

CORPORATE ACCESS NUMBER: 2022007468

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
CONTINUANCE**

WILLOW BIOSCIENCES INC.
CONTINUED FROM BRITISH COLUMBIA TO ALBERTA ON 2019/06/21.



**Articles of Continuance
For
WILLOW BIOSCIENCES INC.**

Share Structure: REFER TO "SHARE STRUCTURE" ATTACHMENT.
Share Transfers Restrictions: NONE
Number of Directors:
Min Number of Directors: 3
Max Number of Directors: 10
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT.

Registration Authorized By: MARK KEOHANE
SOLICITOR

Continuance Into Alberta - Registration Statement

Alberta Registration Date: 2019/06/21

Corporate Access Number: 2022007468

Service Request Number: 31229813
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: WILLOW BIOSCIENCES INC.
French Equivalent Name:
Nuans Number: 120747183
Nuans Date: 2019/06/18
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 4300 BANKERS HALL WEST, 888 - 3RD STREET S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 5C5

RECORDS ADDRESS

Street: 4300 BANKERS HALL WEST, 888 - 3RD STREET S.W.
Legal Description:
City: CALGARY
Province: ALBERTA
Postal Code: T2P 5C5

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Email Address: ABREMINDERS@STIKEMAN.COM
Share Structure: REFER TO "SHARE STRUCTURE" ATTACHMENT.
Share Transfers Restrictions: NONE
Number of Directors:
Min Number Of Directors: 3
Max Number Of Directors: 10
Business Restricted To: NONE

Business Restricted From: NONE
Other Provisions: REFER TO "OTHER RULES OR PROVISIONS"
ATTACHMENT.
**Professional Endorsement
Provided:**
**Alberta Corporate Access
Number:**
Future Dating Required:
Registration Date: 2019/06/21

Director

Last Name: PETERS
First Name: TREVOR
Middle Name:
Street/Box Number: 3610 - 10TH STREET S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2T 3H8
Country:
Resident Canadian: Y

Last Name: TUCKER
First Name: JOSEPH
Middle Name:
Street/Box Number: 71 KING'S LANDING
City: NORWELL
Province: MASSACHUSETTS
Postal Code: 02061
Country:
Resident Canadian:

Last Name: KALANTZIS
First Name: FOTIS
Middle Name:
Street/Box Number: 738 CRESCENT ROAD N.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2M 4A7
Country:
Resident Canadian: Y

Last Name: ARCHIBALD
First Name: DONALD
Middle Name: F.
Street/Box Number: 937 CRESCENT ROAD N.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2M 0A8
Country:
Resident Canadian: Y

Last Name: SEUFER-WASSERTHAL
First Name: PETER
Middle Name:
Street/Box Number: OBERBANK AG, KAISER-FRANZ-JOSEF-STRASSE 4
City: BAD ISCHL, UPPER AUSTRIA
Province:
Postal Code: 48020
Country: AUSTRIA
Resident Canadian:

Last Name: LALANI
First Name: SADIQ
Middle Name: H.
Street/Box Number: 88 COULEE WAY S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T3H 0S4
Country:
Resident Canadian: Y

Last Name: FOREMAN
First Name: AL
Middle Name:
Street/Box Number: 245 E. 58 STREET, APT. 19B
City: NEW YORK
Province: NEW YORK
Postal Code: 10022
Country:
Resident Canadian:

Continuance

Name In Previous Jurisdiction	Corporate Access Number in Previous Jurisdiction	Previous Canadian Jurisdiction	Previous Foreign Jurisdiction	Date Created In Previous Jurisdiction
WILLOW BIOSCIENCES INC.	0232320	BRITISH COLUMBIA		1981/04/15

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Letter of Approval	10000307130831226	2019/06/21
Other Rules or Provisions	ELECTRONIC	2019/06/21
Share Structure	ELECTRONIC	2019/06/21

Registration Authorized By: MARK KEOHANE
SOLICITOR

The Registrar of Corporations certifies that the information contained in this statement is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

SHARE STRUCTURE

Attached to and Forming Part of
the Articles of Willow Biosciences Inc.

The authorized capital of the Corporation shall consist of an unlimited number of Common Shares without nominal or par value and an unlimited number of First Preferred Shares without nominal or par value.

1. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(a) **Payment of 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 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 of the Corporation.

(b) **Participation upon Liquidation, Dissolution or Winding Up:** 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 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 participate in the distribution. Such distribution will be made in equal amounts per share on all the Common Shares at the time outstanding without preference or distinction.

(c) **Voting Rights:** Subject to the rights of the holders of any other class, or of any series of any other class, of shares of the Corporation 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 annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.

2. The rights, privileges, restrictions and conditions attaching to the First Preferred Shares are as follows:

(a) **Series:** The First Preferred Shares may at any time and from time to time be issued in one or more series. Subject to the provisions of clauses 2(b) and (c), the board of directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and

determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of First Preferred Shares.

(b) Idem: The First Preferred Shares are entitled to priority over the Common Shares and all other shares ranking junior to the First Preferred Shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of any 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.

(c) Idem: The First Preferred Shares of each series will rank on a parity with the First Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets of the Corporation in the event of any 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.

OTHER RULES OR PROVISIONS

Attached to and Forming Part of
the Articles of Willow Biosciences Inc.

1. 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 one-third (?) of the number of directors who held office at the expiration of the last annual meeting.

2. Meetings of shareholders may be held outside of Alberta.



10000307130831226

CAN : 2022007468

June 19, 2019

Stikeman Elliott LLP
Barristers & Solicitors
Suite 1700, Park Place,
666 Burrard Street,
Vancouver, BC V6C 2X8

Dear Sonya:

Re: WILLOW BIOSCIENCES INC. - Number BC0232320

The above company was authorized on June 19th, 2019 to continue out of British Columbia, under section 308 of the *Business Corporations Act*, to the jurisdiction of Alberta.

Section 311(1) states that "Promptly after the date on which a company is continued into another jurisdiction, the continued corporation must file with the registrar a copy of any record issued to it by the other jurisdiction to effect or confirm the continuation." Please forward a copy of this record in order to remove the above company from the companies register in British Columbia.

This consent is valid for six months, ending December 19th, 2021.

Our records indicate this company is registered in Saskatchewan as an extraprovincial company. Therefore, if this company is continued, its registration as an extraprovincial company in Saskatchewan will require a jurisdiction update in that province. Contact the Saskatchewan Registry at 306 787-2962.

Yours truly,

Carol Prest
Registrar of Companies

Inquiries: phone 1 877 526-1526 or fax 250 356-8923

This information is collected in accordance with the *Business Corporations Act*. It is required to convert an extra-provincial corporation to an Alberta corporation for the purpose of issuance of a certificate of continuance. Collection is authorized under s. 33(a) of the *Freedom of Information and Protection of Privacy Act*. Questions about the collection can be directed to Service Alberta Contact Centre staff at cr@gov.ab.ca or 780-427-7013 (toll-free 310-0000 within Alberta).

1. Name of Corporation

WILLOW BIOSCIENCES INC.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

Refer to "Share Structure" attachment.

3. Restrictions on share transfers (if there are no restrictions, enter "NONE"):

None

4. Number, or minimum and maximum number of directors:

Minimum Three (3); Maximum Ten (10)

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restrictions (if there are no restrictions, enter "NONE"):

None

6. Other rules or provisions (if there are no rules or provisions, enter "NONE"):

Refer to "Other Rules or Provisions" attachment.

7. If a change of name is effected, indicate previous name:

8. Current Extra-Provincial Registration (if applicable):

Corporation's Name on Alberta Extra-Provincial Registration	Alberta Corporate Access Number

9. Current Jurisdiction Information

Name (if different from the corporation's name as stated above)	Registration Number in Current Jurisdiction
	0232320
Jurisdiction	Date of Formation in Current Jurisdiction (yyyy-mm-dd)
British Columbia	1981/04/15

10. Authorized Representative/Authorized Signing Authority for the Corporation

Travis Doupe
Last Name, First Name, Middle Name (optional)

403 680-9626
Telephone Number (optional)

June 21, 2019
Date of submission (yyyy-mm-dd)

Chief Financial Officer
Relationship to Corporation

Email Address (optional)

[Signature]
Signature

SHARE STRUCTURE
Attached to and Forming Part of
the Articles of Willow Biosciences Inc.

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 - (a) **Payment of 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 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 of the Corporation.
 - (b) **Participation upon Liquidation, Dissolution or Winding Up:** 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 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 participate in the distribution. Such distribution will be made in equal amounts per share on all the Common Shares at the time outstanding without preference or distinction.
 - (c) **Voting Rights:** Subject to the rights of the holders of any other class, or of any series of any other class, of shares of the Corporation 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 annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.
2. The rights, privileges, restrictions and conditions attaching to the First Preferred Shares are as follows:
 - (a) **Series:** The First Preferred Shares may at any time and from time to time be issued in one or more series. Subject to the provisions of clauses 2(b) and (c), the board of directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of First Preferred Shares.

- (b) **Idem:** The First Preferred Shares are entitled to priority over the Common Shares and all other shares ranking junior to the First Preferred Shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of any 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.

- (c) **Idem:** The First Preferred Shares of each series will rank on a parity with the First Preferred Shares of every other series with respect to priority in the payment of dividends and in the distribution of assets of the Corporation in the event of any 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.

OTHER RULES OR PROVISIONS
Attached to and Forming Part of
the Articles of Willow Biosciences Inc.

1. 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 one-third ($\frac{1}{3}$) of the number of directors who held office at the expiration of the last annual meeting.

2. Meetings of shareholders may be held outside of Alberta.

Notice of Address or Notice of Change of Address

Business Corporations Act (Alberta)
Section 20

1. Name of Corporation

2. Corporate Access Number

WILLOW BIOSCIENCES INC.

3. Address of Registered Office (Street address, including postal code, or legal land description)

4300 Bankers Hall West, 888 – 3rd Street S.W.
Calgary, AB T2P 5C5

4. Records Office (Street address, including postal code, or legal land description)

4300 Bankers Hall West, 888 – 3rd Street S.W.
Calgary, AB T2P 5C5

5. Address for Service by Mail if different from Item 3 (Post office box, including postal code)

N/A

6. Date Authorized:

June 21, 2019

Month / Day / Year


(Authorized Signatory)

Travis Doupe
(Print Name & Title of Authorized Person)

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.
REG 2014 (2001/03)

Notice of Directors or Notice of Change of Directors

Business Corporations Act
Sections 106, 113 and 289

1. Name of Corporation

**2. Alberta Corporate
Access Number**

WILLOW BIOSCIENCES INC.	
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3. The following person(s) were appointed director(s) of the corporation:

Name of Director <i>(Last, First, Second)</i>	Mailing Address <i>(including postal code)</i>	Are you a resident Canadian? Yes No
Peters, Trevor	3610 10 Street SW, Calgary, AB T2T 3H8	Yes
Tucker, Joseph	71 King's Landing, Norwell, MA 02061	No
Kalantzis, Fotis	738 Crescent Road NW, Calgary, AB T2M 4A7	Yes
Archibald, Donald F.	937 Crescent Road NW, Calgary, AB T2M 0A8	Yes
Seufer-Wasserthal, Peter	Oberbank AG, Kaiser-Franz-Josef-Strasse 4, Bad Ischl, Upper Austria, 48020 Austria	No
Lalani, Sadiq H.	88 Coulee Way SW, Calgary, AB T3H 0S4	Yes
Foreman, Al	245 E. 58 Street, Apt 19B, New York, NY 10022	No

4. The following persons ceased to hold office as director(s) on _____ N/A _____ :
year / month / day

Name of Director <i>(Last, First, Second)</i>	Mailing Address <i>(including postal code)</i>

5. As of this date, the director(s) of the corporation are:

Name of Director <i>(Last, First, Second)</i>	Mailing Address <i>(including postal code)</i>	Are you a resident Canadian? Yes No
Peters, Trevor	3610 10 Street SW, Calgary, AB T2T 3H8	Yes
Tucker, Joseph	71 King's Landing, Norwell, MA 02061	No
Kalantzis, Fotis	738 Crescent Road NW, Calgary, AB T2M 4A7	Yes
Archibald, Donald F.	937 Crescent Road NW, Calgary, AB T2M 0A8	Yes
Seufer-Wasserthal, Peter	Oberbank AG, Kaiser-Franz-Josef-Strasse 4, Bad Ischl, Upper Austria, 48020 Austria	No
Lalani, Sadiq H.	88 Coulee Way SW, Calgary, AB T3H 0S4	Yes
Foreman, Al	245 E. 58 Street, Apt 19B, New York, NY 10022	No

6. To be completed only by Alberta Corporations:

Are at least 25% of the members of the Board of Directors Resident Canadians?

Yes No

7. Date Authorized: June 21, 2019
Month / Day / Year


(Authorized Signatory)

Travis Doupe
(Print Name & Title of Authorized Person)

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REG 3016 (188/106)*