



## Certificate of Incorporation

*Canada Business Corporations Act*

## Certificat de constitution

*Loi canadienne sur les sociétés par actions*

PAN AMERICAN CANNABIS INC.

Corporate name / Dénomination sociale

895059-8

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Virginie Ethier

Director / Directeur

2014-07-14

Date of Incorporation (YYYY-MM-DD)

Date de constitution (AAAA-MM-JJ)



- 1 Corporate name  
Dénomination sociale  
**PAN AMERICAN CANNABIS INC.**

---

- 2 The province or territory in Canada where the registered office is situated  
La province ou le territoire au Canada où est situé le siège social  
**BC**

---

- 3 The classes and any maximum number of shares that the corporation is authorized to issue  
Catégories et le nombre maximal d'actions que la société est autorisée à émettre  
**See attached schedule / Voir l'annexe ci-jointe**

---

- 4 Restrictions on share transfers  
Restrictions sur le transfert des actions  
**See attached schedule / Voir l'annexe ci-jointe**

---

- 5 Minimum and maximum number of directors  
Nombre minimal et maximal d'administrateurs  
**Min. 1    Max. 15**

---

- 6 Restrictions on the business the corporation may carry on  
Limites imposées à l'activité commerciale de la société  
**None**

---

- 7 Other Provisions  
Autres dispositions  
**See attached schedule / Voir l'annexe ci-jointe**

---

- 8 **Incorporator's Declaration:** I hereby certify that I am authorized to sign and submit this form.  
**Déclaration des fondateurs :** J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

Name(s) - Nom(s)

Original Signed by - Original signé par

**WILLIAM L. MACDONALD**

**WILLIAM L. MACDONALD**

**WILLIAM L. MACDONALD**

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

## **Schedule / Annexe**

### **Description of Classes of Shares / Description des catégories d'action**

The authorized capital of the Corporation consists of an unlimited number of Common Shares, with the following rights, privileges, restrictions and conditions:

a) Dividends: The registered holders of the Common Shares shall be entitled to receive any dividend declared by the directors, as and when declared by the directors in any financial years as the directors may by resolution determine, out of the moneys of the Corporation properly applicable to the payment of dividends.

(b) Participation in Assets on Dissolution: The registered holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

(c) Voting Rights: The holder of a Common Share shall be entitled to one (1) vote for each Common Share held (in person or by proxy), at any meeting of shareholders of the Corporation.

**Schedule / Annexe**

**Restrictions on Share Transfers / Restrictions sur le transfert des actions**

No shares of the Corporation shall be transferred without either:

(a) the consent of the directors of the Corporation expressed by a resolution passed by a majority of votes of the board of directors or by an instrument or instruments in writing signed by all of the directors then in office, or

(b) the consent of the holders of shares representing more than 50% of the voting rights attaching to all shares outstanding and entitled to vote at such time, expressed by a resolution passed by such shareholders at a meeting duly called and constituted for that purpose or by an instrument or instruments in writing signed by all shareholders.

**Schedule / Annexe**  
**Other Provisions / Autres dispositions**

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and persons who, having been formerly in the employment of the Corporation, were and have continued to be, shareholders of the Corporation, is limited to not more than 50. Two or more persons who are joint registered owners of shares shall be counted as one shareholder.

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.