Ontario

Ministry of Public and Business Service Delivery
Ministère des Services au public et aux entreprises

Certificate of Amendment

Certificat de modification

Business Corporations Act

Loi sur les sociétés par actions

XCYTE DIGITAL CORP.

Corporation Name / Dénomination sociale

2749929

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en vigueur le

November 08, 2023 / 08 novembre 2023

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amendment is not complete without the Articles of Amendment

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

Director/Registrar

Ce certificat de modification n'est pas complet s'il ne contient pas les statuts de modification

Copie certifiée conforme du dossier du ministère des Services au public et aux entreprises.

Directeur ou registrateur

Ontario

Ministry of Public and
Business Service Delivery

Articles of Amendment

Business Corporations Act

Corporation Name (Date of Incorporation/Amalgamation)
GHP NOETIC SCIENCE-PSYCHEDELIC PHARMA INC. (March 25, 2020)

1. The name of the corporation is changed to:
XCYTE DIGITAL CORP.

2. The number of directors or the minimum/maximum number of directors are amended as follows:
Not amended

3. The articles are amended as follows:

A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":
Not amended

B. The classes and any maximum number of shares that the corporation is authorized to issue:

A. to consolidate the issued and outstanding Common Shares on the basis of 1.25 pre-consolidation Common Shares for each post-consolidation Common Share;

B. to redesignate the Common Shares as Subordinate Voting Shares;

C. to create an unlimited number of shares of a class designated as Multiple Voting Shares; and

D. to provide that, after giving effect to the foregoing, the authorized capital of the corporation shall consist of:

(i) an unlimited number of Subordinate Voting Shares; and
(ii) an unlimited number of Multiple Voting Shares.

C. 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. If there is only one class of shares, enter "Not Applicable":

A. to delete, in their entirety, the rights, privileges, restrictions and conditions attaching to the Common Shares; and

B. to provide that the rights, privileges, restrictions and conditions attaching to the Subordinate Voting Shares as a class and the Multiple Voting Shares as a class shall be as follows:

ARTICLE 1

SUBORDINATE VOTING SHARES

1.1 Voting

The holders of Subordinate Voting Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company except a meeting at which only the holders of another class or series of shares are entitled to vote. Each Subordinate Voting Share shall entitle the holder thereof to one vote at each such meeting.

1.2 Alteration to Rights of Subordinate Voting Shares

So long as any Subordinate Voting Shares remain outstanding, the Company will not, without the consent of the holders of Subordinate Voting Shares expressed by separate special resolution, alter or amend the rights and restrictions set out herein if the result of such alteration or amendment would:

(a) prejudice or interfere with any right or special right attached to the Subordinate Voting Shares; or

(b) affect the rights or special rights of the holders of Subordinate Voting Shares or Multiple Voting Shares on a per share basis as provided herein.

1.3 Dividends

(a) The holders of Subordinate Voting Shares shall be entitled to receive such dividends payable in cash or property of the Company as may be declared thereon by the board of directors of the Company (the “Directors”) from time to time. The Directors may not declare a dividend payable in cash or property on the Subordinate Voting Shares unless the Directors simultaneously declare a dividend payable in cash or property on the Multiple Voting Shares, in an amount per Multiple Voting Share equal to the amount of the dividend declared per Subordinate Voting Share, multiplied by 10,000.

(b) The Directors may declare a stock dividend payable in Subordinate Voting Shares on the Subordinate Voting Shares, but only if the Directors simultaneously declare a stock dividend payable in:

(i) Multiple Voting Shares on the Multiple Voting Shares, in a number of shares per Multiple Voting Share equal to the number of Subordinate Voting Shares declared as a dividend per Subordinate Voting Share; or

(ii) Subordinate Voting Shares on the Multiple Voting Shares, in a number of shares per Multiple Voting Share (or a fraction thereof) equal to the number of Subordinate Voting Shares declared as a dividend per Subordinate Voting Share, multiplied by 10,000.

(c) The Directors may declare a stock dividend payable in Multiple Voting Shares on the Subordinate Voting Shares, but only if the Directors simultaneously declare a stock dividend payable in Multiple Voting Shares on the Multiple Voting Shares, in a number of shares per Multiple Voting Share equal to the number of Multiple Voting Shares declared as a dividend per Subordinate Voting Share, multiplied by 10,000.

(d) Holders of fractional Subordinate Voting Shares shall be entitled to receive any dividend declared on the Subordinate Voting Shares in an amount equal to the dividend per Subordinate Voting Share multiplied by the fraction thereof held by such holder.

1.4 Liquidation Rights

In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company to its shareholders for the purposes of winding up its affairs, the holders of the Subordinate Voting Shares shall be entitled to participate pari passu with the holders of Multiple Voting Shares, with the amount of such distribution per Subordinate Voting Share equal to the amount of such distribution per Multiple Voting Share divided by 10,000; and each fraction of a Subordinate Voting Share will be entitled to the amount calculated by multiplying such fraction by the amount payable per whole Subordinate Voting Share.

1.5 Subdivision or Consolidation

The Subordinate Voting Shares shall not be consolidated or subdivided unless the Multiple Voting Shares are simultaneously consolidated or subdivided utilizing the same divisor or multiplier.

1.6 Conversion of the Shares Upon An Offer

(a) In the event that an offer is made to purchase Multiple Voting Shares, and such offer is:

(i) required, pursuant to applicable securities legislation or the rules of any stock exchange on which (A) the Multiple Voting Shares, or (B) the Subordinate Voting Shares which may be obtained upon conversion of the Multiple Voting Shares, may then be listed, to be made to all or substantially all of the holders of Multiple Voting Shares in a province or territory of Canada to which the requirement applies (such offer to purchase, an “Offer”); and

(ii) not made to the holders of Subordinate Voting Shares for consideration per Subordinate Voting Share equal to or greater than 0.0001 of the consideration offered per Multiple Voting Share,

then each Subordinate Voting Share shall become convertible at the option of the holder into Multiple Voting Shares on the basis of 10,000 Subordinate Voting Shares for one Multiple Voting Share, at any time while the Offer is in effect until one day after the time prescribed by applicable securities legislation or stock exchange rules for the offeror to take up and pay for such shares as are to be acquired pursuant to the Offer (the “Subordinate Voting Share Conversion Right”). For avoidance of doubt, fractions of Multiple Voting Shares may be issued in respect of any amount of Subordinate Voting Shares in respect of which the Subordinate Voting Share Conversion Right is exercised which is less than 10,000.

(b) The Subordinate Voting Share Conversion Right may only be exercised for the purpose of depositing the Multiple Voting Shares acquired upon conversion under such Offer, and for no other reason. If the Subordinate Voting Share Conversion Right is exercised, the Company shall procure that the transfer agent for the Subordinate Voting Shares shall deposit under such Offer the Multiple Voting Shares acquired upon conversion, on behalf of the holder.

(c) To exercise the Subordinate Voting Share Conversion Right, a holder of Subordinate Voting Shares or their attorney, duly authorized in writing, shall:

(i) give written notice of exercise of the Subordinate Voting Share Conversion Right to the transfer agent for the Subordinate Voting Shares, and of the number of Subordinate Voting Shares in respect of which the Subordinate Voting Share Conversion Right is being exercised;

(ii) deliver to the transfer agent for the Subordinate Voting Shares any share certificate(s) or direct registration statement(s) representing the Subordinate Voting Shares in respect of which the Subordinate Voting Share Conversion Right is being exercised; and

(iii) pay any applicable stamp tax or similar duty on or in respect of such conversion.

(d) No certificates or direct registration statements representing Multiple Voting Shares acquired upon exercise of the Subordinate Voting Share Conversion Right will be delivered to the holders of Subordinate Voting Shares. If Multiple Voting Shares issued upon such conversion and deposited under such Offer are withdrawn by such holder, or such Offer is abandoned, withdrawn or terminated by the offeror, or such Offer expires without the offeror taking up and paying for such Multiple Voting Shares, such Multiple Voting Shares and any fractions thereof issued shall automatically, without further action on the part of the holder thereof, be reconverted into Subordinate Voting Shares on the basis of one Multiple Voting Share for 10,000 Subordinate Voting Shares, and the Company will procure that the transfer agent for the Subordinate Voting Shares shall send to such holder a direct registration statement(s) or certificate(s) representing the Subordinate Voting Shares acquired upon such reconversion. If the offeror under such Offer takes up and pays for the Multiple Voting Shares acquired upon exercise of the Subordinate Voting Share Conversion Right, the Company shall procure that the transfer agent for the Subordinate Voting Shares shall deliver to the holders of such Multiple Voting Shares the consideration paid for such Multiple Voting Shares by such offeror.

1.7 Voluntary Conversion of Subordinate Voting Shares

Subject to approval by the Directors, each Subordinate Voting Share may be converted at the option of the holder into such number of Multiple Voting Shares as is determined by dividing the number of Subordinate Voting Shares being converted by 10,000, provided the Directors have approved such conversion.

Before any holder of Subordinate Voting Shares may convert Subordinate Voting Shares into Multiple Voting Shares in accordance with this Section 1.7, the holder shall surrender the certificate(s) or direct registration statement(s), if any, representing the Subordinate Voting Shares to be converted at the head office of the Company, or the office of any transfer agent for the Subordinate Voting Shares, and shall give written notice to the Company at its head office of such holder's election to convert such Subordinate Voting Share, and shall state in such notice the name(s) in which the certificate(s) or direct registration statement(s) representing the Multiple Voting Shares are to be issued (a "Subordinate Voting Shares Conversion Notice"). Provided that such conversion has been approved by the Directors, the Company shall (or shall cause its transfer agent to) as soon as practicable thereafter, issue to such holder or their nominee, a certificate(s) or direct registration statement(s) representing the number of Multiple Voting Shares to which such holder is entitled upon conversion. Provided that such conversion has been approved by the Directors, such conversion shall be deemed to have taken place immediately prior to the close of business on the day on which the certificate(s) or direct registration statement(s) representing the Subordinate Voting Shares to be converted is surrendered and the Subordinate Voting Shares Conversion Notice is delivered, and the person(s) entitled to receive the Multiple Voting Shares issuable upon such conversion shall be treated for all purposes as the holder(s) of record of such Multiple Voting Shares as of such date.

ARTICLE 2

MULTIPLE VOTING SHARES

2.1 Voting

The holders of Multiple Voting Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company except a meeting at which only the holders of another class or series of shares is entitled to vote. Subject to Section 2.2, each Multiple Voting Share shall entitle the holder to 10,000 votes and each fraction of a Multiple Voting Share shall entitle the holder to the number of votes calculated by multiplying the fraction by 10,000 and rounding the product down to the nearest whole number, at each such meeting.

2.2 Alteration to Rights of Multiple Voting Shares

(a) So long as any Multiple Voting Shares remain outstanding, the Company will not, without the consent of the holders of Multiple Voting Shares expressed by separate special resolution, alter or amend the Notice of Articles of the Company if the result of such alteration or amendment would:

(i) prejudice or interfere with any right or special right attached to the Multiple Voting Shares; or

(ii) affect the rights or special rights of the holders of Subordinate Voting Shares or Multiple Voting Shares on a per share basis as provided herein.

(b) At any meeting of holders of Multiple Voting Shares called to consider such a separate special resolution, each whole Multiple Voting Share shall entitle the holder to one vote.

2.3 Dividends

(a) The holders of Multiple Voting Shares shall be entitled to receive such dividends payable in cash or property of the Company as may be declared by the Directors from time to time. The Directors may not declare a dividend payable in cash or property on the Multiple Voting Shares unless the Directors simultaneously declare a dividend payable in cash or property on the Subordinate Voting Shares, in an amount equal to the amount of the dividend declared per Multiple Voting Share divided by 10,000.

(b) The Directors may declare a stock dividend payable in Multiple Voting Shares on the Multiple Voting Shares, but only if the Directors simultaneously declare a stock dividend payable in:

(i) Multiple Voting Shares on the Subordinate Voting Shares, in a number of shares per Subordinate Voting Share equal to the number of Multiple Voting Shares declared as a dividend per Multiple Voting Share, divided by 10,000; or

(ii) Subordinate Voting Shares on the Subordinate Voting Shares, in a number of shares per Subordinate Voting Share equal to the number of Multiple Voting Shares declared as a dividend per Multiple Voting Share.

(c) The Directors may declare a stock dividend payable in Subordinate Voting Shares on the Multiple Voting Shares, but only if the Directors simultaneously declare a stock dividend payable in Subordinate Voting Shares on the Subordinate Voting Shares, in a number of shares per Subordinate Voting Share equal to the number of Subordinate Voting Shares declared as a dividend per Multiple Voting Share, divided by 10,000.

(d) Holders of fractional Multiple Voting Shares shall be entitled to receive any dividend declared on the Multiple Voting Shares, in an amount equal to the dividend per Multiple Voting Share multiplied by the fraction thereof held by such holder.

2.4 Liquidation Rights

In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company to its shareholders for the purpose of winding up its affairs, the holders of the Multiple Voting Shares shall be entitled to participate pari passu with the holders of Subordinate Voting Shares, with the amount of such distribution per Multiple Voting Share equal to the amount of such distribution per Subordinate Voting Share multiplied by 10,000; and each fraction of a Multiple Voting Share will be entitled to the amount calculated by multiplying the fraction by the amount payable per whole Multiple Voting Share.

2.5 Subdivision or Consolidation

The Multiple Voting Shares shall not be consolidated or subdivided unless the Subordinate Voting Shares are simultaneously consolidated or subdivided utilizing the same divisor or multiplier.

2.6 Voluntary Conversion

Subject the Conversion Limitation set forth in this Section 2.6, holders of Multiple Voting Shares shall have the following rights of conversion (the “Share Conversion Right”):

(a) Right to Convert Multiple Voting Shares. Subject to the limitations set out in this Section 2.6, each Multiple Voting Share shall be convertible at the option of the holder into such number of Subordinate Voting Shares as is determined by multiplying the number of Multiple Voting Shares in respect of which the Share Conversion Right is exercised by 10,000. Fractions of Multiple Voting Shares may be converted into such number of Subordinate Voting Shares as is determined by multiplying the fraction by 10,000, rounded down to the nearest whole share.

(b) Conversion Limitations. Before any holder of Multiple Voting Shares shall be entitled to convert the same into Subordinate Voting Shares, the Directors (or any officer of the Company designated by the Directors) shall determine whether the Conversion Limitation (as defined below) shall apply.

(c) Foreign Private Issuer Status. The Company will use commercially reasonable efforts to maintain its status as a “foreign private issuer” (as determined in accordance with Rule 3b-4 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)). Accordingly, the Company shall not give effect to any voluntary conversion of Multiple Voting Shares pursuant to this Section 2.6 or otherwise to the extent that after giving effect to all permitted issuances after such conversion of Multiple Voting Shares, the aggregate number of Subordinate Voting Shares and Multiple Voting Shares (calculated on the basis that each Subordinate Voting Share and Multiple Voting Share is counted once, without regard to the number of votes carried by such share) held of record, directly or indirectly, by residents of the United States (as determined in accordance with Rules 3b-4 and 12g3-2(a) under the Exchange Act) (“U.S. Residents”) would exceed 45% (the “45% Threshold”) of the aggregate number of Subordinate Voting Shares and Multiple Voting Shares (calculated on the same basis) issued and outstanding (the “FPI Restriction”). The Directors may by resolution increase the 45% Threshold to a number not to exceed 50%, and if any such resolution is adopted, all references to the 45% Threshold herein shall refer instead to the amended percentage threshold set by the Directors in such resolution, and the formula in Section 2.6(c) of this Section 2.6 shall be adjusted to give effect to such amended percentage threshold.

(d) Conversion Limitation. In order to give effect to the FPI Restriction, the number of Subordinate Voting Shares issuable to a holder of Multiple Voting Shares upon exercise by such holder of the Share Conversion Right will be subject to the 45% Threshold based on the number of Multiple Voting Shares held by such holder as of the date of initial issuance of Multiple Voting Shares to such holder, and thereafter on the last day of each of the Company’s subsequent fiscal quarters (the date of initial issuance and the last day of each of the Company’s subsequent fiscal quarters each being a “Determination Date”) calculated as follows:
$X = [A \times 45\% - B] \times (C/D)$
Where, on the Determination Date:
X = Maximum Number of Subordinate Voting Shares which may be issued upon exercise of the Share Conversion Right.
A = Aggregate number of Subordinate Voting Shares and Multiple Voting Shares issued and outstanding on such Determination Date.
B = Aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by U.S. Residents on such Determination Date.
C = Aggregate Number of Multiple Voting Shares held by such holder on such Determination Date.
D = Aggregate Number of All Multiple Voting Shares on such Determination Date.

The Company shall determine as of each Determination Date, in its sole discretion, the aggregate number of Subordinate Voting Shares and Multiple Voting Shares held of record, directly or indirectly, by U.S. Residents, and the maximum number of Subordinate Voting Shares which may be issued upon exercise of the Share Conversion Right, generally in accordance with the formula set forth immediately above. Upon request by a holder of Multiple Voting Shares, the Company will provide each holder of Multiple Voting Shares with notice of such maximum number as at the most recent Determination Date, or a more recent date as may be determined by the Company in its discretion. To the extent that issuances of Subordinate Voting Shares on exercise of the Share Conversion Right would result in the 45% Threshold being exceeded, the number of Subordinate Voting Shares to be issued will be pro-rated among each holder of Multiple Voting Shares exercising the Share Conversion Right.

(e) Mechanics of Conversion. Before any holder of Multiple Voting Shares shall be entitled to voluntarily convert Multiple Voting Shares into Subordinate Voting Shares in accordance with Section 2.6(a), the holder shall surrender the certificate(s) or direct registration statement(s), if any, representing the Multiple Voting Shares to be converted at the head office of the Company, or the office of any transfer agent for the Multiple Voting Shares, and shall give written notice to the Company at its head office of such holder's election to convert such Multiple Voting Shares, and shall state in such notice the name(s) in which the certificate(s) or direct registration statement(s) representing the Subordinate Voting Shares are to be issued (a "Conversion Notice"). The Company shall (or shall cause its transfer agent to) as soon as practicable thereafter, issue to such holder or their nominee a certificate(s) or direct registration statement(s) representing the number of Subordinate Voting Shares to which such holder is entitled upon conversion. Such conversion shall be deemed to have taken place immediately prior to the close of business on the day on which the certificate(s) or direct registration statement(s) representing the Multiple Voting Shares to be converted is surrendered and the Conversion Notice is delivered, and the person(s) entitled to receive the Subordinate Voting Shares issuable upon such conversion shall be treated for all purposes as the holder(s) of record of such Subordinate Voting Shares as of such date.

2.7 Mandatory Conversion

The Company shall have the following rights in respect of conversion of the Multiple Voting Shares:

(a) Right to Convert Multiple Voting Shares. Notwithstanding anything contained herein to the contrary, the Company shall have the right (the "Company Share Conversion Right") to require each holder of Multiple Voting Shares to convert (the "MVS Conversion") all, and not less than all, of the Multiple Voting Shares held by such holder into such number of Subordinate Voting Shares as is determined by multiplying the number of Multiple Voting Shares in respect of which the Company Share Conversion Right is exercised by 10,000. Fractions of Multiple Voting Shares may be converted into such number of Subordinate Voting Shares as is determined by multiplying the fraction by 10,000, rounded down to the nearest whole number and no payment shall be made or consideration provided on account of any such rounding. The Company Share Conversion Right may be exercised by the Company if all the following conditions are either satisfied (and, for certainty, the following conditions continue to be satisfied at the Conversion Time (as defined below)), or are waived by special resolution of the holders of Multiple Voting Shares:

(i) the Company is subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act; and

(ii) the Subordinate Voting Shares are listed or quoted (and are not suspended from trading) on a recognized North American stock exchange, including the New York Stock Exchange, the NYSE American Stock Exchange, the NASDAQ Stock Market, the Toronto Stock Exchange, the TSX Venture Exchange, the Canadian Securities Exchange, the NEO Exchange or any other Canadian stock exchange recognized as such by the British Columbia Securities Commission.

(b) Mechanics of Conversion

(i) In order to exercise the Company Share Conversion Right, the Company shall issue or cause its transfer agent to issue to each holder of Multiple Voting Shares of record a notice (the "MVS Conversion Notice") at least 10 days prior to the record date of the MVS Conversion (the "MVS Conversion Date") which shall specify: (A) the number of Subordinate Voting Shares into which the Multiple Voting Shares are convertible pursuant to the MVS Conversion, and (B) the MVS Conversion Date.

(ii) At the time of conversion (the "Conversion Time") on the MVS Conversion Date, each certificate or direct registration statement representing Multiple Voting Shares shall be null and void and the former holders of Multiple Voting Shares shall be entered on the register maintained for the Subordinate Voting Shares as holders of Subordinate Voting Shares and shall be treated for all purposes as the record holder of the number of Subordinate Voting Shares to which each former holder of Multiple Voting Shares is entitled pursuant to Section 2.7(a).

(iii) As soon as practicable on or after the MVS Conversion Date, and in any event within ten days of the MVS Conversion Date, the Company will issue or send, or cause its transfer agent to issue or send, certificate(s) or direct registration statement(s) (at the sole discretion of the Company) to each former holder of Multiple Voting Shares representing the number of Subordinate Voting Shares into which the Multiple Voting Shares have been converted.

(c) Effect of Conversion. All Multiple Voting Shares which shall have been converted pursuant to the MVS Conversion shall no longer be deemed to be outstanding and all rights and special rights with respect to such Multiple Voting Shares shall immediately cease and terminate at the Conversion Time, except the right of the holders of such Multiple Voting Shares to receive Subordinate Voting Shares in exchange therefor in accordance with this Section 2.7.

D. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":
Not amended

E. Other provisions:
Not amended

4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.

5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:
November 08, 2023

The articles have been properly executed by the required person(s).

Supporting Information - Nuans Report Information

Nuans Report Reference #	122056988
Nuans Report Date	November 08, 2023

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery