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Ministry of Government Services Ontario

Ministry of Ministère des
Government Services Services gouvernmentator

CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

JANUARY 0 1 JANVIER, 2016

Alle (1

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

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):

C	N	С	o	R	D	I	A	Н	Е	A	L	Т	Н	С	A	R	Е	С	o	R	P			

Ontario Corporation Number

Numéro de la société en Ontario

1947133

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

277 Lakeshore Road East, Suite 302, Oakville

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

Regional Municipality of Ha	alton	ONTARIO	L	6 .	1	Н	9
Name of Municipality or Post Office Nom de la municipalité ou du bureau			Pos	tal Co	ode/0	ode p	osta
Number of directors is:	Fixed number	OR minimum and maximum	-	_	-		1

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	Resident Canadian State 'Yes' or 'No'
, , , , , , , , , , , , , , , , , , , ,	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	Résident canadien Oui/Non
Jordan Kupinsky	395 Brooke Avenue Toronto, Ontario, Canada M5M 2L5	Yes
Doug Deeth	150 York Street, Suite 400 Toronto, Ontario, Canada M5H 3S5	Yes
Mark Thompson	277 Lakeshore Road East, Suite 302 Oakville, Ontario, Canada L6J 1H9	Yes
Rochelle Fuhrmann	59 Orchard Lane Berkeley Heights, New Jersey, USA 07922	No
Edward Borkowski	21 Anthony Drive Madison, New Jersey, USA 07940	No

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 fusionnne 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.

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

### CONCORDIA HEALTHCARE CORP.

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

Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbatio Year Month Day année mois jour
2231229	2015/12/18
1908994	2015/12/18
	Numéro de la société en Ontario  2231229

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.
	There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.
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 :
	The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.

ı	8.	Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to
ı		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.			
Other provisions, (if any):     Autres dispositions, s'il y a lieu :			
None.			
<ol> <li>The statements required by subsection 178(2) the Les déclarations exigées aux termes du paragramatique.</li> </ol>	of the Business Corporations Act are attached as Schedule "A". aphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.		
12. A copy of the amalgamation agreement or direct Une copie de la convention de fusion ou les rés	ctors' resolutions (as the case may be) is/are attached as Schedule "B". solutions 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.

Concordia Healthcare Corp.		
Names of Corporations / Dénomination	sociale des sociétés	
By I Par		
Marker soll	Adrian de Saldanha	Chief Financial Officer
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
Concordia Healthcare Inc.		
Names of Corporations / Dénomination : By / Par	sociale des sociétés	
THE DIAM	Adrian de Saldanha	Chief Financial Officer
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction
Names of Corporations / Dénomination : By / Par	sociale des sociétés	
Signature / Signature	Print name of signatory /	Description of Office / Fonction
	Nom du signataire en lettres moulées	bescription of Office / Fortidan
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 : By / Par	sociale des sociétés	
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

## Part 1 of Schedule "A" to the Articles of Amalgamation of Concordia Healthcare Corp.

## STATEMENT OF AN OFFICER OF CONCORDIA HEALTHCARE CORP. PURSUANT TO SUBSECTION 178(2) OF THE BUSINESS CORPORATIONS ACT (ONTARIO)

I, Adrian de Saldanha, of the City of Mississauga, in the Province of Ontario, state

that: this Statement is made pursuant to subsection 178(2) of the Business 1. Corporations Act (Ontario) (the "Act"); I am the Chief Financial Officer of Concordia Healthcare Corp. and as such have 2. knowledge of its affairs; 3. I have conducted such examinations of the books and records of each of Concordia Healthcare Corp. and Concordia Healthcare Inc. (together, the "Amalgamating Corporations"), and have made such enquiries and investigations as are necessary to enable me to make this Statement; There are reasonable grounds for believing that: 4. (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due; the realizable value of such amalgamated corporation's assets will not be less than (b) the aggregate of its liabilities and stated capital of all classes; and (c) no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation. This Statement is made this , 2015. day of December 18th

## Part 2 of Schedule "A" to the Articles of Amalgamation of Concordia Healthcare Corp.

# STATEMENT OF AN OFFICER OF CONCORDIA HEALTHCARE INC. PURSUANT TO SUBSECTION 178(2) OF THE BUSINESS CORPORATIONS ACT (ONTARIO)

I, Adrian de Saldanha, of the City of Mississauga, in the Province of Ontario, state

that:

- 1. this Statement is made pursuant to subsection 178(2) of the Business Corporations Act (Ontario) (the "Act");
- I am the Chief Financial Officer of Concordia Healthcare Inc. and as such have knowledge of its affairs;
- I have conducted such examinations of the books and records of each of Concordia Healthcare Corp. and Concordia Healthcare Inc. (together, the "Amalgamating Corporations"), and have made such enquiries and investigations as are necessary to enable me to make this Statement;
- 4. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will be, able to pay its liabilities as they become due;
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made this 18th day of December , 2015.

Adrian de Saldanha

#### RESOLUTION OF THE BOARD OF DIRECTORS

OF

## CONCORDIA HEALTHCARE CORP. (the "Corporation")

## AMALGAMATION WITH CONCORDIA HEALTHCARE INC.

WHEREAS the Corporation is the holding corporation of and has decided to amalgamate with its wholly-owned subsidiary, Concordia Healthcare Inc., pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

### THEREFORE IT IS RESOLVED that:

- 1. the amalgamation of the Corporation with Concordia Healthcare Inc. pursuant to subsection 177(1) of the Act is approved;
- 2. effective upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all issued and outstanding shares of Concordia Healthcare Inc. shall be cancelled without any repayment of capital in respect thereof; all of the property of Concordia Healthcare Inc. (other than receivables between the Corporation and Concordia Healthcare Inc.) is to become property of the amalgamated corporation upon the amalgamation; all of the liabilities of Concordia Healthcare Inc.) are to become liabilities of the amalgamated corporation upon the amalgamation; all of the property of the Corporation (other than receivables between the Corporation and Concordia Healthcare Inc.) is to become property of the amalgamated corporation upon the amalgamation; and all of the liabilities of the Corporation (other than liabilities between the Corporation and Concordia Healthcare Inc.) are to become liabilities of the amalgamated corporation upon the amalgamation;
- 3. the articles of amalgamation of the amalgamated corporation 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; and
- 6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred to in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise.

This resolution may be executed in as many counterparts as are necessary and all counterparts together shall constitute the resolution and facsimile, scanned and electronic signatures shall and do hereby constitute valid approval of this resolution.

(Signature page follows)

DATED the	18th	day of December, 2015.
Mark Thompson		Ed Borkowski
Jordan Kupinsky		Douglas Deeth
Rochelle Fuhrmann		_

Mark Thompson	Ed Borkowski
Jordan Kuminalar	Douglas Dooth
Jordan Kupinsky	Douglas Deeth
Rochelle Fuhrmann	

Mark Thompson	Ed Borkowski
Jordán Kupinsky	Douglas Deeth
Rochelle Fuhrmann	

day of December, 2015.

DATED the 18th

Mark Thompson

Ed Borkowski

Jordan Kupinsky

Douglas Deeth

Mark Thompson	Ed Borkowski
Jordan Kupinsky	Douglas Deeth
Rochelle Fuhrmann	

### RESOLUTION OF THE BOARD OF DIRECTORS

OF

## CONCORDIA HEALTHCARE INC.

(the "Corporation")

### AMALGAMATION WITH CONCORDIA HEALTHCARE CORP.

WHEREAS the Corporation is a wholly-owned subsidiary of and has decided to amalgamate with Concordia Healthcare Corp. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act");

### THEREFORE IT IS RESOLVED that:

- the amalgamation of the Corporation with Concordia Healthcare Corp. pursuant to subsection 177(1) of the Act is approved;
- 2. effective upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the Act, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof; all of the property of Corporation (other than receivables between Concordia Healthcare Corp. and the Corporation) is to become property of the amalgamated corporation upon the amalgamation; and all of the liabilities of the Corporation (other than liabilities between Concordia Healthcare Corp. and the Corporation) are to become liabilities of the amalgamated corporation upon the amalgamation;
- 3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Concordia Healthcare Corp.;
- 4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Concordia Healthcare Corp.;
- 5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
- 6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred to in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise.

This resolution may be executed in as many counterparts as are necessary and all counterparts together shall constitute the resolution and facsimile, scanned and electronic signatures shall and do hereby constitute valid approval of this resolution.

(Signature page follows)

day of December, 2015.

DATED the 18th

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Mark Thompson	Ed Borkowski	
Jordan Kupinsky	Douglas Deeth	
Rochelle Fuhrmann		

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Mark Thompson	Ed Borkowski
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Rochelle Fuhrmann	<del></del>

Mark Thompson	Ed Borkowski	til (sommind måndra <u>mandrillandider</u> ————————————————————————————————————
Jerdan Kupinsky	Douglas Deeth	
Rochelle Fuhrmann		

DATED the

18th

day of December, 2015.

Mark Thompson

Ed Borkowski

Jordan Kupinsky

Douglas Deeth

Rochelle Fuhrmann

DATED the 18 th day of December, 2015.

Mark Thompson

Ed Borkowski

Douglas Deeth

Rochelle Fuhrmann