

MICHAEL L. SCHEIER
DIRECT DIAL: (513) 579-6952
FACSIMILE: (513) 579-6457
E-MAIL: MSCHIEIER@KMKLAW.COM

2018 SEP 28 AM 11:30

I. JEAN MECKSTROTH
CLERK OF COURTS

September 27, 2018

VIA UPS

Clerk of Courts
Auglaize County Common Pleas Court
201 S. Willipie St., Room 043
P.O. Box 409
Wapakoneta, OH 45895

Re: Paul Mastronardi v Luis Chibante, et al
Case No. 2017-CV-144

Dear Ms. Meckstroth:

Enclosed for filing please find the original and one copy of the following:

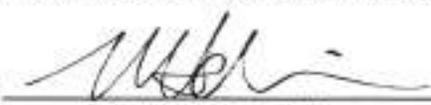
1. Supplement to Proof of Claim for Claimant Golden Acre Farms, Inc.
2. Supplement to Proof of Claim for Keating Muething & Klekamp PLL.

This supplemental information is being filed in accordance with the Court's September 19, 2018 Journal Entries. A self-addressed, stamped envelope is provided for your convenience in returning a file-stamped copy of the enclosed pleadings.

Thank you for your assistance. Please feel free to contact me with any questions or concerns.

Sincerely,

KEATING MUETHING & KLEKAMP PLL

By: 

Michael L. Scheier

MLS:ret

Enclosure

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2018 SEP 28 AM 11:30

I. JEAN MECKSTROTH
CLERK OF COURTS

COURT OF COMMON PLEAS
AUGLAIZE COUNTY, OHIO

PAUL MASTRONARDI,

Plaintiff,

-v-

LUIS CHIBANTE, et al.,

Defendants.

) Case No. 2017-CV-144
)
) Judge Pepple
)
) SUPPLEMENT TO PROOF OF
) CLAIM FOR CLAIMANT GOLDEN
) ACRE FARMS, INC.
)
)

Pursuant to this Court's September 19, 2018 Journal Entry, counsel for Golden Acre Farms, Inc. ("GAF") submits the attached supplemental information to GAF's Claim Number 42 (the "Claim") filed with this Court on September 14, 2018. A copy of GAF's Articles of Incorporation and related by-laws dated September 27, 1991 is attached as Exhibit A. Shareholders are listed on a copy of GAF's Schedule 50 of its 2017 corporate tax return, which is attached as Exhibit B. Shareholders of GAF have remained the same throughout the timeframes reflected in the claim.

Respectfully submitted,

/s/ Michael L. Scheier

Michael L. Scheier (0055512)
Jacob D. Rhode (0089636)
Melissa S. Matthews (0093352)
KEATING MUETHING & KLEKAMP PLL
One East Fourth Street, Suite 1400
Cincinnati, Ohio 45202
mscheier@kmklaw.com
jrhode@kmklaw.com
mmatthews@kmklaw.com
Phone: (513) 579-6400
Fax: (513) 579-6457
Attorneys for Defendant Luis Chibante

Exhibit A

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B. The authorized capital of the Corporation is hereby increased by providing that the Corporation shall be authorized to issue the following additional classes of shares:

- B.1 An unlimited number of voting Class 2 Common shares;
- B.2 An unlimited number of non-voting Class 3 Common shares;
- B.3 An unlimited number of non-voting Class 4 Common shares;
- B.4 An unlimited number of non-voting Class 5 Common shares;
- B.5 An unlimited number of voting Class C Special shares;
- B.6 An unlimited number of super-voting Class D Special shares;
- B.7 An unlimited number of non-voting Class E Special shares;
- B.8 An unlimited number of non-voting Class F Special shares; and
- B.9 An unlimited number of non-voting Class G Special shares.

C. It is hereby declared that upon registration of these Articles of Amendment by the Ministry of Government and Consumer Services, the Corporation shall be authorized to issue:

- C.1 An unlimited number of voting Class 1 Common shares (formerly the common shares);
- C.2 An unlimited number of voting Class 2 Common shares;
- C.3 An unlimited number of non-voting Class 3 Common shares;
- C.4 An unlimited number of non-voting Class 4 Common shares;
- C.5 An unlimited number of non-voting Class 5 Common shares;
- C.6 An unlimited number of voting Class A Special shares;
- C.7 An unlimited number of non-voting Class B Special shares;
- C.8 An unlimited number of non-voting Class C Special shares;
- C.9 An unlimited number of super-voting Class D Special shares;
- C.10 An unlimited number of non-voting Class E Special shares;
- C.11 An unlimited number of non-voting Class F Special shares; and
- C.12 An unlimited number of non-voting Class G Special shares.

D. The rights, privileges, restrictions and conditions attaching to the shares in the Articles of Incorporation of the Corporation, as amended, are hereby deleted in their entirety and the rights, privileges, restrictions and conditions attaching to the shares are as set out below:

CLASS 1 COMMON SHARES

1.1. Dividends. The holders of Class 1 Common shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, non-cumulative dividends in such amount and in such form as the Board of Directors may from time to time determine in their sole and unfettered discretion, and to the exclusion of dividends paid to any other class of shares, provided that no dividends shall be paid on any class of shares where the payment would result in the Corporation having insufficient net assets to redeem all of the outstanding Special shares at their respective Redemption Amounts (as defined herein). If, within four (4) months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividends or any part thereof on the Class 1 Common shares, such dividends or any undeclared part thereof for such fiscal year shall be forever extinguished. All dividends which the Board of Directors may declare on the Class 1

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Common shares shall be declared and paid in equal amounts per share on all Class 1 Common shares at the time outstanding.

1.2. **Dissolution.** In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares, Class G Special shares and to any other shares ranking senior to the Class 1 Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the Class 1 Common shares, the holders of the Class 2 Common shares, the holders of the Class 3 Common shares, the holders of the Class 4 Common shares and the holders of the Class 5 Common shares shall be entitled to receive the remaining property and assets of the Corporation, pro rata to the number of Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares and Class 5 Common shares held on the date of dissolution, liquidation or winding-up of the Corporation.

1.3. **Voting Rights.** The holders of the Class 1 Common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Class 1 Common share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

1.4. **Priority.** Except as set out herein with respect to payment of dividends, the Class 1 Common shares shall be subject to the prior rights, privileges, restrictions and conditions attaching to the Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares and Class G Special shares and shall rank equally with the Class 2 Common shares, Class 3 Common shares, Class 4 Common shares and Class 5 Common shares.

CLASS 2 COMMON SHARES

2.1. **Dividends.** The holders of Class 2 Common shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, non-cumulative dividends in such amount and in such form as the Board of Directors may from time to time determine in their sole and unfettered discretion, and to the exclusion of dividends paid to any other class of shares, provided that no dividends shall be paid on any class of shares where the payment would result in the Corporation having insufficient net assets to redeem all of the outstanding Special shares at their respective Redemption Amounts (as defined herein). If, within four (4) months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividends or any part thereof on the Class 2 Common shares, such dividends or any undeclared part thereof for such fiscal year shall be forever extinguished. All dividends which the Board of Directors may declare on the Class 2 Common shares shall be declared and paid in equal amounts per share on all Class 2 Common shares at the time outstanding.

2.2. **Dissolution.** In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the

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Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares, Class G Special shares and to any other shares ranking senior to the Class 2 Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, Class 1 Common shares, the holders of the Class 2 Common shares, the holders of the Class 3 Common shares, the holders of the Class 4 Common shares and the holders of the Class 5 Common shares shall be entitled to receive the remaining property and assets of the Corporation, pro rata to the number of Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares and Class 5 Common shares held on the date of dissolution, liquidation or winding-up of the Corporation.

2.3. Voting Rights. The holders of the Class 2 Common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Class 2 Common share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

2.4. Priority. Except as set out herein with respect to payment of dividends, the Class 2 Common shares shall be subject to the prior rights, privileges, restrictions and conditions attaching to the Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares and Class G Special shares and shall rank equally with the Class 1 Common shares, Class 3 Common shares, Class 4 Common shares and Class 5 Common shares.

CLASS 3 COMMON SHARES

3.1. Dividends. The holders of Class 3 Common shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, non-cumulative dividends in such amount and in such form as the Board of Directors may from time to time determine in their sole and unfettered discretion, and to the exclusion of dividends paid to any other class of shares, provided that no dividends shall be paid on any class of shares where the payment would result in the Corporation having insufficient net assets to redeem all of the outstanding Special shares at their respective Redemption Amounts (as defined herein). If, within four (4) months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividends or any part thereof on the Class 3 Common shares, such dividends or any undeclared part thereof for such fiscal year shall be forever extinguished. All dividends which the Board of Directors may declare on the Class 3 Common shares shall be declared and paid in equal amounts per share on all Class 3 Common shares at the time outstanding.

3.2. Dissolution. In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares, Class G Special shares and to any other shares ranking senior to the Class 3 Common shares with respect to priority in the distribution of assets upon

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dissolution, liquidation or winding-up, Class 1 Common shares, the holders of the Class 2 Common shares, the holders of the Class 3 Common shares, the holders of the Class 4 Common shares and the holders of the Class 5 Common shares shall be entitled to receive the remaining property and assets of the Corporation, pro rata to the number of Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares and Class 5 Common shares held on the date of dissolution, liquidation or winding-up of the Corporation.

3.3. Voting Rights. The holders of the Class 3 Common shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Class 3 Common shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

3.4. Priority. Except as set out herein with respect to payment of dividends, the Class 3 Common shares shall be subject to the prior rights, privileges, restrictions and conditions attaching to the Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares and Class G Special shares and shall rank equally with the Class 1 Common shares, Class 2 Common shares, Class 4 Common shares and Class 5 Common shares.

CLASS 4 COMMON SHARES

4.1. Dividends. The holders of Class 4 Common shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, non-cumulative dividends in such amount and in such form as the Board of Directors may from time to time determine in their sole and unfettered discretion, and to the exclusion of dividends paid to any other class of shares, provided that no dividends shall be paid on any class of shares where the payment would result in the Corporation having insufficient net assets to redeem all of the outstanding Special shares at their respective Redemption Amounts (as defined herein). If, within four (4) months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividends or any part thereof on the Class 4 Common shares, such dividends or any undeclared part thereof for such fiscal year shall be forever extinguished. All dividends which the Board of Directors may declare on the Class 4 Common shares shall be declared and paid in equal amounts per share on all Class 4 Common shares at the time outstanding.

4.2. Dissolution. In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares, Class G Special shares and to any other shares ranking senior to the Class 4 Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, Class 1 Common shares, the holders of the Class 2 Common shares, the holders of the Class 3 Common shares, the holders of the Class 4 Common shares and the holders of the Class 5 Common shares shall be entitled to receive the remaining property and assets of the Corporation, pro rata to the number of Class 1 Common shares, Class 2 Common shares, Class 3 Common

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shares, Class 4 Common shares and Class 5 Common shares held on the date of dissolution, liquidation or winding-up of the Corporation.

4.3. **Voting Rights.** The holders of the Class 4 Common shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Class 4 Common shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

4.4. **Priority.** Except as set out herein with respect to payment of dividends, the Class 4 Common shares shall be subject to the prior rights, privileges, restrictions and conditions attaching to the Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares and Class G Special shares and shall rank equally with the Class 1 Common shares, Class 2 Common shares, Class 3 Common shares and Class 5 Common shares.

CLASS 5 COMMON SHARES

5.1. **Dividends.** The holders of Class 5 Common shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, non-cumulative dividends in such amount and in such form as the Board of Directors may from time to time determine in their sole and unfettered discretion, and to the exclusion of dividends paid to any other class of shares, provided that no dividends shall be paid on any class of shares where the payment would result in the Corporation having insufficient net assets to redeem all of the outstanding Special shares at their respective Redemption Amounts (as defined herein). If, within four (4) months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividends or any part thereof on the Class 5 Common shares, such dividends or any undeclared part thereof for such fiscal year shall be forever extinguished. All dividends which the Board of Directors may declare on the Class 5 Common shares shall be declared and paid in equal amounts per share on all Class 5 Common shares at the time outstanding.

5.2. **Dissolution.** In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares, Class G Special shares and to any other shares ranking senior to the Class 5 Common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, Class 1 Common shares, the holders of the Class 2 Common shares, the holders of the Class 3 Common shares, the holders of the Class 4 Common shares and the holders of the Class 5 Common shares shall be entitled to receive the remaining property and assets of the Corporation, pro rata to the number of Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares and Class 5 Common shares held on the date of dissolution, liquidation or winding-up of the Corporation.

5.3. **Voting Rights.** The holders of the Class 5 Common shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any

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meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Class 5 Common shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

5.4. Priority. Except as set out herein with respect to payment of dividends, the Class 5 Common shares shall be subject to the prior rights, privileges, restrictions and conditions attaching to the Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares and Class G Special shares and shall rank equally with the Class 1 Common shares, Class 2 Common shares, Class 3 Common shares and Class 4 Common shares.

CLASS A SPECIAL SHARES

A.1. Designation. The Class A Special shares in the capital stock of the Corporation shall be designated as Class A voting, redeemable and retractable Special shares without par value yielding non-cumulative annual dividends at the discretion of the board of directors with no minimum and no maximum amount.

A.2. Dividend Rate and Amount. The holders of Class A Special shares shall be entitled to receive and the Corporation shall pay thereon as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, non-cumulative dividends in such amount and in such form as the Board of Directors may from time to time determine in their sole and unfettered discretion, and to the exclusion of dividends paid to the holders of any other class of shares, provided that no dividends shall be paid on any class of shares where the payment would result in the Corporation having insufficient net assets to redeem all of the outstanding Special shares at their respective Redemption Amounts (as defined herein). The Board of Directors shall be entitled from time to time to declare part of the said non-cumulative dividend for any fiscal year notwithstanding that such dividend for such fiscal year shall not be declared in full. If within four (4) months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividend or any part thereof on the Class A Special shares, the right of the holders of the Class A Special shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of Class A Special shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends as hereinbefore provided for. All dividends which the Board of Directors may declare on Class A Special shares shall be declared and paid in equal amounts per share on all Class A Special shares at that time outstanding.

A.3. Preference on Dissolution. In the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purposes of winding-up its affairs, the holders of Class A Special shares shall be entitled to receive from the assets and property of the Corporation a value not exceeding the Class A Special share Redemption Amount as hereinafter defined per each Class A Special share together with all declared and unpaid dividends thereon, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares, Class 5 Common shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares, Class G Special shares or shares of any other class ranking junior to the Class A Special shares. After payment to the holders of the Class

A Special shares of the amounts so payable to them as above provided they shall not be entitled to share in any further distribution of the assets or any property of the Corporation.

A.4. Purchase for Cancellation. The Corporation may, at any time, or from time to time, purchase for cancellation all or any part of the outstanding Class A Special shares at the lowest price at which, in the opinion of the Board of Directors, such shares are obtainable but not exceeding an amount equal to one hundred percent (100%) of the aggregate Redemption Amounts thereof. Except where the purchase for cancellation is made on the open market or all of the holders of the Class A Special shares consent to the purchase, the Corporation may purchase such shares only pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of the Class A Special shares and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two (2) or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the Class A Special shares offered in each tender, the Corporation shall accept part of the Class A Special shares offered in each tender in proportion as nearly as may be to the total number of Class A Special shares offered in each tender (disregarding fractions).

A.5. Redemption by Corporation. The Class A Special shares or any part thereof shall be redeemable at any time at the option of the Corporation without the consent of the holders thereof, upon giving notice as hereinafter provided, and on payment to the holders thereof, for each share to be redeemed, an amount or value not exceeding the Redemption Amount of each such Class A Special share as herein defined for each such Class A Special share (together with all declared and unpaid non-cumulative dividends thereon).

A.6. Procedure on Redemption by Corporation. In the case of the redemption of the Class A Special shares under the provisions of paragraph A.5 hereof, the Corporation shall, at least twenty (20) days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of the Class A Special shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class A Special shares. Such notice shall be mailed by letter postage prepaid, addressed to each such shareholder at the shareholder's address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give such notice to one or more persons being such shareholders shall not affect the validity of such redemption. Such notice shall set out the Redemption Price (as hereinafter defined) and the date on which the redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A Special shares to be redeemed an amount equal to the Redemption Amount thereof together with all declared but unpaid dividends thereon (the Redemption Price) on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificate representing the Class A Special shares called for redemption. If a part only of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class A Special shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be

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entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A Special shares as aforesaid to deposit the Redemption Price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class A Special shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A Special shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

A.7. Voting Rights. The holders of the Class A Special shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Class A Special share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

A.8. Further Amendments. The confirmation required by the Business Corporations Act, R.S.O. 1990, c. B.16, as now enacted or as the same may from time to time be amended, re-enacted, or replaced (and in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to the amended, re-enacted or replaced provision) (the Act) of a resolution authorizing an amendment to the articles deleting or varying a preference, right, condition, restriction, limitation or prohibition attaching to the Class A Special shares or any class of shares ranking in any respect in priority to or on a parity with the Class A Special shares may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A Special shares duly called for that purpose, and held upon at least ten (10) days' notice, at which the holders of at least ten percent (10%) of the then outstanding Class A Special shares are present or represented by proxy. If at any such meeting the holders of ten percent (10%) of the outstanding Class A Special shares are not present or represented by proxy within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such date not being less than fourteen (14) days later and to such time and place as may be appointed by the Chairman and at least ten (10) 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 Class A Special shares present or represented by proxy may transact the business for which the meeting was originally called and the confirmation of the holders of the Class A Special shares referred to above may be given by at least two-thirds (2/3) of the votes cast at such adjourned meeting. The formalities to be observed with respect to the giving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting every holder of the Class A Special shares shall be entitled to one (1)

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vote in respect of each Class A Special share held.

A.9. Retraction. A holder of Class A Special shares shall be entitled to require the Corporation to redeem at any time or times after the issuance thereof all or any of the Class A Special shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate or certificates representing the Class A Special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class A Special shares represented by such certificate or certificates redeemed by the Corporation; and (ii) the business day (in this paragraph referred to as the Redemption Date) on which the holder desires to have the Corporation redeem such Class A Special shares. Requests in writing given by the registered holder, shall specify a Redemption Date which shall be not less than ninety (90) days after the date on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the Class A Special shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class A Special shares by paying to such registered holder an amount equal to the aggregate of the Redemption Price of the Class A Special shares being redeemed. Such payment shall be made by cheque payable at par at any branch of the Corporation's banker for the time being in Canada. The said Class A Special shares shall be redeemed on the Redemption Date and such shares shall cease to be entitled to any dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class A Special shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event, the rights of the holders of the said shares shall remain unaffected.

A.10. Redemption Amount. The Redemption Amount of each Class A Special share shall be equal to the fair market value of the property received by the Corporation in consideration for which the Class A Special shares are issued by the Corporation upon first issuance, less any non-share consideration received, and any reductions in paid up capital for the Class A Special shares related to such issuance, divided by the number of Class A Special shares issued. The Redemption Amount shall be calculated and determined as of the time of the first issuance of the Class A Special shares.

A.11. Limitation on Redemption Amount. The aggregate of the Redemption Amounts of all of the Class A Special shares issued by the Corporation shall not under any circumstances exceed the sum or value which is equivalent to the fair market value of the consideration received by or paid to the Corporation for or in respect of the issue of the aggregate of all Class A Special shares then issued and outstanding.

A.12. Price Adjustment. The Redemption Amount of each Class A Special share shall be determined in good faith by the Board of Directors of the Corporation in conjunction, co-operation and agreement with the particular shareholder to whom the Class A Special share was issued as at the time of issuance of such Class A Special share and the Redemption Amount so determined shall be deemed to be binding upon both the Corporation and the shareholder to whom the particular Class A Special share was issued, or any heir, successor, assignee thereof, or transferee therefrom. Provided that in the event that the Redemption Amount shall be determined by the Minister of National Revenue (or any other person succeeding or inheriting the authority, responsibilities or powers of the Minister of National Revenue) to be some value or amount other than as was determined in accordance herewith by the

Corporation and the particular shareholder as hereinafter provided; then, in such event, the Redemption Amount shall be such amount or value other than as determined in accordance herewith being an amount or value that is agreed upon by each and all of the Corporation, the shareholder then holding and being the registered holder of the particular Class A Special shares and the Minister of National Revenue. If the Corporation, the shareholder and the Minister of National Revenue shall be unable to agree upon the value of the Redemption Amount then the determination of the Redemption Amount shall be referred to a court of competent jurisdiction for determination and the value or amount of the Redemption Amount shall be such amount or value as shall have been determined by the said court of competent jurisdiction being a determination that each and all of the Corporation, the shareholder and the Minister of National Revenue shall be bound by as long as it is a determination by a court of competent jurisdiction from which no further appeal lies. If the value or amount of the Redemption Amount is determined to be some value or amount other than as was determined in accordance herewith by the Corporation and the particular shareholder as hereinafter provided; then the appropriate adjustments will be made between the Corporation and the registered holder of such Class A Special shares by providing for the adjustment of the Redemption Amount of the Class A Special shares such adjustment to take effect retroactively to the date of issuance of such Class A Special share.

A.13. Priority. The Class A Special shares shall rank in priority to the rights, privileges, restrictions and conditions attaching to the Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares and Class G Special shares. Except as set out herein with respect to payment of dividends on all classes of common shares, the Class A Special shares shall rank in priority to the Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares and Class 5 Common shares.

CLASS B SPECIAL SHARES

B.1. Designation. Subject to the prior rights of the holders of the Class A Special shares, the Class B Special shares in the capital stock of the Corporation shall be designated as Class B non-voting, redeemable and retractable Special shares without par value yielding non-cumulative annual dividends at the discretion of the board of directors with no minimum and no maximum amount.

B.2. Dividend Rate and Amount. Subject to the prior rights of the holders of the Class A Special shares, the holders of Class B Special shares shall be entitled to receive and the Corporation shall pay thereon as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, non-cumulative dividends in such amount and in such form as the Board of Directors may from time to time determine in their sole and unfettered discretion, provided that no dividends shall be paid on any class of shares where the payment would result in the Corporation having insufficient net assets to redeem all of the outstanding Special shares at their respective Redemption Amounts (as defined herein). The Board of Directors shall be entitled from time to time to declare part of the said non-cumulative dividend for any fiscal year notwithstanding that such dividend for such fiscal year shall not be declared in full. If within four (4) months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividend or any part thereof on the Class B Special shares, the right of the holders of

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the Class B Special shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of Class B Special shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends as hereinafter provided for. All dividends which the Board of Directors may declare on Class B Special shares shall be declared and paid in equal amounts per share on all Class B Special shares at that time outstanding.

B.3. Preference on Dissolution. Subject to the prior rights of the holders of Class A Special shares, in the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purposes of winding-up its affairs, the holders of Class B Special shares shall be entitled to receive from the assets and property of the Corporation a value not exceeding the Class B Special share Redemption Amount as hereinafter defined per each Class B Special share together with all declared and unpaid dividends thereon, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares, Class 5 Common shares, Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares, Class G Special shares or shares of any other class ranking junior to the Class B Special shares. After payment to the holders of the Class B Special shares of the amounts so payable to them as above provided they shall not be entitled to share in any further distribution of the assets or any property of the Corporation.

B.4. Purchase for Cancellation. The Corporation may, at any time, or from time to time, purchase for cancellation all or any part of the outstanding Class B Special shares at the lowest price at which, in the opinion of the Board of Directors, such shares are obtainable but not exceeding an amount equal to one hundred percent (100%) of the aggregate Redemption Amounts thereof. Except where the purchase for cancellation is made on the open market or all of the holders of the Class B Special shares consent to the purchase, the Corporation may purchase such shares only pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of the Class B Special shares and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two (2) or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the Class B Special shares offered in each tender, the Corporation shall accept part of the Class B Special shares offered in each tender in proportion as nearly as may be to the total number of Class B Special shares offered in each tender (disregarding fractions).

B.5. Redemption by Corporation. The Class B Special shares or any part thereof shall be redeemable at any time at the option of the Corporation without the consent of the holders thereof, upon giving notice as hereinafter provided, and on payment to the holders thereof, for each share to be redeemed, an amount or value not exceeding the Redemption Amount of each such Class B Special share as herein defined for each such Class B Special share (together with all declared and unpaid non-cumulative dividends thereon).

B.6. Procedure on Redemption by Corporation. In the case of the redemption of the Class B Special shares under the provisions of paragraph B.5 hereof, the Corporation shall, at least twenty (20) days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of the Class B Special shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such

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Class B Special shares. Such notice shall be mailed by letter postage prepaid, addressed to each such shareholder at the shareholder's address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give such notice to one or more persons being such shareholders shall not affect the validity of such redemption. Such notice shall set out the Redemption Price (as hereinafter defined) and the date on which the redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class B Special shares to be redeemed an amount equal to the Redemption Amount thereof together with all declared but unpaid dividends thereon (the Redemption Price) on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificate representing the Class B Special shares called for redemption. If a part only of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class B Special shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class B Special shares as aforesaid to deposit the Redemption Price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class B Special shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class B Special shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

B.7. Voting Rights. The holders of the Class B Special shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Class B Special shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

B.8. Further Amendments. The confirmation required by the Act of a resolution authorizing an amendment to the articles deleting or varying a preference, right, condition, restriction, limitation or prohibition attaching to the Class B Special shares or any class of shares ranking in any respect in priority to or on a parity with the Class B Special shares may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class B Special shares duly called for that purpose, and held upon at least ten (10) days' notice, at which the holders of at least ten percent (10%) of the

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then outstanding Class B Special shares are present or represented by proxy. If at any such meeting the holders of ten percent (10%) of the outstanding Class B Special shares are not present or represented by proxy within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such date not being less than fourteen (14) days later and to such time and place as may be appointed by the Chairman and at least ten (10) 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 Class B Special shares present or represented by proxy may transact the business for which the meeting was originally called and the confirmation of the holders of the Class B Special shares referred to above may be given by at least two-thirds (2/3) of the votes cast at such adjourned meeting. The formalities to be observed with respect to the giving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting every holder of the Class B Special shares shall be entitled to one (1) vote in respect of each Class B Special share held.

B.9. Retraction. A holder of Class B Special shares shall be entitled to require the Corporation to redeem at any time or times after the issuance thereof all or any of the Class B Special shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate or certificates representing the Class B Special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class B Special shares represented by such certificate or certificates redeemed by the Corporation; and (ii) the business day (in this paragraph referred to as the Redemption Date) on which the holder desires to have the Corporation redeem such Class B Special shares. Requests in writing given by the registered holder, shall specify a Redemption Date which shall be not less than ninety (90) days after the date on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the Class B Special shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class B Special shares by paying to such registered holder an amount equal to the aggregate of the Redemption Price of the Class B Special shares being redeemed. Such payment shall be made by cheque payable at par at any branch of the Corporation's banker for the time being in Canada. The said Class B Special shares shall be redeemed on the Redemption Date and such shares shall cease to be entitled to any dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class B Special shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event, the rights of the holders of the said shares shall remain unaffected.

B.10. Redemption Amount. The Redemption Amount of each Class B Special share shall be equal to the fair market value of the property received by the Corporation in consideration for which the Class B Special shares are issued by the Corporation upon first issuance, less any non-share consideration received, and any reductions in paid up capital for the Class B Special shares related to such issuance, divided by the number of Class B Special shares issued. The Redemption Amount shall be calculated and determined as of the time of the first issuance of the Class B Special shares.

B.11. Limitation on Redemption Amount. The aggregate of the Redemption Amounts of all of the Class B Special shares issued by the Corporation shall not under any

circumstances exceed the sum or value which is equivalent to the fair market value of the consideration received by or paid to the Corporation for or in respect of the issue of the aggregate of all Class B Special shares then issued and outstanding.

B.12. Price Adjustment. The Redemption Amount of each Class B Special share shall be determined in good faith by the Board of Directors of the Corporation in conjunction, co-operation and agreement with the particular shareholder to whom the Class B Special share was issued as at the time of issuance of such Class B Special share and the Redemption Amount so determined shall be deemed to be binding upon both the Corporation and the shareholder to whom the particular Class B Special share was issued, or any heir, successor, assignee thereof, or transferee therefrom. Provided that in the event that the Redemption Amount shall be determined by the Minister of National Revenue (or any other person succeeding or inheriting the authority, responsibilities or powers of the Minister of National Revenue) to be some value or amount other than as was determined in accordance herewith by the Corporation and the particular shareholder as hereinafter provided; then, in such event, the Redemption Amount shall be such amount or value other than as determined in accordance herewith being an amount or value that is agreed upon by each and all of the Corporation, the shareholder then holding and being the registered holder of the particular Class B Special shares and the Minister of National Revenue. If the Corporation, the shareholder and the Minister of National Revenue shall be unable to agree upon the value of the Redemption Amount then the determination of the Redemption Amount shall be referred to a court of competent jurisdiction for determination and the value or amount of the Redemption Amount shall be such amount or value as shall have been determined by the said court of competent jurisdiction being a determination that each and all of the Corporation, the shareholder and the Minister of National Revenue shall be bound by as long as it is a determination by a court of competent jurisdiction from which no further appeal lies. If the value or amount of the Redemption Amount is determined to be some value or amount other than as was determined in accordance herewith by the Corporation and the particular shareholder as hereinafter provided; then the appropriate adjustments will be made between the Corporation and the registered holder of such Class B Special shares by providing for the adjustment of the Redemption Amount of the Class B Special shares such adjustment to take effect retroactively to the date of issuance of such Class B Special share.

B.13. Priority. The Class B Special shares shall be subject to the prior rights, privileges, restrictions and conditions attaching to the Class A Special shares and shall rank in priority to the Class C Special shares, Class D Special shares, Class E Special shares, Class F Special shares and Class G Special shares. Except as set out herein with respect to payment of dividends on all classes of common shares, the Class B Special shares shall rank in priority to the Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares and Class 5 Common shares.

CLASS C SPECIAL SHARES

C.1. Designation. Subject to the prior rights of the holders of the Class A Special shares and the Class B Special shares, the Class C Special shares in the capital stock of the Corporation shall be designated as Class C non-voting, redeemable and retractable Special shares without par value yielding non-cumulative annual dividends at the discretion of the board of directors with no minimum and no maximum amount.

C.2. Dividend Rate and Amount. Subject to the prior rights of the holders of the Class A Special shares and the Class B Special shares, the holders of Class C Special shares shall be entitled to receive and the Corporation shall pay thereon as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, non-cumulative dividends in such amount and in such form as the Board of Directors may from time to time determine in their sole and unfettered discretion, provided that no dividends shall be paid on any class of shares where the payment would result in the Corporation having insufficient net assets to redeem all of the outstanding Special shares at their respective Redemption Amounts (as defined herein). The Board of Directors shall be entitled from time to time to declare part of the said non-cumulative dividend for any fiscal year notwithstanding that such dividend for such fiscal year shall not be declared in full. If within four (4) months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividend or any part thereof on the Class C Special shares, the right of the holders of the Class C Special shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of Class C Special shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends as hereinbefore provided for. All dividends which the Board of Directors may declare on Class C Special shares shall be declared and paid in equal amounts per share on all Class C Special shares at that time outstanding.

C.3. Preference on Dissolution. Subject to the prior rights of the holders of Class A Special shares and the Class B Special shares, in the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purposes of winding-up its affairs, the holders of Class C Special shares shall be entitled to receive from the assets and property of the Corporation a value not exceeding the Class C Special share Redemption Amount as hereinafter defined per each Class C Special share together with all declared and unpaid dividends thereon, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares, Class 5 Common shares, Class D Special shares, Class E Special shares, Class F Special shares, Class G Special shares or shares of any other class ranking junior to the Class C Special shares. After payment to the holders of the Class C Special shares of the amounts so payable to them as above provided they shall not be entitled to share in any further distribution of the assets or any property of the Corporation.

C.4. Purchase for Cancellation. The Corporation may, at any time, or from time to time, purchase for cancellation all or any part of the outstanding Class C Special shares at the lowest price at which, in the opinion of the Board of Directors, such shares are obtainable but not exceeding an amount equal to one hundred percent (100%) of the aggregate Redemption Amounts thereof. Except where the purchase for cancellation is made on the open market or all of the holders of the Class C Special shares consent to the purchase, the Corporation may purchase such shares only pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of the Class C Special shares and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two (2) or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the Class C Special shares offered in each tender, the Corporation shall accept part of the Class C Special shares offered in each tender in proportion as nearly as may be to the total number of Class C Special shares offered in each tender (disregarding fractions).

C.5. Redemption by Corporation. The Class C Special shares or any part thereof shall be redeemable at any time at the option of the Corporation without the consent of the holders thereof, upon giving notice as hereinafter provided, and on payment to the holders thereof, for each share to be redeemed, an amount or value not exceeding the Redemption Amount of each such Class C Special share as herein defined for each such Class C Special share (together with all declared and unpaid non-cumulative dividends thereon).

C.6. Procedure on Redemption by Corporation. In the case of the redemption of the Class C Special shares under the provisions of paragraph C.5 hereof, the Corporation shall, at least twenty (20) days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of the Class C Special shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class C Special shares. Such notice shall be mailed by letter postage prepaid, addressed to each such shareholder at the shareholder's address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give such notice to one or more persons being such shareholders shall not affect the validity of such redemption. Such notice shall set out the Redemption Price (as hereinafter defined) and the date on which the redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class C Special shares to be redeemed an amount equal to the Redemption Amount thereof together with all declared but unpaid dividends thereon (the Redemption Price) on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificate representing the Class C Special shares called for redemption. If a part only of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class C Special shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class C Special shares as aforesaid to deposit the Redemption Price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class C Special shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class C Special shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

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C.7. Voting Rights. The holders of the Class C Special shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Class C Special shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

C.8. Further Amendments. The confirmation required by the Act of a resolution authorizing an amendment to the articles deleting or varying a preference, right, condition, restriction, limitation or prohibition attaching to the Class C Special shares or any class of shares ranking in any respect in priority to or on a parity with the Class C Special shares may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class C Special shares duly called for that purpose, and held upon at least ten (10) days' notice, at which the holders of at least ten percent (10%) of the then outstanding Class C Special shares are present or represented by proxy. If at any such meeting the holders of ten percent (10%) of the outstanding Class C Special shares are not present or represented by proxy within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such date not being less than fourteen (14) days later and to such time and place as may be appointed by the Chairman and at least ten (10) 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 Class C Special shares present or represented by proxy may transact the business for which the meeting was originally called and the confirmation of the holders of the Class C Special shares referred to above may be given by at least two-thirds (2/3) of the votes cast at such adjourned meeting. The formalities to be observed with respect to the giving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting every holder of the Class C Special shares shall be entitled to one (1) vote in respect of each Class C Special share held.

C.9. Retraction. A holder of Class C Special shares shall be entitled to require the Corporation to redeem at any time or times after the issuance thereof all or any of the Class C Special shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate or certificates representing the Class C Special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class C Special shares represented by such certificate or certificates redeemed by the Corporation; and (ii) the business day (in this paragraph referred to as the Redemption Date) on which the holder desires to have the Corporation redeem such Class C Special shares. Requests in writing given by the registered holder, shall specify a Redemption Date which shall be not less than ninety (90) days after the date on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the Class C Special shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class C Special shares by paying to such registered holder an amount equal to the aggregate of the Redemption Price of the Class C Special shares being redeemed. Such payment shall be made by cheque payable at par at any branch of the Corporation's banker for the time being in Canada. The said Class C Special shares shall be redeemed on the Redemption Date and such shares shall cease to be entitled to any dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class C

Special shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event, the rights of the holders of the said shares shall remain unaffected.

C.10. Redemption Amount. The Redemption Amount of each Class C Special share shall be equal to the fair market value of the property received by the Corporation in consideration for which the Class C Special shares are issued by the Corporation upon first issuance, less any non-share consideration received, and any reductions in paid up capital for the Class C Special shares related to such issuance, divided by the number of Class C Special shares issued. The Redemption Amount shall be calculated and determined as of the time of the first issuance of the Class C Special shares.

C.11. Limitation on Redemption Amount. The aggregate of the Redemption Amounts of all of the Class C Special shares issued by the Corporation shall not under any circumstances exceed the sum or value which is equivalent to the fair market value of the consideration received by or paid to the Corporation for or in respect of the issue of the aggregate of all Class C Special shares then issued and outstanding.

C.12. Price Adjustment. The Redemption Amount of each Class C Special share shall be determined in good faith by the Board of Directors of the Corporation in conjunction, co-operation and agreement with the particular shareholder to whom the Class C Special share was issued as at the time of issuance of such Class C Special share and the Redemption Amount so determined shall be deemed to be binding upon both the Corporation and the shareholder to whom the particular Class C Special share was issued, or any heir, successor, assignee thereof, or transferee therefrom. Provided that in the event that the Redemption Amount shall be determined by the Minister of National Revenue (or any other person succeeding or inheriting the authority, responsibilities or powers of the Minister of National Revenue) to be some value or amount other than as was determined in accordance herewith by the Corporation and the particular shareholder as hereinafter provided; then, in such event, the Redemption Amount shall be such amount or value other than as determined in accordance herewith being an amount or value that is agreed upon by each and all of the Corporation, the shareholder then holding and being the registered holder of the particular Class C Special shares and the Minister of National Revenue. If the Corporation, the shareholder and the Minister of National Revenue shall be unable to agree upon the value of the Redemption Amount then the determination of the Redemption Amount shall be referred to a court of competent jurisdiction for determination and the value or amount of the Redemption Amount shall be such amount or value as shall have been determined by the said court of competent jurisdiction being a determination that each and all of the Corporation, the shareholder and the Minister of National Revenue shall be bound by as long as it is a determination by a court of competent jurisdiction from which no further appeal lies. If the value or amount of the Redemption Amount is determined to be some value or amount other than as was determined in accordance herewith by the Corporation and the particular shareholder as hereinafter provided; then the appropriate adjustments will be made between the Corporation and the registered holder of such Class C Special shares by providing for the adjustment of the Redemption Amount of the Class C Special shares such adjustment to take effect retroactively to the date of issuance of such Class C Special share.

C.13. Priority. The Class C Special shares shall be subject to the prior rights, privileges, restrictions and conditions attaching to the Class A Special shares and the

Class B Special shares and shall rank in priority to the Class D Special shares, Class E Special shares, Class F Special shares and Class G Special shares. Except as set out herein with respect to payment of dividends on all classes of common shares, the Class C Special shares shall rank in priority to the Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares and Class 5 Common shares.

CLASS D SPECIAL SHARES

D.1. Designation. Subject to the prior rights of the holders of Class A Special shares, Class B Special shares and Class C Special shares, the Class D Special shares in the capital stock of the Corporation shall be designated as Class D super voting, redeemable and retractable Special shares without par value yielding non-cumulative annual dividends at the discretion of the board of directors with no minimum and no maximum amount.

D.2. Dividend Rate and Amount. Subject to the prior rights of the holders of Class A Special shares, Class B Special shares and Class C Special shares, the holders of Class D Special shares shall be entitled to receive and the Corporation shall pay thereon as and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, non-cumulative dividends in such amount and in such form as the Board of Directors may from time to time determine in their sole and unfettered discretion, provided that no dividends shall be paid on any class of shares where the payment would result in the Corporation having insufficient net assets to redeem all of the outstanding Special shares at their respective Redemption Amounts (as defined herein). The Board of Directors shall be entitled from time to time to declare part of the said non-cumulative dividend for any fiscal year notwithstanding that such dividend for such fiscal year shall not be declared in full. If within four (4) months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividend or any part thereof on the Class D Special shares, the right of the holders of the Class D Special shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of Class D Special shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends as hereinbefore provided for. All dividends which the Board of Directors may declare on Class D Special shares shall be declared and paid in equal amounts per share on all Class D Special shares at that time outstanding.

D.3. Preference on Dissolution. Subject to the prior rights of the holders of Class A Special shares, the Class B Special shares and the Class C Special shares, in the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purposes of winding-up its affairs, the holders of Class D Special shares shall be entitled to receive from the assets and property of the Corporation a value not exceeding the Class D Special share Redemption Amount as hereinafter defined per each Class D Special share together with all declared and unpaid dividends thereon, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares, Class 5 Common shares, Class E Special shares, Class F Special shares, Class G Special shares, or shares of any other class ranking junior to the Class D Special shares. After payment to the holders of the Class D Special shares of the amounts so payable to them as above provided they shall not be entitled to share in any

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further distribution of the assets or any property of the Corporation.

D.4. Purchase for Cancellation. The Corporation may, at any time, or from time to time, purchase for cancellation all or any part of the outstanding Class D Special shares at the lowest price at which, in the opinion of the Board of Directors, such shares are obtainable but not exceeding an amount equal to one hundred percent (100%) of the aggregate Redemption Amounts thereof. Except where the purchase for cancellation is made on the open market or all of the holders of the Class D Special shares consent to the purchase, the Corporation may purchase such shares only pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of the Class D Special shares and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two (2) or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the Class D Special shares offered in each tender, the Corporation shall accept part of the Class D Special shares offered in each tender in proportion as nearly as may be to the total number of Class D Special shares offered in each tender (disregarding fractions).

D.5. Redemption by Corporation. The Class D Special shares or any part thereof shall be redeemable at any time at the option of the Corporation without the consent of the holders thereof, upon giving notice as hereinafter provided, and on payment to the holders thereof, for each share to be redeemed, an amount or value not exceeding the Redemption Amount of each such Class D Special share as herein defined for each such Class D Special share (together with all declared and unpaid non-cumulative dividends thereon).

D.6. Procedure on Redemption by Corporation. In the case of the redemption of the Class D Special shares under the provisions of paragraph D.5 hereof, the Corporation shall, at least twenty (20) days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of the Class D Special shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class D Special shares. Such notice shall be mailed by letter postage prepaid, addressed to each such shareholder at the shareholder's address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give such notice to one or more persons being such shareholders shall not affect the validity of such redemption. Such notice shall set out the Redemption Price (as hereinafter defined) and the date on which the redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class D Special shares to be redeemed an amount equal to the Redemption Amount thereof together with all declared but unpaid dividends thereon (the Redemption Price) on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificate representing the Class D Special shares called for redemption. If a part only of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class D Special shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Price shall not be made upon presentation of certificates in

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accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class D Special shares as aforesaid to deposit the Redemption Price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class D Special shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class D Special shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

D.7. Voting Rights. The holders of the Class D Special shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one thousand (1,000) votes for each Class D Special share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

D.8. Further Amendments. The confirmation required by the Business Corporations Act, R.S.O. 1990, c. B.16, as now enacted or as the same may from time to time be amended, re-enacted, or replaced (and in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to the amended, re-enacted or replaced provision) (the Act) of a resolution authorizing an amendment to the articles deleting or varying a preference, right, condition, restriction, limitation or prohibition attaching to the Class D Special shares or any class of shares ranking in any respect in priority to or on a parity with the Class D Special shares may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class D Special shares duly called for that purpose, and held upon at least ten (10) days' notice, at which the holders of at least ten percent (10%) of the then outstanding Class D Special shares are present or represented by proxy. If at any such meeting the holders of ten percent (10%) of the outstanding Class D Special shares are not present or represented by proxy within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such date not being less than fourteen (14) days later and to such time and place as may be appointed by the Chairman and at least ten (10) 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 Class D Special shares present or represented by proxy may transact the business for which the meeting was originally called and the confirmation of the holders of the Class D Special shares referred to above may be given by at least two-thirds (2/3) of the votes cast at such adjourned meeting. The formalities to be observed with respect to the giving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting every holder of the Class D Special shares shall be entitled to one (1) vote in respect of each Class D Special share held.

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D.9. Retraction. A holder of Class D Special shares shall be entitled to require the Corporation to redeem at any time or times after the issuance thereof all or any of the Class D Special shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate or certificates representing the Class D Special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class D Special shares represented by such certificate or certificates redeemed by the Corporation; and (ii) the business day (in this paragraph referred to as the Redemption Date) on which the holder desires to have the Corporation redeem such Class D Special shares. Requests in writing given by the registered holder, shall specify a Redemption Date which shall be not less than ninety (90) days after the date on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the Class D Special shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class D Special shares by paying to such registered holder an amount equal to the aggregate of the Redemption Price of the Class D Special shares being redeemed. Such payment shall be made by cheque payable at par at any branch of the Corporation's banker for the time being in Canada. The said Class D Special shares shall be redeemed on the Redemption Date and such shares shall cease to be entitled to any dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class D Special shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event, the rights of the holders of the said shares shall remain unaffected.

D.10. Redemption Amount. The Redemption Amount of each Class D Special share shall be One (\$1.00) Dollar.

D.11. Priority. The Class D Special shares shall be subject to the prior rights, privileges, restrictions and conditions attaching to the Class A Special shares, the Class B Special shares and the Class C Special shares and shall rank in priority to the Class E Special shares, Class F Special shares and Class G Special shares. Except as set out herein with respect to payment of dividends on all classes of common shares, the Class D Special shares shall rank in priority to the Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares and Class 5 Common shares.

CLASS E SPECIAL SHARES, CLASS F SPECIAL SHARES AND CLASS G SPECIAL SHARES

E-G.1. Designation. Subject to the prior rights of the holders of the Class A Special shares, Class B Special shares, Class C Special shares and Class D Special shares, the Class E Special shares, Class F Special shares and Class G Special shares in the capital stock of the Corporation shall be designated as Class E, Class F and Class G non-voting, redeemable and retractable Special shares without par value yielding non-cumulative annual dividends at the discretion of the board of directors with no minimum and no maximum amount.

E-G.2. Dividend Rate and Amount. Subject to the prior rights of the holders of the Class A Special shares, Class B Special shares, Class C Special shares and Class D Special shares, the holders of Class E Special shares, Class F Special shares and Class G Special shares shall be entitled to receive and the Corporation shall pay thereon as

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and when declared by the Board of Directors of the Corporation out of moneys properly applicable to the payment of dividends, non-cumulative dividends in such amount and in such form as the Board of Directors may from time to time determine in their sole and unfettered discretion, and to the exclusion of dividends paid to any other of the Class E Special shares, Class F Special shares or Class G Special shares, provided that no dividends shall be paid on any class of shares where the payment would result in the Corporation having insufficient net assets to redeem all of the outstanding Special shares at their respective Redemption Amounts (as defined herein). The Board of Directors shall be entitled from time to time to declare part of the said non-cumulative dividend for any fiscal year notwithstanding that such dividend for such fiscal year shall not be declared in full. If within four (4) months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividend or any part thereof on the Class E Special shares, Class F Special shares and Class G Special shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of Class E Special shares, Class F Special shares and Class G Special shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends as hereinbefore provided for. All dividends which the Board of Directors may declare on Class E Special shares, Class F Special shares and Class G Special shares shall be declared and paid in equal amounts per share on all Class E Special shares, Class F Special shares and Class G Special shares at that time outstanding. For purposes of clarification and by way of example only, all dividends declared on Class E Special shares shall be declared and paid in equal parts per share on all Class E Special shares, but the amount of any dividend declared on any other such class of such shares need not be equal to the dividend declared and paid to the holders of Class E Special shares.

E-G.3. Preference on Liquidation. Subject to the prior rights of the holders of Class A Special shares, Class B Special shares, Class C Special shares and Class D Special shares, in the event of liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among shareholders for the purposes of winding-up its affairs, the holders of Class E Special shares, Class F Special shares and Class G Special shares shall collectively be entitled to receive from the assets and property of the Corporation pro rata to the number of Class E Special shares, Class F Special shares and Class G Special shares held on the date of liquidation, dissolution or winding-up of the Corporation, a value not exceeding \$10,000.00 together with all declared and unpaid dividends thereon, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of the Class 1 common shares, Class 2 common shares, Class 3 common shares, Class 4 common shares, Class 5 common shares or shares of any other class ranking junior to the Class E Special shares, Class F Special shares and Class G Special shares. After payment to the holders of the Class E Special shares, Class F Special shares and Class G Special shares of the amounts so payable to them as above provided they shall not be entitled to share in any further distribution of the assets or any property of the Corporation.

E-G.4. Purchase for Cancellation. The Corporation may, at any time, or from time to time, purchase for cancellation all or any part of the outstanding Class E Special shares, Class F Special shares and Class G Special shares at the lowest price at which, in the opinion of the Board of Directors, such shares are obtainable but not exceeding an amount equal to one hundred percent (100%) of the aggregate Redemption Amounts thereof. Except where the purchase for cancellation is made on the open market or all

of the holders of the Class E Special shares, Class F Special shares and Class G Special shares consent to the purchase, the Corporation may purchase such shares only pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of the Class E Special shares, Class F Special shares and Class G Special shares and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two (2) or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the Class E Special shares, Class F Special shares and Class G Special shares offered in each tender, the Corporation shall accept part of the Class E Special shares, Class F Special shares and Class G Special shares offered in each tender in proportion as nearly as may be to the total number of Class E Special shares, Class F Special shares and Class G Special shares offered in each tender (disregarding fractions).

E-G.5. Redemption by Corporation. The Class E Special shares, Class F Special shares and Class G Special shares or any part thereof shall be redeemable at any time at the option of the Corporation without the consent of the holders thereof, upon giving notice as hereinafter provided, and on payment to the holders thereof, for each share to be redeemed, an amount or value not exceeding the Redemption Amount of each such Class E Special shares, Class F Special shares and Class G Special shares as herein defined for each such Class E Special shares, Class F Special shares and Class G Special shares (together with all declared and unpaid non-cumulative dividends thereon).

E-G.6. Procedure on Redemption by Corporation. In the case of the redemption of any of the Class E Special shares, Class F Special shares and Class G Special shares under the provisions of paragraph E-G.5 hereof, the Corporation shall, at least twenty (20) days before the date specified for redemption, mail to each person who at the date of mailing is a registered holder of the Class E Special shares, Class F Special shares and Class G Special shares to be redeemed, as applicable, a notice in writing of the intention of the Corporation to redeem such Class E Special shares, Class F Special shares and Class G Special shares. Such notice shall be mailed by letter postage prepaid, addressed to each such shareholder at the shareholder's address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that accidental failure to give such notice to one or more persons being such shareholders shall not affect the validity of such redemption. Such notice shall set out the Redemption Price (as hereinafter defined) and the date on which the redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the applicable Class E Special shares, Class F Special shares or Class G Special shares to be redeemed an amount equal to the Redemption Amount thereof together with all declared but unpaid dividends thereon (the Redemption Price) on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificate representing the applicable Class E Special shares, Class F Special shares or Class G Special shares called for redemption. If a part only of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the applicable Class E Special shares, Class F Special shares or Class G Special shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect

thereof unless payment of the Redemption Price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class E Special shares, Class F Special shares or Class G Special shares as aforesaid to deposit the Redemption Price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of the applicable Class E Special shares, Class F Special shares or Class G Special shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class E Special shares, Class F Special shares or Class G Special shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

E-G.7. Voting Rights. The holders of the Class E Special shares, Class F Special shares and Class G Special shares shall not be entitled as such (except as hereinafter specifically provided) to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the Class E Special shares, Class F Special shares and Class G Special shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

E-G.8. Further Amendments. The confirmation required by the Act of a resolution authorizing an amendment to the articles deleting or varying a preference, right, condition, restriction, limitation or prohibition attaching to the Class E Special shares, Class F Special shares or Class G Special shares or any class of shares ranking in any respect in priority to or on a parity with any of the Class E Special shares, Class F Special shares or Class G Special shares may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class E Special shares, Class F Special shares or Class G Special shares duly called for that purpose, as applicable, and held upon at least ten (10) days' notice, at which the holders of at least ten percent (10%) of the then outstanding Class E Special shares, Class F Special shares or Class G Special shares are present or represented by proxy. If at any such meeting the holders of ten percent (10%) of the outstanding Class E Special shares, Class F Special shares or Class G Special shares are not present or represented by proxy within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to such date not being less than fourteen (14) days later and to such time and place as may be appointed by the Chairman and at least ten (10) 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 Class E Special shares, Class F Special shares or Class G Special shares present or represented by proxy may transact the business for which the meeting was originally called and the confirmation of the holders of the Class E Special shares, Class F Special shares or Class G Special shares referred to above may be given by at least two-thirds (2/3) of the votes cast at such adjourned meeting. The

formalities to be observed with respect to the giving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting every holder of either Class E Special shares, Class F Special shares or Class G Special shares shall be entitled to one (1) vote in respect of each Class E Special share, Class F Special share or Class G Special share held.

E-G.9. Retraction. A holder of Class E Special shares, Class F Special shares or Class G Special shares shall be entitled to require the Corporation to redeem at any time or times after the issuance thereof all or any of the Class E Special shares, Class F Special shares or Class G Special shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate or certificates representing the Class E Special shares, Class F Special shares or Class G Special shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying (i) that the registered holder desires to have the Class E Special shares, Class F Special shares or Class G Special shares represented by such certificate or certificates redeemed by the Corporation; and (ii) the business day (in this paragraph referred to as the Redemption Date) on which the holder desires to have the Corporation redeem such Class E Special shares, Class F Special shares or Class G Special shares. Requests in writing given by the registered holder, shall specify a Redemption Date which shall be not less than ninety (90) days after the date on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the applicable Class E Special shares, Class F Special shares or Class G Special shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the Redemption Date redeem such Class E Special shares, Class F Special shares or Class G Special shares by paying to such registered holder an amount equal to the aggregate of the Redemption Price of the Class E Special shares, Class F Special shares or Class G Special shares being redeemed. Such payment shall be made by cheque payable at par at any branch of the Corporation's banker for the time being in Canada. The said Class E Special shares, Class F Special shares or Class G Special shares shall be redeemed on the Redemption Date and such shares shall cease to be entitled to any dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class E Special shares, Class F Special shares or Class G Special shares in respect thereof unless payment of the Redemption Price is not made on the Redemption Date, in which event, the rights of the holders of the said shares shall remain unaffected.

E-G.10. Redemption Amount. The Redemption Amount of each Class E Special share, Class F Special share and Class G Special share shall be One (\$1.00) Dollar.

E-G.11. Priority. The Class E Special shares, Class F Special shares and Class G Special shares shall be subject to the rights, privileges, restrictions and conditions attaching to the Class A Special shares, Class B Special shares, Class C Special shares and Class D Special shares. Except with respect to payment of dividends, the Class E Special shares, Class F Special shares and Class G Special shares shall rank in priority to the holders of Class 1 Common shares, Class 2 Common shares, Class 3 Common shares, Class 4 Common shares and Class 5 Common shares.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.
 La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
 Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2015 12 10

(Year, Month, Day)
 (année, mois, jour)

These articles are signed in duplicate.
 Les présents statuts sont signés en double exemplaire.

GOLDEN ACRE FARMS INC.

(Print name of corporation from Article 1 on page 1)
 (Veuillez écrire le nom de la société de l'article un à la page une).

By/
 Par :

(Signature)
 (Signature) **Louis Chibante**

President

(Description of Office)
 (Fonction)

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944741



Ministry of
Consumer and
Commercial
Relations

Ministère de
la Consommation
et du Commerce

CORRECTED CERTIFICATE

CERTIFICAT RECTIFIÉ

This is a corrected certificate endorsed pursuant to Section 273 of the Business Corporations Act, and effective on

Le présent certificat rectifié et signé conformément à l'article 273 de la loi de sur les compagnies. Il entre en vigueur le

DECEMBER 5 DÉCEMBRE, 1991

Paul D. Ivis

Director / Directeur
Business Corporations Act / Loi de sur les compagnies

TRANS
CODE

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**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act,
1982
Formule
numéro 3
Loi de 1982
sur les
compagnies

1. The present name of the corporation is: *Dénomination sociale actuelle de la compagnie:*

G O L D E N A C R E F A R M S I N C .

2. The name of the corporation is changed to (if applicable): *Nouvelle dénomination sociale de la compagnie (s'il y a lieu):*

3. Date of incorporation/amalgamation: *Date de la constitution ou de la fusion:*

27 September 1991

(Day, Month, Year)
(jour, mois, année)

4. The articles of the corporation are amended as follows: *Les statuts de la compagnie sont modifiés de la façon suivante:*

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RESOLVED THAT:

1. The Articles of Incorporation dated the 27th day of September, 1991, be amended as follows:

1. To remove the rights, privileges, restrictions and conditions attaching to the Class "A" Special Shares.

2. To provide that the rights, privileges, restrictions and conditions attaching to the Class "A" Special Shares are as follows:

I - Class "A" Special Shares - Definitions

In the share conditions, the following words and phrases shall have the following meaning:

(a) "Redemption Amount" of each Class "A" Special Share means the sum of Ten Dollars (\$10.00).

(b) "Redemption Price" of each Class "A" Special Share means the redemption amount plus an amount equal to all dividends which have at the relevant time been declared or accrued on the Class "A" Special Share but which have not then been paid (if any).

(c) "Conversion Date" means the 6th day of December 1991.

(d) "Act" means the Business Corporations Act, 1982 (Ontario).

II - Class "A" Special Shares - Voting

Each holder of Class "A" Special Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of other Classes or Series of shares are entitled to attend, and at all such meetings shall be entitled to one (1) vote in respect of each Class "A" Special Share held by such holder.

III - Class "A" Special Shares - Fixed Cumulative Cash Dividends

Subject to the Act, the holders of the Class "A" Special Shares shall in each financial year of the Corporation commencing with the year ended the 31st day of December, 1992, but always in preference and priority to any payment of dividends on the Common Shares, be entitled to cumulative dividends at the rate of Six per cent (6%) of redemption amount per share, payable in one instalment and no dividends shall be paid or set apart for payment on the Common Shares unless all cumulative dividends on the Class "A" Special Shares have been declared and paid or set aside for payment. The holders of the Class "A" Special Shares shall not be entitled to any dividends other than as provided for in this Section and as provided herein in the event of early redemption or on liquidation, dissolution or winding-up of the Corporation. Dividends shall accrue on the Class "A" Special Shares on a daily basis from the conversion date.

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IV - Class "A" Special Shares - Redemption

Subject to the Act, the Class "A" Special Shares issued and outstanding immediately after the close of business on the conversion date, shall be redeemed on but not before the fifth anniversary of the conversion date. The Class "A" Special Shares to be redeemed shall be selected in such manner as the Board of Directors in its sole discretion shall determine. If a part only of the Class "A" Special Shares represented by any Certificate are redeemed, a new Certificate for the balance shall be issued by the Corporation and shall endorsed thereon the same redemption date as shown on the replaced Certificate.

Dividends on the Class "A" Special Shares to be redeemed shall cease after the date fixed for redemption, and the holders of such Class "A" Special Shares shall from then on have no rights against the Corporation in respect of those Class "A" Special Shares except to receive payment of the redemption price, as the case may be.

V - Class "A" Special Shares - Retraction

Subject to the Act, the holder of any Class "A" Special Shares shall be entitled on but not before the fifth anniversary of the conversion date, to require the Corporation to redeem the Class "A" Special Shares issued on the conversion date to such holder. Ninety (90) days after receipt of a written request and Class "A" Special Shares Certificate, the Corporation shall redeem the Class "A" Special Shares represented by such Certificate by paying to the registered shareholder an amount equal to the redemption price. If a part only of the Class "A" Special Shares represented by the Certificate is redeemed, a new Certificate for the balance shall be issued by the Corporation and shall have endorsed thereon the same redemption date as shown on the replaced Certificate.

The retraction rights contained in this Paragraph V are in addition to and not on substitution for redemptions, which are provided under Paragraph IV hereof.

VI - Class "A" Special Shares - Distribution Right

In the event of the liquidation, dissolution or winding-up of the Corporation whether voluntary or involuntary, the holders of the Class "A" Special Shares shall be entitled to receive before any distribution of the assets of the Corporation among the holders of the Common Shares, an amount equal to the redemption price of their Class "A" Special Shares and no more.

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5. The amendment has been duly authorized as required by Sections 167 and 169 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément à l'article 167 et, s'il y a lieu, à l'article 169 de la Loi sur les compagnies.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:

Les actionnaires ou les administrateurs (le cas échéant) de la compagnie ont approuvé la résolution autorisant la modification

31 October 1991

(Day, Month, Year)
(Jour, mois, année)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

GOLDEN ACRE FARMS INC.

(Name of Corporation)
(Dénomination sociale de la compagnie)

By/Par:

(Signature)
(Signature)

President

(Description of Office)
(Fonction)

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Ministry of
Consumer and
Commercial
Relations

CERTIFICATE

This is to certify that these
articles are effective on

SEPTEMBER 27. SEPTEMBRE 1981

Ministère de
la Consommation
et du Commerce

CERTIFICAT

Ceci certifie que les présentes
statuts entrent en vigueur le

Ontario Corporation Number
Numéro de la compagnie en Ontario

944741

Spencer
Director / Directeur
Business Corporations Act / Loi sur les compagnies

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Trade Code A 18	Less No. 0 20	Stat. 0 21	Comp. Type A 23	Method Incorp. 3 25
State S 31	Notes Req'd N 37	Jurisdiction ONTARIO 33		

**ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS**

1. The name of the corporation is: *Dénomination sociale de la compagnie:*

G O L D E N A C R E F A R M S I N C .

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

22 Plumbrook Drive

(Street & Number or R.R. Number & if Multi-Office Building give floor No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Leamington, Ontario

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

N 8 H 4 K 8

(Postal Code)
(Code postal)

Town of Leamington

(Name of Municipality, Geographical Township)
(Nom de la municipalité, du canton)

in the
dans le/la

County of Essex

(County, District, Regional Municipality)
(Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum - one (1)
Maximum - five (5)

4. The first director(s) is/are: *Premier(s) administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving street & No. or R.R. No. or municipality and postal code. <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou, le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
LOUIS CHIBANTE	22 Plumbrook Drive, Leamington Ontario N8H 4K8	YES
LYNNE MARIE CHIBANTE	22 Plumbrook Drive, Leamington Ontario N8H 4K8	YES

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5. 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 compagnie.*

NIL

6. 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 compagnie est autorisée à émettre.*

An unlimited number of common shares and an unlimited number of special shares provided that the aggregate of the stated capital accounts of the common and special shares shall not exceed FIVE MILLION DOLLARS (\$5,000,000.00)

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7. 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:

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:

(a) The holders of the Class "A" Special Shares shall in each year in the discretion of the Directors, but always in preference and priority to any payment of dividends on the common shares for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends in such amounts as the Directors may from time to time determine; if in any year, after providing for the full dividends on the Class "A" or Class "B" Special Shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the Directors, be applied to dividends on the common shares.

(b) The holders of the Class "B" Special Shares shall in each year in the discretion of the Directors, but always in preference and priority to any payment of dividends on the common shares for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends in such amounts as the Directors may from time to time determine; if, in any year, after providing for the full dividend on the Class "A" or Class "B" Special Shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the Directors, be applied to dividends on the common shares.

(c) The Class "A" and Class "B" Special Shares shall rank, both as regards dividends and repayment of capital, in priority to all other shares of the Corporation but shall not confer any further rights to participate in profits or assets; provided that the Class "A" Special Shares shall rank, both as regards dividends and repayment of capital, in priority to the Class "B" Special Shares.

(d) The Corporation may, upon giving notice as hereinafter provided redeem the whole or any part of the Class "A" or "B" Special Shares on payment, in respect of each share to be redeemed, of the stated capital amount thereon for each special share to be redeemed, together with all dividends declared thereon and unpaid; not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the share be deposited with any trust company or chartered bank of Canada, as specified in the notice on or before the date fixed for redemption, dividends on the special shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except upon the surrender of certificates for such shares, to receive payment therefor out of the monies so deposited.

(e) A holder of Class "A" or "B" Special Shares shall be entitled, at any time or times, to require the Corporation to redeem all or any of the Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its Head Office a share certificate representing the Special Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying:

- (i) that the registered holder desires to have the Special Shares represented by such certificate redeemed by the Corporation, and

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- (ii) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Special Shares. Such requests in writing shall specify a redemption date which shall be not less than fifty (50) days after the day upon which the request in writing is given to the Corporation.

Upon receipt of a share certificate representing the Special Shares which the registered holder desires to have the Corporation redeem together with such a request the Corporation shall on the redemption date redeem such special share by paying to such registered holder the stated capital amount of the Special Shares to be redeemed, together with all dividends declared thereon and unpaid. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Special Shares shall be redeemed on the redemption date and from and after the redemption date, such Special Shares shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of holders of Special Shares in respect thereof unless payment of the redemption value of the Special Shares to be redeemed is not made on the redemption date, in which event the rights of the holders of the said Special Shares shall remain unaffected.

(f) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class "A" or "B" Special Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other class of shares, the stated capital amount of the Special Shares together with all dividends declared thereon and unpaid; the holders of common shares shall be entitled to receive the remaining assets of the Corporation.

(g) The holders of the Class "B" Special Shares shall not be entitled to vote at any meeting of the Shareholders of the Corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof; holders of Class "A" Special Shares and common shares shall on the record date for voting be entitled to one (1) vote at all Shareholders' meetings for each Class "A" Special Share or common share held by them respectively.

(h) The authorization to amend the Articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class "A" or Class "B" Special Shares or to create Special Shares ranking in priority to or on a parity with the Class "A" or Class "B" Special Shares, in addition to the authorization by a Special Resolution, must be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class "A" or Class "B" Special Shares and by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the common shares, duly called for that purpose.

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8. 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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

The right to transfer shares of the corporation shall be restricted in that except in the case of a transfer of shares from a deceased shareholder to his or her personal representative, no shares shall be transferred without either:

(a) the previous consent of the directors of the Corporation expressed by a resolution passed unanimously by the board of directors or by an instrument or instruments in writing signed by all the directors;

(b) the previous consent of all holders of any shares having voting rights for the time being outstanding expressed by a resolution passed unanimously by the shareholders, or by an instrument or instruments in writing signed by all the shareholders having voting rights.

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(a) The Corporation shall have the power to purchase any of its issued common shares;

(b) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and has continued after the termination of that employment to be, shareholders of the Corporation, is hereby limited to Fifty (50), two or more persons who are joint registered owners of one or more shares being counted as one shareholder, and

(c) The Corporation is hereby prohibited from making any invitation to the public to subscribe for any securities of the Corporation.

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10. The names and addresses of the incorporators are
Nom et adresse des fondateurs

First name, initials and surname or corporate name
Prénom, initiales et nom de famille ou dénomination sociale

Full residence address or address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code
Adresse personnelle au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal

LOUIS CHIBANTE

22 Plumbrook Drive, Leamington, Ontario N8H 4K8

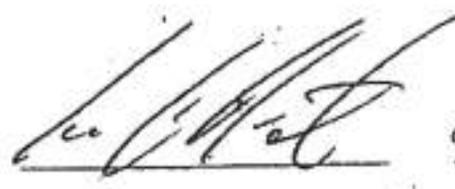
LYNNE MARIE CHIBANTE

22 Plumbrook Drive, Leamington, Ontario N8H 4K8

These articles are signed in duplicate

Les présents statuts sont signés en double exemplaire.

Signatures of incorporators
(Signature des fondateurs)

 Lynne Chibante

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Schedule "B"

By-Laws

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BY-LAW NO. 1

**A BY-LAW RELATING GENERALLY TO THE TRANSACTION
OF THE BUSINESS AND AFFAIRS OF**

GOLDEN ACRE FARMS INC.

BE IT ENACTED and it is hereby enacted as a by-law of

GOLDEN ACRE FARMS INC.,

(hereinafter called the "Corporation") as follows:

GENERAL BUSINESS

Registered Office

1. The directors may from time to time by resolution fix the location of the registered office of the Corporation within the municipality or geographic township within Ontario as specified in its articles.

Seal

2. The Corporation shall have a corporate seal which shall be adopted and may be changed by resolution of the directors.

Financial Year

3. The first financial year of the Corporation shall terminate on a date to be determined by the directors of the Corporation and thereafter on the anniversary date thereof in each year, until changed by resolution of the directors of the Corporation.

Banking Arrangements

4. The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

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Execution of Instruments

5. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Corporation may be signed on behalf of the Corporation by the President and Secretary, or any one of them

and the corporate seal shall be affixed to such instruments as may be required by any person so authorized to sign on behalf of the Corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the directors may at any time and from time to time by resolution direct the manner in which, and the person or persons by whom any particular deed, transfer, contract, obligation or other instrument in writing, any class of deeds, transfers, contracts, obligations or other instruments in writing requiring signature by the Corporation may or shall be signed.

DIRECTORS

Power of Directors

6. The directors shall manage or supervise the management of the business and affairs of the Corporation unless otherwise specifically provided in any unanimous shareholder agreement.

Number of Directors and Quorum

7. Subject to the articles of the Corporation, the number of directors of the Corporation shall be that number of directors as specified in the articles or shall be that number of directors as determined from time to time by a special resolution within the minimum and maximum as permitted by the articles of the Corporation. A majority of the number of directors or minimum number of directors required by the articles shall constitute a quorum at any meeting of the directors. Notwithstanding vacancies, the remaining directors may exercise all the powers of the board of directors so long as a quorum of the board of directors remains in office.

Qualifications

8. Each director shall be eighteen (18) or more years of age and shall be an individual as defined by the Act. No person who is of unsound mind and has been so found by a court in Canada or elsewhere or who has the status of a bankrupt shall be a director. If a director acquires the status of a bankrupt or becomes of unsound mind and is so found, he shall thereupon cease to be a director.

Resident Canadians

9. A majority of the directors of the Corporation, other than a non-resident corporation as defined by the Act, shall be resident Canadians. Where the Corporation has only one or two directors, that director or one of the two directors, as the case may be, shall be a resident Canadian.

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Transaction of Business

10. The board of directors shall not transact any business at a meeting of directors unless a majority of directors present are resident Canadians or unless the Corporation is a non-resident corporation as defined by the Act.

Election and Term

11. The directors shall be elected yearly to hold office until the next annual meeting of the shareholders of the Corporation or until their successors shall have been duly elected. The whole board shall be elected at each annual meeting and all the directors then in office shall retire, but, if qualified, are eligible for re-election. The election may be by a show of hands or by a resolution of the shareholders unless a ballot be demanded by any shareholder.

Removal of Directors

12. The shareholders may by ordinary resolution at an annual or special meeting of the shareholders of the Corporation remove any director from office. Notice of intention to pass any such resolution shall be given in the notice calling the meeting and the shareholders may by a majority of votes cast at that meeting elect a person otherwise qualified to fill the vacancy created by the removal of such director.

Vacancies

13. Except as hereinafter provided vacancies on the board of directors may be filled for the remainder of its term of office by qualified persons by the remaining directors if they constitute a quorum. If there is not a quorum of directors or if a vacancy results from a failure to elect the number of directors required to be elected at any meeting of shareholders or if a vacancy results from an increase in the number of directors where the directors are otherwise authorized by special resolution to determine the number of directors and the appointment of an additional director would result in a total number of directors greater than one and one third (1 1/3) times the number of directors required to have been elected at the last annual meeting of shareholders then the directors then in office shall forthwith call a special meeting of the shareholders to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any shareholder.

Calling of Meetings

14. Meetings of the board of directors shall be held from time to time at such place, at such time and on such day as the President or a Vice-President who is a director or any two (2) directors may determine, and the Secretary shall call meetings when directed or authorized by the President or by a Vice-President who is a director or by any two (2) directors. Notice of every meeting so called shall be given to each director not less than forty-eight hours (excluding any part of a Sunday or Holiday as defined by the Interpretation Act of Canada for the time being in force) before the time when the meeting is to be held and such notice shall specify the general nature of any business to be transacted, save that no notice of a meeting shall be necessary if all the directors are present, and do not object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

First Directors Meeting

15. After incorporation an incorporator or a director may call a meeting of the directors of the Corporation by the giving of not less than five (5) days notice thereof to each director stating the time and place of the meeting at which the directors may, make by-laws; adopt forms of security certificates and corporate records; authorize the issue of securities; appoint officers; appoint one or more auditors to hold office until the first annual or a special meeting of shareholders; make banking arrangements; and transact any other business.

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Place of Meeting

16. Meetings of the board of directors may be held at the registered office of the Corporation or at any other place within or outside of Ontario; except that unless the Corporation is a non-resident corporation a majority of the meetings of the board of directors in any financial year shall be held at a place within Canada.

Participation by Telephone

17. With the unanimous consent of all the directors of the Corporation present at or participating in a meeting, a meeting of directors or of a committee of directors may be held by means of such telephons, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a director participating in such a meeting by such means is deemed to be present at that meeting. If a majority of the directors participating at a meeting held as herein provided are then in Canada the meeting shall be deemed to have been held in Canada.

Votes to Govern

18. At all meetings of the board of directors, unless otherwise provided in the Act, every question shall be decided by a majority of the votes cast on the question and in case of an equality of votes, the Chairman of the meeting shall not be entitled to a second or casting vote.

Remuneration of Directors

19. The directors of the Corporation shall be paid such remuneration as may be determined by the board of directors. Any remuneration so payable to a director who is also an officer or employee of the Corporation or is counsel or solicitor of the Corporation or otherwise serves it in a professional capacity shall be, in addition to his salary as such officer, or his professional fees as the case may be. The directors shall also be paid such sums in respect of the out-of-pocket expenses incurred in attending board, committee or shareholder meetings or otherwise in respect of the performance by them of their duties as the board of directors may from time to time determine.

Transaction of Business by Signature

20. A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or a committee of directors.

One Director

21. Where the Corporation has only one director, that director may constitute a meeting.

Declaration of Interest

22. Every director or officer of the Corporation who, is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of the meeting of directors the nature and extent of his interest. All such disclosures shall be made at the time required by the applicable provisions of the Act and directors shall refrain from voting in respect of any such contract or transaction unless otherwise permitted by the Act.

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Avoidance Standards

23. If a material contract is made or a material transaction is entered into between the Corporation and a director or officer of the Corporation or between the Corporation and any other person of which a director or officer of the Corporation is a director or officer or in which he has a material interest, the director or officer is not accountable to the Corporation or its shareholders for any profit or gain realized from the contract or transaction; and the contract or transaction is neither void or voidable, by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his interest as hereinbefore provided and the contract or transaction was reasonable and fair to the Corporation at the time it was so approved. A director or officer acting honestly and in good faith is not accountable to the Corporation or to its shareholders for any profit or gain realized from any such contract or transaction by reason only of his holding the office of director or officer and the contract or transaction, if it was reasonable and fair to the Corporation at the time it was approved, is not by reason only of the director's or officer's interests therein void or voidable where, the contract or transaction is confirmed or approved by special resolution at a meeting of the shareholders duly called for that purpose; and the nature and extent of the director's or officer's interest in the contract or transaction is disclosed in reasonable detail in the notice calling the meeting.

Standard of Care

24. Every director and officer of the Corporation in exercising his powers and discharging his duties shall, act honestly and in good faith with a view to the best interests of the Corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, articles, by-laws and any unanimous shareholder agreement.

Indemnity of Directors and Officers

25. The Corporation shall indemnify the directors and officers of the Corporation, former directors or officers of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor and his heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate and with the approval of the court in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate against all costs, charges and expenses reasonably incurred by him in connection with such action, if, he acted honestly and in good faith with a view to the best interests of the Corporation; and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

Insurance for Directors and Officers

26. The Corporation may purchase and maintain insurance for the benefit of the directors or officers of the Corporation, former directors or officers of the Corporation or persons who act or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor and his heirs and legal representatives against any liability incurred by him, in his capacity as a director or officer of the Corporation, except where the liability relates to his failure to act honestly and in good faith

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with a view to the best interests of the Corporation; or in his capacity as a director or officer of another body corporate where he acts or acted in that capacity at the Corporation's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

Financial Assistance

27. The Corporation or any corporation with which it is affiliated, shall not, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise, to any shareholder, director, officer or employee of the Corporation or affiliated corporation or to an associate of any such person for any purpose; or to any person for the purpose of or in connection with a purchase of a share or a security convertible into or exchangeable for a share, issued or to be issued by the Corporation or affiliated Corporation, where there are reasonable grounds for believing that, the Corporation is or after giving the financial assistance would be unable to pay its liabilities as they become due; or the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan and in the form of any secured guarantee, after giving the financial assistance, would be less than the aggregate of the Corporation's liabilities and stated capital of all classes. The Corporation may give financial assistance by means of a loan, guarantee or otherwise, to any person in the ordinary course of business if the lending of money is part of the ordinary business of the Corporation; to any person on account of expenditures incurred or to be incurred on behalf of the Corporation; to its holding body corporate if the Corporation is a wholly owned subsidiary of the holding body corporate; to a subsidiary body corporate of the Corporation; or to employees of the Corporation or any of its affiliates, to enable or assist them to purchase or erect living accommodation for their own occupation, or in accordance with a plan for the purchase of shares of the Corporation or any of its affiliates.

OFFICERS

Appointed Officers

28. The directors of the Corporation may from time to time designate the offices of the Corporation, appoint officers, specify their duties and, subject to the Act, delegate to them powers to manage the business and affairs of the Corporation. A director may be appointed to any office of the Corporation and two or more offices of the Corporation may be held by the same person. In the absence of a written agreement to the contrary, the board of directors may remove at its pleasure any officer of the Corporation. The terms of employment and remuneration of any officer so appointed by it shall be settled from time to time by the board of directors. Unless otherwise from time to time specified by the board of directors the offices of the Corporation, if so designated, and the officers so appointed shall have the following duties and powers.

President

29. The President shall, when present, preside at all meetings of the shareholders and of the board of directors and shall be charged with the general supervision of the business and affairs of the Corporation. Except when the board of directors has appointed a general manager or managing director, the President shall also have the powers and be charged with the duties of that office.

The President shall be appointed from amongst the directors.

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Vice-President

30. During the absence or inability of the President his duties may be performed and his powers may be exercised by the Vice-President, or if there are more than one, by the Vice-President in order of seniority (as determined by the board of directors) save that no Vice-President shall preside at a meeting of the board of directors or at a meeting of shareholders who is not qualified to attend the meeting as a director, as the case may be. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or the board may prescribe.

General Manager

31. The General Manager, if one be appointed, shall have the general management and direction, subject to the authority of the board of directors and supervision of the President, of the Corporation's business and affairs and the power to appoint and remove any and all officers, employees and agents of the Corporation not appointed directly by the board of directors and to settle the terms of their employment and remuneration. If and so long as the general manager is a director he may but need not be known as the Managing Director.

Secretary

32. The Secretary shall give, or cause to be given, all notices required to be given to shareholders, directors, auditors and members of committees; he shall attend all meetings of the directors and of the shareholders and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board of directors.

Treasurer

33. The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board of directors, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board of directors at the meetings thereof, or whenever required of him an account of all his transactions as Treasurer and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board of directors.

Other Officers

34. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board of directors otherwise directs.

Variation of Duties

35. From time to time the board may vary, add to or limit the powers and duties of any officer or officers.

Agents and Attorneys

36. The board of directors shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

Fidelity Bonds

37. The board of directors may require such officers, employees and agents of the Corporation as the board of directors deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board of directors may from time to time prescribe.

SHARES

Allotment

38. The board of directors may from time to time accept subscriptions and allot or grant options to purchase the whole or any part of the authorized and unissued shares in the Corporation including any shares created by an amendment to the articles of the Corporation to such person or persons or class of persons as the board of directors shall by resolution determine.

Payment of Commission

39. The directors may authorize the Corporation to pay a reasonable commission to any person in consideration of his purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.

Security Certificates

40. Every security holder including every shareholder shall be entitled, in the case of initial issuance without payment and in the case of any subsequent transfer upon payment of a fee of not more than three dollars (\$3.00) to a security certificate in respect of the securities held by him or to a non-transferable written acknowledgment of his right to obtain a security certificate from the Corporation in respect of the securities of the Corporation held by him. Security certificates shall be in such form or forms as the board of directors shall from time to time approve. Unless otherwise ordered by the board of directors, they shall be signed by the President or a Vice-President and by the Secretary or an assistant Secretary and need not be under the corporate seal; provided that certificates representing securities in respect of which a transfer agent and registrar (which term shall include a branch transfer agent and registrar) or trustee have been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and registrar or trustee. If authorized by resolution of the board of directors, the corporate seal of the Corporation and the signature of one of the signing officers, or in the case of security certificates representing securities in respect of which a transfer agent and registrar or trustee have been appointed, the signatures of both signing officers, may be printed, engraved, lithographed, or otherwise mechanically reproduced in facsimile upon security certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be valid notwithstanding that one or both of the officers whose signature (whether manual or facsimile) appears thereon no longer holds office at the date of issue or delivery of the certificate.

Replacement of Security Certificates

41. The board of directors may by resolution prescribe, either generally or in a particular case, reasonable conditions upon which a new security certificate may be issued in lieu of and upon cancellation of the security certificate which has become mutilated or in substitution for a certificate which has been lost, stolen or destroyed.

Central and Branch Registers

42. The Corporation shall maintain a central securities register and a central register of transfers at its registered office or at any other place in Ontario designated by the directors and one or more branch securities register and register of transfers at such offices of the Corporation or other places either within or outside Ontario as designated by the directors. The board of directors may from time to time by resolution appoint a registrar, trustee or agent to keep the register of security holders and a transfer agent, trustee or other agent to keep the register of transfers and may also designate from time to time branch registers of security holders and branch registers of transfers. A registrar, trustee, transfer agent or other agent may but need not be the same individual or Corporation.

Transfer of Securities

43. Transfers of securities of the Corporation shall be registrable on the register of transfers or on one of the branch registers of transfers (if any) kept by or for the Corporation in respect thereof upon surrender of the security endorsed by the appropriate person together with such reasonable assurance as the Corporation shall require and subject to the other provisions of the Act relating to transfers and the restrictions on transfer set forth in the articles of the Corporation.

Dealings with Registered Holder

44. The Corporation and any trustee appointed in respect of a security may, subject to the Act, treat the registered holder of a security as a person exclusively entitled to vote, to receive notices, to receive any interest, dividend or other payments in respect of the security, and otherwise to exercise all the rights and powers of a holder of the security and is not required to inquire into the existence of, or see to the performance or observance of, any duty owed to a third person by a registered holder of any of its securities or by anyone whom it treats, as permitted or required by the Act, as the owner or registered holder thereof.

Lien on Shares

45. Subject to the provisions of the Act, the Corporation has a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation which lien may be realized by the sale or other disposition of such share or by any other method permitted by law.

SHAREHOLDERS

Annual Meetings

46. The annual meeting of shareholders shall, subject to the articles and any unanimous shareholder agreement be held at such place in or outside Ontario as the directors may determine for the purpose of hearing and receiving the reports and statements required by the Act to be read and laid before the shareholders at any annual meeting, electing directors, reappointing, if necessary, the incumbent auditor and fixing or authorizing the board of directors to fix his remuneration. No other business shall be transacted at an annual meeting of shareholders unless such meeting is also properly constituted as a special meeting of shareholders.

Special Meeting

47. The directors of the Corporation may at any time and from time to time call a special meeting of shareholders of the Corporation to be held at such time and at such place in or outside Ontario as the directors determine. The phrase "meeting of shareholders" wherever it occurs in this by-law shall mean and include the annual meeting of shareholders and a special meeting of shareholders and shall also include a meeting of any class or classes of shareholders.

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Notices

48. No public notice or advertisement of any meeting of shareholders shall be required, but notice of the time and place of each such meeting shall be given not less than ten (10) days nor more than fifty (50) days before the day on which the meeting is to be held, to the auditor, if any, the directors and to each shareholder entitled to vote at the meeting. Notice of a special meeting of shareholders shall state or be accompanied by a statement of the nature of that special business in sufficient detail to permit the shareholder to form a reasoned judgment thereon; and the text of any special resolution or by-law to be submitted to the meeting. A meeting of shareholders may be held at any time without notice if all the shareholders entitled to vote thereat are present or represented by proxy and do not object to the holding of the meeting or those not present or represented by a proxy have waived notice, if all the directors are present or have waived notice and if the auditor, if any, is present or has waived notice.

Reports to Shareholders

49. Subject to the provisions of the Act a copy of the financial statements for the period that began immediately after the end of the last completed financial year and ended not more than six (6) months before the annual meeting, a copy of the auditor's report, if any, and any further information respecting the financial position of the Corporation and the results of its operations required by the articles, the by-laws or any unanimous shareholder agreement shall be sent to each shareholder not less than ten (10) days before each annual meeting of shareholders or before the transaction of the annual business of the Corporation pursuant to paragraph 62 hereof.

Persons Entitled to be Present

50. Persons entitled to attend a meeting of shareholders shall be those entitled to vote thereat, the auditor, if any, of the Corporation, the directors of the Corporation and others who although not entitled to vote are entitled or required under the provisions of the Act or by-laws of the Corporation or any unanimous shareholder agreement to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

Record Date

51. The directors may fix in advance a date preceding by not more than fifty (50) days or by less than twenty-one (21) days a record date for the determination of persons entitled to receive notice of a meeting of shareholders and notice thereof shall be given not less than seven (7) days before the date so fixed by advertisement and by notice as provided in the Act. The directors may also fix in advance the date as the record date for the purpose of determining shareholders, entitled to receive payment of a dividend; entitled to participate in a liquidation or distribution; or for any other purpose except the right to receive notice of or to vote at a meeting which such record date shall not precede by more than fifty (50) days the date on which such particular action is to be taken and notice thereof shall be given as hereinbefore provided.

Quorum

52. Two persons present in person and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of shareholders.

Right to Vote

53. At each meeting of shareholders every shareholder shall be entitled to vote who is entered on the books of the Corporation as a holder of one or more shares carrying the right to vote at such meeting in accordance with a shareholder list which, in the case of a record date shall be prepared not later than ten (10) days after such record date and where there is no record date at the close of business on the day immediately preceding the day on which notice is given or where no notice is given on the day on which the meeting is held. Where a person has transferred any of his shares after the date on which the list hereinbefore referred to was prepared and the transferee produces satisfactory evidence in accordance with the provisions of the Act not later than ten (10) days before the meeting that such person owns shares in the Corporation such transferee is entitled to vote his shares at the meeting. Where a share or shares have been mortgaged or hypothecated, the person who mortgaged or hypothecated such share or shares (or his proxy) may nevertheless represent the shares at meetings and vote in respect thereof unless in the instrument creating the mortgage or hypothec he has expressly empowered the holder of such mortgage or hypothec to vote thereon, in which case such holder (or his proxy) may attend meetings to vote in respect of such shares upon filing with the Secretary of the meeting sufficient proof of the terms of such instrument.

Representatives

54. An executor, administrator, committee of a mentally incompetent person, guardian or trustee and where a Corporation is such executor, administrator, committee, guardian or trustee of a testator, intestate, mentally incompetent person, ward or cestui que trust, any person duly appointed a proxy for such corporation, upon filing with the Secretary of the meeting sufficient proof of his appointment, shall represent the shares in his or its hands at all meetings of the shareholders of the Corporation and may vote accordingly as a shareholder in the same manner and to the same extent as the shareholder of record. If there be more than one executor, administrator, committee, guardian or trustee, the provisions of paragraph 55 shall apply.

Proxies

55. Every shareholder entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxy holder or one or more alternate proxy holders, who need not be shareholders, as his nominee to attend and act at the meeting in manner, to the extent and with the authority conferred by the proxy. The instrument appointing a proxy shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized and shall cease to be valid after the expiration of one year from the date thereof. The instrument appointing a proxy shall comply with the provisions of the Act and regulations thereto and shall be in such form as the directors may from time to time prescribe or in such other form as the Chairman of the meeting may accept as sufficient and shall be deposited with the Secretary of the meeting before any vote is cast under its authority, or at such earlier time and in such manner as the board or directors may prescribe in accordance with the Act.

Joint Shareholders

56. Where two or more persons hold shares jointly, one of those holders present at a meeting of shareholders may in the absence of the others vote the shares, but if two or more of those persons are present, in person or by proxy, they shall vote as one of the shares jointly held by them.

Scrutineers

57. At each meeting of shareholders one or more scrutineers may be appointed by a resolution of the meeting or by the Chairman with the consent of the meeting to serve at the meeting. Such scrutineers need not be shareholders of the Corporation.

Votes to Govern

58. At all meetings of shareholders every question shall, unless otherwise required by the articles or by-laws of the Corporation or by the Act, be decided by the majority of the votes duly cast on the question.

Show of Hands

59. At all meetings of shareholders every question shall be decided by a show of hands unless a poll thereon be required by the Chairman or be demanded by any shareholder present in person or represented by proxy and entitled to vote. Upon a show of hands every person present and entitled to vote shall have one vote. After a show of hands has been taken upon any question the Chairman may require or any shareholder present in person or represented by proxy and entitled to vote may demand a poll thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the Chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportions of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Corporation in annual or special meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

Polls

60. If a poll be required by the Chairman of the meeting or be duly demanded by any shareholder and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the Chairman of the meeting shall direct. Upon a poll each shareholder who is present in person or represented by proxy shall be entitled to one vote for each share in respect of which he is entitled to vote at the meeting and the result of the poll shall be the decision of the Corporation in annual or special meeting, as the case may be, upon the question.

Casting Vote

61. In case of an equality of votes at any meeting of shareholders, either upon a show of hands or upon a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.

Adjournment

62. The Chairman of the meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, or where otherwise permitted under the provisions of the Act, adjourn the meeting from time to time and from place to place.

Transaction of Business by Signature

63. Subject to the provisions of the Act, a resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of shareholders; and a resolution in writing dealing with all matters required by this Act, be dealt with at a meeting of shareholders and signed by all the shareholders entitled to vote at that meeting, satisfies all other requirements of the Act relating to that meeting of shareholders.

One Shareholder

64. Where the Corporation has only one shareholder, all business which the Corporation may transact at an annual or special meeting of shareholders shall be transacted in the manner provided for in paragraph 63 hereof.

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Dividends

65. The board of directors may from time to time declare dividends payable to shareholders according to their respective rights and interests in the Corporation. The Corporation may pay a dividend by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation and the Corporation may pay a dividend in money or property. A dividend payable in money shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class in respect of which it has been declared and mailed by ordinary mail, postage prepaid, to such registered holder at his last address appearing on the books of the Corporation. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all such joint holders and if more than one address appears on the books of the Corporation in respect of such joint holding the cheque shall be mailed to the first address so appearing. The mailing of such cheque as aforesaid shall satisfy and discharge all liability for the dividend to the extent of the sum represented thereby, unless such cheque be not paid at par on due presentation. In the event of non-receipt of any cheques for dividends by the person to whom it is so sent as aforesaid, the Corporation on proof of such non-receipt and upon satisfactory indemnity being given to it, shall issue to such person a replacement cheque for a like amount. Any dividend which remains unclaimed after a period of twelve (12) years after the date on which it has been declared payable shall be forfeited and revert to the Corporation.

NOTICES

Method of Giving

66. Any notice, communication or other document to be given by the Corporation to a shareholder, director, officer or auditor of the Corporation under any of the provisions of the articles or by-laws or the Act shall be sufficiently given if sent to such shareholder, director, officer or auditor by prepaid mail addressed to, or may be delivered personally to, a shareholder at his last address as shown on the records of the Corporation or its transfer agent; and a director, officer or auditor at his last address as shown in the records of the Corporation or in the case of a director or officer in the most recent notice filed under the Corporations Information Act, whichever is the more current. A notice or document sent by prepaid mail as hereinbefore provided to a shareholder, director, officer or auditor of the Corporation shall be deemed to be received by the addressee on the 15th day after mailing. Where the Corporation sends a notice or document to a shareholder by prepaid mail as hereinbefore provided and the notice or document is returned on three consecutive occasions because the shareholder cannot be found, the Corporation is not required to send any further notices or documents to the shareholder until he informs the Corporation in writing of his new address.

Computation of Time

67. In computing the date when notice must be given under any provision of the articles or by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

Omissions and Errors

68. The accidental omission to give any notice to any shareholder, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

Notice to Joint Shareholders

69. All notices with respect to any shares registered in more than one name may if more than one address appears on the books of the Corporation in respect of such joint holding, be given to such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to all the holders of such shares.

Persons Entitled by Death or Operation of Law

70. Every person who by operation of law, transfer, death of a shareholder or by any means whatsoever, shall become entitled to any share or shares, shall be bound by every notice in respect of such share or shares which shall have been duly given to the person from whom he derives his title to such share or shares, previously to his name and address being entered on the books of the Corporation (whether it be before or after the happening of the event upon which he became entitled).

Waiver of Notice

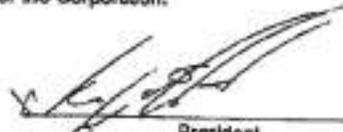
71. Where a notice or document is required by the Act, or the articles or by-laws of the Corporation to be sent, the notice may be waived or the time for sending the notice or document may be waived or abridged at any time with the consent in writing of the person entitled thereto.

INTERPRETATION

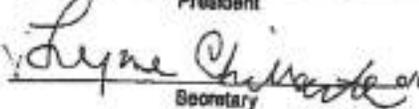
72. In this by-law and all other by-laws of the Corporation, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include individuals, sole proprietorships, partnerships, unincorporated associations, unincorporated syndicates, unincorporated organizations, trusts, body corporates and natural persons in their capacity as trustees, executors, administrators or other legal representatives; "resident Canadian" means an individual who is determined to be a resident Canadian as defined by the Act; "articles" shall include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement, articles of dissolution, articles of revival and any amendments thereto; the "Act" shall mean the Business Corporations Act, 1982 as amended from time to time or any act that may hereafter be substituted therefor.

PASSED the 1st day of October, 1991

WITNESS the corporate seal of the Corporation.



President



Secretary

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BE IT RESOLVED THAT By-Law Number 1 being a by-law relating generally to the transaction of the business and affairs of the Corporation be and the same is hereby made as a by-law of the Corporation and the President and the Secretary be and they are hereby authorized to sign the by-law and to apply the corporate seal thereto.

THE UNDERSIGNED, being all the directors of the Corporation hereby sign the foregoing resolution pursuant to the provisions of the Business Corporations Act, 1982.

DATED the 1st day of October, 1991

[Signature]
[Signature]

BE IT RESOLVED THAT By-Law Number 1 being a by-law relating generally to the transaction of the business and affairs of the Corporation be and the same is hereby confirmed without amendment as a by-law of the Corporation.

THE UNDERSIGNED, being all the shareholders of the Corporation hereby sign the foregoing resolution pursuant to the provisions of the Business Corporations Act, 1982.

DATED the 1st day of October, 1991

[Signature]
[Signature]

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BY-LAW NUMBER 2

A BY-LAW RESPECTING THE BORROWING OF MONEY, THE ISSUING OF DEBT OBLIGATIONS AND THE SECURING OF LIABILITIES

BE IT ENACTED and It is hereby enacted as a by-law of

GOLDEN ACRE FARMS INC.

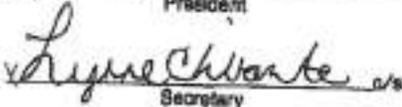
(hereinafter called the "Corporation") as follows:

The directors of the Corporation may from time to time:

- (a) Borrow money on the credit of the Corporation;
- (b) issue, release, sell or pledge debt obligations of the Corporation but no invitation shall be extended to the public to subscribe for any such debt obligations;
- (c) Subject to the Business Corporations Act, 1982, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- (d) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation; and
- (e) Delegate the powers conferred on the directors under this by-law to a director, a committee of directors or an officer of the Corporation to such extent and in such manner as the directors shall by resolution determine.

PASSED the 1st day of October 1991

WITNESS the corporate seal of the Corporation.

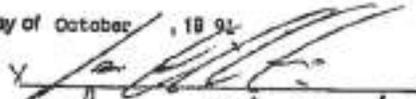
X 
President

Secretary

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BE IT RESOLVED THAT By-Law Number 2 being a by-law relating generally to the borrowing of money by the Corporation be and the same is hereby made as a by-law of the Corporation and the President and the Secretary be and they are hereby authorized to sign the by-law and to apply the corporate seal thereto.

THE UNDERSIGNED, being all the directors of the Corporation hereby sign the foregoing resolution pursuant to the provisions of the Business Corporations Act, 1982.

DATED the 1st day of October, 1991


x Royce Chivante

BE IT RESOLVED THAT By-Law Number 2 being a by-law relating generally to the borrowing of money by the Corporation be and the same is hereby confirmed without amendment as a by-law of the Corporation.

THE UNDERSIGNED, being all the shareholders of the Corporation hereby sign the foregoing resolution pursuant to the provisions of the Business Corporations Act, 1982.

DATED the 1st day of October, 1991

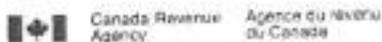

x Royce Chivante

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Exhibit B

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SCHEDULE 50



SHAREHOLDER INFORMATION

Name of corporation GOLDEN ACRE FARMS INC.	Business Number 13129 3847 RC0001	Tax year end Year/Month/Day 2017-12-31
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All private corporations must complete this schedule for any shareholder who holds 10% or more of the corporation's common and/or preferred shares.

	Name of shareholder (after name, indicate in brackets if the shareholder is a corporation, partnership, individual, or trust)	Provide only one number per shareholder			Percentage common shares	Percentage preferred shares
		Business Number (if a corporation is not registered, enter "NR")	Social insurance number	Trust number		
	100	200	300	350	400	500
1	The Chibante 2015 Family Trust			NA	50.000	
2	1797540 Ontario Inc	85032 5051 RC0001			50.000	
3	Louis Chibante		REDACTED			50.000
4	Lynne Chibante					50.000
5						
6						
7						
8						
9						
10						

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