



**Restated Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution à jour**

**Loi canadienne sur
les sociétés par actions**

**PROMETIC LIFE SCIENCES INC./
PROMETIC SCIENCES DE LA VIE INC.**

307730-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of incorporation of the above-named corporation were restated under section 180 of the *Canada Business Corporations Act* as set out in the attached restated articles of incorporation.

Je certifie que les statuts constitutifs de la société susmentionnée ont été mis à jour en vertu de l'article 180 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les statuts mis à jour ci-joints.

Director - Directeur

May 19, 1998/le 19 mai 1998

Effective Date of Restatement -
Date d'entrée en vigueur de la mise à jour



Consumer and
Corporate Affairs Canada

Consommation et
Affaires commerciales Canada

Canada Business
Corporations Act

Loi régissant les sociétés
par actions de régime fédéral

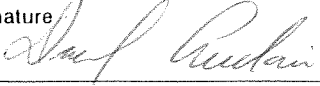
FORM 7
RESTATED ARTICLES OF
INCORPORATION
(SECTION 180)

FORMULE 7
STATUTS CONSTITUTIFS
MIS À JOUR
(ARTICLE 180)

1 — Name of corporation — Dénomination de la société PROMETIC LIFE SCIENCES INC./ PROMETIC SCIENCES DE LA VIE INC.	Corporation No. — N° de la société 307730-6
2 — The place in Canada where the registered office is situated Metropolitan Region of Montreal, Province of Quebec, Canada	Lieu au Canada où est situé le siège social
3 — The classes and any maximum number of shares that the corporation is authorized to issue See Schedule 1 annexed hereto forming an integral part of these articles.	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
4 — Restrictions, if any, on share transfers None	Restrictions sur le transfert des actions, s'il y a lieu
5 — Number (or minimum and maximum number) of directors Minimum: 3 Maximum: 15	Nombre (ou nombre minimal et maximal) d'administrateurs
6 — Restrictions, if any, on business the corporation may carry on None	Limites imposées à l'activité commerciale de la société, s'il y a lieu
7 — Other provisions, if any None	Autres dispositions, s'il y a lieu

The foregoing restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

Cette mise à jour des statuts constitutifs démontre exactement, sans changement substantiel, les dispositions correspondantes des statuts constitutifs modifiés qui remplacent les statuts constitutifs originaux.

Signature 	Date D - J M Y - A 14 05 98
Title — Titre Administrator	

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Filed — Déposée MAY 22 1998

PROMETIC LIFE SCIENCES INC.

Restated Articles of Incorporation

SCHEDULE 1

TO THE RESTATED ARTICLES OF INCORPORATION

The Corporation is authorized to issue an unlimited number of Subordinate Voting Shares, 20,000,000 Multiple Voting Shares and an unlimited number of Preferred Shares issuable in series.

SUBORDINATE VOTING SHARES AND MULTIPLE VOTING SHARES:

The Subordinate Voting Shares and the Multiple Voting Shares shall have the following rights, privileges, restrictions and conditions:

1. **VOTING RIGHTS**

1.1 The holders of the Subordinate Voting Shares shall be entitled to one (1) vote for each Subordinate Voting Share held by them at all meetings of shareholders.

1.2 Subject to the other provisions of this Schedule 1, the holders of the Multiple Voting Shares shall be entitled to ten (10) votes for each Multiple Voting Share held by them at all meetings of shareholders.

2. **LIQUIDATION, DISSOLUTION OR OTHER DISTRIBUTION OF ASSETS**

In the event of the voluntary or involuntary liquidation, dissolution, winding-up or other distribution of assets of the Corporation, the holders of the Subordinate Voting Shares and of the Multiple Voting Shares shall be entitled to receive the remaining property of the Corporation, *pari passu*, to the exclusion of the holders of shares of any other class;

3. **DIVIDENDS**

The holders of the Subordinate Voting Shares and of the Multiple Voting Shares shall be entitled, *pari passu*, subject to the other provisions of this Schedule 1, to receive such dividends as may be declared by the directors of the Corporation from time to time.

4. **CONVERTIBILITY**

4.1 The holders of the Multiple Voting Shares shall have the right, at any time, to require that the Corporation exchange Multiple Voting Shares into Subordinate Voting Shares, on the basis of one (1) Subordinate Voting Share for each Multiple Voting Share to be exchanged. Such exchange shall be completed by the

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remittance to the Corporation of a written notice to that effect together with the share certificates duly endorsed for transfer to the Corporation.

- 4.2 The issued and outstanding Multiple Voting Shares shall automatically convert and be exchanged into Subordinate Voting Shares by each holder of Multiple Voting Shares if such holder of Multiple Voting Shares desires to transact such shares following the completion by the Corporation of a public offering.

5. **AMENDMENTS SUBJECT TO CONFIRMATION BY ARTICLES OF AMENDMENT**

Subject to confirmation by articles of amendment and the issue of a Certificate of Amendment, the director or directors of the Corporation may, at any time or times or from time to time, adopt a resolution or resolutions whereby the terms hereof and of the foregoing paragraphs may be altered, amended or repealed or the application thereof suspended in any particular case and changes made in the rights, privileges, restrictions and conditions attached to one or more classes of shares of the Corporation, but no such resolution shall have any force or effect until after it has been sanctioned by the vote of the holders of at least sixty-six and two thirds percent (66 2/3%) in value of the voting shares then outstanding and of at least sixty-six and two thirds percent (66 2/3%) in value of shares of each class affected by such amendment, in each case voting separately as a class at a meeting or meetings specially called for such purpose.

6. **ADDITIONAL RIGHTS OF SUBORDINATE VOTING SHARES**

SEE "APPENDIX A" ATTACHED HERETO FOR ADDITIONAL RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS PERTAINING TO THE SUBORDINATE VOTING SHARES.

PREFERRED SHARES:

The Preferred Shares are issuable in series and shall have the following rights, privileges, restrictions and conditions:

1. The directors of the Corporation may at any time and from time to time issue the Preferred Shares in one or more series, each series to consist of such number of shares as may before issuance thereof be determined by the directors.

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2. Subject to the provisions of paragraph 10, the holders of the Preferred Shares shall not, as such, have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings.
3. The directors of the Corporation may (subject as hereinafter provided) from time to time fix before issuance the designation, rights, restrictions, conditions and limitations to be attached to the Preferred Shares of each series including, without limiting the generality of the foregoing, the rate, amount or method of calculation of preferential dividends, whether or not cumulative or non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which such preferential dividends shall accrue, the redemption price and terms and conditions of redemption, the rights of retraction, if any, vested in the holders of Preferred Shares of such series, and the prices and the other terms and conditions of any rights of retraction, and whether any additional rights of retraction may be vested in such holders in the future, conversion rights (if any) or other provisions attaching to the Preferred Shares of such series, the whole subject to the issue by the Director, Industry Canada, of a certificate of amendment in respect of articles of amendment in prescribed form to designate a series of shares.
4. When any fixed cumulative dividends or amounts payable on a return of capital are not paid in full, the Preferred Shares of all series shall participate rateably in respect of such dividends including accumulations, if any, in accordance with the sums which would be payable on the Preferred Shares if all such dividends were declared and paid in full, and on any return of capital in accordance with the sums which would be payable on such return of capital if all sums so payable were paid in full.
5. The Preferred Shares shall be entitled to preference over the other classes of shares of the Corporation with respect to the payment of dividends and may also be given such other preferences over the other classes of shares of the Corporation as may be fixed by the directors of the Corporation as to the respective series authorized to be issued.
6. The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation whether voluntary or involuntary.
7. In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Preferred Shares shall, before any amount shall be paid to or any property or assets of the Corporation distributed among the holders of

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the other classes of shares of the Corporation, be entitled to receive (i) an amount equal to the amount paid up on such shares, together with, in the case of cumulative dividends, all unpaid cumulative dividends (which for such purpose shall be calculated as if such cumulative dividends were accruing from day to day for the period from the expiration of the last period for which cumulative dividends have been paid up to and including the date of distribution) and, in the case of non-cumulative dividends, all declared and unpaid non-cumulative dividends, and (ii) if such liquidation, dissolution, winding-up or distribution shall be voluntary, an additional amount equal to the premium, if any, which would have been payable on the redemption of the said Preferred Shares, respectively, if they had been called for redemption by the Corporation on the date of distribution and, if said Preferred Shares could not be redeemed on such date, then an additional amount equal to the greatest premium, if any, which would have been payable on the redemption of said Preferred Shares, respectively.

8. No dividends shall at any time be declared or paid on or set apart for payment on any shares of the Corporation ranking junior to the Preferred Shares unless all dividends up to and including the dividend payable for the last completed period for which such dividends shall be payable on each series of Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on such shares of the Corporation ranking junior to the Preferred Shares nor, unless any such requirement is waived as part of the conditions, restrictions and limitations attaching to a particular series of Preferred Shares, shall the Corporation call for redemption or redeem or purchase for cancellation or reduce or otherwise pay off any of the Preferred Shares (less than the total amount then outstanding) or any shares of the Corporation ranking junior to the Preferred Shares unless all dividends up to and including the dividend payable for the last completed period for which such dividends shall be payable on each series of the Preferred Shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment.
9. The Preferred Shares of any series may be purchased for cancellation or made subject to redemption by the Corporation at such times and at such prices and upon such other terms and conditions as may be specified in the rights, privileges, restrictions and conditions attaching to the Preferred Shares of such series as set forth in the resolution of the board of directors of the Corporation and certificate of amendment relating to such series.
10. The provisions of paragraphs 1 to 9, inclusive, and of this paragraph 10 may be deleted or varied in whole or in part by a Certificate of Amendment, but only with the prior approval of the holders of the Preferred Shares given as hereinafter specified in addition to any other approval required by the *Canada Business Corporations Act* (or any other

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statutory provision of like or similar effect, from time to time in force). The approval of the holders of the Preferred Shares with respect to any and all matters hereinbefore referred to may be given by at least 2/3 of the votes cast at a meeting of the holders of the Preferred Shares duly called for that purpose and held upon at least 21 days' notice at which the holders of a majority of the outstanding Preferred Shares are present or represented by proxy. If at any such meeting the holders of a majority of the outstanding Preferred Shares are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date being not less than 30 days later and to such time and place as may be appointed by the chairman and not less than 21 days' notice shall be given of such adjourned meeting but it shall not be necessary in such notice to specify the purpose for which the meeting was originally called. At such adjourned meeting the holders of Preferred Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by not less than 2/3 of the votes cast at such adjourned meeting shall constitute the authorization of the holders of the Preferred Shares referred to above. The formalities to be observed in respect of the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting or adjourned meeting every holder of Preferred Shares shall be entitled to one vote in respect of each Preferred Share held.

A P P E N D I X A

TO SCHEDULE 1 OF THE RESTATED ARTICLES OF INCORPORATION

ADDITIONAL RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS PERTAINING TO THE SUBORDINATE VOTING SHARES

The following Section is added to the Schedule 1 to the Restated Articles of Incorporation of the Corporation:

1. The Subordinate Voting Shares shall also be subject to the following additional rights, privileges, restrictions and conditions:

1.1 For the purposes of paragraphs 1.1 to 1.9:

- (a) "affiliate" has the meaning assigned by the Securities Act (Quebec) as amended from time to time;
- (b) "associate" has the meaning assigned by the Securities Act (Quebec) as amended from time to time;
- (c) "Conversion Period" means the period of time commencing on the eighth day after the Offer Date and terminating on the Expiry Date;
- (d) "Converted Shares" means Multiple Voting Shares resulting from the conversion of Subordinate Voting Shares into Multiple Voting Shares pursuant to paragraph 1.2;
- (e) "Exclusionary Offer" means an offer to purchase Multiple Voting Shares that:
 - (i) must, by reason of applicable securities legislation or the requirements of a stock exchange on which the Multiple Voting Shares are listed, be made to all holders of Multiple Voting Shares who are in a province of Canada to which the requirement applies, and
 - (ii) is not made concurrently with an offer to purchase Subordinate Voting Shares that is identical to the offer to purchase Multiple Voting Shares, in terms of price per share and percentage of outstanding shares to be taken up exclusive of shares owned immediately prior to the offer by the Offeror, and in all other material respects (except with respect to the conditions that may be attached to the offer for Multiple Voting Shares), and that has no condition attached other than the right not to take up and pay for shares tendered if no

shares are purchased pursuant to the offer for Multiple Voting Shares, and for the purposes of this definition if an offer to purchase Multiple Voting Shares is not an Exclusionary Offer as defined above but would be an Exclusionary Offer if it were not for sub-clause (ii), the varying of any term of such offer shall be deemed to constitute the making of a new offer unless an identical variation concurrently is made to the corresponding offer to purchase Subordinate Voting Shares provided; however, that the offer shall be an Exclusionary Offer notwithstanding any concurrent offer made to the holders of Subordinate Voting Shares, if the conditions of sub-clause 1.1 (e) (i) are met and there exists no public market for the Multiple Voting Shares;

- (f) "Expiry Date" means the last date upon which holders of Multiple Voting Shares may accept an Exclusionary Offer;
- (g) "Offer Date" means the date on which an Exclusionary Offer is made;
- (h) "Offeror" means a person or company that makes an offer to purchase Multiple Voting Shares (the "bidder"), and includes any associate or affiliate of the bidder or any person or company that is disclosed in the offering document to be acting jointly or in concert with the bidder; and
- (j) "transfer agent" means the transfer agent for the time being of the Multiple Voting Shares.

1.2 Subject to paragraph 1.5, if an Exclusionary Offer is made, each outstanding Subordinate Voting Share shall be convertible into one Multiple Voting Share at the option of the holder during the Conversion Period. The conversion right may be exercised by notice in writing given to the transfer agent accompanied by the share certificate or certificates representing the Subordinate Voting Shares which the holder desires to convert, and such notice shall be executed by such holder, or by his attorney duly authorized in writing, and shall specify the number of Subordinate Voting Shares which the holder desires to have converted. The holder shall pay any governmental or other tax imposed on or in respect of such conversion. Upon receipt by the transfer agent of such notice and share certificate or certificates, the Corporation shall issue a share certificate representing fully-paid Multiple Voting Shares as above prescribed and in accordance with paragraph 1.4. If less than all of the Subordinate Voting Shares represented by any share certificate are to be converted, the holder shall be entitled to receive a new share certificate representing in the aggregate the number of Subordinate Voting Shares represented by the original share certificate which are not to be converted.

1.3 An election by a holder of Subordinate Voting Shares to exercise the conversion right provided for in paragraph 1.2 shall be deemed to also constitute irrevocable elections by such holder (A) to deposit the Converted Shares pursuant to the Exclusionary Offer

- (subject to such holder's right to subsequently withdraw the shares from the offer) and (B) to exercise the right to convert into Subordinate Voting Shares all Converted Shares (i) in respect of which such holder exercises his right of withdrawal from the Exclusionary Offer, (ii) which are not otherwise ultimately taken up under the Exclusionary Offer, or (iii) which are ultimately taken up under the Exclusionary Offer (this latter election shall be deemed to be an irrevocable joint election by such holder and the Offeror). Any conversion into Subordinate Voting Shares, pursuant to such deemed election, of Converted Shares in respect of which the holder exercises his right of withdrawal from the Exclusionary Offer shall become effective at the time such right of withdrawal is exercised. If the right of withdrawal is not exercised, any conversion into Subordinate Voting Shares pursuant to such deemed election shall become effective,
- (a) in respect of an Exclusionary Offer which is completed, immediately following the time by which the Offeror is required by applicable securities legislation to take up and pay for all shares to be acquired by the Offeror under the Exclusionary Offer; and
 - (b) in respect of an Exclusionary Offer which is abandoned or withdrawn, at the time at which the Exclusionary Offer is abandoned or withdrawn.
- 1.4 No share certificates representing Converted Shares shall be delivered to the holders of the shares before such shares are deposited pursuant to the Exclusionary Offer; the transfer agent, on behalf of the holders of the Converted Shares, shall deposit pursuant to the Exclusionary Offer a certificate or certificates representing the Converted Shares. Upon completion of the offer, the transfer agent shall deliver to the holders entitled thereto all consideration paid by the Offeror for their Converted Shares pursuant to the offer. When Converted Shares are converted into Subordinate Voting Shares pursuant to paragraph 1.3, the transfer agent shall deliver to the holders entitled thereto share certificates representing the Subordinate Voting Shares resulting from the conversion. The Corporation shall make all arrangements with the transfer agent necessary or desirable to give effect to this paragraph 1.4.
- 1.5 Subject to paragraph 1.6, the conversion right provided for in paragraph 1.2 shall not come into effect if there exists a public market for the Multiple Voting Shares and:
- (a) prior to the time at which the offer is made there is delivered to the transfer agent and to the Secretary of the Corporation a certificate or certificates signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate, as at the time the Exclusionary Offer is made, more than 50% of the aggregate of the then outstanding shares of the class or classes that are the subject of the Exclusionary Offer, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror, which certificate or certificates shall confirm, in the case of each such shareholder, that such shareholder shall not:

- (i) tender any shares in acceptance of any Exclusionary Offer without giving the transfer agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date,
 - (ii) make any Exclusionary Offer,
 - (iii) act jointly or in concert with any person or company that makes any Exclusionary Offer, or
 - (iv) transfer any shares of any of the classes of shares that are the subject of the Exclusionary Offer, directly or indirectly, during the time at which any Exclusionary Offer is outstanding without giving the transfer agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number and class or classes of shares transferred or to be transferred to each transferee;
- or
- (b) as of the end of the seventh day after the Offer Date there has been delivered to the transfer agent and to the Secretary of the Corporation a certificate or certificates signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate more than 50% of the aggregate of the then outstanding shares of the class or classes that are the subject of the Exclusionary Offer, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror, which certificate or certificates shall confirm, in the case of each such shareholder:
 - (i) the number of shares of any of the classes of shares that are the subject of the Exclusionary Offer owned by the shareholder,
 - (ii) that such shareholder is not making the offer and is not an associate or affiliate of, or acting jointly or in concert with, the person or company making the offer,
 - (iii) that such shareholder shall not tender any shares in acceptance of the offer, including any varied form of the offer, without giving the transfer agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date, and
 - (iv) that such shareholder shall not transfer any shares of any of the classes of shares that are the subject of the Exclusionary Offer, directly or

indirectly, prior to the Expiry Date without giving the transfer agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number and class or classes of shares transferred or to be transferred to each transferee;

or

- (c) as of the end of the seventh day after the Offer Date a combination of certificates that comply with either clause (a) OR (b) from shareholders of the Corporation owning in the aggregate more than 50 % of the aggregate of the then outstanding shares of the class or classes that are the subject of the Exclusionary Offer, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror, has been delivered to the transfer agent and to the Secretary of the Corporation.

1.6 If a notice referred to in sub-clause 1.5(a)(i), 1.5 (a)(iv), 1.5(b)(iv) is given and the conversion right provided for in paragraph 1.2 has not come into effect, the transfer agent shall either forthwith upon receipt of the notice or forthwith after the seventh day following the Offer Date, whichever is later, determine the number of shares of any of the classes of shares that are the subject of the Exclusionary Offer in respect of which there are subsisting certificates that comply with either clause 1.5(a) or 1.5(b). For the purpose of this determination, certificates in respect of which such a notice has been filed shall not be regarded as subsisting insofar as the shares to which the notice relates are concerned; the transfer that is the subject of any notice referred to in sub-clause 1.5(a)(iv) or 1.5(b)(iv) shall be deemed to have already taken place at the time of the determination; and the transferee in the case of any notice referred to in sub-clause 1.5(a)(iv) or 1.5(b)(iv) shall be deemed to be a person or company from whom the transfer agent does not have a subsisting certificate unless the transfer agent is advised of the identity of the transferee, either by such notice or by the transferee in writing, and such transferee is a person or company from whom the transfer agent has a subsisting certificate. If the aggregate number of shares of the class or classes that are the subject of the Exclusionary Offer so determined does not exceed 50% of the aggregate of the number of then outstanding shares of the class or classes that are the subject of the Exclusionary Offer, exclusive of shares owned immediately prior to the offer by the Offeror, paragraph 1.5 shall cease to apply and the conversion right provided for in paragraph 1.2 shall be in effect for the remainder of the Conversion Period.

1.7 As soon as reasonably possible after the seventh day after the Offer Date, the Corporation shall send to each holder of Subordinate Voting Shares a notice advising the holders as to whether they are entitled to convert their Subordinate Voting Shares into Multiple Voting Shares and the reasons therefor. If such notice discloses that they are not so entitled but it is subsequently determined that they are so entitled by virtue of

paragraph 1.6 or otherwise, the Corporation shall forthwith send another notice to them advising them of that fact and the reasons therefor.

1.8 If a notice referred to in paragraph 1.7 discloses that the conversion right has come into effect, the notice shall:

- (a) include a description of the procedure to be followed to effect the conversion and to have the Converted Shares tendered under the offer;
- (b) include the information set out in paragraph 1.3 hereof; and
- (c) be accompanied by a copy of the offer and all other material sent to holders of the shares that are the subject of the Exclusionary Offer in respect of the offer, and as soon as reasonably possible after any additional material, including a notice of variation, is sent to the holders of the shares that are the subject of the Exclusionary Offer in respect of the offer, the Corporation shall send a copy of such additional material to each holder of Subordinate Voting Shares.

1.9 Prior to or forthwith after sending any notice referred to in paragraph 1.7, the Corporation shall cause a press release to be issued to a Canadian national news-wire service, describing the contents of the notice.