AUGLAIZE COUNTY
COMMON PLEAS COURT
FILED

2018 SEP 25 AM 10: 14

J. JEAN WEINSTROTH
CLERK OF COURTS

**COURT OF COMMON PLEAS, CIVIL DIVISION**
**AUGLAIZE COUNTY, OHIO**

| | | |
|---|---|---|
| **PAUL MASTRONARDI** | * | |
| | * | **Case No.** 2017 CV 0144 |
| Plaintiff, | * | |
| | * | **Judge Frederick D. Pepple** |
| vs. | * | |
| | * | |
| **LUIS CHIBANTE, et al.,** | * | **SUPPLEMENT TO PROOF OF CLAIM** |
| | * | **CLAIMANT: 1797540 ONTARIO, INC.** |
| | * | **CLAIM NUMBER 56** |
| Defendants. | * | |
| | * | |

Now comes the undersigned, counsel for 1797540 Ontario, Inc. ("540"), and submits the attached supplemental information to 540's Claim Number 56 (the "Claim") filed with the Court September 17, 2018. This is pursuant to this Court's September 19, 2018 Journal Entry.

A copy of 540's Articles of Incorporation and related By-laws dated August 24, 2009 is attached as Exhibit A. A copy of 540's Articles of Amendment dated December 18, 2015 is attached as Exhibit B.

Shareholders are listed on a copy of 540's Schedule 50 of its 2017 corporate tax return, which is attached as Exhibit C. Shareholders of 540 have remained the same throughout the company's incorporation and the timeframe reflected in the Claim.

Respectfully submitted,

JAUERT & BURTON LLP

By MABurton

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Attorney for 1797540 Ontario Inc

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Ministry of Government Services / Ministère des Services gouvernementaux
Ontario

**CERTIFICATE** / **CERTIFICAT**

This is to certify that these articles are effective on / Ceci certifie que les présents statuts entrent en vigueur le

**AUGUST 24 AOÛT, 2009**

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

Ontario Corporation Number
*Numéro de la société en Ontario*

**1797540**

Form 1
Business Corporations Act

*Formule 1*
*Loi sur les sociétés par actions*

## ARTICLES OF INCORPORATION
## *STATUTS CONSTITUTIFS*

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
*Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT)*

1797540 ONTARIO INC.

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

1451 Concession 2 East
(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
*(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro de bureau)*

Kingsville ONTARIO N9Y2E5
(Name of Municipality or Post Office) (Postal Code)
*(Nom de la municipalité ou du bureau de poste)* *(Code postal)*

3. Number of directors is/are:
*Nombre d'administrateurs :*

Fixed number / *Nombre fixe* 2 OR *minimum and maximum* / *OU minimum et maximum*

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

| First name, middle names and surname / *Prénom, autres Prénoms et nom de famille* | Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code / *Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité, la province, le pays et le code postal* | Resident Canadian? Yes or No / *Résident canadien? Oui/Non* |
|---|---|---|
| Louis Chibante | 1481 Road 2 East, Kingsville, Ontario N9Y 2E4 | Yes |
| Lynne Marie Chibante | 1481 Road 2 East, Kingsville, Ontario N9Y 2E4 | Yes |

(2007)

EXHIBIT
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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 société.*

None

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 société est autorisée à émettre :*

The Corporation is authorized to issue an unlimited number of Common shares, an unlimited number of Class A Special shares and an Unlimited number of Class B Special shares.



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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 :*

## 7.1 COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares of the Corporation are as follows:

7.1.1 Each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of the Shareholders of the Corporation, and at all such meetings shall be entitled to one (1) vote in respect of each Common Share held by such holder.

7.1.2 The holders of Common Shares shall be entitled to receive dividends if and when declared by the Directors, subject to the preference and priority to any payment of dividends set out with respect to the Special Shares herein;

7.1.3 In the event of any liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its Shareholders for the purpose of winding up its affairs, the holders of Common Shares shall be entitled, subject to the rights of holders of the shares of any class ranking prior to the Common Shares, to receive the remaining property or assets of the Corporation.

## 7.2 CLASS A SPECIAL SHARES

7.2.1 - Issuance

The Class A Special Shares shall be issued from time to time in the discretion of the Board of Directors at their fair market value as determined by the Board of Directors at the time of issue (which shall hereinafter be referred to as "the Class A Issued Amount").

7.2.2 – Dividends

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 Class B Special Shares and the Common Shares for such year, be entitled, out of any or all of the profits or surplus available for dividends, to non-cumulative dividends in such amount as the Directors may from time to time determine, not to exceed in any particular year 15% of the Class A Issued Amount of the said Class A Special Shares; if in any year, after providing for the full dividends on the Class A Special Shares, there shall be made 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 Class B Special Shares and on the Common Shares.

7.2.3 – Priority

The Class A Special Shares shall rank, both as regards to 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.

7.2.4 – Redemption

The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A Special Shares on payment, in respect of each share to be redeemed, the



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Issued Amount thereon for each Special Share to be redeemed, together with all dividends declared thereon and unpaid. Not less than 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 redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any Trust Company or Chartered Bank in 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 thereafter shall have no rights against the Corporation in respect thereof except upon the surrender of certificates for such shares, to receive payment therefore out of the monies so deposited.

7.2.5 – Retraction

The holders of Class A Special Shares shall be entitled, at any time or times, to require the Corporation to redeem 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 head office a Share Certificate 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 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. Such request in writing shall specify a redemption date which shall be not less than 50 days after the day upon which the request in writing is given to the Corporation. Upon receipt of a Share Certificate 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 Special Shares by paying to such registered holder the Issued Amount of the Class A Special Shares to be redeemed, together with all dividends declared thereon and unpaid. Such payments shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class A 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 the holders of such Class A Special Shares in respect thereof unless payment of the redemption value of the Class A Special Shares to be redeemed is not made on the redemption date, in which event the rights of the holders of the said Class A Special Shares shall remain unaffected.

7.2.6 – Liquidation or dissolution

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 any part of the assets of the Corporation among the holders of the Common Shares, the Issued Amount of the Class A 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.

7.2.7 – Voting

The holders of the Class A Special Shares shall not be entitled to vote at any meetings 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

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undertaking or a substantial part thereof.

7.2.8 – Amendment of Articles

An authorization to amend the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attached to the Class A Special Shares or to create special shares ranking in priority to or on a parity with the Class A Special Shares, in addition to the authorization by a Special Resolution, must be given by at least 2/3rds of the votes cast at a meeting of the holders of the Class A Special Shares and by at least 2/3rds of the votes cast at a meeting of the holders of the Common Shares, duly called for that purpose.

## 7.3 CLASS B SPECIAL SHARES

7.3.1 – Issuance

The Class B Special Shares shall be issued from time to time in the discretion of the Board of Directors at their fair market value as determined by the Board of Directors at the time of issue (which shall hereinafter be referred to as "the Class B Issued Amount").

7.3.2 – Dividends

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, but subject to the priority of the Class A Special Shares be entitled, out of any or all of the profits or surplus available for dividends, to non-cumulative dividends in such amount as the Directors may from time to time determine, not to exceed in any particular year 10% of the Class B Issued Amount; if in any year, after providing for the full dividends on the Class B Special Shares, there shall be made 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.

7.3.3 – Priority

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

7.3.4 – Redemption

The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class B Special Shares on payment, in respect of each share to be redeemed, of the Class B Issued Amount thereon for each Special Share to be redeemed, together with all dividends declared thereon and unpaid. Not less than 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 redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any Trust Company or Chartered Bank in 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 thereafter shall have no rights against the Corporation in respect thereof except upon the surrender of certificates for such shares, to receive payment therefore out of the monies so deposited.

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7.3.5 – Retraction

The holders of Class B Special Shares shall be entitled, at any time or times, to require the Corporation to redeem 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 head office a Share Certificate representing the Class B Special Shares which the registered holders 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 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. Such request in writing shall specify a redemption date which shall be not less than 50 days after the day upon which the request in writing is given to the Corporation. Upon receipt of a Share Certificate 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 Special Shares by paying to such registered holder the Class B Issued Amount of the Class B Special Shares to be redeemed, together with all dividends declared thereon and unpaid. Such payments shall be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. The said Class B 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 the holders of such Class B Special Shares in respect thereof unless payment of the redemption value of the Class B Special Shares to be redeemed is not made on the redemption date, in which event the rights of the holders of the said Class B Special Shares shall remain unaffected.

7.3.6 – Liquidation or dissolution

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class B Special Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Common Shares, the Class B Issued Amount of the Class B Special Shares together with all dividends declared thereon and unpaid, but subject always to the priority of the Class A Special Shares; the holders of Common Shares shall be entitled to receive the remaining assets of the Corporation.

7.3.7 – Voting

Each holder of a Class B Special Share shall be entitled to receive notice of and attend all meetings of the Shareholders of the Corporation, and at all such meetings shall be entitled to one vote in respect of each Class B Special Share held by such holder.

7.3.8 – Amendment of Articles

An authorization to amend the articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attached to the Class B Special Shares or to create special shares ranking in priority to or on a parity with the Class B Special Shares, in addition to the authorization by a Special Resolution, must be given by at least 2/3rds of the

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6. 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 restreint. 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 in writing 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; or

(b) the previous consent of all the 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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5. Other provisions if any:
*Autres dispositions, s'il y a lieu :*

(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 have continued after the termination of that employment to be shareholders of the Corporation, is limited to fifty, two or more persons who are the 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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**Schedule "B"**

**By-Laws**



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10. The names and addresses of the incorporators are:
*Noms et adresses des fondateurs :*

| First name, middle names and surname or corporate name<br>*Prénom, autres prénoms et nom de famille ou dénomination sociale* | Full address for service or if a corporation, the address of the registered or head office giving street & No. or R.R. No., municipality, province, country and postal code<br>*Domicile élu au complet ou, dans le cas d'une société, adresse du siège social ou adresse de l'établissement principal, y compris le nom et le numéro ou le numéro de la R.R., la municipalité, la province, le pays et le code postal* |
|---|---|
| Louis Chibante | 1461 Road 2 East, Kingsville, Ontario N9Y 2E4 |
| Lynne Marie Chibante | 1461 Road 2 East, Kingsville, Ontario N9Y 2E4 |

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

Full name(s) and signature(s) of incorporator(s). In the case of a corporation set out the name of the corporation and the name and office of the person signing on behalf of the corporation
*Nom(s) au complet et signature(s) du ou des fondateurs. Si le fondateur est une société, indiquer la dénomination sociale et le nom et le titre de la personne signant au nom de la société*

| | |
|---|---|
| *Signature / signature* | Louis Chibante<br>Name of incorporator (or corporation name & signatories name and office)<br>*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)* |
| *Signature / signature* | Lynne Marie Chibante<br>Name of incorporator (or corporation name & signatories name and office)<br>*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)* |
| *Signature / signature* | Name of incorporator (or corporation name & signatories name and office)<br>*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)* |
| *Signature / signature* | Name of incorporator (or corporation name & signatories name and office)<br>*Nom du fondateur (ou dénomination sociale et nom et titre du signataire)* |



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## BY-LAW NO. 1

A by-law relating generally to the conduct of the business and affairs of

1797540 ONTARIO INC.

(herein called the "Corporation")

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1. Interpretation
2. Directors
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9. Financial Year
10. Notices
11. Execution of Documents
12. Effective Date
13. Repeal


BE IT ENACTED as a by-law of the Corporation as follows:

## 1. INTERPRETATION

1.01 In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

(a) "Act" means the Ontario Business Corporations Act together with the Regulations made pursuant thereto and any statute or regulations that may be substituted therefor, as amended from time to time;

(b) "articles" means the articles of incorporation of the Corporation as amended or restated from time to time;

(c) "board" means the board of directors of the Corporation;

(d) "by-laws" means this by-law and all other by-laws of the Corporation as amended from time to time, and from time to time in force and effect;

(e) "Corporation" means this Corporation;

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(f) "meeting of shareholders" means any meeting of shareholders, whether annual or special; and "special meeting of shareholders" means a special meeting of all shareholders entitled to vote at an annual meeting of shareholders and a meeting of any class or classes of shareholders entitled to vote on the question at issue;

(g) "person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;

(h) "recorded address" means, in the case of a shareholder, his address as recorded in the shareholders' register; and, in the case of joint shareholders, the address appearing in the shareholders' register in respect of such joint holding or the first address so appearing if there are more than one; and, in the case of a director, officer, auditor or member of a committee of the board, his latest address recorded in the records of the Corporation; and

(i) "unanimous shareholder agreement" shall have the meaning ascribed to such term under the Act.

1.02 In this by-law where the context requires, words importing the singular include the plural and vice versa and words importing gender include the masculine, feminine and neuter genders.

1.03 Save as aforesaid, all the words and terms appearing in this by-law shall have the same definitions and application as in the Act.

## 2. DIRECTORS

2.01 Powers - Subject to any unanimous shareholder agreement, the business and affairs of the Corporation shall be managed or supervised by a board of directors.

Until changed in accordance with the Act, the board shall consist of

(Delete as applicable.)

a fixed number of 2 directors.

not fewer than the minimum number and not more than the maximum number of directors provided for in the articles.

2.02 Resident Canadians - Except where the Corporation is a non-resident Corporation,

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a majority of the directors shall be resident Canadians but 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.

2.03 Qualifications - No person shall be qualified for election as a director if he is less than 18 years of age; if he is of unsound mind and has been so found by a court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt.

2.04 Election and Term - The election of directors shall take place at the first meeting of shareholders and at each succeeding annual meeting at which an election of directors is required. The directors shall hold office for an expressly stated term, which shall expire not later than the close of the third annual meeting of shareholders following the election. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of shareholders following his election. Incumbent directors, if qualified, shall be eligible for re-election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

2.05 Resignation - A director who is not named in the articles may resign from office upon giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later. A director named in the articles shall not be permitted to resign his office unless at the time the resignation is to become effective a successor is elected or appointed.

2.06 Removal - Subject to the provisions of the Act, the shareholders may, by ordinary resolution passed at a meeting of shareholders, remove any director or directors from office before the expiration of his or their respective terms and may, by a majority of the votes cast at the meeting, elect any person in his place for the remainder of his term.

2.07 Vacation of Office - A director ceases to hold office when he dies, resigns, is removed from office by the shareholders, or becomes disqualified to serve as a director.

2.08 Vacancies - Subject to the provisions of the Act, where a vacancy occurs on the

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board, a quorum of the directors then in office may appoint a person to fill the vacancy for the remainder of the term. If there is not a quorum of directors or if there has been a failure to elect the number of directors required by the articles or in the case of a variable board as required by special resolution, the directors then in office shall forthwith call a special meeting of 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.

## 3. MEETINGS OF DIRECTORS

3.01 Place of Meetings - Meetings of the board may be held at any place within or outside Ontario and it shall not be necessary that, in any financial year of the Corporation, a majority of the meetings of the board be held at a place within Canada.

3.02 Meetings by Telephone - Where all the directors present at or participating in the meeting have consented thereto, any director may participate in a meeting of the board or of a committee of the board by means of conference telephone, 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 for the purposes of the Act and these by-laws to be present at the meeting. If a majority of the directors participating in such a meeting are then in Canada, the meeting shall be deemed to have been held in Canada.

3.03 Calling of Meetings - Meetings of the board 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 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 directors. Notice of every meeting so called shall be given to each director not less than 48 hours (excluding any part of a Sunday and of a holiday as defined by the Ontario *Interpretation Act*) before the time when the meeting is to be held, except that no notice of meeting shall be necessary if all the directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

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3.04 Regular Meetings - The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

3.05 First Meeting of New Board - Each newly elected board may without notice hold its first meeting immediately following a meeting of shareholders at which such board is elected, provided that a quorum of directors is present.

3.06 Quorum - Where the Corporation has fewer than three directors, all directors must be present at any meeting of directors to constitute a quorum. Subject to the articles or by-laws of the Corporation, a majority of the number of directors or minimum number of directors required by the articles constitutes a quorum at any meeting of directors but in no case shall a quorum be less than two-fifths of the number of directors or less than the minimum number of directors, as the case may be.

3.07 Resident Canadians - Directors shall not transact business at a meeting of the board unless a majority of the directors present are resident Canadians or, where the Corporation has fewer than three directors, one of the directors present is a resident Canadian. However, directors may transact business at a meeting of the board where a majority of resident Canadian directors is not present if

(a) a resident Canadian director who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting; and

(b) a majority of resident Canadian directors would have been present had the director been present at the meeting.

3.08 Chairman - The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting:

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(a) Chairman of the Board;
(b) President; or
(c) a Vice-President.

If no such officer is present, the directors present shall choose one of their number to be chairman.

3.09 Votes to Govern - At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.

3.10 Casting Vote - In the case of an equality of votes on any question at a meeting of the board, the chairman of the meeting shall be entitled to a second or casting vote.

3.11 Disclosure of Interests in Contracts - 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 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 at the time and in the manner required by the Act. Any such contract or proposed contract shall be referred to the board or shareholders for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the board or the shareholders, and a director interested in a contract so referred to the board shall not vote on any resolution to approve the same except as provided by the Act.

3.12 Resolution in Lieu of Meeting - A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors or committee of directors.

3.13 Delegation - Directors may appoint from their number a managing director who is a resident Canadian or a committee of directors and delegate to such managing director or

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committee any of the powers of the directors. If the directors appoint a committee of directors, a majority of the members of the committee must be resident Canadians. Unless otherwise determined by the board and subject to the Act, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

## 4. REMUNERATION AND INDEMNIFICATION

4.01 Remuneration - Subject to the provisions of the Act, the articles, and the by-laws of the Corporation or any unanimous shareholder agreement, the board may fix the remuneration of the directors. Nothing contained herein shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor. In addition, directors shall be paid such sums in respect of their out-of-pocket expenses incurred in attending board, committee or shareholders' meetings or otherwise in respect of the performance by them of their duties as the board may from time to time determine.

4.02 Limitation of Liability - 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. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

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4.03 Indemnity of Directors and Officers - Subject to the provisions of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer 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 such Corporation or body corporate if

(a) he acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) 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.

4.04 Insurance - Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.

## 5. OFFICERS

5.01 Appointment - Subject to the provisions of the Act, the articles or any unanimous shareholder agreement, the board may from time to time appoint a president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Save for the chairman of the board and the managing director, an officer may but need not be a director and one person may hold more than one office.

5.02 Term, Remuneration and Removal - The terms of employment and remuneration of all officers elected or appointed by the board (including the president) shall be determined

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from time to time by resolution of the board. The fact that any officer or employee is a director or shareholder of the Corporation shall not disqualify him from receiving such remuneration as may be determined. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board at any time with or without cause.

5.03 Chairman of the Board - The board may from time to time also appoint a chairman of the board who shall be a director. If appointed, the board may assign to him any of the powers and duties that are by any provisions of this by-law capable of being assigned to the president; and he shall, subject to the provisions of the Act, have such other powers and duties as the board may specify. During the absence or disability of the chairman of the board, his duties shall be performed and his powers exercised by the president.

5.04 Managing Director - The board may from time to time appoint a managing director who shall be a resident Canadian and a director. If appointed, he shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation; and he shall, subject to the provisions of the Act, have such other powers and duties as the board may specify. During the absence or disability of the president, or if no president has been appointed, the managing director shall also have the powers and duties of that office.

5.05 President - The board may from time to time appoint a president. The president shall be the chief operating officer of the Corporation and, if no managing director has been appointed, and subject to the authority of the board, shall have the general supervision of the business and affairs of the Corporation and he shall have such other powers and duties as the board may specify. During the absence or disability of the managing director, or if no managing director has been appointed, the president shall also have the powers and the duties of that office.

5.06 Vice-President - The board may from time to time appoint one or more vice-presidents. A vice-president so appointed shall have such powers and such duties as the board or the chief executive officer may prescribe.

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5.07 Secretary - The board may from time to time appoint a secretary. The secretary shall attend all meetings of the directors, shareholders and committees of the board and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings; he shall give, or cause to be given, when instructed, notices required to be given to shareholders, directors, auditors and members of committees; 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.

5.08 Treasurer - The board may from time to time appoint a treasurer. The treasurer shall keep, or cause to be kept, proper accounting records as required by the Act; he shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account; he shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board, whenever required, 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.

5.09 Other Officers - The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board 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 otherwise directs.

5.10 Variation of Duties - From time to time and subject to the provisions of the Act, the board may vary, add to or limit the powers and duties of any officer.

5.11 Agents and Attorneys - The board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

5.12 Fidelity Bonds - The board may require such officers, employees and agents of the

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Corporation, as it deems advisable, to furnish bonds for the faithful performance of their duties, in such form and with such surety as the board may from time to time prescribe.

5.13 Conflict of Interest - An officer shall disclose his interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with Section 3.11 herein.

## 6. MEETINGS OF SHAREHOLDERS

6.01 Annual Meetings - Subject to Section 6.16 herein, the directors shall call the first annual meeting of shareholders not later than eighteen months after the Corporation comes into existence and, subsequently, not later than fifteen months after holding the last preceding annual meeting. The annual meeting of shareholders of the Corporation shall be held at such time and on such day in each year as the board may from time to time determine, for the purposes of receiving the reports and statements required by the Act to be laid before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

6.02 Special Meetings - The board may at any time call a special meeting of shareholders for the transaction of any business which may properly be brought before such meeting of shareholders. All business transacted at an annual meeting of shareholders, except consideration of the financial statements, auditor's report, election of directors and reappointment of the incumbent auditor, is deemed to be special business.

6.03 Place of Meetings - Meetings of shareholders shall be held at the registered office of the Corporation, or at such other place within or outside of Ontario as the board from time to time determines.

6.04 Notice of Meetings - Notice of the time and place of each meeting of shareholders shall be sent not less than 10 days and not more than 50 days before the date of the meeting to the auditor of the Corporation, to each director, and to each person whose

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name appears on the records of the Corporation at the close of business on the day next preceding the giving of the notice as a shareholder entitled to vote at the meeting. Notice of a special meeting of shareholders shall state:

(a) the nature of the business to be transacted at the meeting in sufficient detail to permit the shareholders to form a reasoned judgment thereon; and

(b) the text of any special resolution or by-law to be submitted to the meeting.

A shareholder and any other person entitled to attend a meeting of shareholders may in any manner and at any time waive notice of or otherwise consent to a meeting of shareholders.

6.05 Persons Entitled To Be Present - The only persons entitled to attend a meeting of shareholders shall be those entitled to vote thereat, the directors and the auditor of the Corporation and others who although not entitled to vote are entitled or required under any provision of the Act or by-laws of the Corporation to be present at the meeting. Any other persons may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

6.06 Quorum - Subject to the provisions of the Act, the holders of a majority of the shares entitled to vote at a meeting of shareholders present in person or by proxy constitute a quorum for the transaction of business at any meeting of shareholders.

6.07 One-Shareholder Meeting - If the Corporation has only one shareholder, or only one holder of any class or series of shares, the shareholder present in person or by proxy constitutes a meeting.

6.08 Right to Vote - At any meeting of shareholders, unless the articles otherwise provide, each share of the Corporation entitles the holder thereof to one vote at a meeting of shareholders, subject to the provisions of the Act.

6.09 Joint Shareholders - Where two or more persons hold the same share or shares jointly, any one of such persons present at a meeting of shareholders may in the absence of the other vote the shares but, if two or more of such persons who are present in person or by proxy, vote, they shall vote as one on the shares jointly held by them.

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6.10 Proxies - 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 are not required to be shareholders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and executed by the shareholder or by his attorney authorized in writing and shall conform with the requirements of the Act. The board may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of shareholders, before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, where no time is specified in such notice, the proxy has been received by the secretary of the Corporation or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

6.11 Scrutineers - 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.

6.12 Votes to Govern - Subject to the provisions of the Act, the articles and the by-laws of the Corporation or any unanimous shareholder agreement, all questions proposed for the consideration of the shareholders at a meeting shall be decided by a majority of the votes cast thereon. In case of an equality of votes either on a show of hands or on a poll, the chairman of the meeting shall / shall not be entitled to a second or casting vote.

6.13 Show of Hands - Subject to the provisions of the Act, at all meetings of shareholders every question shall be decided by a show of hands unless a ballot thereon be required by the chairman or be demanded by a shareholder or proxyholder present and entitled to vote. Upon a show of hands, every person present and entitled to vote has one vote regardless of the number of shares he represents. After a show of hands has been taken upon any question, the chairman may require, or any shareholder or proxyholder present and entitled to vote may demand, a ballot thereon. Whenever a vote by show of

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hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chairman 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 meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

6.14 Ballots - If a ballot is required by the chairman of the meeting or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the chairman of the meeting directs.

6.15 Adjournment - The chairman of a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

6.16 Resolution in Lieu of Meeting - Except where a written statement with respect to the subject matter of the resolution is submitted by a director or the auditors in accordance with the Act,

(a) 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 the shareholders; and

(b) a resolution in writing dealing with any matter required by the Act to be dealt with at a meeting of shareholders, and signed by all the shareholders entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of shareholders.

## 7. SHARES

7.01 Allotment - Subject to the provisions of the Act, the articles and any unanimous shareholder agreement, the board may from time to time allot or grant options to purchase the whole or any part of the authorized and unissued shares of the Corporation at such time and to such persons and for such consideration as the board shall determine, provided that no share shall be issued until it is fully paid as provided by the Act.

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7.02 Lien for Indebtedness - Subject to the provisions of the Act, the Corporation shall have a lien on shares registered in the name of a shareholder indebted to the Corporation. Such lien may be enforced, subject to any other provision of the articles and to any unanimous shareholder agreement, by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, the Corporation may refuse to register a transfer of the whole or any part of such shares.

7.03 Share Certificates - Every holder of one or more shares of the Corporation is entitled, at his option, to a share certificate, or to a non-transferable written acknowledgment of his right to obtain a share certificate, stating the number and class or a series of shares held by him as shown on the records of the Corporation. Share certificates and acknowledgments of a shareholder's right to a share certificate shall be in such form as the board shall from time to time approve. Any share certificate shall be signed in accordance with Section 11.01 herein and need not be under the corporate seal.

7.04 Replacement of Share Certificates - Subject to the provisions of the Act, the directors may by resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued to replace a share certificate which has been defaced, lost, stolen or destroyed.

7.05 Transfer Agent and Registrar - The board may from time to time appoint a registrar to maintain the securities register and a transfer agent to maintain the register of transfers and may also appoint one or more branch registrars to maintain branch security registers and one or more branch transfer agents to maintain branch registers of transfers, but one person may be appointed both registrar and transfer agent. The board may at any time terminate any such appointment.

7.06 Joint Shareholders - If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividends, bonus, return of capital or other money payable or warrant issuable in respect of such share.

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## 8. DIVIDENDS

8.01 Declaration - Subject to the provisions of the Act, the articles and to any unanimous shareholder agreement, the board may declare and the Corporation may pay dividends to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation or, subject to the provisions of the Act, may be paid in money or property.

8.02 Payment - A dividend payable in cash 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 recorded address, unless such holder otherwise directs. In the case of joint holders, the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and mailed to them at their recorded addresses. The mailing of such cheque as aforesaid shall satisfy and discharge all liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold, unless such cheque be not paid on due presentation.

8.03 Non-Receipt of Cheque - In the event of the non-receipt of any cheque for a dividend by the person to whom it is so sent as aforesaid, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in a particular case.

## 9. FINANCIAL YEAR

9.01 Financial Year - The financial year of the Corporation shall end on the 31st day of December in each year, until changed by a resolution of the board.

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## 10. NOTICES

10.01 Method of Giving Notice - Any notice, communication or other document required by the Act, the regulations, the articles or the by-laws to be given by the Corporation to a shareholder, director, officer, or auditor or member of a committee of the board of the Corporation under any provision of the Act, the articles or by-laws or otherwise shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary mail or if sent to him at his recorded address by any means of any prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or delivered to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth day after mailing; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any shareholder, director, officer or auditor of the Corporation in accordance with any information believed by him to be reliable. The recorded address of a director shall be his latest address as shown in the records of the Corporation or in the most recent notice filed under the Ontario Corporations Information Act, whichever is the more current.

10.02 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, "day" means a clear day and a period of days shall be deemed to commence on the day following the event that began the period and shall be deemed to terminate at midnight of the last day of the period except that if the last day of the period falls on a Sunday or holiday the period shall terminate at midnight of the day next following that is not a Sunday or holiday.

10.03 Omissions and Errors - The accidental omission to give any notice to any shareholder, director, officer or auditor, or the non-receipt of any notice by 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.

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10.04 Notice to Joint Shareholders - All notices with respect to any shares registered in more than one name may, if more than one address appears on the records 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.

10.05 Persons Entitled by Death or Operation of Law - Every person who by operation of law, by transfer or the death of a shareholder or otherwise becomes entitled to shares is bound by every notice in respect of such shares which has been duly given to the registered holder from whom he derives title prior to his name and address being entered on the records of the Corporation (whether such notice was given before or after the happening of the event upon which he became so entitled) and prior to his furnishing to the Corporation the proof of authority or evidence of his entitlement prescribed by the Act.

10.06 Waiver of Notice - Any shareholder (or his duly appointed proxy), director, officer or auditor may waive any notice or abridge the time required for any notice required to be given under any provision of the Act, the articles or by-laws of the Corporation or otherwise, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board or a committee of the board which may be given in any manner.

10.07 Signatures to Notices - The signatures to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

## 11. EXECUTION OF DOCUMENTS

11.01 Signing Officers - Deeds, transfers, assignments, contracts and obligations of the Corporation may be signed by the president or a vice-president or a director together with the secretary or treasurer or an assistant secretary or assistant treasurer or another director. Notwithstanding this, the board may at any time and from time to time direct the manner in

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which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.

11.02 Seal - Any person authorized to sign any document may affix the corporate seal thereto.

## 12. EFFECTIVE DATE

12.01 Effective Date - This by-law shall come into force when enacted by the directors, subject to the provisions of the Act.

## ~~13. REPEAL~~

~~13.01 Repeal - Upon this by-law coming into force, By-law Number of the Corporation is repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.~~

ENACTED by the board the 26th day of August (year) 2009

President

Secretary

(Corporate Seal)

CONFIRMED by the shareholders the 26th day of August 2009 (year)

Secretary

(Corporate Seal)

WRB

Resolved that the foregoing by-law is hereby enacted by the directors of the Corporation, pursuant to the Ontario *Business Corporations Act* as evidenced by the respective signatures hereto of all the directors.

Dated the 26th day of August (year) 2009

In lieu of confirmation at a general meeting of the shareholders, we the undersigned, being all of the shareholders of the Corporation entitled to vote at a meeting of shareholders, hereby confirm in writing the above by-law in accordance with the Ontario *Business Corporations Act*.

Dated the 26th day of August (year) 2009

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**BY-LAW NO. 2**

A by-law respecting the borrowing of money and the issuing of securities by:

(herein called the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Without limiting the borrowing powers of the Corporation as set forth in the Ontario Business Corporations Act (the "Act"), the Directors of the Corporation may, from time to time without the authorization of the Shareholders:

(a) borrow money upon the credit of the Corporation;

(b) issue, re-issue, sell or pledge debt obligations of the Corporation;

(c) subject to Section 20 of the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) charge, 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.

2. The Directors may, from time to time, by resolution delegate any or all of the powers referred to in paragraph 1 of this by-law to a director, a committee of directors or one or more officers of the Corporation.

ENACTED by the Directors and sealed with the Corporation's seal the 28th day of August, 2009.

President

(Corporate Seal)

Secretary

(Corporate Seal)

Resolved that the foregoing by-law is hereby enacted by the directors of the Corporation, pursuant to the Ontario Business Corporations Act as evidenced by the respective signatures hereto of all the directors.

Dated the 26th day of August, 2009.

In lieu of confirmation at a general meeting of the shareholders, we the undersigned, being all of the shareholders of the Corporation entitled to vote at a meeting of shareholders, hereby confirm in writing the foregoing by-law in accordance with the Ontario Business Corporations Act.

Dated the 26th day of August, 2009

MRB

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Ministry of Government Services / Ministère des Services gouvernementaux

Ontario

**CERTIFICATE** / **CERTIFICAT**

This is to certify that these articles are effective on / Ceci certifie que les présents statuts entrent en vigueur le

**DECEMBER 18 DÉCEMBRE, 2015**

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

(5)

Ontario Corporation Number
Numéro de la société en Ontario

1797540

Form 3
Business Corporations Act

Formule 3
Loi sur les sociétés par actions

## ARTICLES OF AMENDMENT
## STATUTS DE MODIFICATION

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

1797540 ONTARIO INC.

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT) :

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

2009 08 24
(Year, Month, Day)
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are:
Nombre d'administrateurs :

minimum and maximum number of directors is/are:
nombre minimum et maximum d'administrateurs :

Number
Nombre

minimum and maximum
minimum et maximum

or
ou

5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :

A. Upon registration of these Articles of Amendment the issued and outstanding common shares of the Corporation are hereby redesignated as Class 1 common shares.

continued

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EXHIBIT
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(pg. 1 of 28)

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



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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 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



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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 hereinbefore 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 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.



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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).



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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 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



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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



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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 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



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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



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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



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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 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.



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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.

**1797540 ONTARIO 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) **Louis Chibante**
(Signature)

**President**
(Description of Office)
(Fonction)

Canada Revenue Agency | Agence du revenu du Canada

**SCHEDULE 50**

## SHAREHOLDER INFORMATION

| Name of corporation | Business Number | Tax year end Year Month Day |
|---|---|---|
| 1797540 Ontario Inc. | 85032 5051 RC0001 | 2017-12-31 |

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) 100 | Provide only one number per shareholder: Business Number (If a corporation is not registered, enter "NR") 200 | Social insurance number 300 | Trust number 350 | Percentage common shares 400 | Percentage preferred shares 500 |
|---|---|---|---|---|---|---|
| 1 | Luis Chibante | | [redacted] | | 50.000 | |
| 2 | Lynn Chibante | | [redacted] | | 50.000 | |
| 3 | | | | | | |
| 4 | | | | | | |
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