



The articles of the Corporation are amended as follows:

1. to split all of the issued and outstanding Common Shares in the capital of the Corporation on the basis of 20.81010939 Common Shares for each one (1) Common Share, each fractional Common Share following such split to be rounded up or down, as applicable, to the nearest whole Common Share;
2. to increase the authorized share capital of the Corporation by creating an unlimited number of Preference Shares that may, at any time and from time to time, be issued in one or more series, each series to consist of such number of Preference Shares as may, before the issue thereof, be determined by resolution of the board of directors of the Corporation;
3. to delete the following authorized and unissued classes of shares in the capital of the Corporation and remove all of the rights, privileges, restrictions and conditions attaching to each such class of shares:
  - a) Class A Common shares;
  - b) Class A Preferred shares;
  - c) Class B Preferred shares;
  - d) Class C Preferred shares;
  - e) Class D Preferred shares;
  - f) Class E Preferred shares;
  - g) Class F Preferred shares;
  - h) Class G Preferred shares;
  - i) Class H Preferred shares;
  - j) Class I Preferred shares;
  - k) Class J Preferred shares;
  - l) Class K Preferred shares;
  - m) Class L Preferred shares;
  - n) Class M Preferred shares;
  - o) Class N Preferred shares;
  - p) Class O Preferred shares;
  - q) Class P Preferred shares;
  - r) Class Q Preferred shares;
  - s) Class R Preferred shares;
  - t) Class S Preferred shares;
  - u) Class T Preferred shares;
  - v) Class U Preferred shares;
  - w) Class V Preferred shares; and
  - x) Class W Preferred shares;
4. to declare that the authorized capital of the Corporation, after giving effect to the foregoing, consists solely of:
  - a) an unlimited number of Common Shares; and
  - b) an unlimited number of Preference Shares, issuable in series; and
5. to amend and restate the rights, privileges, restrictions and conditions attaching to the Common Shares and to provide that the Preference Shares shall have the following rights, privileges, restrictions and conditions:

## COMMON SHARES

### A. Dividends

The holders of the Common Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of the Preference Shares and any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common Shares, the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares.

### B. Liquidation

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares will, subject to the rights of the holders of the Preference Shares and any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common Shares, be entitled to the distribution.

### C. Voting

Subject to the rights of the holders of any other class, or of any series of any other class of shares of the Corporation entitled to have separate meetings of that class or series or to vote separately, as a class or series, the holders of the Common Shares will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one (1) vote in respect of each Common Share held at all such meetings.

## PREFERENCE SHARES

### A. Preference Shares may be Issued in One or More Series

The Preference Shares may at any time and from time to time be issued in one or more series, each series to consist of such number of Preference Shares as may, before the issue thereof, be determined by resolution of the board of directors of the Corporation. Subject to the provisions of the Business Corporations Act (Ontario) (the "Act"), the board of directors may, by resolution, fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to each series of the Preference Shares, including, but without in any way limiting or restricting the generality of the foregoing, the rate, amount or method of calculation of dividends thereon, the time and place of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption thereof, conversion rights (if any) and voting rights attached thereto (if any).

### B. Dividends

The holders of Preference Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, always in preference and priority to the payment of dividends on the Common Shares.

### C. Liquidation

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preference Shares will be entitled to preference with respect to the distribution of assets of the Corporation before any amount is paid or any assets of the Corporation are distributed to the holders of any Common Shares and any other shares ranking junior to the Preference Shares.

### D. Voting

Except as required by law or in accordance with any voting rights which may be attached to any series of Preference Shares, the holders of the Preference Shares will not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and will not be entitled to vote at any such meeting.

### E. No Series Voting or Dissent Rights in Specified Circumstances

Holders of a series of Preference Shares are not entitled to vote separately as a series upon, or dissent with respect to, a proposal to amend the articles of the Corporation to:

- a) increase or decrease any maximum number of authorized Preference Shares of that series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to that series of Preference Shares;
- b) effect an exchange, reclassification or cancellation of that series of Preference Shares; or
- c) create a new class of shares or series of shares equal or superior to that series of Preference Shares.

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

2017, July, 5

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

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

JAMIESON WELLNESS 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 :

/s/ Chris Snowden  
(Signature)  
(Signature)

Chief Financial Officer  
(Description of Office)  
(Fonction)