previous consent of the board of directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or

(ii) the previous consent of the holders of at least 51% of the shares of that class for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

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9. Other provisions, (if any, are):  
*Autres dispositions, s'il y a lieu:*  
None.

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10. The names and addresses of the incorporators are  
*Nom et adresse des fondateurs*

First name, initials and last name  
or corporate name

*Prénom, initiale et nom de  
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code  
*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

\* CHRIS IRWIN  
365 BAY STREET Suite 400  
  
TORONTO ONTARIO  
CANADA M5H 2V1