

1999427

Ontario
CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

JULY 23 JUILLET, 2018

Sabrina Rackitt

(17)

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT) :

A	P	H	R	I	A		I	N	C	.														

2. The address of the registered office is:
Adresse du siège social :

199 Bay Street, 5300 Commerce Court West

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 d'un édifice à bureaux, numéro du bureau

Toronto

ONTARIO

M	5	L	1	B	9
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Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

3	15
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4. The director(s) is/are: / Administrateur(s) :

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
John Cervini	269 Talbot Street West, Leamington, Ontario, Canada N8H 1N8	Yes
Cole Cacciavillani	269 Talbot Street West, Leamington, Ontario, Canada N8H 1N8	Yes
Vic Neufeld	269 Talbot Street West, Leamington, Ontario, Canada N8H 1N8	Yes

4. The director(s) is/are:
Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Dennis Staudt	269 Talbot Street West, Leamington, Ontario, Canada N8H 1N8	Yes
Philip Waddington	269 Talbot Street West, Leamington, Ontario, Canada N8H 1N8	Yes
Renah Persofsky	269 Talbot Street West, Leamington, Ontario, Canada N8H 1N8	Yes
Shawn Dym	269 Talbot Street West, Leamington, Ontario, Canada N8H 1N8	Yes

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
 Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of Incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Aphria Inc.

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Aphria Inc.	1922305	2018	07	23
Pure Natures Wellness Inc.	1977096	2018	07	23

6. 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 société.

None.

7. 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 société est autorisée à émettre :

An unlimited number of common shares.

8. 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 qui peut être émise en série :

Not applicable.

9. 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 restreint. Les restrictions, s'il y a lieu, sont les suivantes :

None.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

None.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

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

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

Aphria Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Carl Merton

Print name of signatory /
Nom du signataire en lettres moulées

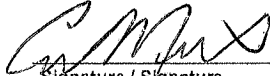
CFO

Description of Office / Fonction

Pure Natures Wellness Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Signature / Signature

Carl Merton

Print name of signatory /
Nom du signataire en lettres moulées

CFO

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A"

Statement of Director or Officer
Under Subsection 178(2) of
the Business Corporations Act (Ontario)

I am the Chief Financial Officer of Aphria Inc. and the Chief financial officer of Pure Natures Wellness Inc. I have conducted such examinations of the books and records of Aphria Inc. and Pure Natures Wellness Inc. (the "Amalgamating Corporations") as are necessary to enable me to make this statement. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"). In my capacity as Chief Financial Officer of Aphria Inc. and Chief financial officer of Pure Natures Wellness Inc., I state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation continuing from the amalgamation of the Amalgamating Corporations (the "Corporation") will be, able to pay its liabilities as they become due, and
 - (b) the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation.
3. No creditor of either of the Amalgamating Corporations has notified either of the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED July 23, 2018.



Name: Carl Merton

Title: CFO

CERTIFIED RESOLUTION OF THE DIRECTORS

OF

APHRIA INC.

(the "Corporation")

RECITAL:

The Corporation has agreed to amalgamate with its wholly-owned subsidiary Pure Natures Wellness Inc. ("PNWI") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

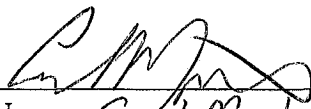
RESOLVED THAT:

1. The Corporation is authorized to amalgamate with PNWI under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of PNWI shall be cancelled without any repayment of capital in respect of the shares. None of the shares of the Corporation shall be cancelled.
3. The articles of amalgamation shall be the same as the articles of the Corporation.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

[the remainder of page intentionally left blank]

In my capacity as Chief Financial Officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on July 23, 2018. The resolution is still in full force and effect, unamended as of today's date.

DATED July 23, 2018.


Name: Carl Merton
Title: CFO

CERTIFIED RESOLUTION OF THE DIRECTORS
OF
PURE NATURES WELLNESS INC.
(the "Corporation")

RECITALS:

- (a) The Corporation is a wholly-owned subsidiary of Aphria Inc. ("Aphria").
- (b) The Corporation has agreed to amalgamate with Aphria under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act").


RESOLVED THAT:

1. The Corporation is authorized to amalgamate with Aphria under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
3. The articles of amalgamation shall be the same as the articles of Aphria.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Aphria.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

[the remainder of page intentionally left blank]

In my capacity as Chief Financial officer of the Corporation, I certify that the resolution above is a true and accurate copy of a resolution of the directors of the Corporation duly passed on _____, 2018. The resolution is still in full force and effect, unamended as of today's date.

DATED July 23, 2018.



Name: Carl Merton

Title: CFO