



Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

APPILI THERAPEUTICS INC.

Corporate name / Dénomination sociale

1109901-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act* (CBCA).

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions* (LCSA).

Cheryl Ringor

Deputy Director / Directeur adjoint

2018-11-15

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



Form 11
Articles of Continuance
Canada Business Corporations Act
(CBCA) (s. 187)

Formulaire 11
Clauses de prorogation
Loi canadienne sur les sociétés par
actions
(LCSA) (art. 187)

1	Corporate name Dénomination sociale APPILI THERAPEUTICS INC.
2	The province or territory in Canada where the registered office is situated La province ou le territoire au Canada où est situé le siège social ON
3	The classes and the maximum number of shares that the corporation is authorized to issue Catégories et le nombre maximal d'actions que la société est autorisée à émettre See attached schedule / Voir l'annexe ci-jointe
4	Restrictions on share transfers Restrictions sur le transfert des actions None
5	Minimum and maximum number of directors Nombre minimal et maximal d'administrateurs Min. 1 Max. 10
6	Restrictions on the business the corporation may carry on Limites imposées à l'activité commerciale de la société None
7	(1) If change of name effected, previous name S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure Not Applicable / Sans objet (2) Details of incorporation Détails de la constitution NOVA SCOTIA - MAY 7, 2015
8	Other Provisions Autres dispositions None
9	Declaration: I certify that I am a director or an officer of the company continuing into the CBCA. Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société se prorogeant sous le régime de la LCSA.

Original signed by / Original signé par

Kimberly Stephens

Kimberly Stephens

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

SCHEDULE "A"

Unlimited Number of Class A Common Shares
Unlimited Number of Class B Non-Voting Common Shares
Unlimited Number of Class A Preference Shares

CLASS A COMMON SHARES

The Class A Common Shares, as a class, shall carry and be subject to the following rights, privileges, restrictions and conditions:

1. Subject to the rights of the holders of the Class A Preference Shares, the holders of the Class A Common Shares (the "Class A Shares") shall be entitled to receive equally with the Class B Non-Voting Common Shares (the "Class B Shares"), as and when properly declared by the board of directors of the Corporation, dividends on the Class A Shares at any time outstanding which the directors may determine to declare and pay in any fiscal year of the Corporation.
2. Subject to the rights of the holders of the Class A Preference Shares, in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Shares shall be entitled to receive equally with the Class B Shares the remaining property and assets of the Corporation.
3. At all meetings of the shareholders, the holders of the Class A Shares shall be entitled to one vote for each Class A Share held by them.
4. Any amendment to the articles of the Corporation to delete or vary any right, privilege, restriction or condition attaching to the Class A Shares or to create shares ranking in priority to or on a parity with the Class A Shares, in addition to the authorization by special resolution, shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A Shares duly called for that purpose.

CLASS B NON-VOTING COMMON SHARES

The Class B Shares, as a class, shall carry and be subject to the following rights, privileges, restrictions and conditions:

1. Subject to the rights of the holders of the Class A Preference Shares, the holders of the Class B Shares shall be entitled to receive equally with the Class A Shares, as and when properly declared by the board of directors of the Corporation, dividends on the

Class B Shares at any time outstanding which the directors may determine to declare and pay in any fiscal year of the Corporation.

2. Subject to the rights of the holders of the Class A Preference Shares, in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class B Shares shall be entitled to receive equally with the Class A Shares the remaining property and assets of the Corporation.
3. At all meetings of the shareholders, the holders of the Class B Shares shall not be entitled to vote at such meetings.
4. Any amendment to the articles of the Corporation to delete or vary any right, privilege, restriction or condition attaching to the Class B Shares or to create shares ranking in priority to or on a parity with the Class B Shares, in addition to the authorization by special resolution, shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A Shares duly called for that purpose

CLASS A PREFERENCE SHARES

The Class A Preference Shares, as a class, shall carry and be subject to rights, privileges, restrictions and conditions.

Directors' Authority to Issue in One or More Series

The Class A Preference Shares may include one or more series of shares and, subject to the provisions of the *Canada Business Corporations Act*, the directors may, by resolution, if none of the shares of any particular series are issued, alter the Articles of Continuance of the Corporation to:

1. determine the maximum number of shares of that series that the Corporation is authorized to issue, determine that there is no such maximum number, or alter any such determination;
2. create an identifying name by which the share of that series may be identified, or alter any such identifying name; and
3. attach special rights or restrictions to the shares of that series, including, but without limiting or restricting the generality of the foregoing, the rate or amount of dividends (whether cumulative, non-cumulative or partially cumulative), the dates and places of payment thereof, the consideration for, and the terms and conditions of, any purchase for cancellation or redemption thereof (including redemption after a fixed term or at a premium), conversion or exchange rights into other shares, bonds, debentures,

securities or otherwise, the terms and conditions of any share purchase plan or sinking fund, restrictions respecting payment of dividends on, or the repayment of capital in respect of, any other shares of the Corporation and voting rights and restrictions; or alter any such special rights or restrictions.