

## Schedule "A"

### SHARE CAPITAL

The Corporation is authorized to issue shares without nominal or par value divided as follows:

- (a) an unlimited number of Class "A" Common Voting Shares;
- (b) an unlimited number of Class "B" Common Voting Shares;
- (c) an unlimited number of Class "C" Common Non-Voting Shares;
- (d) an unlimited number of Class "D" Preferred Voting Shares;
- (e) an unlimited number of Class "E" Preferred Non-Voting Shares;
- (f) an unlimited number of Class "F" Preferred Non-Voting Shares.

### RIGHTS AND RESTRICTIONS ON CLASSES OF SHARES

The Class "A" Common Shares, Class "B" Common Shares and Class "C" Common Shares shall carry and be subject to the following rights, restrictions, conditions and limitations:

#### 1. Voting:

- (a) The holders of Class "A" Common Shares and Class "B" Common Shares in the Corporation are entitled to notice of and attend at meetings of the Shareholders of the Corporation, and shall be entitled to one (1) vote in respect of each such share so held and the holder shall also be entitled to consent to and sign a resolution in writing to be signed by the Shareholders of the Corporation.
- (b) Except as provided in the Business Corporations Act, as amended from time to time, the holders of the Class "C" Common Shares shall not, as such, be entitled to vote at, nor to receive notice of or attend shareholders meetings nor shall the holders be entitled to consent to or sign a resolution in writing to be signed by the Shareholders of the Corporation.

#### 2. Dividends:

- (a) The holders of the Class "A" Common Shares or Class "B" Common Shares or Class "C" Common Shares shall be entitled to receive a dividend when, as, and if declared by the Directors of the Corporation on the Class "A" Common Shares or Class "B" Common Shares or Class "C" Common Shares, as the case may be.

Dividends may be declared and paid on the Class “A” Common Shares or the Class “B” Common Shares or the Class “C” Common Shares to the complete exclusion of dividends being declared and paid on any other class or classes of shares of the Corporation. Provided however, no dividends shall be declared on such shares if to do so would impair the ability of the Corporation to redeem the then outstanding Preferred Shares in the capital stock of the Corporation.

3. Return of Capital:

(a) In the event of liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Class “A” Common Shares and Class “B” Common Shares and Class “C” Common Shares shall rank pari passu with one another to receive any remaining balance of the assets and properties of the Corporation after payment of return of capital and any declared but unpaid dividends to the holders of the Preferred shares herein referred to.

The Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares shall carry and be subject to the following rights, restrictions, conditions and limitations:

1. Voting:

(a) The holders of the Class “D” Preferred Shares in the Corporation shall be entitled to notice of and to attend at meetings of the Shareholders of the Corporation, and shall be entitled to one (1) vote in respect of each such share so held and the holder shall also be entitled to consent to and sign a resolution in writing to be signed by the Shareholders of the Corporation.

(b) Except as provided in the Business Corporations Act, as amended from time to time, the holders of the Class “E” Preferred Shares and Class “F” Preferred Shares shall not, as such, be entitled to vote at, nor to receive notice of or attend shareholders meetings nor shall the holders be entitled to consent to or sign a resolution in writing to be signed by the Shareholders of the Corporation.

2. Dividends:

(a) The holders of the Class “D” Preferred Shares or Class “E” Preferred Shares or Class “F” Preferred Shares shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of the net profits and surplus of the Corporation properly applicable to the payment of dividends, a dividend at the rate or rates as the Directors of the Corporation may from time to time determine on the redemption price thereof (as hereinafter provided); the Directors of the Corporation shall further determine the amount

or method or methods of calculation of dividends on the Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares, the time and place of payment of dividends, whether cumulative or non-cumulative or partially cumulative and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future. For greater certainty, the holders of the Class “D” Preferred Shares and Class “E” Preferred Shares and Class “F” Preferred Shares shall have no preference or priority as to the declaration of dividends, and dividends may be declared and paid on any other class of shares of the Corporation to the exclusion of a dividend being declared and paid on the Class “D” Preferred Shares or Class “E” Preferred Shares or Class “F” Preferred Shares. Dividends may be declared and paid on the other of them. Provided, however, no dividends shall be declared on such other shares if to do so would impair the ability of the Corporation to redeem the then outstanding Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares in the capital stock of the Corporation.

3. Return of Capital:

(a) In the event of liquidation, dissolution or winding-up of the Corporation, the holders of the Class “D” Preferred Shares and Class “E” Preferred Shares and Class “F” Preferred Shares shall rank *pari passu* with one another and shall have priority as to payment of the redemption price, as hereinafter provided, and priority for all declared and unpaid dividends up to the commencement of the winding-up, over all other shares in the capital for the time being of the Corporation; but shall not have any right to participate in the assets of the Corporation beyond the redemption price, as hereinafter provided, and all declared and unpaid dividends whether in a winding-up or on the reduction, redemption or purchase by the Corporation of the capital stock.

4. Redemption at Corporation’s Option:

(a) The Corporation may by resolution of the Directors, and upon giving notice as hereinafter provided, from time to time redeem or purchase the whole or any part of the Class “D” Preferred Shares or Class “E” Preferred Shares or Class “F” Preferred Shares on payment for each share to be redeemed or purchased of the redemption price as hereinafter provided thereof together with all declared and unpaid dividends. In case a part only of the then outstanding Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares is at any time to be redeemed or purchased the redemption or purchase shall be *pro rata* disregarding fractions amongst all the holders of the then outstanding Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares, unless the Corporation and all of the holders of the then outstanding Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares otherwise agree in writing. Unless the holders of the Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares otherwise agree in writing, not less than ten days’ notice in writing of such

redemption or purchase shall be given by mailing to the registered holder of the shares to be redeemed or purchased a notice specifying the date and place of redemption or purchase, which may be a chartered bank.

(b) If notice of any such redemption or purchase be given by the Corporation in the manner aforesaid and an amount sufficient to redeem or purchase the shares to be redeemed or purchased be deposited with the chartered bank specified in the notice on or before the date fixed for redemption or purchase, dividends on the Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares to be redeemed or purchased shall cease to accrue after the date so fixed for redemption or purchase and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except upon surrender of certificates for such shares to receive payment thereof of the redemption price.

5. Retraction at Shareholder’s Option:

(a) Every holder of record of Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares shall, subject as hereinafter provided, be entitled to require the Corporation to redeem or to purchase all or any part of the Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares held by such holder by surrendering on a business day the certificate or certificates representing such Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares, properly endorsed in blank for transfer or accompanied by an appropriate form of transfer properly executed in blank, at the registered office of the Corporation or at the office of any transfer agent of the Corporation or at such other place or places as the Directors of the Corporation may from time to time designate, such certificate or certificates so surrendered to be accompanied by a notice in writing (hereinafter called a “redemption notice”) signed by such holder or by his duly authorized attorney requiring the Corporation to redeem or purchase all or a specified number of the Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares represented thereby. If the redemption notice is signed by an attorney, it shall be accompanied by evidence of the authority of such attorney satisfactory to the Corporation or a transfer agent of the Corporation.

(b) A redemption notice shall be deemed to have been given when actually received at the registered office of the Corporation or at the office of any transfer agent of the Corporation or at such other place or places as the Directors of the Corporation may from time to time designate and when so given shall, subject as hereinafter provided in 5(e), be irrevocable.

(c) Payment of the redemption price for the Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares surrendered for redemption or for sale shall be made by or on behalf of the Corporation to the holders of

record thereof not later than the seventh day following the date upon which the redemption notice is given as aforesaid.

(d) Payment for Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares surrendered for redemption or for sale shall be made in such manner as may be agreed between the Corporation and the holder(s) thereof or by cheque payable at par in Canadian funds at any branch of the Corporation’s bankers and delivered to the holders of record of Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares so surrendered or at the option of the Corporation such cheque shall be forwarded by registered mail, postage prepaid, to the holders of record of the Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares so surrendered at their addresses as the same appear in the records of the Corporation. In the case of each cheque so mailed, delivery thereof shall be deemed to have been made to the registered holder concerned as soon as the letter containing the same has been mailed.

(e) In the event that the redemption or purchase of all those outstanding Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares in respect of which the Corporation has received redemption notices at any given time would cause the Corporation to be in contravention of the provisions of the Business Corporations Act (Alberta), the Corporation shall at that time redeem or purchase, on a pro rata basis, disregarding fractions, only such number of Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred shares as can be redeemed or purchased without causing such contravention and the Corporation shall redeem or purchase the balance of the outstanding Class “D” Preferred shares, Class “E” Preferred Shares and Class “F” Preferred Shares in respect of which the Corporation has received redemption notices on a pro rata basis, disregarding fractions, at such time or times as such redemption or purchase can be made without causing the Corporation to be in contravention of the provisions of the Business Corporations Act (Alberta).

6. Redemption or Purchase Price:

Class “D” Preferred Shares

(a) The redemption price or the purchase price for the Class “D” Preferred Share surrendered for redemption or for sale shall be such amount as may be determined by the Directors of the Corporation at the time such Class “D” Preferred Share is issued together with any declared and unpaid dividends thereon.

Class “E” Preferred Shares

(b) The redemption price or the purchase price of the Class “E” Preferred Share surrendered for redemption or for sale shall be such amount as may be

determined by the Directors of the Corporation at the time such Class “E” Preferred Share is issued together with any declared and unpaid dividends thereon.

#### Class “F” Preferred Shares

(c) The price or consideration payable entirely in lawful money of Canada at which the Class “F” Preferred Shares shall be redeemed (the “Class “F” Redemption Amount”) shall be the amount of consideration received therefor as determined by the Directors of the Corporation and adjusted by the Directors at any time or times so as to ensure that the Class “F” Redemption Amount of such Class “F” Preferred Shares issued as partial or total consideration for the purchase by the Corporation of any assets or the conversion or exchange of any shares (the “Class “F” Purchased Assets”) shall equal the difference between the fair market value of the Class “F” Purchased Assets as at the date of purchase conversion or exchange by the Corporation and the aggregate value of non-share consideration, if any, issued by the Corporation as partial or total consideration for the Class “F” Purchased Assets.

For greater certainty, such fair market value shall be determined by the Directors of the Corporation upon such expert advice as they deem necessary. Should, however, any competent taxing authority at any time issue or propose to issue any assessment or assessments that impose or would impose any liability for tax on the basis that the fair market value of the Class “F” Purchased Assets is other than the amount approved by the Directors and if the Directors or a competent Court or tribunal agree with such revaluation and all appeal rights have been exhausted or all times for appeal have expired without appeals having been taken or should the Directors of the Corporation otherwise determine that the fair market value of the Class “F” Purchased Assets is other than the amount previously approved by the Directors, then the Class “F” Redemption Amount of the Class “F” Preferred Shares shall be adjusted nunc pro tunc pursuant to the provisions of this paragraph to reflect the agreed upon fair market value and all necessary adjustments, payments and repayments as may be required shall forthwith be made between the proper parties.

#### 7. Liquidity:

(a) Notwithstanding anything to the contrary herein contained, no dividends or other payment or distribution shall be made to the holders, as such, of shares in the capital stock of the Corporation other than Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares if the payment thereof would result in the fair market value of the Corporation’s assets, net of liabilities owed by the Corporation, being less than the aggregate of the redemption or purchase price of all Class “D” Preferred Shares, Class “E” Preferred Shares and Class “F” Preferred Shares then outstanding.

## Schedule "B"

1. The Corporation has a lien on a share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
2. The Corporation may sell, in the manner hereinafter provided for the sale or disposition of shares by a shareholder, mutatis mutandis, any shares on which the Corporation has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen (14) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.
3. The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall, subject to like lien for sums not presently payable as existed upon the shares prior to the sale, be paid to the person entitled to the share at the date of the sale. The purchaser shall be registered as the holder of the shares, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
4. The directors may decline to register a transfer of shares on which the Corporation has a lien for money unpaid by the shareholder to the Corporation.
5. In addition to the power of Directors to make, amend or repeal by-laws, shareholders, by special resolution, may make, amend or repeal by-laws. Any by-laws passed by resolution of the shareholders may be varied, amended or repealed only by a special resolution (as defined by The Act) of the shareholders. This does not apply to the by-laws passed by directors and confirmed only by shareholders, pursuant to Section 98(3) of The Act.
6. The directors may between annual general meetings appoint additional directors subject to Section 101(4) of The Act.
7. A retiring director is eligible for re-election.
8. The directors may, without authorization of the shareholders:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, reissue, sell or pledge debt obligations of the Corporation;

(iii) subject to Section 42 of The Act execute a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(iv) 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.

9. The directors may execute in the name of and on behalf of the Corporation in favour of any director or other persons who may incur or be about to incur any personal liability for the benefit of the Corporation, a mortgage or mortgages of the Corporation's present and future property, including any uncalled shares as they may think fit, and such mortgage or mortgages may contain a power of sale and such other powers, covenants and provisions as may be agreed upon.

10. The number of shareholders of the Corporation exclusive of:

(i) persons who are employed by it or an affiliate and are shareholders of the Corporation, and

(ii) persons who, having been formerly employed by the Corporation, were shareholders of the Corporation while so employed and have continued to be shareholders of the Corporation after termination of that employment, is limited to not more than fifty (50) persons, two (2) or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

11. Any invitation by the Corporation to the public to subscribe for its securities is prohibited.

12. No share of the Corporation shall be transferred without the approval of the Board of Directors, evidenced by a Directors' Resolution.