



Certificate of Incorporation

Canada Not-for-profit Corporations Act

Certificat de constitution

*Loi canadienne sur les organisations à but non
lucratif*

Project Life Spark Inc.

Corporate name / Dénomination de l'organisation

1670958-3

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les organisations à but non lucratif*.

Hantz Prosper

Director / Directeur

2025-01-30

Date of Incorporation (YYYY-MM-DD)
Date de constitution (AAAA-MM-JJ)



Form 4001
Articles of Incorporation
Canada Not-for-profit Corporations
Act (NFP Act)

Formulaire 4001
Statuts constitutifs
Loi canadienne sur les
organisations à but non lucratif
(Loi BNL)

1	Corporate name Dénomination de l'organisation Project Life Spark Inc.
2	The province or territory in Canada where the registered office is situated La province ou le territoire au Canada où est maintenu le siège AB
3	Minimum and maximum number of directors Nombres minimal et maximal d'administrateurs Min. 3 Max. 10
4	Statement of the purpose of the corporation Déclaration d'intention de l'organisation See attached schedule / Voir l'annexe ci-jointe
5	Restrictions on the activities that the corporation may carry on, if any Limites imposées aux activités de l'organisation, le cas échéant None
6	The classes, or regional or other groups, of members that the corporation is authorized to establish Les catégories, groupes régionaux ou autres groupes de membres que l'organisation est autorisée à établir See attached schedule / Voir l'annexe ci-jointe
7	Statement regarding the distribution of property remaining on liquidation Déclaration relative à la répartition du reliquat des biens lors de la liquidation See attached schedule / Voir l'annexe ci-jointe
8	Additional provisions, if any Dispositions supplémentaires, le cas échéant See attached schedule / Voir l'annexe ci-jointe
9	Declaration: I hereby certify that I am an incorporator of the corporation. Déclaration : J'atteste que je suis un fondateur de l'organisation.

Name(s) - Nom(s)

Original Signed by - Original signé par

Laura Melanie HUDEC

Laura Melanie HUDEC

Laura Melanie HUDEC

Jeremy James HUDEC

Jeremy James HUDEC

Jeremy James HUDEC

A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

La personne qui fait une déclaration fausse ou trompeuse, ou qui aide une personne à faire une telle déclaration, commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois ou l'une de ces peines (paragraphe 262(2) de la Loi BNL).

You are providing information required by the NFP Act. Note that both the NFP Act 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 Loi BNL. Il est à noter que la Loi BNL 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

Purpose Of Corporation / Déclaration d'intention de l'organisation

The purpose of Project Life Spark is to provide life-changing support to military veterans, first responders, and others who suffer from PTSD, traumatic brain injuries (TBI), depression, and substance abuse. By funding access to safe, clinically guided psychedelic therapy and advocating for the responsible and ethical use of psychedelic medicines in Canada, Project Life Spark aims to transform mental health treatment. Additionally, the organization seeks to advance research and education on the therapeutic potential of psychedelics, raise public awareness about mental health challenges, and ensure that these healing modalities become accessible, regulated, and recognized as valid treatment options. Through its efforts, Project Life Spark aspires to end suicide among veterans and first responders and improve their overall quality of life.

Schedule / Annexe

Classes of Members / Catégories de membres

Classes of Membership

Founder Members

Eligibility: Reserved exclusively for the original incorporator(s) of the organization or individuals designated by unanimous agreement of existing Founder Members.

Privileges:

Hold exclusive authority to:

Approve or veto amendments to the Articles of Incorporation and Bylaws.

Appoint or remove directors from the Board.

Approve major organizational decisions, including mergers, dissolution, or changes to the mission.

Retain final decision-making authority over all Board and General Member resolutions through the Emergency Brake Provision (detailed below).

Term: Permanent unless the member voluntarily resigns, is incapacitated, or is removed for cause by unanimous agreement of other Founder Members.

Voting Weight: Founder Members hold superior voting rights, such as a weighted vote (e.g., 3 votes per Founder Member vs. 1 vote for other members) or exclusive veto power on key issues.

General Members

Eligibility: Open to individuals or entities that align with and support the organization's mission. Membership is subject to approval by the Board or Founder Members.

Privileges:

Participate in general meetings.

Provide input and feedback on the organization's activities.

Elect a portion of the Board of Directors (as specified in the Bylaws).

Limitations:

General Members do not have authority to amend the Articles of Incorporation, dissolve the organization, or overrule Founder Members.

Term: Renewable annually or as specified in the Bylaws.

Advisory Members (Optional)

Eligibility: Individuals with expertise or skills valuable to the organization, invited by the Board or Founder Members.

Privileges:

Serve in a non-voting capacity.

Advise on specific projects or initiatives.

Term: Determined by the Board or Founder Members.

Emergency Brake Provision (Ultimate Authority Clause)

To ensure the mission and integrity of the organization are safeguarded, the Founder Members have the authority to invoke an Emergency Brake Provision under the following circumstances:

Scope of the Emergency Brake:

Any decision, resolution, or action approved by the Board of Directors or General Members that is deemed by Founder Members to:

Conflict with the mission or purpose of the organization.

Pose a significant risk to the reputation, financial health, or operational stability of the organization.

Violate ethical standards or compliance requirements.

Activation Process:

A majority (or unanimous) vote of Founder Members is required to activate the Emergency Brake.

Once invoked, the decision or resolution in question is suspended immediately and subjected to final review by the Founder Members.

Outcome:

Founder Members may:

Approve the decision as is.

Amend the decision to align with the organization's mission.

Reject the decision entirely.

Schedule / Annexe

Distribution of Property on Liquidation / Répartition du reliquat des biens lors de la liquidation

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

Schedule / Annexe
Additional Provisions / Dispositions supplémentaires

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

Safeguards in the Articles of Incorporation
Include the following clause:

Membership and Decision-Making Authority

The Corporation shall have two classes of membership: Founder Members and General Members. Founder Members shall retain ultimate authority over all organizational decisions and hold final veto power through the Emergency Brake Provision. Founder Members shall have exclusive rights to approve amendments to governance documents, appoint or remove directors, and approve or reject major organizational decisions, including mergers, dissolution, or changes to the mission. General Members may participate in organizational activities and provide input but shall not have authority to override Founder Members' decisions.

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members.



Form 4002 Initial Registered Office Address and First Board of Directors <i>Canada Not-for-profit Corporations Act (NFP Act)</i>	Formulaire 4002 Adresse initiale du siège et premier conseil d'administration <i>Loi canadienne sur les organisations à but non lucratif (Loi BNL)</i>
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1	Corporate name Dénomination de l'organisation Project Life Spark Inc.						
2	Complete address of the registered office Adresse complète du siège 32 Cranbrook Cres SE Calgary AB T3M 2C3						
3	Additional address Autre adresse						
4	Directors of the corporation Administrateurs de l'organisation <table border="0" style="width: 100%;"><tr><td style="width: 30%;">JEREMY HUDEC</td><td>32 Cranbrook Cres SE, Calgary AB T3M 2C3, Canada</td></tr><tr><td>James PARKER</td><td>2159 Spirit Ridge Drive, Victoria BC V9B 0B5, Canada</td></tr><tr><td>Gordon HURLEY</td><td>724 Gauvin Road, Dieppe NB E1A 1N1, Canada</td></tr></table>	JEREMY HUDEC	32 Cranbrook Cres SE, Calgary AB T3M 2C3, Canada	James PARKER	2159 Spirit Ridge Drive, Victoria BC V9B 0B5, Canada	Gordon HURLEY	724 Gauvin Road, Dieppe NB E1A 1N1, Canada
JEREMY HUDEC	32 Cranbrook Cres SE, Calgary AB T3M 2C3, Canada						
James PARKER	2159 Spirit Ridge Drive, Victoria BC V9B 0B5, Canada						
Gordon HURLEY	724 Gauvin Road, Dieppe NB E1A 1N1, Canada						
5	Declaration: I hereby certify that I am an incorporator of the new corporation or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the NFP Act. Déclaration : J'atteste que je suis un fondateur de la nouvelle organisation ou que je suis un administrateur ou un dirigeant autorisé de l'organisation se prorogeant ou se fusionnant en vertu de la Loi BNL.						

Original signed by / Original signé par
JEREMY HUDEC

JEREMY HUDEC
(587) 999-0408

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