

Request ID: 019638731  
Demande n°:  
Transaction ID: 062854885  
Transaction n°:  
Category ID: CT  
Catégorie:

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

Date Report Produced: 2016/11/25  
Document produit le:  
Time Report Produced: 17:09:49  
Imprimé à:

# Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**AVICANNA INC.**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002548204**

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

**NOVEMBER 25 NOVEMBRE, 2016**



Director/Directeur

Business Corporations Act/Loi sur les sociétés par actions

Request ID / Demande n°  
19638731

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2548204

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:*  
AVICANNA INC.
2. The address of the registered office is: *Adresse du siège social:*  
C/O ARAS AZADIAN  
330 HIGHWAY 7 EAST Suite 308  
*(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)*  
RICHMOND HILL ONTARIO  
CANADA L4B 3P6  
*(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 3 Maximum 15
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*
- \* ARAS YES  
AZADIAN  
520 KING STREET EAST Suite 323  
  
TORONTO ONTARIO  
CANADA M5A 1M1

Request ID / Demande n°  
19638731

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2548204

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*

\* KYLE

YES

LANGSTAFF

542 VIEW LAKE ROAD

JANETVILLE ONTARIO

CANADA L0B 1K0

\* SETU NIMISH

YES

PUROHIT

8450 CREDITVIEW ROAD

BRAMPTON ONTARIO

CANADA L6Y 0G4

Request ID / Demande n°  
19638731

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2548204

---

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.*

None

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 corporation can issue an unlimited number of common shares and an unlimited number of preferred shares which may be issued in series with terms and conditions to be determined by the board of directors.

Request ID / Demande n°  
19638731

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2548204

---

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:*

The common shares are voting shares and the holders of common shares are entitled to one vote per common share.

In the event of the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, or other distribution of property of the corporation among shareholders for the purpose of winding-up its affairs the holders of the common shares shall be entitled to receive the remaining property of the corporation.

The rights, privileges, restrictions and conditions of the preferred shares and the series of preferred shares shall be determined by the board of directors.

Request ID / Demande n°  
19638731

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2548204

---

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:*

The transfer of shares of the corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

(a) The approval of the directors of the corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors;  
or

(b) The approval of the holders of at least a majority of the shares of the corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the corporation) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

Request ID / Demande n°  
19638731

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2548204

---

9. Other provisions, (if any, are):

*Autres dispositions, s'il y a lieu:*

(a) The corporation shall be a private issuer within the meaning of section 2.4 of National Instrument 45-106 under the Securities Act (Ontario).

(b) The corporation shall not at any time have outstanding securities of the Corporation that are beneficially owned, directly or indirectly, by more than 50 persons or companies that have purchased as principals, not including employees and former employees of the corporation or its affiliates (provided that each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner) and is:

i. a director, officer, employee, founder or control person of the corporation,

ii. a spouse, parent, grandparent, brother, sister or child of a director, executive officer, founder or control person of the corporation,

iii. a parent, grandparent, brother, sister or child of the spouse of a director, executive officer, founder or control person of the corporation,

iv. a close personal friend of a director, executive officer, founder or control person of the corporation,

v. a close business associate of a director, executive officer, founder or control person of the corporation,

vi. a spouse, parent, grandparent, brother, sister or child of the selling security holder or of the selling security holders spouse,

vii. a security holder of the corporation,

viii. an accredited investor,

ix. a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs i to ix,

x. a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs i to ix, or

xi. a person that is not the public,

Request ID / Demande n°  
19638731

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2548204

---

9. Other provisions, (if any, are):  
*Autres dispositions, s'il y a lieu:*  
all within the meaning of section 2.4 of National Instrument 45-106 under  
the Securities Act (Ontario).



Request ID / Demande n°  
19638731

Ontario Corporation Number  
Numéro de la compagnie en Ontario  
2548204

---

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

First name, initials and last name                      *Prénom, initiale et nom de*  
or corporate name    *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*

\* ARAS AZADIAN  
520 KING STREET EAST    Suite 323  
  
TORONTO ONTARIO  
CANADA M5A 1M1

\* KYLE LANGSTAFF  
542 VIEW LAKE ROAD  
  
JANETVILLE ONTARIO  
CANADA L0B 1K0

\* SETU NIMISH PUROHIT  
8450 CREDITVIEW ROAD  
  
BRAMPTON ONTARIO  
CANADA L6Y 0G4