

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM354315

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	AMALGAMATION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Crosscor Inc.		07/01/2015	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wellnx Life Sciences Inc.		
<b>Street Address:</b>	6335 Edwards Blvd.		
<b>City:</b>	Mississauga, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	L5T 2W7		
<b>Entity Type:</b>	CORPORATION: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86414454	CROSSFUEL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2122925391		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	212-292-5390		
<b>Email:</b>	mail@ipcounselors.com		
<b>Correspondent Name:</b>	William C. Wright		
<b>Address Line 1:</b>	60 E. 42nd Street, Suite 2410		
<b>Address Line 4:</b>	New York, NEW YORK 10165		
<b>ATTORNEY DOCKET NUMBER:</b>	CROSSFUEL		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	William C. Wright		
<b>Address Line 1:</b>	60 E. 42nd Street, Suite 2410		
<b>Address Line 4:</b>	New York, NEW YORK 10165		
<b>NAME OF SUBMITTER:</b>	William C. Wright		
<b>SIGNATURE:</b>	/william c. wright/		
<b>DATE SIGNED:</b>	09/08/2015		
<b>Total Attachments: 15</b>			

OP \$40.00 86414454

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## Certificate of Amalgamation

*Canada Business Corporations Act*

## Certificat de fusion

*Loi canadienne sur les sociétés par actions*

WELLNX LIFE SCIENCES INC.

Corporate name / Dénomination sociale

928073-1

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Virginie Ethier

Director / Directeur

2015-07-01

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)

**Canada Business Corporations Act (CBCA)  
FORM 9  
ARTICLES OF AMALGAMATION  
(Section 185)**

**1 - Corporate name of the amalgamated corporation**

WELLNX LIFE SCIENCES INC.

**2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)**

Ontario

**3 - The classes and any maximum number of shares that the corporation is authorized to issue**

See attached Schedule 1

**4 - Restrictions, if any, on share transfers**

See attached Schedule 2

**5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)**

Minimum number  Maximum number

**6 - Restrictions, if any, on the business the corporation may carry on**

None

**7 - Other provisions, if any**

See attached Schedule 3

**8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:**

<input type="radio"/> 183 - Long form : approved by special resolution of shareholders	<input checked="" type="radio"/> 184(1) - Vertical short-form : approved by resolution of directors	<input type="radio"/> 184(2) - Horizontal short-form : approved by resolution of directors
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**9 - Declaration**

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
Wellnx Life Sciences Inc.	822879-5	
9038647 Canada Inc.	903864-7	
9038655 Canada Inc.	903865-5	
Crosscor Inc.	901516-7	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

9280731



## SCHEDULE 1

### WELLNX LIFE SCIENCES INC.

#### Item 3 – The classes and any maximum number of shares that the corporation is authorized to issue

An unlimited number of Common Shares, an unlimited number of Class A Shares, an unlimited number of Class B Preferred Shares, an unlimited number of Class C Preferred Shares, and an unlimited number of Class D Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Common Shares, Class A Shares, Class B Preferred Shares, Class C Preferred Shares and Class D Preferred Shares are as follows:

#### PART I – INTERPRETATION

1. Definitions. Where used in these share provisions, the following capitalized words and phrases shall, unless the context otherwise requires, have the following meanings:
  - (a) “Act” means the *Canada Business Corporations Act* as the same may from time to time be amended, re-enacted or replaced;
  - (b) “Business Day” means a day other than a Saturday, Sunday or any other day treated as a holiday in the municipality in Canada in which the corporation’s registered office is then situated;
  - (c) “Class B Adjusted Redemption Amount” has the meaning ascribed thereto in section 3.3 of Part III hereof;
  - (d) “Class B Redemption Amount” has the meaning ascribed thereto in section 3.1 of Part III hereof;
  - (e) “Class B Redemption Price” means \$2.67804035 per Class B Preferred Share;
  - (f) “Class C Adjusted Redemption Amount” has the meaning ascribed thereto in section 3.6 of Part III hereof;
  - (g) “Class C Redemption Amount” means One Dollar (\$1.00) per Class C Preferred Share;
  - (h) “Class C Redemption Price” has the meaning ascribed thereto in section 3.4 of Part III hereof;
  - (i) “Class D Adjusted Redemption Amount” has the meaning ascribed thereto in section 3.9 of Part III hereof;
  - (j) “Class D Redemption Amount” means for each Class D Preferred Share shall be equal to the fair market value of the property sold or transferred to, or exchanged

with the Corporation on the date of first issuance of Class D Preferred Share for consideration that includes Class D Preferred Shares (the "Property") less the amount of any non-share consideration, if any, paid, assumed or delivered by the Corporation for the purchase or acquisition of, or the exchange for the Property divided by the number of Class D Preferred Shares issued as consideration for the Property.

- (k) "Class D Redemption Price" has the meaning ascribed thereto in section 3.7 of Part III hereof;
  - (l) "Directors" or "Board of Directors" means the board of directors of the Corporation;
  - (m) "Liquidation Distribution" means a distribution of assets of the Corporation among its shareholders arising on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs;
  - (n) "Preferred Shares" means the Class B Preferred Shares, Class C Preferred Shares and Class D Preferred Shares;
  - (o) "Redemption Amount" means, in the case of the Class B Preferred Shares, the Class B Redemption Amount or Class B Adjusted Redemption Amount, as the case may be, or in the case of the Class C Preferred Shares, the Class C Redemption Amount or Class C Adjusted Redemption Amount, as the case may be, or in the case of the Class D Preferred Shares, the Class D Redemption Amount or Class D Adjusted Redemption Amount, as the case may be; and
  - (p) "Redemption Price" means, in the case of the Class B Preferred Shares, the Class B Redemption Price, or in the case of the Class C Preferred Shares, the Class C Redemption Price, or in the case of the Class D Preferred Shares, the Class D Redemption Price.
2. Gender, Etc. Words importing only the singular number include the plural and *vice versa*, and words importing any gender include all genders.
  3. Currency. Unless otherwise explicitly set forth herein, all references herein to "dollars" or "\$" shall refer to the lawful currency of Canada, and all amounts payable hereunder shall be payable in lawful currency of Canada.
  4. Business Day. If any date upon which any dividends are payable by the Corporation, or upon which any other action is required to be taken by the Corporation or any shareholder hereunder, is not a Business Day, then such dividend shall be payable or such other action shall be required to be taken on or by the next succeeding day which is a Business Day.

5. **Headings.** The division of these share provisions into sections, paragraphs, subparagraphs or other subdivisions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.
6. **Governing Statute.** These share provisions shall be governed by and are subject to the applicable provisions of the Act and all other laws binding upon the Corporation and, except as otherwise expressly provided herein, all term used herein which are defined in the Act shall have the meanings respectively ascribed thereto in the Act.

## **PART II – COMMON SHARES**

### **1. Dividends.**

1.1 **Declaration of Dividends.** Subject to the prior rights of any shares ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the Board of Directors out of monies properly applicable to the payment of dividends, in such amount and in such form as the Board of Directors may from time to time determine.

### **2. Liquidation.**

2.1 In the event of any Liquidation Distribution and subject to the prior rights of the holders of Preferred Shares and Class A Shares, all of the property and assets of the Corporation available for distribution shall be paid or distributed equally, share for share, to the holders of Common Shares without preference or distinction.

### **3. Purchase by the Corporation.**

3.1 Subject to these Articles and the provisions of the Act, the Corporation may at any time or from time to time purchase all or any part of the outstanding Common Shares at the lowest price at which, in the opinion of the Board of Directors, such shares are obtainable. Except where all holders of the Common Shares consent, the Corporation may purchase such shares only pursuant to tenders received by the Corporation upon requests for tenders addressed to all holders of Common Shares, and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to only part of the Common Shares offered, the Corporation shall accept part of the Common Shares offered in such tender in proportion as nearly as may be to the total number of Common Shares offered in each such tender (disregarding fractions).

### **4. Voting.**

4.1 **Voting Rights.** The holders of Common Shares shall be entitled to receive notice of and to attend (in person or by proxy) and be heard at all meetings of the shareholders of the Corporation (except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series) and shall have one vote for each Common Share held at all such meetings.

## PART III—PREFERRED SHARES

### 1. Dividends

1.1 Declaration of Dividends. The holders of Class B Preferred Shares, the holders of Class C Preferred Shares and the holders of the Class D Preferred Shares shall be entitled to receive non-cumulative dividends and the Corporation shall pay non-cumulative dividends thereon, as and when declared by the Board of Directors out of monies properly applicable to the payment of dividends in such amount and in such form as the Board of Directors may from time to time determine but in no event exceeding eight per cent (8%) *per annum* of the Redemption Amount applicable to such shares.

### 2. Liquidation.

2.1 Priority over Redemption Price. In the event of any Liquidation Distribution, the holders of the Class D Preferred Shares shall be entitled to receive property and assets of the Corporation available for distribution with a fair market value equal to the Redemption Price applicable to the Class D Preferred Shares held by such holder before any amount shall be paid or any property or assets distributed to the holders of the Class B Preferred Shares, the Class C Preferred Shares, the holders of the Class A Shares and holders of the Common Shares or any shares of any other class ranking junior to the Class D Preferred Shares with respect to the return of capital. After payment to the holders of the Class D Preferred Shares of the amounts so payable to them, they shall not be entitled to share further in the distribution of the property or assets of the Corporation. After payment to the holders of the Class D Preferred Shares of the amounts so payable to them, the holders of the Class B Preferred Shares shall be entitled to receive property and assets of the Corporation available for distribution with a fair market value equal to the Redemption Price applicable to the Class B Preferred Shares held by such holder before any amount shall be paid or any property or assets distributed to the holders of the Class C Preferred Shares, the Class A Shares and holders of the Common Shares or any shares of any other class ranking junior to the Class B Preferred Shares with respect to the return of capital. After payment to the holders of the Class B Preferred Shares of the amounts so payable to them, they shall not be entitled to share further in the distribution of the property or assets of the Corporation. After payment to the holders of the Class B Preferred Shares of the amounts so payable to them, the holders of the Class C Preferred Shares shall be entitled to receive property and assets of the Corporation available for distribution with a fair market value equal to the Redemption Price applicable to the Class C Preferred Shares held by such holder before any amount shall be paid or any property or assets distributed to the holders of the Class A Shares and holders of the Common Shares or any shares of any other class ranking junior to the Class C Preferred Shares with respect to the return of capital. After payment to the holders of the Class C Preferred Shares of the amounts so payable to them, they shall not be entitled to share further in the distribution of the property or assets of the Corporation.

### 3. Purchase by the Corporation.

#### Class B Preferred Shares



3.1 Redemption of Class B Preferred Shares. Subject to the provisions of the Act, the Corporation may, upon giving notice or upon notice being waived as hereinafter provided, redeem the whole or any part of the Class B Preferred Shares on payment of the Class B Redemption Amount or Class B Adjusted Redemption Amount, as the case may be, for each such share to be redeemed, together with an amount equal to all dividends declared on each such share to be redeemed but unpaid (the Class B Redemption Amount or Class B Adjusted Redemption Amount, as the case may be, plus such declared and unpaid dividends are hereinafter called the "Class B Redemption Price"). In case a part only of the then outstanding Class B Preferred Shares is at any time to be redeemed, the shares so to be redeemed shall be selected in such manner as the Directors in their discretion shall decide and the Directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares. The Corporation shall, at least ten (10) days before the date specified for redemption, send to each person who at the date of sending is a registered holder of Class B Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class B Preferred Shares or, alternatively, notice may be waived or the time for sending of the notice may be waived at any time with the consent in writing of holders of such Class B Preferred Shares. Notice may be mailed in a prepaid envelope addressed to each such shareholder at its address as it appears on the records of the Corporation or its transfer agent or, alternatively, such notice may be delivered personally to such shareholder; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Class B Redemption Price and the date of redemption. If notice of any such redemption be given by the Corporation or waived in the manner aforesaid and an amount sufficient to redeem the shares has been paid to the holder of Class B Preferred Shares to be redeemed or deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor.

3.2 Retraction of Class B Preferred Shares. The holders of Class B Preferred Shares shall be entitled to require the Corporation to purchase at any time and from time to time all or any of the Class B Preferred Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate representing the Class B Preferred Shares that the registered holder desires to have the Corporation purchase together with a request in writing specifying: (i) that the registered holder desires to have some or all of the Class B Preferred Shares represented by such certificate purchased by the Corporation; and, (ii) the Business Day (in this paragraph referred to as the "purchase date") on which the holder desires to have the Corporation purchase such Class B Preferred Shares. Requests in writing shall specify a purchase date which shall be not less than ten (10) days after the day on which the request in writing is given to the Corporation, unless the Corporation consents in writing to an earlier purchase date. Such registered holder may, with the consent of the Corporation, revoke such request prior to the purchase date. Upon receipt of a share certificate representing the Class B Preferred Shares that the registered holder desires to have the Corporation purchase together with such a request, the Corporation shall on the purchase date, to the extent permitted by applicable law, purchase such Class B Preferred Shares by paying to such registered holder an amount equal to the aggregate Class B Redemption Price. The said Class B Preferred Shares shall be purchased on the purchase date and from and after the purchase date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of

the rights of holders of Class B Preferred Shares in respect thereof unless payment of the aggregate Class B Redemption Price is not made on the purchase date, in which event the rights of the holders of the said shares shall remain unaffected until payment of the aggregate Class B Redemption Price is made.

3.3 If at any time the Canada Revenue Agency or any other taxing authority asserts that any property or an aliquot portion thereof for which any such Class B Preferred Share was issued or any share of the Corporation which was changed into any such Class B Preferred Share had a fair market value at the time of such issuance or change of other than the Class B Redemption Amount, then the Board of Directors of the Corporation shall confer and may by resolution determine an adjusted Class B Redemption Amount for the Class B Preferred Shares. Upon such determination being confirmed by resolution of a majority of the holders of Class B Preferred Shares, the Class B Redemption Amount shall automatically be adjusted *nunc pro tunc* to be such adjusted Class B Redemption Amount (the "**Class B Adjusted Redemption Amount**") so determined and confirmed. If any Class B Preferred Share is redeemed under Section 3.1 or 3.2 prior to any such adjustment as described above resulting in the Class B Adjusted Redemption Amount of such Class B Preferred Share being in excess of the Class B Redemption Amount, the amount of such excess, together with interest thereon calculated from the date of redemption of such Class B Preferred Shares at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class B Preferred Share so redeemed shall be a debt of the Corporation payable on demand to the former holder of each Class B Preferred Share so redeemed. If any Class B Preferred Share is redeemed under Section 3.1 or 3.2 prior to any such adjustment as described above resulting in the Class B Adjusted Redemption Amount of such Class B Preferred Share being less than the Class B Redemption Amount, the amount of such difference together with interest thereon calculated from the date of redemption at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class B Preferred Share so redeemed shall be a debt of the former holder of each such share so redeemed payable on demand to the Corporation.

#### Class C Preferred Shares

3.4 Redemption of Class C Preferred Shares. Subject to the provisions of the Act, the Corporation may, upon giving notice or upon notice being waived as hereinafter provided, redeem the whole or any part of the Class C Preferred Shares on payment of the Class C Redemption Amount or Class C Adjusted Redemption Amount, as the case may be, for each such share to be redeemed, together with an amount equal to all dividends declared on each such share to be redeemed but unpaid (the Class C Redemption Amount or Class C Adjusted Redemption Amount, as the case may be, plus such declared and unpaid dividends are hereinafter called the "**Class C Redemption Price**"). In case a part only of the then outstanding Class C Preferred Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by in such manner as the Directors in their discretion shall decide and the Directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares. The Corporation shall, at least ten (10) days before the date specified for redemption, send to each person who at the date of sending is a registered holder of Class C Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class C Preferred Shares, as the case may be or, alternatively, notice may be waived or the time for sending of the notice may be waived at any time with the consent in writing of holders of such

Class C Preferred Shares, as the case may be. Notice may be mailed in a prepaid envelope addressed to each such shareholder at its address as it appears on the records of the Corporation or its transfer agent or, alternatively, such notice may be delivered personally to such shareholder; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Class C Redemption Price and the date of redemption. If notice of any such redemption be given by the Corporation or waived in the manner aforesaid and an amount sufficient to redeem the shares has been paid to the holder Class C Preferred Shares, as the case may be, to be redeemed or deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor.

3.5 Retraction of Class C Preferred Shares. The holders of Class C Preferred Shares shall be entitled to require the Corporation to purchase at any time and from time to time all or any of the Class C Preferred Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate representing the Class C Preferred Shares that the registered holder desires to have some or all of the Corporation purchase together with a request in writing specifying: (i) that the registered holder desires to have the Class C Preferred Shares, as the case may be, represented by such certificate redeemed by the Corporation; and, (ii) the Business Day (in this paragraph referred to as the "**purchase date**") on which the holder desires to have the Corporation purchase such Class C Preferred Shares, as the case may be. Requests in writing shall specify a purchase date which shall be not less than ten (10) days after the day on which the request in writing is given to the Corporation, unless the Corporation consents in writing to an earlier purchase date. Such registered holder may, with the consent of the Corporation, revoke such request prior to the purchase date. Upon receipt of a share certificate representing the Class C Preferred Shares, as the case may be, that the registered holder desires to have the Corporation purchase together with such a request, the Corporation shall on the purchase date, to the extent permitted by applicable law, purchase such Class C Preferred Shares, as the case may be, by paying to such registered holder an amount equal to the aggregate Class C Redemption Price. The said Class C Preferred Shares, as the case may be, shall be purchased on the purchase date and from and after the purchase date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class C Preferred Shares, as the case may be, in respect thereof unless payment of the aggregate Class C Redemption Price is not made on the purchase date, in which event the rights of the holders of the said shares shall remain unaffected until payment of the aggregate Class C Redemption Price is made.

3.6 If at any time the Canada Revenue Agency or any other taxing authority asserts that any property or an aliquot portion thereof for which any such Class C Preferred Share was issued or any share of the Corporation which was changed into any such Class C Preferred Share had a fair market value at the time of such issuance or change of other than the Class C Redemption Amount, then the Board of Directors of the Corporation shall confer and may by resolution determine an adjusted Class C Redemption Amount for the Class C Preferred Shares. Upon such determination being confirmed by resolution of a majority of the holders of Class C Preferred Shares, the Class C Redemption Amount shall automatically be adjusted *nunc pro tunc* to be such adjusted Class C Redemption Amount (the "**Class C Adjusted Redemption Amount**") so

determined and confirmed. If any Class C Preferred Share is redeemed under Section 3.4 or 3.5 prior to any such adjustment as described above resulting in the Class C Adjusted Redemption Amount of such Class C Preferred Share being in excess of the Class C Redemption Amount, the amount of such excess, together with interest thereon calculated from the date of redemption of such Class C Preferred Shares at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class C Preferred Share so redeemed shall be a debt of the Corporation payable on demand to the former holder of each Class C Preferred Share so redeemed. If any Class C Preferred Share is redeemed under Section 3.4 or 3.5 prior to any such adjustment as described above resulting in the Class C Adjusted Redemption Amount of such Class C Preferred Share being less than the Class C Redemption Amount, the amount of such difference together with interest thereon calculated from the date of redemption at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class C Preferred Share so redeemed shall be a debt of the former holder of each such Class C Preferred Share so redeemed payable on demand to the Corporation.

#### Class D Preferred Shares

3.7 Redemption of Class D Preferred Shares. Subject to the provisions of the Act, the Corporation may, upon giving notice or upon notice being waived as hereinafter provided, redeem the whole or any part of the Class D Preferred Shares on payment of the Class D Redemption Amount or Class D Adjusted Redemption Amount, as the case may be, for each such share to be redeemed, together with an amount equal to all dividends declared on each such share to be redeemed but unpaid (the Class D Redemption Amount or Class D Adjusted Redemption Amount, as the case may be, plus such declared and unpaid dividends are hereinafter called the "Class D Redemption Price"). In case a part only of the then outstanding Class D Preferred Shares is at any time to be redeemed, the shares so to be redeemed shall be selected in such manner as the Directors in their discretion shall decide and the Directors may make such adjustments as may be necessary to avoid the redemption of fractional parts of shares. The Corporation shall, at least ten (10) days before the date specified for redemption, send to each person who at the date of sending is a registered holder of Class D Preferred Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class D Preferred Shares or, alternatively, notice may be waived or the time for sending of the notice may be waived at any time with the consent in writing of holders of such Class D Preferred Shares. Notice may be mailed in a prepaid envelope addressed to each such shareholder at its address as it appears on the records of the Corporation or its transfer agent or, alternatively, such notice may be delivered personally to such shareholder; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Class D Redemption Price and the date of redemption. If notice of any such redemption be given by the Corporation or waived in the manner aforesaid and an amount sufficient to redeem the shares has been paid to the holder of Class D Preferred Shares to be redeemed or deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor.

3.8 Retraction of Class D Preferred Shares. The holders of Class D Preferred Shares shall be entitled to require the Corporation to purchase at any time and from time to time all or any of the Class D Preferred Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its head office a share certificate representing the Class D Preferred Shares that the registered holder desires to have the Corporation purchase together with a request in writing specifying: (i) that the registered holder desires to have some or all of the Class D Preferred Shares represented by such certificate purchased by the Corporation; and, (ii) the Business Day (in this paragraph referred to as the "**purchase date**") on which the holder desires to have the Corporation purchase such Class D Preferred Shares. Requests in writing shall specify a purchase date which shall be not less than ten (10) days after the day on which the request in writing is given to the Corporation, unless the Corporation consents in writing to an earlier purchase date. Such registered holder may, with the consent of the Corporation, revoke such request prior to the purchase date. Upon receipt of a share certificate representing the Class D Preferred Shares that the registered holder desires to have the Corporation purchase together with such a request, the Corporation shall on the purchase date, to the extent permitted by applicable law, purchase such Class D Preferred Shares by paying to such registered holder an amount equal to the aggregate Class D Redemption Price. The said Class D Preferred Shares shall be purchased on the purchase date and from and after the purchase date such shares shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class D Preferred Shares in respect thereof unless payment of the aggregate Class D Redemption Price is not made on the purchase date, in which event the rights of the holders of the said shares shall remain unaffected until payment of the aggregate Class D Redemption Price is made.

3.9 If at any time the Canada Revenue Agency or any other taxing authority asserts that any property or an aliquot portion thereof for which any such Class D Preferred Share was issued or any share of the Corporation which was changed into any such Class D Preferred Share had a fair market value at the time of such issuance or change of other than the Class D Redemption Amount, then the Board of Directors of the Corporation shall confer and may by resolution determine an adjusted Class D Redemption Amount for the Class D Preferred Shares. Upon such determination being confirmed by resolution of a majority of the holders of Class D Preferred Shares, the Class D Redemption Amount shall automatically be adjusted *nunc pro tunc* to be such adjusted Class D Redemption Amount (the "**Class D Adjusted Redemption Amount**") so determined and confirmed. If any Class D Preferred Share is redeemed under Section 3.7 or 3.8 prior to any such adjustment as described above resulting in the Class D Adjusted Redemption Amount of such Class D Preferred Share being in excess of the Class D Redemption Amount, the amount of such excess, together with interest thereon calculated from the date of redemption of such Class D Preferred Shares at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class D Preferred Share so redeemed shall be a debt of the Corporation payable on demand to the former holder of each Class D Preferred Share so redeemed. If any Class D Preferred Share is redeemed under Section 3.7 or 3.8 prior to any such adjustment as described above resulting in the Class D Adjusted Redemption Amount of such Class D Preferred Share being less than the Class D Redemption Amount, the amount of such difference together with interest thereon calculated from the date of redemption at a rate per annum which is equal to the prime rate from time to time charged by the Corporation's bank, in respect of each Class D Preferred Share so redeemed

shall be a debt of the former holder of each such share so redeemed payable on demand to the Corporation.

4. Voting.

4.1 Voting. Holders of Class B Preferred Shares, Class C Preferred Shares and Class D Preferred Shares shall not be entitled as such (except as hereinafter specifically provided and except as otherwise provided by the Act) to receive notice of or to attend any meeting of the shareholders of the corporation and shall not be entitled to vote at any such meeting.

**PART IV—CLASS A SHARES**

1. Dividends.

1.1 Dividends. The holders of the Class A Shares shall not be entitled to receive dividends on such class of shares.

2. Liquidation.

2.1 In the event of any Liquidation Distribution, the holders of the Class A Shares shall be entitled to receive the sum per share on each Class A Shares equal to the Class A Redemption Price set forth in clause 2.2 hereof before any amount shall be paid to the holders of Common Shares. The holders of the Class A Shares shall not be entitled to share in any further distribution of the assets of the Corporation other than or in excess of the Class A Redemption Price.

2.2 Class A Redemption Price. For the purposes hereof the "Class A Redemption Price" of each Class A Share is \$1.00. In the event that the stated capital per share of the Class A Share should at any time be reduced and paid to the holders of the Class A Shares, the Class A Redemption Price for each Class A Share shall be reduced by an equal amount.

3. Retraction by Shareholder

3.1 Subject to the provisions of the Act, a holder of any Class A Shares shall have the right at any time and from time to time to require the Corporation to redeem all or any of the Class A Shares registered in the name of such holder for an amount equal to the Class A Redemption Price, on given ten (10) days notice by registered letter directed to the Corporation accompanied by the certificate or certificates for the Class A Shares, duly endorsed for transfer to the Corporation. On the 10<sup>th</sup> day after the date of mailing of the said notice, the Corporation shall pay or cause to be paid to such holder the Class A Redemption Price for each such Class A Shares which shall thereupon be redeemed, provided that the Corporation may waive notice of such redemption and such waiver may be either before or after redemption of such Class A Shares.

4. Voting

4.1 A holder of the Class A shares shall be entitled to receive notice of, to attend and to one hundred (100) votes in respect of each Class A Shares held at all meetings of shareholders of the

Corporation, except meetings at which only holders of another class of shares in the Corporation are entitled to vote.

5. Restrictions on Distribution

5.1 The Corporation shall not declare or pay any dividend, purchase or redeem any other class of shares or make any other distribution on any other class of shares (a "Restricted Act") at any time when the Corporation is not permitted by the Act to redeem all of the then outstanding Class A Shares or when such Restricted Act would put the Corporation into such a position.

**PART V—OTHER**

1. Priority of Dividends

1.1 The directors of the Corporation may in their discretion declare a dividend on any class of shares to the exclusion of any other class of shares.

2. Restrictions on Distribution

2.1 Notwithstanding anything to the contrary contained in these share provisions, the Corporation shall not declare or pay any dividend, purchase or redeem any class of shares or make any other distribution on any other class of shares if, following the payment or such dividends or purchase price, the Corporation would be unable to pay the Class B Redemption Amount or Class B Adjusted Redemption Amount, as the case may, be for all Class B Preferred Shares then outstanding, the Class C Redemption Amount or Class C Adjusted Redemption Amount, as the case may, for all Class C Preferred Shares then outstanding, and the Class D Redemption Amount or Class D Adjusted Redemption Amount, as the case may, for all Class D Preferred Shares then outstanding.

**SCHEDULE 2**

**WELLNX LIFE SCIENCES INC.**

**Item 4 – Restrictions, if any, on share transfers**

Shares of the Corporation shall not be transferred without either:

- (a) the approval of the directors of the Corporation expressed either by (i) a resolution passed at a duly constituted meeting of the board of directors, by a majority of directors of the Corporation present and entitled to vote; or (ii) by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the shareholders of the Corporation expressed either by (i) a resolution passed at a duly constituted meeting of the shareholders, by a majority of votes cast thereat; or (ii) by an instrument or instruments in writing signed by the holders of a majority in number of the outstanding voting shares in the capital of the Corporation.



**SCHEDULE 3**

**WELLNX LIFE SCIENCES INC.**

**Item 7 – Other provisions, if any**

- (a) The Corporation shall have a lien on any share registered in the name of a shareholder or the shareholder's legal representative for a debt of that shareholder to the Corporation.
- (b) Debt securities, other than non-convertible debt securities, shall not be transferred without the restrictions on transfer contained in the applicable security holders' agreement, having been complied with.