



**Form 4**  
**Articles of Amendment**  
*Canada Business Corporations Act*  
*(CBCA) (s. 27 or 177)*

**Formulaire 4**  
**Clauses modificatrices**  
*Loi canadienne sur les sociétés par*  
*actions (LCSA) (art. 27 ou 177)*

- |   |   |
|---|---|
| 1 | Corporate name<br>Dénomination sociale<br>Tetra Bio-Pharma Inc.                       |
| 2 | Corporation number<br>Numéro de la société<br>677370-2                                |
| 3 | The articles are amended as follows<br>Les statuts sont modifiés de la façon suivante |

See attached schedule / Voir l'annexe ci-jointe

- |   |   |
|---|---|
| 4 | Declaration: I certify that I am a director or an officer of the corporation.<br>Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société. |
|---|---|

Original signed by / Original signé par  
Guy Chamberland  
Guy Chamberland  
514-220-9225

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.



**Canada Business Corporations Act (CBCA)**  
**FORM 4**  
**ARTICLES OF AMENDMENT**  
**(Sections 27 or 177)**

**1 - Current corporate name**

Tetra Bio-Pharma Inc.

**2 - Corporation number**

677370 - 2

**3 - The articles are amended as follows (note that more than one section can be filled out)**

A: The corporation changes its name to:

B: The corporation changes the province or territory in Canada where the registered office is situated to:  
To complete the change, a Form 3 - Change of Registered Office Address must accompany the Articles of Amendment.

C: The corporation changes the minimum and/or maximum number of directors to: (for a fixed number of directors, indicate the same number in both boxes).

Minimum number

Maximum number

D: Other changes: (for example, to the classes of shares, to the restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) Please specify.

Section 7 of the articles of incorporation of the Corporation with respect to the other provisions is repealed and replaced by the following:

**7 - Other Provisions, if any**

The directors may appoint, without shareholder approval and in accordance with section 106(8) of the Canada Business Corporations Act, one or more directors, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

**4 - Declaration**

I hereby certify that I am a director or an authorized officer of the corporation.

Signature: \_\_\_\_\_

Print name: Guy Chamberland

Telephone number: \_\_\_\_\_

**Note:** 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 to both (subsection 250(1) of the CBCA).

**Schedule / Annexe**  
**Amendment Schedules / Annexes - Modification**

Section 7 of the articles of incorporation of the Corporation with respect to the other provisions is repealed and replaced by the following:

**7 - Other Provisions, if any**

The directors may appoint, without shareholder approval and in accordance with section 106(8) of the Canada Business Corporations Act, one or more directors, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.



## Certificate of Amendment

*Canada Business Corporations Act*

## Certificat de modification

*Loi canadienne sur les sociétés par actions*

Tetra Bio-Pharma Inc.

Corporate name / Dénomination sociale

677370-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2016-09-19

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



## Form 4

### Articles of Amendment

*Canada Business Corporations Act  
(CBCA) (s. 27 or 177)*

## Formulaire 4

### Clauses modificatrices

*Loi canadienne sur les sociétés par  
actions (LCSA) (art. 27 ou 177)*

1 Corporate name  
Dénomination sociale  
**GROWPROS CANNABIS VENTURES INC.**

2 Corporation number  
Numéro de la société  
**677370-2**

3 The articles are amended as follows  
Les statuts sont modifiés de la façon suivante

The corporation changes its name to:  
La dénomination sociale est modifiée pour :  
**Tetra Bio-Pharma Inc.**

4 Declaration: I certify that I am a director or an officer of the corporation.  
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par  
**Andre Audet**  
**Andre Audet**  
**6138695440**

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.



## Certificate of Amendment

*Canada Business Corporations Act*

## Certificat de modification

*Loi canadienne sur les sociétés par actions*

GROWPROS CANNABIS VENTURES INC.

Corporate name / Dénomination sociale

677370-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2015-01-01

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Industry  
Canada

Industrie  
Canada

## Form 4

### Articles of Amendment

*Canada Business Corporations Act  
(CBCA) (s. 27 or 177)*

## Formulaire 4

### Clauses modificatrices

*Loi canadienne sur les sociétés par  
actions (LCSA) (art. 27 ou 177)*

1 Corporate name  
Dénomination sociale  
**Mazorro Resources Inc.**

2 Corporation number  
Numéro de la société  
**677370-2**

3 The articles are amended as follows  
Les statuts sont modifiés de la façon suivante

The corporation changes its name to:  
La dénomination sociale est modifiée pour :  
**GROWPROS CANNABIS VENTURES INC.**

4 Declaration: I certify that I am a director or an officer of the corporation.  
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par  
**André Audet**  
**André Audet**  
**613-983-6995**

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).

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## Certificate of Amendment

*Canada Business Corporations Act*

## Certificat de modification

*Loi canadienne sur les sociétés par actions*

Mazorro Resources Inc.

Corporate name / Dénomination sociale

677370-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2014-06-25

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)





- 1 Corporate name  
Dénomination sociale  
Mazorro Resources Inc.
- 2 Corporation number  
Numéro de la société  
677370-2
- 3 The articles are amended as follows  
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

- 4 Declaration: I certify that I am a director or an officer of the corporation.  
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par  
John McNeice  
John McNeice  
(613) 692-7704

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).

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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**  
**Amendment Schedules / Annexes - Modification**

The Corporation is hereby authorized to amend its Articles to provide:

(a) The authorized capital of the Corporation is amended by consolidating all of the issued and outstanding common shares of the Corporation without par value on the basis of a consolidation ratio of one (1) post-consolidation common share for every two (2) pre-consolidation common shares; and

(b) In the event that the consolidation would otherwise result in the issuance of a fractional share, no fractional share shall be issued by the Corporation. Consequently, any fraction resulting from the consolidation of a shareholder's share will be rounded down to the lower unit where the fraction obtained is less than 0.5 and will be rounded up to the larger unit when the fraction obtained is equal to or greater than 0.5.



Industry Canada

Industrie Canada

**Certificate  
of Incorporation**

**Canada Business  
Corporations Act**

**Certificat  
de constitution**

**Loi canadienne sur  
les sociétés par actions**

**Mazorro Resources Inc.**

**677370-2**

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

\_\_\_\_\_  
Richard G. Shaw  
Director - Directeur

**May 17, 2007 / le 17 mai 2007**

Date of Incorporation - Date de constitution



Industry Canada Industrie Canada

Canada Business  
Corporations Act

Loi canadienne sur les  
sociétés par actions

ELECTRONIC TRANSACTION REPORT  
RAPPORT DE LA TRANSACTION  
ÉLECTRONIQUE

ARTICLES OF  
INCORPORATION  
(SECTION 6)

STATUTS CONSTITUTIFS  
(ARTICLE 6)

Processing Type - Mode de Traitement: Intermediary/Intermédiaire

1. Name of Corporation - Dénomination de la société

Mazorro Resources Inc.

2. The province or territory in Canada where the registered office is to be situated -

La province ou le territoire au Canada où se situera le siège social

ON

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

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

5. Number (or minimum and maximum number) of directors - Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum: 3 Maximum: 10

6. Restrictions, if any, on business the corporation may carry on -

Limites imposées à l'activité commerciale de la société, s'il y a lieu

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

7. Other provisions, if any - Autres dispositions, s'il y a lieu

The annexed schedule is incorporated in this form.

L'annexe ci-jointe fait partie intégrante de la présente formule.

8. Incorporators - Fondateurs

Name(s) - Nom(s)

Address (including postal code) - Adresse (inclure le code postal)

Signature

TODD OPALICK

1299 TINTERN DRIVE,  
GREELY, ONTARIO, CANADA, K4P 1P5

TODD OPALICK

ANDRE AUDET

1951 MONTCLAIR AVE,  
OTTAWA, ONTARIO, CANADA, K1W 9H1

ANDRE AUDET

MARC L'HEUREUX

305 HOUDE,  
SOREL-TRACY, QUEBEC, CANADA, J3P 6H7

MARC L'HEUREUX

Canada

### **Item 3 - Shares / Rubrique 3 - Actions**

The Corporation is authorized to issue an unlimited number of common shares.

The holders of the common shares are entitled:

- a) To vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
- b) To receive any dividend declared by the Corporation on the common shares; and
- c) Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution, liquidation or winding-up of the Corporation.

The Corporation may at any time and from time to time purchase any issued common shares outstanding from any holder of the same, and such purchase need not be made pro rata from the holders of such shares.

**Item 4 - Restrictions on Share Transfers / Rubrique 4 - Restrictions sur le transfert des actions**

None

**Item 6 - Restrictions - Business / Rubrique 6 - Restrictions - activité commerciale**

None

**Item 7 - Other Provisions / Rubrique 7 - Autres dispositions**

None



**EXHIBIT "B"**  
**BY-LAWS**

*(See attached)*

## BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of **Mazorro Resources Inc.**, a corporation subject to the *Canada Business Corporations Act*.

**BE IT ENACTED AND IT IS HEREBY ENACTED** as a by-law of **Mazorro Resources Inc.** (hereinafter called the "**Corporation**") as follows:

### I. DIRECTORS

1. **Quorum.** A majority of the number of directors or minimum number of directors required by the articles of the Corporation shall constitute a quorum for the transaction of business at any meeting of directors, provided that if there is only one director, that director shall constitute a quorum and if there are two directors, both must be present to constitute a quorum.

2. **Meetings.** The Chair of the Board, if any, the President or any director of the Corporation may call a meeting of directors.

Notice of a meeting of directors shall be sent to each director not less than 48 hours before the date of the meeting provided that meetings of the directors may be held at any time without notice if all the directors are present or if all the absent directors have waived notice. Notice of any meeting of directors or any irregularity in any meeting or in the notice thereof may be waived by any director either before or after the meeting.

For the first meeting of directors to be held following the election of directors at a meeting of the shareholders, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the directors is present.

3. **Voting.** Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting in addition to its original vote shall not have a second or casting vote.

### II. OFFICERS

4. **Appointment of officers.** The directors shall annually, or as may be required, designate such offices of the Corporation and appoint such officers as they may consider advisable. None of such officers, other than the Chair, need be a director of the Corporation.

5. **Duties of officers.** The officers shall perform such duties as may be specified from time to time by the directors, or pursuant to a delegation of authority from the directors.

6. **Removal of officers.** All officers shall be subject to removal by the directors at any time, with or without cause.

### III. SHAREHOLDERS

7. ***Place of meetings.*** Meetings of shareholders of the Corporation may be held at such place or places within Canada that the directors may from time to time determine or any place outside Canada specified in the articles of the Corporation.

8. ***Notice of meetings.*** Notice of a meeting of shareholders shall be sent to all persons entitled to attend a meeting of shareholders not less than 10 days nor more than 60 days before the date fixed for the meeting.

9. ***Meetings by electronic means.*** Any person entitled to attend a meeting of shareholders may participate in the meeting, in accordance with the regulations of the *Canada Business Corporations Act* (the "Act"), if any, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting

If the directors or shareholders of the Corporation call a meeting of shareholders, those directors or shareholders, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

10. ***Votes by hands or electronic means.*** Every question submitted to any meeting of shareholders shall be decided in the first instance on a show of hands. In case of an equality of votes, the chair of the meeting shall not, both on a show of hands and at a poll, have a second or casting vote in addition to the vote or votes to which the chair may be entitled as a shareholder or proxy nominee.

Any vote at a shareholders' meeting may be held entirely by means of a telephonic, electronic or other communication facility if the Corporation makes available such a communication facility. A shareholder may vote by electronic means if that shareholder is participating electronically in the shareholders' meeting or if it is participating in a meeting that is being held entirely by electronic means.

However, the vote may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, provided that such communication facility:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and



- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each shareholder or group of shareholders voted.

11. **Quorum.** A quorum for any meeting of shareholders shall be one or more persons present and holding or representing by proxy not less than 10 per cent of the total number of the issued shares of the Corporation for the time being enjoying voting rights at such meeting.

#### IV. GENERAL

12. **Indemnification.** The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity provided:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interest of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds to believe that the individual's conduct was lawful.

The Corporation shall advance moneys to an individual referred to in the above paragraph for the reasonable costs, charges and expenses incurred by such individual in connection with a proceeding referred to in the above paragraph. Such individual shall repay the moneys advanced by the Corporation if such individual does not fulfil the conditions set out in paragraphs (a) and (b) above.

The Corporation is authorized to enter into agreements evidencing its indemnity in favour of the foregoing individuals to the full extent permitted by law and may purchase and maintain insurance against the risk of its liability to indemnify pursuant to this provision.

13. **Voting securities in other issuers.** All securities of any other body corporate or issuer of securities held from time to time by the Corporation may be voted at all meetings of shareholders, bondholders, debenture holders or holders of such securities, as the case may be, of such other body corporate or issuer and in such manner and by such person or persons as the directors of the Corporation shall from time to time determine.

14. **Execution of contracts, etc.** Contracts, documents or other instruments in writing requiring the execution by the Corporation may be signed by any director or officer and all

contracts, documents or other instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Notwithstanding this provision, the directors are authorized from time to time, by resolution, to appoint any officer or officers, director or directors, or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

15. ***Financial year.*** The financial year of the Corporation shall terminate on such day in each year as the board of directors may from time to time by resolution determine.

16. ***Banking arrangements.*** The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations and under such agreements, instructions and delegations of powers as the directors, or any two of the Chair of the Board, President, Chief Financial Officer, Treasurer or Secretary, or persons appointed by the board in equivalent positions of responsibility may from time to time prescribe, and the foregoing persons shall have the authority to appoint bankers, authorize facsimile signatures on cheques, authorize signing officers to sign, endorse or deposit cheques, bills of exchange and similar documents, and attend to any other matters related to the Corporation's dealings with its bankers.

17. ***Effective date.*** This by-law shall become effective immediately upon its enactment by the directors, but is subject to confirmation or rejection at the next meeting of shareholders.

**ADOPTED** on the 23rd day of May, 2007.

**CONFIRMED** on the 23rd day of May, 2007.