

Certificate of Continuance

Certificat de maintien

Business Corporations Act

Loi sur les sociétés par actions

APPILI THERAPEUTICS INC.

Corporation Name / Dénomination sociale

5016368

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

September 24, 2024 / 24 septembre 2024

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Continuance is not complete
without the Articles of Continuance

Certified a true copy of the record of the
Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar



Le certificat de maintien n'est pas complet s'il ne
contient pas les statuts de maintien

Copie certifiée conforme du dossier du
ministère des Services au public et aux
entreprises.

V. Quintanilla W.

Directeur ou registrateur



Articles of Continuance

Business Corporations Act

1. Corporation Name

APPILI THERAPEUTICS INC.

2. Date of Incorporation/Amalgamation

May 07, 2015

3. Name of jurisdiction the corporation is leaving

Canada - Federal

4. The continuance was authorized by home jurisdiction on

August 07, 2024

5. The corporation is continued in Ontario under the name

APPILI THERAPEUTICS INC.

6. Registered Office Address

77 King Street West, Toronto-Dominion Centre, Unit 400, Toronto, Ontario, M5K0A1, Canada

7. Number of Directors

Minimum/Maximum

Min 1 / Max 10

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Director/Registrar, Ministry of Public and Business Service Delivery

8. The director(s) is/are:

Full Name

ARMAND BALBONI

77 King Street West, Toronto-Dominion Centre, Unit 400,
Toronto, Ontario, M5K0A1, Canada

Address for Service

Full Name

BRIAN BLOOM

77 King Street West, Toronto-Dominion Centre, Unit 400,
Toronto, Ontario, M5K0A1, Canada

Address for Service

Full Name

DONALD CILLA

77 King Street West, Toronto-Dominion Centre, Unit 400,
Toronto, Ontario, M5K0A1, Canada

Address for Service

Full Name

JUERGEN FROEHLICH

77 King Street West, Toronto-Dominion Centre, Unit 400,
Toronto, Ontario, M5K0A1, Canada

Address for Service

Full Name

PRAKASH GOWD

77 King Street West, Toronto-Dominion Centre, Unit 400,
Toronto, Ontario, M5K0A1, Canada

Address for Service

Full Name

THERESA MATKOVITS

77 King Street West, Toronto-Dominion Centre, Unit 400,
Toronto, Ontario, M5K0A1, Canada

Address for Service

9. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

None.

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

An unlimited number of Class A Common Shares;
An unlimited number of Class B Non-Voting Common Shares; and
An unlimited number of Class A Preference Shares.

11. 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. If there is only one class of shares, enter "Not Applicable":

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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 Business Corporations Act (Ontario), 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.

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12. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

None.

13. Other provisions

None.

14. The corporation is to be continued under the Business Corporations Act to the same extent as if it had been incorporated under this Act.

15. The corporation has complied with subsection 180(3) of the Business Corporations Act.

The articles have been properly executed by the required person(s).

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Supporting Document -Constating Document from Governing Jurisdiction

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Supporting Information - Nuans Report Information

Nuans Report Reference #

122297425

Nuans Report Date

August 07, 2024

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