

D1631312

THE COMPLETE MERGER FILING IS UNDER
CORPORATE NUMBER 3085866

FILED LBO
Secretary of State
State of California
SEP 30 2021 MVA

4781433 OUT

AGREEMENT OF MERGER

MERGING

**BAKTUS ACQUISITION CORPORATION,
A CALIFORNIA CORPORATION**

WITH AND INTO

**METABIOTA, INC.,
A CALIFORNIA CORPORATION**

THIS AGREEMENT OF MERGER (the "Agreement") is made and entered into as of September 29, 2021, between Metabiota, Inc., a California corporation with California Entity Number 3085866 (herein "Surviving Corporation"), and Baktus Acquisition Corporation, a California corporation with California Entity Number 4781433 (herein "Merging Corporation"), and a wholly-owned subsidiary of Baktus, Inc., a Delaware corporation ("Parent").

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation duly organized and existing under the laws of the State of California;

WHEREAS, Merging Corporation is a corporation duly organized and existing under the laws of the State of California;

WHEREAS, the authorized capital stock of Surviving Corporation is 1,250 shares of common stock ("Common Stock"), of which 332 shares are issued and outstanding at the date of this Agreement, and 42,167,699 shares of preferred stock ("Preferred Stock"), 7,591,990 of which have been designated Series Seed Preferred Stock, 7,591,990 of which are issued and outstanding at the date of this Agreement, 21,603,654 of which have been designated Series A Preferred Stock, 21,603,654 of which are issued and outstanding at the date of this Agreement, and 12,972,055 of which have been designated Series B Preferred Stock, 4,458,022 of which are issued and outstanding at the date of this Agreement;

WHEREAS, the authorized capital stock of Merging Corporation is 100 shares of common stock, of which 100 shares are issued and outstanding at the date of this Agreement; and

WHEREAS, Surviving Corporation and Merging Corporation (hereinafter collectively sometimes referred to as the "Constituent Corporations") may under the laws of the State of California, and specifically California General Corporation Law (the "CGCL"), be merged into a single corporation and the directors and shareholders of each of the Constituent Corporations deem it advisable that said corporations merge.

NOW, THEREFORE, in consideration of the mutual promises and covenants and subject to the conditions set forth herein, the Constituent Corporations agree as follows: