



(1) Notwithstanding anything to the contrary in the amended and restated unanimous shareholders agreement between the Corporation and its shareholders dated July 9, 2015, as amended March 10, 2016 (the "Shareholders Agreement"), upon full repayment of the loans evidenced by the Notes (as defined in the Shareholders Agreement) and held by all of the holders of the Class B Shares, all of the Class B Shares shall be automatically converted into that number of fully-paid and non-assessable Class A Common Shares equal to the number of Class B Shares outstanding multiplied by the quotient of: (i) \$1,102.86355 less \$10.60; divided by (ii) \$1,102.86355, rounded down to the nearest whole Class A Common Share.

(2) On the conversion of Class B Shares, the share certificate for Class A Common Shares resulting therefrom shall be issued in the name of the registered holder of the Class B Shares so converted or in such name or names as such registered holder may direct in writing, provided that such registered holder shall pay any governmental or other tax imposed in respect of such conversion.

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

2017/05/10

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

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

**MEDRELEAF CORP.**

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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 :



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(Signature)  
(Signature)

**Chief Financial Officer**

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(Description of Office)  
(Fonction)