



Number: BC1315092

CERTIFICATE OF INCORPORATION

BUSINESS CORPORATIONS ACT

I Hereby Certify that 1315092 B.C. LTD. was incorporated under the Business Corporations Act on July 13, 2021 at 10:27 AM Pacific Time.

Issued under my hand at Victoria, British Columbia

On July 13, 2021

CAROL PREST

Registrar of Companies
Province of British Columbia
Canada



ELECTRONIC CERTIFICATE



CERTIFIED COPY

Of a Document filed with the Province of
British Columbia Registrar of Companies

Notice of Articles

BUSINESS CORPORATIONS ACT

CAROL PREST

This Notice of Articles was issued by the Registrar on: July 13, 2021 10:27 AM Pacific Time

*Incorporation Number: **BC1315092***

Recognition Date and Time: Incorporated on July 13, 2021 10:27 AM Pacific Time

NOTICE OF ARTICLES

Name of Company:

1315092 B.C. LTD.

REGISTERED OFFICE INFORMATION

Mailing Address:

201, 2928 - 29TH STREET
VERNON BC V1T 5A6
CANADA

Delivery Address:

201, 2928 - 29TH STREET
VERNON BC V1T 5A6
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

201, 2928 - 29TH STREET
VERNON BC V1T 5A6
CANADA

Delivery Address:

201, 2928 - 29TH STREET
VERNON BC V1T 5A6
CANADA

DIRECTOR INFORMATION

Last Name, First Name, Middle Name:
Patel, Umang Anilkumar

Mailing Address:
6532 BLACKCOMB PLACE
VERNON BC V1B 4E1
CANADA

Delivery Address:
6532 BLACKCOMB PLACE
VERNON BC V1B 4E1
CANADA

Last Name, First Name, Middle Name:
Singh, Simranjeet

Mailing Address:
#106, 1693 DELEENHEER ROAD
VERNON BC V1B 3R7
CANADA

Delivery Address:
#106, 1693 DELEENHEER ROAD
VERNON BC V1B 3R7
CANADA

AUTHORIZED SHARE STRUCTURE

1.	No Maximum	Class A Voting, Participating Common Shares	Without Par Value
			With Special Rights or Restrictions attached

2.	No Maximum	Class B Voting, Participating Common Shares	Without Par Value
			With Special Rights or Restrictions attached

3.	No Maximum	Class C Non-Voting, Participating Common Shares	Without Par Value
			With Special Rights or Restrictions attached

4.	No Maximum	Class D Non-Voting, Participating Common Shares	Without Par Value
			With Special Rights or Restrictions attached

5.	No Maximum	Class E Non-Voting Preferred Shares	With a Par Value of 1.00 Canadian Dollar(s) each
			With Special Rights or Restrictions attached

6.	No Maximum	Class F Non-Voting Preferred Shares	With a Par Value of 0.01 Canadian Dollar(s) each
			With Special Rights or Restrictions attached

7.	No Maximum	Class G Non-Voting Preferred Shares	With a Par Value of 0.01 Canadian Dollar(s) each
			With Special Rights or Restrictions attached

8.	No Maximum	Class H Non-Voting Preferred Shares	With a Par Value of 100.00 Canadian Dollar(s) each
			With Special Rights or Restrictions attached

ARTICLES
TABLE OF CONTENTS
OF
1315092 B.C. LTD.
(the "Company")

BC Incorporation Number: BC1315092

ARTICLES	I
1. INTERPRETATION	1
1.1 Definitions.....	1
1.2 <i>Business Corporations Act</i> and <i>Interpretation Act</i> Definitions Applicable	2
2. SHARES AND SHARE CERTIFICATES	2
2.1 Authorized Share Structure	2
2.2 Form of Share Certificate	2
2.3 Shareholder Entitled to Certificate or Acknowledgment	2
2.4 Delivery by Mail	2
2.5 Replacement of Worn Out or Defaced Certificate or Acknowledgement.....	3
2.6 Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgment	3
2.7 Splitting Share Certificates	3
2.8 Certificate Fee	3
2.9 Recognition of Trusts	3
3. ISSUE OF SHARES	4
3.1 Directors Authorized	4
3.2 Commissions and Discounts	4
3.3 Brokerage	4
3.4 Conditions of Issue.....	4
3.5 Share Purchase Warrants and Rights	5
4. SHARE REGISTERS	5
4.1 Central Securities Register	5
4.2 Closing Register	5
5. SHARE TRANSFERS	5
5.1 Registering Transfers.....	5
5.2 Form of Instrument of Transfer.....	6
5.3 Transferor Remains Shareholder	6
5.4 Signing of Instrument of Transfer.....	6
5.5 Enquiry as to Title Not Required	6
5.6 Transfer Fee	7

6.	TRANSMISSION OF SHARES	7
6.1	Legal Personal Representative Recognized on Death.....	7
6.2	Rights of Legal Personal Representative	7
7.	PURCHASE OF SHARES	7
7.1	Company Authorized to Purchase Shares	7
7.2	Purchase When Insolvent.....	7
7.3	Sale and Voting of Purchased Shares.....	8
8.	BORROWING POWERS	8
9.	ALTERATIONS	8
9.1	Alteration of Authorized Share Structure	8
9.2	Special Rights and Restrictions	9
9.3	Change of Name	9
9.4	Other Alterations	10
10.	MEETINGS OF SHAREHOLDERS.....	10
10.1	Annual General Meetings.....	10
10.2	Resolution Instead of Annual General Meeting	10
10.3	Calling of Meetings of Shareholders.....	10
10.4	Notice for Meetings of Shareholders	10
10.5	Record Date for Notice.....	11
10.6	Record Date for Voting	11
10.7	Failure to Give Notice and Waiver of Notice	11
10.8	Notice of Special Business at Meetings of Shareholders.....	11
11.	PROCEEDINGS AT MEETINGS OF SHAREHOLDERS.....	12
11.1	Special Business	12
11.2	Special Majority	13
11.3	Quorum	13
11.4	One Shareholder May Constitute Quorum.....	13
11.5	Other Persons May Attend.....	13
11.6	Requirement of Quorum.....	13
11.7	Lack of Quorum	13
11.8	Lack of Quorum at Succeeding Meeting.....	14
11.9	Chair	14
11.10	Selection of Alternate Chair	14
11.11	Adjournments.....	14
11.12	Notice of Adjourned Meeting.....	14
11.13	Decisions by Show of Hands or Poll	15
11.14	Declaration of Result	15
11.15	Motion Need Not be Seconded	15
11.16	Casting Vote.....	15
11.17	Manner of Taking Poll	15
11.18	Demand for Poll on Adjournment	16

11.19	Chair Must Resolve Dispute	16
11.20	Casting of Votes.....	16
11.21	Demand for Poll	16
11.22	Demand for Poll Not to Prevent Continuance of Meeting	16
11.23	Retention of Ballots and Proxies.....	16
12.	VOTES OF SHAREHOLDERS.....	16
12.1	Number of Votes by Shareholder or by Shares.....	17
12.2	Votes of Persons in Representative Capacity.....	17
12.3	Votes by Joint Holders	17
12.4	Legal Personal Representatives as Joint Shareholders.....	17
12.5	Representative of a Corporate Shareholder	17
12.6	Proxy Provisions Do Not Apply to All Companies.....	18
12.7	Appointment of Proxy Holders	18
12.8	Alternate Proxy Holders	19
12.9	When Proxy Holder Need Not Be Shareholder	19
12.10	Deposit of Proxy	19
12.11	Validity of Proxy Vote	20
12.12	Form of Proxy.....	20
12.13	Revocation of Proxy.....	20
12.14	Revocation of Proxy Must Be Signed	21
12.15	Production of Evidence of Authority to Vote.....	21
13.	DIRECTORS	21
13.1	First Directors; Number of Directors	21
13.2	Change in Number of Directors	22
13.3	Directors' Acts Valid Despite Vacancy	22
13.4	Qualifications of Directors	22
13.5	Remuneration of Directors.....	22
13.6	Reimbursement of Expenses of Directors	22
13.7	Special Remuneration for Directors	22
13.8	Gratuity, Pension or Allowance on Retirement of Director.....	23
14.	ELECTION AND REMOVAL OF DIRECTORS	23
14.1	Election at Annual General Meeting	23
14.2	Consent to be a Director	23
14.3	Failure to Elect or Appoint Directors	23
14.4	Places of Retiring Directors Not Filled.....	24
14.5	Directors May Fill Casual Vacancies	24
14.6	Remaining Directors Power to Act	24
14.7	Shareholders May Fill Vacancies.....	25
14.8	Additional Directors	25
14.9	Ceasing to be a Director	25
14.10	Removal of Director by Shareholders.....	25
14.11	Removal of Director by Directors.....	26
15.	ALTERNATE DIRECTORS.....	26
15.1	Appointment of Alternate Director	26

15.2	Notice of Meetings.....	26
15.3	Alternate for More Than One Director Attending Meetings	26
15.4	Consent Resolutions	27
15.5	Alternate Director Not an Agent	27
15.6	Revocation of Appointment of Alternate Director	27
15.7	Ceasing to be an Alternate Director	27
15.8	Remuneration and Expenses of Alternate Director	27
16.	POWERS AND DUTIES OF DIRECTORS	28
16.1	Powers of Management.....	28
16.2	Appointment of Attorney of Company	28
17.	DISCLOSURE OF INTEREST OF DIRECTORS	28
17.1	Obligation to Account for Profits.....	28
17.2	Restrictions on Voting by Reason of Interest.....	29
17.3	Interested Director Counted in Quorum	29
17.4	Disclosure of Conflict of Interest or Property.....	29
17.5	Director Holding Other Office in the Company	29
17.6	No Disqualification	29
17.7	Professional Services by Director or Officer	29
17.8	Director or Officer in Other Corporations	30
18.	PROCEEDINGS OF DIRECTORS	30
18.1	Meetings of Directors.....	30
18.2	Voting at Meetings	30
18.3	Chair of Meetings	30
18.4	Meetings by Telephone or Other Communications Medium	31
18.5	Calling of Meetings.....	31
18.6	Notice of Meetings.....	31
18.7	When Notice Not Required	31
18.8	Meeting Valid Despite Failure to Give Notice	32
18.9	Waiver of Notice of Meetings	32
18.10	Quorum	32
18.11	Validity of Acts Where Appointment Defective.....	32
18.12	Consent Resolutions in Writing.....	32
19.	EXECUTIVE AND OTHER COMMITTEES.....	33
19.1	Appointment and Powers of Executive Committee	33
19.2	Appointment and Powers of Other Committees	33
19.3	Obligations of Committees	34
19.4	Powers of Board.....	34
19.5	Committee Meetings.....	34
20.	OFFICERS	35
20.1	Directors May Appoint Officers	35
20.2	Functions, Duties and Powers of Officers	35
20.3	Qualifications.....	35

20.4	Remuneration and Terms of Appointment	35
21.	INDEMNIFICATION	35
21.1	Definitions.....	36
21.2	Mandatory Indemnification of Directors and Former Directors	36
21.3	Indemnification of Other Persons	36
21.4	Non-Compliance with <i>Business Corporations Act</i>	36
21.5	Company May Purchase Insurance	37
22.	DIVIDENDS	37
22.1	Payment of Dividends Subject to Special Rights	37
22.2	Declaration of Dividends	37
22.3	No Notice Required.....	37
22.4	Record Date	37
22.5	Manner of Paying Dividend	38
22.6	Settlement of Difficulties.....	38
22.7	When Dividend Payable	38
22.8	Dividends to be Paid in Accordance with Number of Shares	38
22.9	Receipt by Joint Shareholders.....	38
22.10	Sprinkling Dividends.....	38
22.11	Dividend Bears No Interest.....	39
22.12	Fractional Dividends	39
22.13	Payment of Dividends	39
22.14	Capitalization of Surplus	39
23.	DOCUMENTS, RECORDS AND REPORTS.....	39
23.1	Recording of Financial Affairs.....	39
23.2	Inspection of Accounting Records.....	40
24.	NOTICES	40
24.1	Method of Giving Notice	40
24.2	Deemed Receipt of Mailing	41
24.3	Certificate of Sending	41
24.4	Notice to Joint Shareholders.....	41
24.5	Notice to Trustees	41
25.	SEAL.....	42
25.1	Who May Attest Seal	42
25.2	Sealing Copies.....	42
25.3	Mechanical Reproduction of Seal	42
26.	PROHIBITIONS	42
26.1	Definitions.....	43
26.2	Application	43
26.3	Consent Required for Transfer of Shares or Designated Securities	43

27.	SPECIAL RIGHTS AND RESTRICTIONS OF THE CLASS E NON-VOTING PREFERRED SHARES	43
27.1	Prohibition on Issuance of Class E Non-Voting Preferred Shares	43
27.2	Issue, Redesignation or Conversion of Class E Non-Voting Preferred shares.....	44
27.3	Determination of Fair Market Value	44
27.4	Redemption Amount.....	44
27.5	Adjusted Redemption Amount.....	44
27.6	Non-Cumulative Dividends	47
27.7	Liquidation, Dissolution, Winding-up or Return of Capital	48
27.8	Registration Holder Redemption Demand	48
27.9	Company Redemption.....	49
27.10	Minimum Share Purchase Price	49
27.11	Meeting of Shareholders	50
28.	SPECIAL RIGHTS AND RESTRICTIONS OF THE CLASS F NON-VOTING PREFERRED SHARES	50
28.1	Prohibition on Issuance of Class F Non-Voting Preferred Shares	50
28.2	Issue, Redesignation or Conversion of Class F Non-Voting Preferred Shares	50
28.3	Determination of Fair Market Value	50
28.4	Redemption Amount.....	51
28.5	Adjusted Redemption Amount.....	51
28.6	Non-Cumulative Dividends	53
28.7	Liquidation, Dissolution, Winding-up or Return of Capital	54
28.8	Registered Holder Redemption Demand	54
28.9	Company Redemption.....	56
28.10	Minimum Share Purchase Price	56
28.11	Meetings of Shareholders	57
29.	SPECIAL RIGHTS AND RESTRICTIONS OF THE CLASS G NON-VOTING PREFERRED SHARES	57
29.1	Prohibition on Issuance of Class G Non-Voting Preferred Shares.....	57
29.2	Issue, Redesignation or Conversion of Class G Non-Voting Preferred Shares.....	57
29.3	Determination of Fair Market Value	57
29.4	Redemption Amount.....	58
29.5	Adjusted Redemption Amount.....	58
29.6	Non-Cumulative Dividends	60
29.7	Liquidation, Dissolution, Winding-up or Return of Capital	61
29.8	Registered Holder Redemption Demand	62
29.9	Company Redemption.....	63
29.10	Minimum Share Purchase Price	64
29.11	Meetings of Shareholders	64
30.	SPECIAL RIGHTS AND RESTRICTIONS OF THE CLASS H NON-VOTING PREFERRED SHARES	64
30.1	Prohibition on Issuance of Class H Non-Voting Preferred Shares.....	64
30.2	Issue, Redesignation or Conversion of Class H Non-Voting Preferred Shares.....	64
30.3	Determination of Fair Market Value	65
30.4	Redemption Amount.....	65

30.5	Adjusted Redemption Amount.....	65
30.6	Non-Cumulative Dividends	68
30.7	Liquidation, Dissolution, Winding-up or Return of Capital	69
30.8	Registered Holder Redemption Demand	69
30.9	Company Redemption.....	71
30.10	Minimum Share Purchase Price	71
30.11	Meetings of Shareholders	71
31.	SPECIAL RIGHTS AND RESTRICTIONS OF THE COMMON SHARES.....	71
31.1	Meetings of Shareholders of the Class A Voting, Participating Common Shares, and Class B Voting, Participating Common Shares	72
31.2	Meetings of Shareholders of the Class C Non-Voting, Participating Common shares and Class D Non-Voting, Participating Common Shares	72
31.3	Dividends.....	72
31.4	Limitation on Dividends and Share Purchase Price	72
31.5	Liquidation, Dissolution, Winding-up or Return of Capital	73

The Company has as its articles the following articles.

Name	Signature	Date
MEGAN MATSCHKE	<u>Megan Matschke</u>	July 13, 2021

PROVINCE OF BRITISH COLUMBIA

BUSINESS CORPORATIONS ACT

BC Incorporation Number: BC1315092

ARTICLES

OF

1315092 B.C. LTD.

(the "**Company**")

1. INTERPRETATION

1.1 Definitions

In these Articles, unless the context otherwise requires:

- (a) "**board of directors**", "**directors**" and "**board**" mean the directors or sole director of the Company for the time being;
- (b) "***Business Corporations Act***" means the *Business Corporations Act* from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (c) "***Interpretation Act***" means the Interpretation Act from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (d) "**legal personal representative**" means the personal or other legal representative of the shareholder;
- (e) "**registered address**" of a shareholder means the shareholder's address as recorded in the central securities register;
- (f) "**seal**" means the seal of the Company, if any.

1.2 Business Corporations Act and Interpretation Act Definitions Applicable

The definitions in the *Business Corporations Act* and the definitions and rules of construction in the *Interpretation Act*, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these Articles as if they were an enactment. If there is a conflict between a definition in the *Business Corporations Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Articles, the definition in the *Business Corporations Act* will prevail in relation to the use of the term in these Articles. If there is a conflict between these Articles and the *Business Corporations Act*, the *Business Corporations Act* will prevail.

2. SHARES AND SHARE CERTIFICATES**2.1 Authorized Share Structure**

The authorized share structure of the Company consists of shares of the class or classes and series, if any, described in the Notice of Articles of the Company.

2.2 Form of Share Certificate

Each share certificate issued by the Company must comply with, and be signed as required by, the *Business Corporations Act*.

2.3 Shareholder Entitled to Certificate or Acknowledgment

Each shareholder is entitled, without charge, to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder's name or (b) a non-transferable written acknowledgment of the shareholder's right to obtain such a share certificate, provided that in respect of a share held jointly by several persons, the Company is not bound to issue more than one share certificate and delivery of a share certificate for a share to one of several joint shareholders or to one of the shareholders' duly authorized agents will be sufficient delivery to all.

2.4 Delivery by Mail

Any share certificate or non-transferable written acknowledgment of a shareholder's right to obtain a share certificate may be sent to the shareholder by mail at the shareholder's registered address and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate or acknowledgement is lost in the mail or stolen.

2.5 Replacement of Worn Out or Defaced Certificate or Acknowledgement

If the directors are satisfied that a share certificate or a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate is worn out or defaced, they must, on production to them of the share certificate or acknowledgment, as the case may be, and on such other terms, if any, as they think fit:

- (a) order the share certificate or acknowledgment, as the case may be, to be cancelled; and
- (b) issue a replacement share certificate or acknowledgment, as the case may be.

2.6 Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgment

If a share certificate or a non-transferable written acknowledgment of a shareholder's right to obtain a share certificate is lost, stolen or destroyed, a replacement share certificate or acknowledgment, as the case may be, must be issued to the person entitled to that share certificate or acknowledgment, as the case may be, if the directors receive:

- (a) proof satisfactory to them that the share certificate or acknowledgment is lost, stolen or destroyed; and
- (b) any indemnity the directors consider adequate.

2.7 Splitting Share Certificates

If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name two or more share certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the share certificate so surrendered, the Company must cancel the surrendered share certificate and issue replacement share certificates in accordance with that request.

2.8 Certificate Fee

There must be paid to the Company, in relation to the issue of any share certificate under Articles 2.5, 2.6 or 2.7, the amount, if any and which must not exceed the amount prescribed under the *Business Corporations Act*, determined by the directors.

2.9 Recognition of Trusts

Except as required by law or statute or these Articles, no person will be recognized by the Company as holding any share upon any trust, and the Company is not bound by or

compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or fraction of a share or (except as by law or statute or these Articles provided or as ordered by a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the shareholder.

3. ISSUE OF SHARES

3.1 Directors Authorized

Subject to the *Business Corporations Act* and the rights of the holders of issued shares of the Company, the Company may issue, allot, sell or otherwise dispose of the unissued shares, and issued shares held by the Company, at the times, to the persons, including directors, in the manner, on the terms and conditions and for the issue prices (including any premium at which shares with par value may be issued) that the directors may determine. The issue price for a share with par value must be equal to or greater than the par value of the share.

3.2 Commissions and Discounts

The Company may at any time, pay a reasonable commission or allow a reasonable discount to any person in consideration of that person purchasing or agreeing to purchase shares of the Company from the Company or any other person or procuring or agreeing to procure purchasers for shares of the Company.

3.3 Brokerage

The Company may pay such brokerage fee or other consideration as may be lawful for or in connection with the sale or placement of its securities.

3.4 Conditions of Issue

Except as provided for by the *Business Corporations Act*, no share may be issued until it is fully paid. A share is fully paid when:

- (a) consideration is provided to the Company for the issue of the share by one or more of the following:
 - (i) past services performed for the Company;
 - (ii) property;
 - (iii) money; and

- (b) the value of the consideration received by the Company equals or exceeds the issue price set for the share under Article 3.1.

3.5 Share Purchase Warrants and Rights

Subject to the *Business Corporations Act*, the Company may issue share purchase warrants, options and rights upon such terms and conditions as the directors determine, which share purchase warrants, options and rights may be issued alone or in conjunction with debentures, debenture stock, bonds, shares or any other securities issued or created by the Company from time to time.

4. SHARE REGISTERS

4.1 Central Securities Register

As required by and subject to the *Business Corporations Act*, the Company must maintain in British Columbia a central securities register. The directors may, subject to the *Business Corporations Act*, appoint an agent to maintain the central securities register. The directors may also appoint one or more agents, including the agent which keeps the central securities register, as transfer agent for its shares or any class or series of its shares, as the case may be, and the same or another agent as registrar for its shares or such class or series of its shares, as the case may be. The directors may terminate such appointment of any agent at any time and may appoint another agent in its place.

4.2 Closing Register

The Company must not at any time close its central securities register.

5. SHARE TRANSFERS

5.1 Registering Transfers

A transfer of a share of the Company must not be registered unless:

- (a) a duly signed instrument of transfer in respect of the share has been received by the Company;
- (b) if a share certificate has been issued by the Company in respect of the share to be transferred, that share certificate has been surrendered to the Company; and
- (c) if a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate has been issued by the Company in respect of the

share to be transferred, that acknowledgment has been surrendered to the Company.

5.2 Form of Instrument of Transfer

The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates or in any other form that may be approved by the directors from time to time.

5.3 Transferor Remains Shareholder

Except to the extent that the *Business Corporations Act* otherwise provides, the transferor of shares is deemed to remain the holder of the shares until the name of the transferee is entered in a securities register of the Company in respect of the transfer.

5.4 Signing of Instrument of Transfer

If a shareholder, or his or her duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified, all the shares represented by the share certificates or set out in the written acknowledgments deposited with the instrument of transfer:

- (a) in the name of the person named as transferee in that instrument of transfer; or
- (b) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered.

5.5 Enquiry as to Title Not Required

Neither the Company nor any director, officer or agent of the Company is bound to inquire into the title of the person named in the instrument of transfer as transferee or, if no person is named as transferee in the instrument of transfer, of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered or is liable for any claim related to registering the transfer by the shareholder or by any intermediate owner or holder of the shares, of any interest in the shares, of any share certificate representing such

shares or of any written acknowledgment of a right to obtain a share certificate for such shares.

5.6 Transfer Fee

There must be paid to the Company, in relation to the registration of any transfer, the amount, if any, determined by the directors.

6. TRANSMISSION OF SHARES

6.1 Legal Personal Representative Recognized on Death

In case of the death of a shareholder, the legal personal representative, or if the shareholder was a joint holder, the surviving joint holder, will be the only person recognized by the Company as having any title to the shareholder's interest in the shares. Before recognizing a person as a legal personal representative, the directors may require proof of appointment by a court of competent jurisdiction, a grant of letters probate, letters of administration or such other evidence or documents as the directors consider appropriate.

6.2 Rights of Legal Personal Representative

The legal personal representative has the same rights, privileges and obligations that attach to the shares held by the shareholder, including the right to transfer the shares in accordance with these Articles, provided the documents required by the *Business Corporations Act* and the directors have been deposited with the Company.

7. PURCHASE OF SHARES

7.1 Company Authorized to Purchase Shares

Subject to Article 7.2, the special rights and restrictions attached to the shares of any class or series and the *Business Corporations Act*, the Company may, if authorized by the directors, purchase or otherwise acquire any of its shares at the price and upon the terms specified in such resolution.

7.2 Purchase When Insolvent

The Company must not make a payment or provide any other consideration to purchase or otherwise acquire any of its shares if there are reasonable grounds for believing that:

- (a) the Company is insolvent; or
- (b) making the payment or providing the consideration would render the Company insolvent.

7.3 Sale and Voting of Purchased Shares

If the Company retains a share redeemed, purchased or otherwise acquired by it, the Company may sell, gift or otherwise dispose of the share, but, while such share is held by the Company, it:

- (a) is not entitled to vote the share at a meeting of its shareholders;
- (b) must not pay a dividend in respect of the share; and
- (c) must not make any other distribution in respect of the share.

8. BORROWING POWERS

The Company, if authorized by the directors, may:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person and at such discounts or premiums and on such other terms as they consider appropriate;
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Company.

9. ALTERATIONS**9.1 Alteration of Authorized Share Structure**

Subject to Article 9.2 and the *Business Corporations Act*, the Company may by special resolution:

- (a) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;
- (b) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or

establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;

- (c) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;
- (d) if the Company is authorized to issue shares of a class of shares with par value:
 - (i) decrease the par value of those shares; or
 - (ii) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;
- (e) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;
- (f) alter the identifying name of any of its shares; or
- (g) otherwise alter its shares or authorized share structure when required or permitted to do so by the *Business Corporations Act*.

9.2 Special Rights and Restrictions

Subject to the *Business Corporations Act*, the Company may by special resolution:

- (a) create special rights or restrictions for, and attach those special rights or restrictions to, the shares of any class or series of shares, whether or not any or all of those shares have been issued; or
- (b) vary or delete any special rights or restrictions attached to the shares of any class or series of shares, whether or not any or all of those shares have been issued.

9.3 Change of Name

The Company may by special resolution authorize an alteration of its Notice of Articles in order to change its name.

9.4 Other Alterations

If the *Business Corporations Act* does not specify the type of resolution and these Articles do not specify another type of resolution, the Company may by special resolution alter these Articles.

10. MEETINGS OF SHAREHOLDERS**10.1 Annual General Meetings**

Unless an annual general meeting is deferred or waived in accordance with the *Business Corporations Act*, the Company must hold its first annual general meeting within 18 months after the date on which it was incorporated or otherwise recognized, and after that must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual reference date at such time and place as may be determined by the directors.

10.2 Resolution Instead of Annual General Meeting

If all the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution under the *Business Corporations Act* to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date of the unanimous resolution. The shareholders must, in any unanimous resolution passed under this Article 10.2, select as the Company's annual reference date a date that would be appropriate for the holding of the applicable annual general meeting.

10.3 Calling of Meetings of Shareholders

The directors may, whenever they think fit, call a meeting of shareholders.

10.4 Notice for Meetings of Shareholders

The Company must send notice of the date, time and location of any meeting of shareholders, in the manner provided in these Articles, or in such other manner, if any, as may be prescribed by ordinary resolution (whether previous notice of the resolution has been given or not), to each shareholder entitled to attend the meeting, to each director and to the auditor of the Company, unless these Articles otherwise provide, at least the following number of days before the meeting:

- (a) if and for so long as the Company is a public company, 21 days;

- (b) otherwise, 10 days.

10.5 Record Date for Notice

The directors may set a date as the record date for the purpose of determining shareholders entitled to notice of any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the *Business Corporations Act*, by more than four months. The record date must not precede the date on which the meeting is held by fewer than:

- (a) if and for so long as the Company is a public company, 21 days;
- (b) otherwise, 10 days.

If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

10.6 Record Date for Voting

The directors may set a date as the record date for the purpose of determining shareholders entitled to vote at any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the *Business Corporations Act*, by more than four months. If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

10.7 Failure to Give Notice and Waiver of Notice

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at that meeting. Any person entitled to notice of a meeting of shareholders may, in writing or otherwise, waive or reduce the period of notice of such meeting.

10.8 Notice of Special Business at Meetings of Shareholders

If a meeting of shareholders is to consider special business within the meaning of Article 11.1, the notice of meeting must:

- (a) state the general nature of the special business; and

- (b) if the special business includes considering, approving, ratifying, adopting or authorizing any document or the signing of or giving of effect to any document, have attached to it a copy of the document or state that a copy of the document will be available for inspection by shareholders:
 - (i) at the Company's records office, or at such other reasonably accessible location in British Columbia as is specified in the notice; and
 - (ii) during statutory business hours on any one or more specified days before the day set for the holding of the meeting.

11. PROCEEDINGS AT MEETINGS OF SHAREHOLDERS

11.1 Special Business

At a meeting of shareholders, the following business is special business:

- (a) at a meeting of shareholders that is not an annual general meeting, all business is special business except business relating to the conduct of or voting at the meeting;
- (b) at an annual general meeting, all business is special business except for the following:
 - (i) business relating to the conduct of or voting at the meeting;
 - (ii) consideration of any financial statements of the Company presented to the meeting;
 - (iii) consideration of any reports of the directors or auditor;
 - (iv) the setting or changing of the number of directors;
 - (v) the election or appointment of directors;
 - (vi) the appointment of an auditor;
 - (vii) the setting of the remuneration of an auditor;
 - (viii) business arising out of a report of the directors not requiring the passing of a special resolution or an exceptional resolution;
 - (ix) any other business which, under these Articles or the *Business Corporations Act*, may be transacted at a meeting of shareholders without prior notice of the business being given to the shareholders.

11.2 Special Majority

The majority of votes required for the Company to pass a special resolution at a meeting of shareholders is two-thirds of the votes cast on the resolution.

11.3 Quorum

Subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

11.4 One Shareholder May Constitute Quorum

If there is only one shareholder entitled to vote at a meeting of shareholders:

- (a) the quorum is one person who is, or who represents by proxy, that shareholder, and
- (b) that shareholder, present in person or by proxy, may constitute the meeting.

11.5 Other Persons May Attend

The directors, the president (if any), the secretary (if any), the assistant secretary (if any), any lawyer for the Company, the auditor of the Company and any other persons invited by the directors are entitled to attend any meeting of shareholders, but if any of those persons does attend a meeting of shareholders, that person is not to be counted in the quorum and is not entitled to vote at the meeting unless that person is a shareholder or proxy holder entitled to vote at the meeting.

11.6 Requirement of Quorum

No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting, but such quorum need not be present throughout the meeting.

11.7 Lack of Quorum

If, within one-half hour from the time set for the holding of a meeting of shareholders, a quorum is not present:

- (a) in the case of a general meeting requisitioned by shareholders, the meeting is dissolved, and

- (b) In the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place.

11.8 Lack of Quorum at Succeeding Meeting

If, at the meeting to which the meeting referred to in Article 11.7(b) was adjourned, a quorum is not present within one-half hour from the time set for the holding of the meeting, the person or persons present and being, or representing by proxy, one or more shareholders entitled to attend and vote at the meeting constitute a quorum.

11.9 Chair

The following individual is entitled to preside as chair at a meeting of shareholders:

- (a) the chair of the board, if any; or
- (b) if the chair of the board is absent or unwilling to act as chair of the meeting, the president, if any.

11.10 Selection of Alternate Chair

If, at any meeting of shareholders, there is no chair of the board or president present within 15 minutes after the time set for holding the meeting, or if the chair of the board and the president are unwilling to act as chair of the meeting, or if the chair of the board and the president have advised the secretary, if any, or any director present at the meeting, that they will not be present at the meeting, the directors present must choose one of their number to be chair of the meeting or if all of the directors present decline to take the chair or fail to so choose or if no director is present, the shareholders entitled to vote at the meeting who are present in person or by proxy may choose any person present at the meeting to chair the meeting.

11.11 Adjournments

The chair of a meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.12 Notice of Adjourned Meeting

It is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting of shareholders except that, when a meeting is

adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

11.13 Decisions by Show of Hands or Poll

Subject to the *Business Corporations Act*, every motion put to a vote at a meeting of shareholders will be decided on a show of hands unless a poll, before or on the declaration of the result of the vote by show of hands, is directed by the chair or demanded by at least one shareholder entitled to vote who is present in person or by proxy.

11.14 Declaration of Result

The chair of a meeting of shareholders must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and that decision must be entered in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the chair or demanded under Article 11.13, conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against the resolution.

11.15 Motion Need Not be Seconded

No motion proposed at a meeting of shareholders need be seconded unless the chair of the meeting rules otherwise, and the chair of any meeting of shareholders is entitled to propose or second a motion.

11.16 Casting Vote

In case of an equality of votes, the chair of a meeting of shareholders does not, either on a show of hands or on a poll, have a second or casting vote in addition to the vote or votes to which the chair may be entitled as a shareholder.

11.17 Manner of Taking Poll

Subject to Article 11.18, if a poll is duly demanded at a meeting of shareholders:

- (a) the poll must be taken:
 - (i) at the meeting, or within seven days after the date of the meeting, as the chair of the meeting directs; and
 - (ii) in the manner, at the time and at the place that the chair of the meeting directs;

- (b) the result of the poll is deemed to be the decision of the meeting at which the poll is demanded; and
- (c) the demand for the poll may be withdrawn by the person who demanded it.

11.18 Demand for Poll on Adjournment

A poll demanded at a meeting of shareholders on a question of adjournment must be taken immediately at the meeting.

11.19 Chair Must Resolve Dispute

In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the dispute, and his or her determination made in good faith is final and conclusive.

11.20 Casting of Votes

On a poll, a shareholder entitled to more than one vote need not cast all the votes in the same way.

11.21 Demand for Poll

No poll may be demanded in respect of the vote by which a chair of a meeting of shareholders is elected.

11.22 Demand for Poll Not to Prevent Continuance of Meeting

The demand for a poll at a meeting of shareholders does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

11.23 Retention of Ballots and Proxies

The Company must, for at least three months after a meeting of shareholders, keep each ballot cast on a poll and each proxy voted at the meeting, and, during that period, make them available for inspection during normal business hours by any shareholder or proxyholder entitled to vote at the meeting. At the end of such three month period, the Company may destroy such ballots and proxies.

12. VOTES OF SHAREHOLDERS

12.1 Number of Votes by Shareholder or by Shares

Subject to any special rights or restrictions attached to any shares and to the restrictions imposed on joint shareholders under Article 12.3:

- (a) on a vote by show of hands, every person present who is a shareholder or proxy holder and entitled to vote on the matter has one vote; and
- (b) on a poll, every shareholder entitled to vote on the matter has one vote in respect of each share entitled to be voted on the matter and held by that shareholder and may exercise that vote either in person or by proxy.

12.2 Votes of Persons in Representative Capacity

A person who is not a shareholder may vote at a meeting of shareholders, whether on a show of hands or on a poll, and may appoint a proxy holder to act at the meeting, if, before doing so, the person satisfies the chair of the meeting, or the directors, that the person is a legal personal representative or a trustee in bankruptcy for a shareholder who is entitled to vote at the meeting.

12.3 Votes by Joint Holders

If there are joint shareholders registered in respect of any share:

- (a) any one of the joint shareholders may vote at any meeting, either personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it; or
- (b) if more than one of the joint shareholders is present at any meeting, personally or by proxy, and more than one of them votes in respect of that share, then only the vote of the joint shareholder present whose name stands first on the central securities register in respect of the share will be counted.

12.4 Legal Personal Representatives as Joint Shareholders

Two or more legal personal representatives of a shareholder in whose sole name any share is registered are, for the purposes of Article 12.3, deemed to be joint shareholders.

12.5 Representative of a Corporate Shareholder

If a corporation, that is not a subsidiary of the Company, is a shareholder, that corporation may appoint a person to act as its representative at any meeting of shareholders of the Company, and:

- (a) for that purpose, the instrument appointing a representative must:
 - (i) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice for the receipt of proxies, or if no number of days is specified, two business days before the day set for the holding of the meeting; or
 - (ii) be provided, at the meeting, to the chair of the meeting or to a person designated by the chair of the meeting;
- (b) if a representative is appointed under this Article 12.5:
 - (i) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the corporation that the representative represents as that corporation could exercise if it were a shareholder who is an individual, including, without limitation, the right to appoint a proxy holder; and
 - (ii) the representative, if present at the meeting, is to be counted for the purpose of forming a quorum and is deemed to be a shareholder present in person at the meeting.

Evidence of the appointment of any such representative may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

12.6 Proxy Provisions Do Not Apply to All Companies

Articles 12.7 to 12.15 do not apply to the Company if and for so long as it is a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply.

12.7 Appointment of Proxy Holders

Every shareholder of the Company, including a corporation that is a shareholder but not a subsidiary of the Company, entitled to vote at a meeting of shareholders of the Company may, by proxy, appoint one or more (but not more than five) proxy holders to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

12.8 Alternate Proxy Holders

A shareholder may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

12.9 When Proxy Holder Need Not Be Shareholder

A person must not be appointed as a proxy holder unless the person is a shareholder, although a person who is not a shareholder may be appointed as a proxy holder if:

- (a) the person appointing the proxy holder is a corporation or a representative of a corporation appointed under Article 12.5;
- (b) the Company has at the time of the meeting for which the proxy holder is to be appointed only one shareholder entitled to vote at the meeting; or
- (c) the shareholders present in person or by proxy at and entitled to vote at the meeting for which the proxy holder is to be appointed, by a resolution on which the proxy holder is not entitled to vote but in respect of which the proxy holder is to be counted in the quorum, permit the proxy holder to attend and vote at the meeting.

12.10 Deposit of Proxy

A proxy for a meeting of shareholders must:

- (a) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting; or
- (b) unless the notice provides otherwise, be provided, at the meeting, to the chair of the meeting or to a person designated by the chair of the meeting.

A proxy may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

12.11 Validity of Proxy Vote

A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the shareholder giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

- (a) at the registered office of the Company, at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or
- (b) by the chair of the meeting, before the vote is taken.

12.12 Form of Proxy

A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

_____ BC LTD.
(the "**Company**")

The undersigned, being a shareholder of the Company, hereby appoints [name] or, failing that person, [name], as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of shareholders of the Company to be held on [month, day, year] and at any adjournment of that meeting.

Number of shares in respect of which this proxy is given (if no number is specified, then this proxy is given in respect of all shares registered in the name of the shareholder): _____

Signed [month, day, year]

[Signature of shareholder]

[Name of shareholder—printed]

12.13 Revocation of Proxy

Subject to Article 12.14, every proxy may be revoked by an instrument in writing that is:

- (a) received at the registered office of the Company at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or
- (b) provided, at the meeting, to the chair of the meeting.

12.14 Revocation of Proxy Must Be Signed

An instrument referred to in Article 12.13 must be signed as follows:

- (a) if the shareholder for whom the proxy holder is appointed is an individual, the instrument must be signed by the shareholder or his or her legal personal representative or trustee in bankruptcy;
- (b) if the shareholder for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation or by a representative appointed for the corporation under Article 12.5.

12.15 Production of Evidence of Authority to Vote

The chair of any meeting of shareholders may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

13. DIRECTORS**13.1 First Directors; Number of Directors**

The first directors are the persons designated as directors of the Company in the Notice of Articles that applies to the Company when it is recognized under the *Business Corporations Act*. The number of directors, excluding additional directors appointed under Article 14.8, is set at:

- (a) subject to paragraphs 13.1(b) and 13.1(c), the number of directors that is equal to the number of the Company's first directors;
- (b) if the Company is a public company, the greater of three and the most recently set of:
 - (i) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and
 - (ii) the number of directors set under Article 14.4;
- (c) if the Company is not a public company, the most recently set of:
 - (i) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and
 - (ii) the number of directors set under Article 14.4.

13.2 Change in Number of Directors

If the number of directors is set under Articles 13.1(b)(i) or 13.1(c)(i).

- (a) the shareholders may elect or appoint the directors needed to fill any vacancies in the board of directors up to that number;
- (b) if the shareholders do not elect or appoint the directors needed to fill any vacancies in the board of directors up to that number contemporaneously with the setting of that number, then the directors may appoint, or the shareholders may elect or appoint, directors to fill those vacancies.

13.3 Directors' Acts Valid Despite Vacancy

An act or proceeding of the directors is not invalid merely because fewer than the number of directors set or otherwise required under these Articles is in office.

13.4 Qualifications of Directors

A director is not required to hold a share in the capital of the Company as qualification for his or her office but must be qualified as required by the *Business Corporations Act* to become, act or continue to act as a director.

13.5 Remuneration of Directors

The directors are entitled to the remuneration for acting as directors, if any, as the directors may from time to time determine. If the directors so decide, the remuneration of the directors, if any, will be determined by the shareholders. That remuneration may be in addition to any salary or other remuneration paid to any officer or employee of the Company as such, who is also a director.

13.6 Reimbursement of Expenses of Directors

The Company must reimburse each director for the reasonable expenses that he or she may incur in and about the business of the Company.

13.7 Special Remuneration for Directors

If any director performs any professional or other services for the Company that in the opinion of the directors are outside the ordinary duties of a director, or if any director is otherwise specially occupied in or about the Company's business, he or she may be paid remuneration fixed by the directors, or, at the option of that director, fixed by ordinary

resolution, and such remuneration may be either in addition to, or in substitution for, any other remuneration that he or she may be entitled to receive.

13.8 Gratuity, Pension or Allowance on Retirement of Director

Unless otherwise determined by ordinary resolution, the directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any salaried office or place of profit with the Company or to his or her spouse or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

14. ELECTION AND REMOVAL OF DIRECTORS

14.1 Election at Annual General Meeting

At every annual general meeting and in every unanimous resolution contemplated by Article 10.2:

- (a) the shareholders entitled to vote at the annual general meeting for the election of directors must elect, or in the unanimous resolution appoint, a board of directors consisting of the number of directors for the time being set under these Articles; and
- (b) all the directors cease to hold office immediately before the election or appointment of directors under paragraph 14.1(a) but are eligible for re-election or re-appointment.

14.2 Consent to be a Director

No election, appointment or designation of an individual as a director is valid unless:

- (a) that individual consents to be a director in the manner provided for in the *Business Corporations Act*;
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director; or
- (c) with respect to first directors, the designation is otherwise valid under the *Business Corporations Act*.

14.3 Failure to Elect or Appoint Directors

If:

- (a) the Company fails to hold an annual general meeting, and all the shareholders who are entitled to vote at an annual general meeting fail to pass the unanimous resolution contemplated by Article 10.2, on or before the date by which the annual general meeting is required to be held under the *Business Corporations Act*; or
- (b) the shareholders fail, at the annual general meeting or in the unanimous resolution contemplated by Article 10.2, to elect or appoint any directors;

then each director then in office continues to hold office until the earlier of:

- (c) the date on which his or her successor is elected or appointed; and
- (d) the date on which he or she otherwise ceases to hold office under the *Business Corporations Act* or these Articles.

14.4 Places of Retiring Directors Not Filled

If, at any meeting of shareholders at which there should be an election of directors, the places of any of the retiring directors are not filled by that election, those retiring directors who are not re-elected and who are asked by the newly elected directors to continue in office will, if willing to do so, continue in office to complete the number of directors for the time being set pursuant to these Articles until further new directors are elected at a meeting of shareholders convened for that purpose. If any such election or continuance of directors does not result in the election or continuance of the number of directors for the time being set pursuant to these Articles, the number of directors of the Company is deemed to be set at the number of directors actually elected or continued in office.

14.5 Directors May Fill Casual Vacancies

Any casual vacancy occurring in the board of directors may be filled by the directors.

14.6 Remaining Directors Power to Act

The directors may act notwithstanding any vacancy in the board of directors, but if the Company has fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the directors may only act for the purpose of appointing directors up to that number or of summoning a meeting of shareholders for the purpose of filling any vacancies on the board of directors or, subject to the *Business Corporations Act*, for any other purpose.

14.7 Shareholders May Fill Vacancies

If the Company has no directors or fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the shareholders may elect or appoint directors to fill any vacancies on the board of directors.

14.8 Additional Directors

Notwithstanding Articles 13.1 and 13.2, between annual general meetings or unanimous resolutions contemplated by Article 10.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Article 14.8 must not at any time exceed:

- (a) one-third of the number of first directors, if, at the time of the appointments, one or more of the first directors have not yet completed their first term of office; or
- (b) in any other case, one-third of the number of the current directors who were elected or appointed as directors other than under this Article 14.8.

Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Article 14.1(a) but is eligible for re-election or re-appointment.

14.9 Ceasing to be a Director

A director ceases to be a director when:

- (a) the term of office of the director expires;
- (b) the director dies;
- (c) the director resigns as a director by notice in writing provided to the Company or a lawyer for the Company; or
- (d) the director is removed from office pursuant to Articles 14.10 or 14.11.

14.10 Removal of Director by Shareholders

The Company may remove any director before the expiration of his or her term of office by special resolution. In that event, the shareholders may elect, or appoint by ordinary resolution, a director to fill the resulting vacancy. If the shareholders do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the

directors may appoint or the shareholders may elect, or appoint by ordinary resolution, a director to fill that vacancy.

14.11 Removal of Director by Directors

The directors may remove any director before the expiration of his or her term of office if the director is convicted of an indictable offence, or if the director ceases to be qualified to act as a director of a company and does not promptly resign, and the directors may appoint a director to fill the resulting vacancy.

15. ALTERNATE DIRECTORS

15.1 Appointment of Alternate Director

Any director (an "**appointor**") may by notice in writing received by the Company appoint any person (an "**appointee**") who is qualified to act as a director to be his or her alternate to act in his or her place at meetings of the directors or committees of the directors at which the appointor is not present unless (in the case of an appointee who is not a director) the directors have reasonably disapproved the appointment of such person as an alternate director and have given notice to that effect to his or her appointor within a reasonable time after the notice of appointment is received by the Company.

15.2 Notice of Meetings

Every alternate director so appointed is entitled to notice of meetings of the directors and of committees of the directors of which his or her appointor is a member and to attend and vote as a director at any such meetings at which his or her appointor is not present.

15.3 Alternate for More Than One Director Attending Meetings

A person may be appointed as an alternate director by more than one director, and an alternate director:

- (a) will be counted in determining the quorum for a meeting of directors once for each of his or her appointors and, in the case of an appointee who is also a director, once more in that capacity;
- (b) has a separate vote at a meeting of directors for each of his or her appointors and, in the case of an appointee who is also a director, an additional vote in that capacity;

- (c) will be counted in determining the quorum for a meeting of a committee of directors once for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, once more in that capacity;
- (d) has a separate vote at a meeting of a committee of directors for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, an additional vote in that capacity.

15.4 Consent Resolutions

Every alternate director, if authorized by the notice appointing him or her, may sign in place of his or her appointor any resolutions to be consented to in writing.

15.5 Alternate Director Not an Agent

Every alternate director is deemed not to be the agent of his or her appointor.

15.6 Revocation of Appointment of Alternate Director

An appointor may at any time, by notice in writing received by the Company, revoke the appointment of an alternate director appointed by him or her.

15.7 Ceasing to be an Alternate Director

The appointment of an alternate director ceases when:

- (a) his or her appointor ceases to be a director and is not promptly re-elected or re-appointed;
- (b) the alternate director dies;
- (c) the alternate director resigns as an alternate director by notice in writing provided to the Company or a lawyer for the Company;
- (d) the alternate director ceases to be qualified to act as a director; or
- (e) his or her appointor revokes the appointment of the alternate director.

15.8 Remuneration and Expenses of Alternate Director

The Company may reimburse an alternate director for the reasonable expenses that would be properly reimbursed if he or she were a director, and the alternate director is entitled to

receive from the Company such proportion, if any, of the remuneration otherwise payable to the appointor as the appointor may from time to time direct.

16. POWERS AND DUTIES OF DIRECTORS

16.1 Powers of Management

The directors must, subject to the *Business Corporations Act* and these Articles, manage or supervise the management of the business and affairs of the Company and have the authority to exercise all such powers of the Company as are not, by the *Business Corporations Act* or by these Articles, required to be exercised by the shareholders of the Company.

16.2 Appointment of Attorney of Company

The directors may from time to time, by power of attorney or other instrument, under seal if so required by law, appoint any person to be the attorney of the Company for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles and excepting the power to fill vacancies in the board of directors, to remove a director, to change the membership of, or fill vacancies in, any committee of the directors, to appoint or remove officers appointed by the directors and to declare dividends) and for such period, and with such remuneration and subject to such conditions as the directors may think fit. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the directors think fit. Any such attorney may be authorized by the directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him or her.

17. DISCLOSURE OF INTEREST OF DIRECTORS

17.1 Obligation to Account for Profits

A director or senior officer who holds a disclosable interest (as that term is used in the *Business Corporations Act*) in a contract or transaction into which the Company has entered or proposes to enter is liable to account to the Company for any profit that accrues to the director or senior officer under or as a result of the contract or transaction only if and to the extent provided in the *Business Corporations Act*.

17.2 Restrictions on Voting by Reason of Interest

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter is not entitled to vote on any directors' resolution to approve that contract or transaction, unless all the directors have a disclosable interest in that contract or transaction, in which case any or all of those directors may vote on such resolution.

17.3 Interested Director Counted in Quorum

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter and who is present at the meeting of directors at which the contract or transaction is considered for approval may be counted in the quorum at the meeting whether or not the director votes on any or all of the resolutions considered at the meeting.

17.4 Disclosure of Conflict of Interest or Property

A director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer, must disclose the nature and extent of the conflict as required by the *Business Corporations Act*.

17.5 Director Holding Other Office in the Company

A director may hold any office or place of profit with the Company, other than the office of auditor of the Company, in addition to his or her office of director for the period and on the terms (as to remuneration or otherwise) that the directors may determine.

17.6 No Disqualification

No director or intended director is disqualified by his or her office from contracting with the Company either with regard to the holding of any office or place of profit the director holds with the Company or as vendor, purchaser or otherwise, and no contract or transaction entered into by or on behalf of the Company in which a director is in any way interested is liable to be voided for that reason.

17.7 Professional Services by Director or Officer

Subject to the *Business Corporations Act*, a director or officer, or any person in which a director or officer has an interest, may act in a professional capacity for the Company,

except as auditor of the Company, and the director or officer or such person is entitled to remuneration for professional services as if that director or officer were not a director or officer.

17.8 Director or Officer in Other Corporations

A director or officer may be or become a director, officer or employee of, or otherwise interested in, any person in which the Company may be interested as a shareholder or otherwise, and, subject to the *Business Corporations Act*, the director or officer is not accountable to the Company for any remuneration or other benefits received by him or her as director, officer or employee of, or from his or her interest in, such other person.

18. PROCEEDINGS OF DIRECTORS

18.1 Meetings of Directors

The directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the directors held at regular intervals may be held at the place, at the time and on the notice, if any, as the directors may from time to time determine.

18.2 Voting at Meetings

Questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.

18.3 Chair of Meetings

The following individual is entitled to preside as chair at a meeting of directors:

- (a) the chair of the board, if any;
 - (b) in the absence of the chair of the board, the president, if any, if the president is a director; or
 - (c) any other director chosen by the directors if:
 - (i) neither the chair of the board nor the president, if a director, is present at the meeting within 15 minutes after the time set for holding the meeting;
 - (ii) neither the chair of the board nor the president, if a director, is willing to chair the meeting; or
-

- (iii) the chair of the board and the president, if a director, have advised the secretary, if any, or any other director, that they will not be present at the meeting.

18.4 Meetings by Telephone or Other Communications Medium

A director may participate in a meeting of the directors or of any committee of the directors in person or by telephone if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director may participate in a meeting of the directors or of any committee of the directors by a communications medium other than telephone if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all directors who wish to participate in the meeting agree to such participation. A director who participates in a meeting in a manner contemplated by this Article 18.4 is deemed for all purposes of the *Business Corporations Act* and these Articles to be present at the meeting and to have agreed to participate in that manner.

18.5 Calling of Meetings

A director may, and the secretary or an assistant secretary of the Company, if any, on the request of a director must, call a meeting of the directors at any time.

18.6 Notice of Meetings

Other than for meetings held at regular intervals as determined by the directors pursuant to Article 18.1, reasonable notice of each meeting of the directors, specifying the place, day and time of that meeting must be given to each of the directors and the alternate directors by any method set out in Article 24.1 or orally or by telephone.

18.7 When Notice Not Required

It is not necessary to give notice of a meeting of the directors to a director or an alternate director if:

- (a) the meeting is to be held immediately following a meeting of shareholders at which that director was elected or appointed, or is the meeting of the directors at which that director is appointed; or
- (b) the director or alternate director, as the case may be, has waived notice of the meeting.

18.8 Meeting Valid Despite Failure to Give Notice

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any director or alternate director, does not invalidate any proceedings at that meeting.

18.9 Waiver of Notice of Meetings

Any director or alternate director may send to the Company a document signed by him or her waiving notice of any past, present or future meeting or meetings of the directors and may at any time withdraw that waiver with respect to meetings held after that withdrawal. After sending a waiver with respect to all future meetings and until that waiver is withdrawn, no notice of any meeting of the directors need be given to that director and, unless the director otherwise requires by notice in writing to the Company, to his or her alternate director, and all meetings of the directors so held are deemed not to be improperly called or constituted by reason of notice not having been given to such director or alternate director.

18.10 Quorum

The quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is deemed to be set at two directors or, if the number of directors is set at one, is deemed to be set at one director, and that director may constitute a meeting.

18.11 Validity of Acts Where Appointment Defective

Subject to the *Business Corporations Act*, an act of a director or officer is not invalid merely because of an irregularity in the election or appointment or a defect in the qualification of that director or officer.

18.12 Consent Resolutions in Writing

A resolution of the directors or of any committee of the directors consented to in writing by all of the directors entitled to vote on it, whether by signed document, fax, email or any other method of transmitting legibly recorded messages, is as valid and effective as if it had been passed at a meeting of the directors or of the committee of the directors duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in that manner is effective on the date stated in the resolution or on the latest date stated on any counterpart. A resolution of

the directors or of any committee of the directors passed in accordance with this Article 18.12 is deemed to be a proceeding at a meeting of directors or of the committee of the directors and to be as valid and effective as if it had been passed at a meeting of the directors or of the committee of the directors that satisfies all the requirements of the *Business Corporations Act* and all the requirements of these Articles relating to meetings of the directors or of a committee of the directors.

19. EXECUTIVE AND OTHER COMMITTEES

19.1 Appointment and Powers of Executive Committee

The directors may, by resolution, appoint an executive committee consisting of the director or directors that they consider appropriate, and this committee has, during the intervals between meetings of the board of directors, all of the directors' powers, except:

- (a) the power to fill vacancies in the board of directors;
- (b) the power to remove a director;
- (c) the power to change the membership of, or fill vacancies in, any committee of the directors; and
- (d) such other powers, if any, as may be set out in the resolution or any subsequent directors' resolution.

19.2 Appointment and Powers of Other Committees

The directors may, by resolution:

- (a) appoint one or more committees (other than the executive committee) consisting of the director or directors that they consider appropriate;
- (b) delegate to a committee appointed under paragraph 19.2(a) any of the directors' powers, except:
 - (i) the power to fill vacancies in the board of directors;
 - (ii) the power to remove a director;
 - (iii) the power to change the membership of, or fill vacancies in, any committee of the directors; and
 - (iv) the power to appoint or remove officers appointed by the directors; and

- (c) make any delegation referred to in paragraph 19.2(b) subject to the conditions set out in the resolution or any subsequent directors' resolution.

19.3 Obligations of Committees

Any committee appointed under Articles 19.1 or 19.2, in the exercise of the powers delegated to it, must:

- (a) conform to any rules that may from time to time be imposed on it by the directors; and
- (b) report every act or thing done in exercise of those powers at such times as the directors may require.

19.4 Powers of Board

The directors may, at any time, with respect to a committee appointed under Articles 19.1 or 19.2:

- (a) revoke or alter the authority given to the committee, or override a decision made by the committee, except as to acts done before such revocation, alteration or overriding;
- (b) terminate the appointment of, or change the membership of, the committee; and
- (c) fill vacancies in the committee.

19.5 Committee Meetings

Subject to Article 19.3(a) and unless the directors otherwise provide in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under Articles 19.1 or 19.2:

- (a) the committee may meet and adjourn as it thinks proper;
- (b) the committee may elect a chair of its meetings but, if no chair of a meeting is elected, or if at a meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the committee may choose one of their number to chair the meeting;
- (c) a majority of the members of the committee constitutes a quorum of the committee; and

- (d) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting does not have a second or casting vote.

20. OFFICERS

20.1 Directors May Appoint Officers

The directors may, from time to time, appoint such officers, if any, as the directors determine and the directors may, at any time, terminate any such appointment.

20.2 Functions, Duties and Powers of Officers

The directors may, for each officer:

- (a) determine the functions and duties of the officer;
- (b) entrust to and confer on the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors think fit; and
- (c) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officer.

20.3 Qualifications

No officer may be appointed unless that officer is qualified in accordance with the *Business Corporations Act*. One person may hold more than one position as an officer of the Company. Any person appointed as the chair of the board or as the managing director must be a director. Any other officer need not be a director.

20.4 Remuneration and Terms of Appointment

All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) that the directors thinks fit and are subject to termination at the pleasure of the directors, and an officer may in addition to such remuneration be entitled to receive, after he or she ceases to hold such office or leaves the employment of the Company, a pension or gratuity.

21. INDEMNIFICATION

21.1 Definitions

In this Article 21:

- (a) **"eligible penalty"** means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;
- (b) **"eligible proceeding"** means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which a director, former director or alternate director of the Company (an **"eligible party"**) or any of the heirs and legal personal representatives of the eligible party, by reason of the eligible party being or having been a director or alternate director of the Company:
 - (i) is or may be joined as a party; or
 - (ii) is or may be liable for or in respect of a judgment, penalty or fine in, or expenses related to, the proceeding;
- (c) **"expenses"** has the meaning set out in the *Business Corporations Act*.

21.2 Mandatory Indemnification of Directors and Former Directors

Subject to the *Business Corporations Act*, the Company must indemnify a director, former director or alternate director of the Company and his or her heirs and legal personal representatives against all eligible penalties to which such person is or may be liable, and the Company must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each director and alternate director is deemed to have contracted with the Company on the terms of the indemnity contained in this Article 21.2.

21.3 Indemnification of Other Persons

Subject to any restrictions in the *Business Corporations Act*, the Company may indemnify any person.

21.4 Non-Compliance with *Business Corporations Act*

The failure of a director, alternate director or officer of the Company to comply with the *Business Corporations Act* or these Articles does not invalidate any indemnity to which he or she is entitled under this Part.

21.5 Company May Purchase Insurance

The Company may purchase and maintain insurance for the benefit of any person (or his or her heirs or legal personal representatives) who:

- (a) is or was a director, alternate director, officer, employee or agent of the Company;
- (b) is or was a director, alternate director, officer, employee or agent of a corporation at a time when the corporation is or was an affiliate of the Company;
- (c) at the request of the Company, is or was a director, alternate director, officer, employee or agent of a corporation or of a partnership, trust, joint venture or other unincorporated entity;
- (d) at the request of the Company, holds or held a position equivalent to that of a director, alternate director or officer of a partnership, trust, joint venture or other unincorporated entity;

against any liability incurred by him or her as such director, alternate director, officer, employee or agent or person who holds or held such equivalent position.

22. DIVIDENDS**22.1 Payment of Dividends Subject to Special Rights**

The provisions of this Article 22 are subject to the rights, if any, of shareholders holding shares with special rights as to dividends.

22.2 Declaration of Dividends

Subject to the *Business Corporations Act*, the directors may from time to time declare and authorize payment of such dividends as they may deem advisable.

22.3 No Notice Required

The directors need not give notice to any shareholder of any declaration under Article 22.2.

22.4 Record Date

The directors may set a date as the record date for the purpose of determining shareholders entitled to receive payment of a dividend. The record date must not precede the date on which the dividend is to be paid by more than two months. If no record date is set, the

record date is 5 p.m. on the date on which the directors pass the resolution declaring the dividend.

22.5 Manner of Paying Dividend

A resolution declaring a dividend may direct payment of the dividend wholly or partly by the distribution of specific assets or of fully paid shares or of bonds, debentures or other securities of the Company, or in any one or more of those ways.

22.6 Settlement of Difficulties

If any difficulty arises in regard to a distribution under Article 22.5, the directors may settle the difficulty as they deem advisable, and, in particular, may:

- (a) set the value for distribution of specific assets;
- (b) determine that cash payments in substitution for all or any part of the specific assets to which any shareholders are entitled may be made to any shareholders on the basis of the value so fixed in order to adjust the rights of all parties; and
- (c) vest any such specific assets in trustees for the persons entitled to the dividend.

22.7 When Dividend Payable

Any dividend may be made payable on such date as is fixed by the directors.

22.8 Dividends to be Paid in Accordance with Number of Shares

All dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

22.9 Receipt by Joint Shareholders

If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.

22.10 Sprinkling Dividends

The directors of the Company shall be at liberty to declare dividends on any one or more classes of shares in the Company entitled to dividends to the exclusion of any other class or classes of shares in the Company or on all classes of shares in the Company entitled to dividends, as the case may be, and no holder of any class of shares of the Company shall be

entitled to receive dividends pari passu with, or in priority to, the holders of any or all other classes of shares of the Company.

22.11 Dividend Bears No Interest

No dividend bears interest against the Company.

22.12 Fractional Dividends

If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.

22.13 Payment of Dividends

Any dividend or other distribution payable in cash in respect of shares may be paid by cheque, made payable to the order of the person to whom it is sent, and mailed to the address of the shareholder, or in the case of joint shareholders, to the address of the joint shareholder who is first named on the central securities register, or to the person and to the address the shareholder or joint shareholders may direct in writing. The mailing of such cheque will, to the extent of the sum represented by the cheque (plus the amount of the tax required by law to be deducted), discharge all liability for the dividend unless such cheque is not paid on presentation or the amount of tax so deducted is not paid to the appropriate taxing authority.

22.14 Capitalization of Surplus

Notwithstanding anything contained in these Articles, the directors may from time to time capitalize any surplus of the Company and may from time to time issue, as fully paid, shares or any bonds, debentures or other securities of the Company as a dividend representing the surplus or any part of the surplus.

23. DOCUMENTS, RECORDS AND REPORTS

23.1 Recording of Financial Affairs

The directors must cause adequate accounting records to be kept to record properly the financial affairs and condition of the Company and to comply with the *Business Corporations Act*.

23.2 Inspection of Accounting Records

Unless the directors determine otherwise, or unless otherwise determined by ordinary resolution, no shareholder of the Company is entitled to inspect or obtain a copy of any accounting records of the Company.

24. NOTICES**24.1 Method of Giving Notice**

Unless the *Business Corporations Act* or these Articles provides otherwise, a notice, statement, report or other record required or permitted by the *Business Corporations Act* or these Articles to be sent by or to a person may be sent by any one of the following methods:

- (a) mail addressed to the person at the applicable address for that person as follows:
 - (i) for a record mailed to a shareholder, the shareholder's registered address;
 - (ii) for a record mailed to a director or officer, the prescribed address for mailing shown for the director or officer in the records kept by the Company or the mailing address provided by the recipient for the sending of that record or records of that class;
 - (iii) in any other case, the mailing address of the intended recipient;
- (b) delivery at the applicable address for that person as follows, addressed to the person:
 - (i) for a record delivered to a shareholder, the shareholder's registered address;
 - (ii) for a record delivered to a director or officer, the prescribed address for delivery shown for the director or officer in the records kept by the Company or the delivery address provided by the recipient for the sending of that record or records of that class;
 - (iii) in any other case, the delivery address of the intended recipient;
- (c) sending the record by fax to the fax number provided by the intended recipient for the sending of that record or records of that class;

- (d) sending the record by email to the email address provided by the intended recipient for the sending of that record or records of that class;
- (e) physical delivery to the intended recipient.

24.2 Deemed Receipt of Mailing

A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Article 24.1 is deemed to be received by the person to whom it was mailed on the day, Saturdays, Sundays and holidays excepted, following the date of mailing.

24.3 Certificate of Sending

A certificate signed by the secretary, if any, or other officer of the Company or of any other corporation acting in that behalf for the Company stating that a notice, statement, report or other record was addressed as required by Article 24.1, prepaid and mailed or otherwise sent as permitted by Article 24.1 is conclusive evidence of that fact.

24.4 Notice to Joint Shareholders

A notice, statement, report or other record may be provided by the Company to the joint shareholders of a share by providing the notice to the joint shareholder first named in the central securities register in respect of the share.

24.5 Notice to Trustees

A notice, statement, report or other record may be provided by the Company to the persons entitled to a share in consequence of the death, bankruptcy or incapacity of a shareholder by:

- (a) mailing the record, addressed to them:
 - (i) by name, by the title of the legal personal representative of the deceased or incapacitated shareholder, by the title of trustee of the bankrupt shareholder or by any similar description; and
 - (ii) at the address, if any, supplied to the Company for that purpose by the persons claiming to be so entitled; or
- (b) if an address referred to in paragraph 24.5(a)(ii) has not been supplied to the Company, by giving the notice in a manner in which it might have been given if the death, bankruptcy or incapacity had not occurred.

25. SEAL**25.1 Who May Attest Seal**

Except as provided in Articles 25.2 and 25.3, the Company's seal, if any, must not be impressed on any record except when that impression is attested by the signatures of:

- (a) any two directors;
- (b) any officer, together with any director;
- (c) if the Company only has one director, that director; or
- (d) any one or more directors or officers or persons as may be determined by the directors.

25.2 Sealing Copies

For the purpose of certifying under seal a certificate of incumbency of the directors or officers of the Company or a true copy of any resolution or other document, despite Article 25.1, the impression of the seal may be attested by the signature of any director or officer.

25.3 Mechanical Reproduction of Seal

The directors may authorize the seal to be impressed by third parties on share certificates or bonds, debentures or other securities of the Company as they may determine appropriate from time to time. To enable the seal to be impressed on any share certificates or bonds, debentures or other securities of the Company, whether in definitive or interim form, on which facsimiles of any of the signatures of the directors or officers of the Company are, in accordance with the *Business Corporations Act* or these Articles, printed or otherwise mechanically reproduced, there may be delivered to the person employed to engrave, lithograph or print such definitive or interim share certificates or bonds, debentures or other securities one or more unmounted dies reproducing the seal and the chair of the board or any senior officer together with the secretary, treasurer, secretary-treasurer, an assistant secretary, an assistant treasurer or an assistant secretary-treasurer may in writing authorize such person to cause the seal to be impressed on such definitive or interim share certificates or bonds, debentures or other securities by the use of such dies. Share certificates or bonds, debentures or other securities to which the seal has been so impressed are for all purposes deemed to be under and to bear the seal impressed on them.

26. PROHIBITIONS

26.1 Definitions

In this Article 26:

- (a) **"designated security"** means:
 - (i) a voting security of the Company;
 - (ii) a security of the Company that is not a debt security and that carries a residual right to participate in the earnings of the Company or, on the liquidation or winding up of the Company, in its assets; or
 - (iii) a security of the Company convertible, directly or indirectly, into a security described in paragraph 26.1(a)(i) or 26.1(a)(ii);
- (b) **"security"** has the meaning assigned in the *Securities Act* ;
- (c) **"voting security"** means a security of the Company that:
 - (i) is not a debt security, and
 - (ii) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

26.2 Application

Article 26.3 does not apply to the Company if and for so long as it is a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply.

26.3 Consent Required for Transfer of Shares or Designated Securities

No share or designated security may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.

27. SPECIAL RIGHTS AND RESTRICTIONS OF THE CLASS E NON-VOTING PREFERRED SHARES**27.1 Prohibition on Issuance of Class E Non-Voting Preferred Shares**

No Class E Non-Voting Preferred share shall be issued and no share shall be redesignated as or converted into a Class E Non-Voting Preferred share while any other Class E Non-Voting Preferred share is issued and outstanding.

27.2 Issue, Redesignation or Conversion of Class E Non-Voting Preferred shares

Upon or as soon as reasonably possible after the issue of any Class E Non-Voting Preferred share or the redesignation or conversion of any other share into a Class E Non-Voting Preferred share, the Directors shall determine the fair market value of:

- (a) in the case of the issue of a Class E Non-Voting Preferred share, the consideration received by the Company in respect of that share, including, without restricting the generality of the foregoing, any consideration credited by the Company to any contributed surplus account; and
- (b) in the case of the redesignation or conversion of any other share into a Class E Non-Voting Preferred share, the share so redesignated or converted.

(The consideration so received or share so redesignated or converted, as the case may be, for the purposes of Article 27, called the "**Consideration**").

27.3 Determination of Fair Market Value

In determining the fair market value of the Consideration the Directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable. The Directors shall evidence their determination by a resolution. If after having evidenced their determination by a resolution, the Directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The value so determined at the time of issue of a Class E Non-Voting Preferred share or thereafter from time to time, for the purposes of Article 27, is hereinafter called the "**Agreed Amount**").

27.4 Redemption Amount

Subject to Article 27.5, the "**Redemption Amount**" of each Class E Non-Voting Preferred share shall be the sum of One Hundred Dollars (\$100.00) per share.

27.5 Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Company or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Consideration in respect of any Class E Non-Voting Preferred share (herein, for the

purposes of Article 27, called a "**Particular Share**") does not equal its Redemption Amount, the following adjustments shall be made:

- (a) For the purposes of the adjustments hereunder, the fair market value of the Consideration received with respect to a Particular Share shall be deemed to be:
 - (i) subject to Article 27.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the Directors agree that that determination is accurate; or
 - (ii) subject to Article 27.5(a)(iii), where the Directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the Directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or
 - (iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;
- (b) If the fair market value determined pursuant to Article 27.5(a) is less than the Redemption Amount for a Particular Share (the difference between such fair market value and such Redemption Amount being, for the purposes of Article 27, hereinafter called the "**Deficiency**"), the following adjustments shall be made forthwith following such determination to account for the Deficiency:
 - (i) the Redemption Amount of the Particular Share shall be reduced by an amount equal to:
 - (A) the Deficiency; plus
 - (B) the aggregate of the Deficiencies with respect to all other Class E Non-Voting Preferred shares which were issued, redesignated or converted into Class E Non-Voting Preferred shares at the

same time as the Particular Share was issued, (the Particular Share and such shares are herein collectively referred to, for the purposes of Article 27, as the "**Deficit Issued Shares**") and which are no longer issued and outstanding, divided by the number of Deficit Issued Shares which are issued and outstanding,

provided, however, that the Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Share to have been its Redemption Amount; and

- (ii) if the aggregate reductions made pursuant to Article 27.5(b)(i) is less than the aggregate of the Deficiencies with respect to the Deficit Issued Shares, the person to whom the Deficit Issued Shares were issued or who first held them after they were redesignated as or were converted into Class E Non-Voting Preferred shares shall make a contribution of capital to the Company equal to the balance of the aggregate of such Deficiencies; and
- (c) If the fair market value determined pursuant to Article 27.5(a) is greater than the Redemption Amount for a Particular Share (the difference between such fair market value and such Redemption Amount being hereinafter called the "**Excess**"), the following adjustments shall be made forthwith following such determination to account for the Excess:
 - (i) the Redemption Amount of the Particular Share shall be increased by an amount equal to:
 - (A) the Excess; plus
 - (B) the aggregate of the Excesses with respect to all of the other Class E Non-Voting Preferred shares which were issued, redesignated or converted into Class E Non-Voting Preferred shares at the same time as the Particular Share was issued, redesignated as or converted into Class E Non-Voting Preferred shares (the Particular Share and such shares are herein collectively referred to as the "**Excess Issued Shares**") and

which are no longer issued and outstanding, divided by the number of Excess Issued Shares which are issued and outstanding,

and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Share to have been its Redemption Amount; and

- (ii) if at the date of adjustment no Excess Issued Share is issued and outstanding, the Directors shall issue to the person to whom the Excess Issued Shares were issued or who first held them after they were redesignated as or were converted into Class E Non-Voting Preferred shares, Class E Non-Voting Preferred shares having an aggregate Redemption Amount equal to the amount of the aggregate of such Excesses.

27.6 Non-Cumulative Dividends

The holders of the Class E Non-Voting Preferred shares shall be entitled to receive for each fiscal year of the Company and the Company shall pay thereon, if and when declared by the Directors out of the monies of the Company properly applicable to the payment of dividends, non-cumulative cash dividends, at such annual rate as shall be determined by the Directors upon the issuance of the Class E Non-Voting Preferred shares, or from time to time thereafter, applied to the Redemption Amount of each such share as of the date of declaration of the dividend without regard to any retroactive adjustment to the Redemption Amount made subsequent to the date of declaration. In no case shall the annual rate of the dividend on the Class E Non-Voting Preferred shares determined by the Directors in accordance with this Article 27.6 exceed the rate of interest prescribed pursuant to the *Income Tax Act* (Canada) for purposes of those provisions of the *Income Tax Act* (Canada) in which reference is made to a prescribed rate of interest or to interest at a prescribed rate, other than those provisions of the *Income Tax Act* (Canada) requiring interest at a prescribed rate to be paid to the Receiver General or to be paid or applied on an amount payable by the Minister of National Revenue to a taxpayer, in effect at the time that the Class E Non-Voting Preferred shares are issued. The Directors shall be entitled from time to time to declare part of the said non-cumulative cash 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 Company the Directors in their

discretion have not declared the said dividend or any part thereof on the Class E Non-Voting Preferred shares for the fiscal year, then the rights of the holders of the Class E Non-Voting Preferred shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of Class E Non-Voting Preferred shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends hereinbefore provided.

27.7 Liquidation, Dissolution, Winding-up or Return of Capital

In the event of the liquidation, dissolution, winding-up or return of capital of the Company, the registered holders of Class E Non-Voting Preferred shares shall be entitled to receive the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, before any amount shall be paid or any property or asset of the Company is distributed to the registered holders of any other classes of shares. After payment to the registered holders of the Class E Non-Voting Preferred shares of the amount payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Company.

27.8 Registration Holder Redemption Demand

Subject to the provisions of the *Business Corporations Act*, each registered holder of Class E Non-Voting Preferred shares may at any time demand that the Company redeem all or any part of the Class E Non-Voting Preferred shares held by him by payment to him of the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, but no more;

- (a) such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed to the registered office of the Company and shall be deemed to have been received on the day of delivery if delivered and on the business day following the day of mailing if mailed;
- (b) forthwith upon receipt of a demand for redemption, the Company shall deliver or mail a copy thereof to all other registered holders, if any, of Class E Non-Voting Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the business day following the day of mailing if mailed. The rationale for this mailing shall be to allow

other registered holders of Class E Non-Voting Preferred shares to submit demands for redemption; and

- (c) if there is only one registered holder of Class E Non-Voting Preferred shares, the Company shall redeem the Class E Non-Voting Preferred shares referred to in his demand forthwith upon receipt thereof. If there is more than one such registered holder, then on the 21st day following the last date of delivery or mailing of the copies referred to in Article 27.8(c), the Company shall redeem all Class E Non-Voting Preferred shares in respect of which it has then received demands for redemption, provided, however, that if the assets of the Company are not sufficient to redeem all of the shares with respect to which redemption has been demanded together with dividends accrued or declared thereon but unpaid, if any, without causing a breach of the *Business Corporations Act*, the redemption shall be made pro rata, in the proportion that the aggregate number of Class E Non-Voting Preferred shares held by each registered holder making such a demand is to the aggregate number of Class E Non-Voting Preferred shares specified in all the demands received on or before the 21st day in such manner that the *Business Corporations Act* is not breached by such redemption.

27.9 Company Redemption

Subject to the provisions of the *Business Corporations Act*, the Company may at any time or times at the discretion of the Directors, redeem on a pro rata basis as above or such other basis as the registered holders of Class E Non-Voting Preferred shares may consent to in writing, all or any of the Class E Non-Voting Preferred shares by paying to the registered holder the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, but no more.

27.10 Minimum Share Purchase Price

No Class E Non-Voting Preferred share shall be purchased by the Company at a price that is less than the lesser of the Redemption Amount of that share together with dividends accrued or declared thereon but unpaid, if any, and an amount equal to the Company's net realizable value at the time proposed for the purchase divided by the number of Class E Non-Voting Preferred shares then issued and outstanding.

27.11 Meeting of Shareholders

The holders of the Class E Non-Voting Preferred shares shall not be entitled to receive notice of or to attend any meetings of shareholders of the Company and shall not be entitled to vote at any such meetings except as required by the *Business Corporations Act*.

28. SPECIAL RIGHTS AND RESTRICTIONS OF THE CLASS F NON-VOTING PREFERRED SHARES**28.1 Prohibition on Issuance of Class F Non-Voting Preferred Shares**

No Class F Non-Voting Preferred share shall be issued and no share shall be redesignated as or converted into a Class F Non-Voting Preferred share while any other Class F Non-Voting Preferred share is issued and outstanding.

28.2 Issue, Redesignation or Conversion of Class F Non-Voting Preferred Shares

Upon or as soon as reasonably possible after the issue of any Class F Non-Voting Preferred share or the redesignation or conversion of any other share into a Class F Non-Voting Preferred share, the Directors shall determine the fair market value of:

- (a) in the case of the issue of a Class F Non-Voting Preferred share, the consideration received by the Company in respect of that share, including, without restricting the generality of the foregoing, any consideration credited by the Company to any contributed surplus account; and
- (b) in the case of the redesignation or conversion of any other share into a Class F Non-Voting Preferred share, the share so redesignated or converted.

(The consideration so received or share so redesignated or converted, as the case may be, for the purposes of Article 28, called the "**Consideration**").

28.3 Determination of Fair Market Value

In determining the fair market value of the Consideration the Directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable. The Directors shall evidence their determination by a resolution. If after having evidenced their determination by a resolution the Directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial

determination for all purposes. (The value so determined at the time of issue of a Class F Non-Voting Preferred share or thereafter from time to time is, for the purposes of Article 28, called the "**Agreed Amount**").

28.4 Redemption Amount

Subject to Article 28.5, the "**Redemption Amount**" of each Class F Non-Voting Preferred share shall equal the Agreed Amount in respect of that share.

28.5 Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Company or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Consideration in respect of any Class F Non-Voting Preferred share (herein, for the purposes of Article 28, called a "**Particular Share**") does not equal its Redemption Amount, the following adjustments shall be made:

- (a) For the purposes of the adjustments hereunder, the fair market value of the Consideration received with respect to a Particular Share shall be deemed to be:
 - (i) subject to Article 28.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the Directors agree that that determination is accurate; or
 - (ii) subject to Article 28.5(a)(iii), where the Directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the Directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or
 - (iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

-
- (b) If the fair market value determined pursuant to Article 28.5(a) is less than the Redemption Amount for a Particular Share (the difference between such fair market value and such Redemption Amount being, for the purposes of Article 28, called the "**Deficiency**"), the following adjustments shall be made forthwith following such determination to account for the Deficiency:
- (i) the Redemption Amount of the Particular Share shall be reduced by an amount equal to:
- (A) the Deficiency; plus
- (B) the aggregate of the Deficiencies with respect to all other Class F Non-Voting Preferred shares which were issued, redesignated or converted into Class F Non-Voting Preferred shares at the same time as the Particular Share was issued, redesignated as or converted into Class F Non-Voting Preferred shares (the Particular Share and such shares are herein collectively referred to, for the purposes of Article 28, as the "**Deficit Issued Shares**") and which are no longer issued and outstanding, divided by the number of Deficit Issued Shares which are issued and outstanding,
- provided, however, that the Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Share to have been its Redemption Amount; and
- (ii) if the aggregate reductions made pursuant to 28.5(b)(i) is less than the aggregate of the Deficiencies with respect to the Deficit Issued Shares, the person to whom the Deficit Issued Shares were issued or who first held them after they were redesignated as or were converted into Class F Non-Voting Preferred shares shall make a contribution of capital to the Company equal to the balance of the aggregate of such Deficiencies; and
- (c) If the fair market value determined pursuant to Article 28.5(a) is greater than the Redemption Amount for a Particular Share (the difference between such fair market value and such Redemption Amount being, for the purposes of
-

Article 28, called the "**Excess**"), the following adjustments shall be made forthwith following such determination to account for the Excess:

- (i) the Redemption Amount of the Particular Share shall be increased by an amount equal to:
 - (A) the Excess; plus
 - (B) the aggregate of the Excesses with respect to all of the other Class F Non-Voting Preferred shares which were issued, redesignated or converted into Class F Non-Voting Preferred shares at the same time as the Particular Share was issued, redesignated as or converted into Class F Non-Voting Preferred shares (the Particular Share and such shares are herein collectively referred to, for the purposes of Article 28, as the "**Excess Issued Shares**") and which are no longer issued and outstanding, divided by the number of Excess Issued Shares which are issued and outstanding,

and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Share to have been its Redemption Amount; and

- (ii) if at the date of adjustment no Excess Issued Share is issued and outstanding, the Directors shall issue to the person to whom the Excess Issued Shares were issued or who first held them after they were redesignated as or were converted into Class F Non-Voting Preferred shares, Class F Non-Voting Preferred shares having an aggregate Redemption Amount equal to the amount of the aggregate of such Excesses.

28.6 Non-Cumulative Dividends

The holders of the Class F Non-Voting Preferred shares shall be entitled to receive for each fiscal year of the Company and the Company shall pay thereon, if and when declared by the Directors out of the monies of the Company properly applicable to the payment of dividends, non-cumulative cash dividends, at such annual rate as shall be determined by the Directors upon the issuance of the Class F Non-Voting Preferred shares, or from time to time thereafter, applied to the Redemption Amount of each such share as of the date of

declaration of the dividend without regard to any retroactive adjustment to the Redemption Amount made subsequent to the date of declaration. In no case shall the annual rate of the dividend on the Class F Non-Voting Preferred shares determined by the Directors in accordance with this Article 28.6 exceed the rate of interest prescribed pursuant to the *Income Tax Act* (Canada) for purposes of those provisions of the *Income Tax Act* (Canada) in which reference is made to a prescribed rate of interest or to interest at a prescribed rate, other than those provisions of the *Income Tax Act* (Canada) requiring interest at a prescribed rate to be paid to the Receiver General or to be paid or applied on an amount payable by the Minister of National Revenue to a taxpayer, in effect at the time that the Class F Non-Voting Preferred shares are issued. The Directors shall be entitled from time to time to declare part of the said non-cumulative cash 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 Company the Directors in their discretion have not declared the said dividend or any part thereof on the Class F Non-Voting Preferred shares for the fiscal year, then the rights of the holders of the Class F Non-Voting Preferred shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of Class F Non-Voting Preferred shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends hereinbefore provided.

28.7 Liquidation, Dissolution, Winding-up or Return of Capital

Subject to the rights of the registered holders of the Class E Non-Voting Preferred shares, in the event of the liquidation, dissolution, winding-up or return of capital of the Company, the registered holders of Class F Non-Voting Preferred shares shall be entitled to receive the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, before any amount shall be paid or any property or asset of the Company is distributed to the registered holders of any other classes of shares. After payment to the registered holders of the Class F Non-Voting Preferred shares of the amount payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Company.

28.8 Registered Holder Redemption Demand

Subject to the provisions of the *Business Corporations Act* and to the rights of the registered holders of the Class E Non-Voting Preferred shares, each registered holder of Class F Non-Voting Preferred shares may at any time demand that the Company redeem all or any part

of the Class F Non-Voting Preferred shares held by him by payment to him of the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, but no more;

- (a) such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed to the registered office of the Company and shall be deemed to have been received on the day of delivery if delivered and on the business day following the day of mailing if mailed;
- (b) forthwith upon receipt of a demand for redemption, the Company shall deliver or mail a copy thereof to all other registered holders, if any, of Class E Non-Voting Preferred shares and Class F Non-Voting Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the business day following the day of mailing if mailed. The rationale for this mailing shall be to allow other registered holders of Class E Non-Voting Preferred shares and Class F Non-Voting Preferred shares to submit demands for redemption; and
- (c) if there is only one registered holder of Class E Non-Voting Preferred shares and Class F Non-Voting Preferred shares, the Company shall redeem the Class F Non-Voting Preferred shares referred to in his demand forthwith upon receipt thereof, provided, however, that after such redemption the Company shall have assets sufficient to redeem the Class E Non-Voting Preferred shares issued and outstanding at that time together with dividends accrued or declared thereon but unpaid, if any, without committing a breach of the *Business Corporations Act*. If there is more than one such registered holder, then on the 21st day following the last date of delivery or mailing of the copies referred to in Article 28.8(c), the Company shall redeem all Class F Non-Voting Preferred shares in respect of which it has then received demands for redemption, provided, however, that:
 - (i) after such redemption the Company shall have assets sufficient to redeem the Class E Non-Voting Preferred shares issued and outstanding at that time together with dividends accrued or declared thereon but unpaid, if any, without committing a breach of the *Business Corporations Act* ; and

- (ii) if the assets of the Company available for the redemption of the Class F Non-Voting Preferred shares are not sufficient to redeem all of the shares with respect to which redemption has been demanded together with dividends accrued or declared thereon but unpaid, if any, without causing a breach of the *Business Corporations Act*, the redemption shall be made pro rata, in the proportion that the aggregate number of Class E Non-Voting Preferred shares held by each registered holder making such a demand is to the aggregate number of Class F Non-Voting Preferred shares specified in all the demands received on or before the 21st day in such manner that the *Business Corporations Act* is not breached by such redemption.

28.9 Company Redemption

Subject to the provisions of the *Business Corporations Act*, the Company may at any time or times at the discretion of the Directors redeem on a pro rata basis as above or such other basis as the registered holders of Class F Non-Voting Preferred shares may consent to in writing, all or any of the Class F Non-Voting Preferred shares by paying to the registered holder the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, but no more; provided that after such redemption the assets of the Company shall be sufficient to redeem the Class E Non-Voting Preferred shares issued and outstanding at that time together with dividends accrued or declared thereon but unpaid, if any, without committing a breach of the *Business Corporations Act*.

28.10 Minimum Share Purchase Price

No Class F Non-Voting Preferred share shall be purchased by the Company at a price that is less than the lesser of the Redemption Amount of that share together with dividends accrued or declared thereon but unpaid, if any; and an amount equal to $(A - B)/C$ where:

- (a) "A" means the Company's net realizable value at the time in question;
- (b) "B" means the aggregate Redemption Amount of the Class E Non-Voting Preferred shares issued and outstanding at the time in question together with dividends accrued or declared thereon but unpaid, if any; and
- (c) "C" means the number of Class F Non-Voting Preferred shares then issued and outstanding at the time in question.

28.11 Meetings of Shareholders

The holders of the Class F Non-Voting Preferred shares shall not be entitled to receive notice of or to attend any meetings of shareholders of the Company and shall not be entitled to vote at any such meetings except as required by the *Business Corporations Act*.

29. SPECIAL RIGHTS AND RESTRICTIONS OF THE CLASS G NON-VOTING PREFERRED SHARES**29.1 Prohibition on Issuance of Class G Non-Voting Preferred Shares**

No Class G Non-Voting Preferred share shall be issued and no share shall be redesignated as or converted into a Class G Non-Voting Preferred share while any other Class G Non-Voting Preferred share is issued and outstanding.

29.2 Issue, Redesignation or Conversion of Class G Non-Voting Preferred Shares

Upon or as soon as reasonably possible after the issue of any Class G Non-Voting Preferred share or the redesignation or conversion of any other share into a Class G Non-Voting Preferred share, the Directors shall determine the fair market value of:

- (a) in the case of the issue of a Class G Non-Voting Preferred share, the consideration received by the Company in respect of that share, including, without restricting the generality of the foregoing, any consideration credited by the Company to any contributed surplus account; and
- (b) in the case of the redesignation or conversion of any other share into a Class G Non-Voting Preferred share, the share so redesignated or converted.

(The consideration so received or share so redesignated or converted, as the case may be, is, for the purposes of Article 29, called the "**Consideration**").

29.3 Determination of Fair Market Value

In determining the fair market value of the Consideration, the Directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable. The Directors shall evidence their determination by a resolution. If after having evidenced their determination by a resolution the Directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial

determination for all purposes. (The value so determined at the time of issue of a Class G Non-Voting Preferred share or thereafter from time to time is, for the purposes of Article 29, called the "**Agreed Amount**").

29.4 Redemption Amount

Subject to Article 29.5, the "**Redemption Amount**" of each Class G Non-Voting Preferred share shall equal the Agreed Amount in respect of that share.

29.5 Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Company or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Consideration in respect of any Class G Non-Voting Preferred share (herein, for the purposes of Article 29, called a "**Particular Share**") does not equal its Redemption Amount, the following adjustments shall be made:

- (a) For the purposes of the adjustments hereunder, the fair market value of the Consideration received with respect to a Particular Share shall be deemed to be:
 - (i) subject to Article 29.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the Directors agree that that determination is accurate; or
 - (ii) subject to Article 29.5(a)(iii), where the Directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the Directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or
 - (iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

-
- (b) If the fair market value determined pursuant to Article 29.5(a) is less than the Redemption Amount for a Particular Share (the difference between such fair market value and such Redemption Amount being hereinafter, for the purposes of Article 29, called the "**Deficiency**"), the following adjustments shall be made forthwith following such determination to account for the Deficiency:
- (i) the Redemption Amount of the Particular Share shall be reduced by an amount equal to:
- (A) the Deficiency; plus
- (B) the aggregate of the Deficiencies with respect to all other Class G Non-Voting Preferred shares which were issued, redesignated or converted into Class G Non-Voting Preferred shares at the same time as the Particular Share was issued, redesignated as or converted into Class G Non-Voting Preferred shares (the Particular Share and such shares are herein collectively referred to, for the purposes of Article 29, as the "**Deficit Issued Shares**") and which are no longer issued and outstanding, divided by the number of Deficit Issued Shares which are issued and outstanding,
- provided, however, that the Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Share to have been its Redemption Amount; and
- (ii) if the aggregate reductions made pursuant to Article 29.5(b)(i) is less than the aggregate of the Deficiencies with respect to the Deficit Issued Shares, the person to whom the Deficit Issued Shares were issued or who first held them after they were redesignated as or were converted into Class G Non-Voting Preferred shares shall make a contribution of capital to the Company equal to the balance of the aggregate of such Deficiencies; and
- (c) If the fair market value determined pursuant to Article 29.5(a) is greater than the Redemption Amount for a Particular Share (the difference between such
-

fair market value and such Redemption Amount being hereinafter, for the purposes of Article 29, called the "**Excess**"), the following adjustments shall be made forthwith following such determination to account for the Excess:

- (i) the Redemption Amount of the Particular Share shall be increased by an amount equal to:
 - (A) the Excess; plus
 - (B) the aggregate of the Excesses with respect to all of the other Class G Non-Voting Preferred shares which were issued, redesignated or converted into Class G Non-Voting Preferred shares at the same time as the Particular Share was issued, redesignated as or converted into Class G Non-Voting Preferred shares (the Particular Share and such shares are herein collectively referred to, for the purposes of Article 29, as the "**Excess Issued Shares**") and which are no longer issued and outstanding, divided by the number of Excess Issued Shares which are issued and outstanding,and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Share to have been its Redemption Amount; and
- (ii) if at the date of adjustment no Excess Issued Share is issued and outstanding, the Directors shall issue to the person to whom the Excess Issued Shares were issued or who first held them after they were redesignated as or were converted into Class G Non-Voting Preferred shares, Class G Non-Voting Preferred shares having an aggregate Redemption Amount equal to the amount of the aggregate of such Excesses.

29.6 Non-Cumulative Dividends

The holders of the Class G Non-Voting Preferred shares shall be entitled to receive for each fiscal year of the Company and the Company shall pay thereon, if and when declared by the Directors out of the monies of the Company properly applicable to the payment of dividends, non-cumulative cash dividends, at such annual rate as shall be determined by the Directors upon the issuance of the Class G Non-Voting Preferred shares, or from time to

time thereafter, applied to the Redemption Amount of each such share as of the date of declaration of the dividend without regard to any retroactive adjustment to the Redemption Amount made subsequent to the date of declaration. In no case shall the annual rate of the dividend on the Class G Non-Voting Preferred shares determined by the Directors in accordance with this Article 29.6 exceed the rate of interest prescribed pursuant to the *Income Tax Act* (Canada) for purposes of those provisions of the *Income Tax Act* (Canada) in which reference is made to a prescribed rate of interest or to interest at a prescribed rate, other than those provisions of the *Income Tax Act* (Canada) requiring interest at a prescribed rate to be paid to the Receiver General or to be paid or applied on an amount payable by the Minister of National Revenue to a taxpayer, in effect at the time that the Class G Non-Voting Preferred shares are issued. The Directors shall be entitled from time to time to declare part of the said non-cumulative cash 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 Company the Directors in their discretion have not declared the said dividend or any part thereof on the Class G Non-Voting Preferred shares for the fiscal year, then the rights of the holders of the Class G Non-Voting Preferred shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of Class G Non-Voting Preferred shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends hereinbefore provided.

29.7 Liquidation, Dissolution, Winding-up or Return of Capital

Subject to the rights of the registered holders of the Class E Non-Voting Preferred shares, and the rights of the registered holders of the Class F Non-Voting Preferred shares, in the event of the liquidation, dissolution, winding-up or return of capital of the Company, the registered holders of Class G Non-Voting Preferred shares shall be entitled to receive the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, before any amount shall be paid or any property or asset of the Company is distributed to the registered holders of any other classes of shares. After payment to the registered holders of the Class G Non-Voting Preferred shares of the amount payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Company.

29.8 Registered Holder Redemption Demand

Subject to the provisions of the *Business Corporations Act* and to the rights of the registered holders of the Class E Non-Voting Preferred shares and the Class F Non-Voting Preferred shares each registered holder of Class G Non-Voting Preferred shares may at any time demand that the Company redeem all or any part of the Class G Non-Voting Preferred shares held by him by payment to him of the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, but no more;

- (a) such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed to the registered office of the Company and shall be deemed to have been received on the day of delivery if delivered and on the business day following the day of mailing if mailed;
- (b) forthwith upon receipt of a demand for redemption, the Company shall deliver or mail a copy thereof to all other registered holders, if any, of Class E Non-Voting Preferred shares, of Class F Non-Voting Preferred shares and Class G Non-Voting Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the business day following the day of mailing if mailed. The rationale for this mailing shall be to allow other registered holders of Class E Non-Voting Preferred shares, Class F Non-Voting Preferred shares and Class G Non-Voting Preferred shares to submit demands for redemption; and
- (c) if there is only one registered holder of Class E Non-Voting Preferred shares, Class F Non-Voting Preferred shares and Class G Non-Voting Preferred shares, the Company shall redeem the Class G Non-Voting Preferred shares referred to in his demand forthwith upon receipt thereof, provided, however, that after such redemption the Company shall have assets sufficient to redeem the Class E Non-Voting Preferred shares and the Class F Non-Voting Preferred shares issued and outstanding at that time together with dividends accrued or declared thereon but unpaid, if any, without committing a breach of the *Business Corporations Act*. If there is more than one such registered holder, then on the 21st day following the last date of delivery or mailing of the copies referred to in Article 29.8(c), the Company shall redeem all Class G

Non-Voting Preferred shares in respect of which it has then received demands for redemption, provided, however, that:

- (i) after such redemption the Company shall have assets sufficient to redeem the Class E Non-Voting Preferred shares and the Class F Non-Voting Preferred shares issued and outstanding at that time together with dividends accrued or declared thereon but unpaid, if any, without committing a breach of the *Business Corporations Act*; and
- (ii) if the assets of the Company available for the redemption of the Class G Non-Voting Preferred shares are not sufficient to redeem all of the shares with respect to which redemption has been demanded together with dividends accrued or declared thereon but unpaid, if any, without causing a breach of the *Business Corporations Act*, the redemption shall be made pro rata, in the proportion that the aggregate number of Class E Non-Voting Preferred shares and Class F Non-Voting Preferred shares held by each registered holder making such a demand is to the aggregate number of Class G Non-Voting Preferred shares specified in all the demands received on or before the 21st day in such manner that the *Business Corporations Act* is not breached by such redemption.

29.9 Company Redemption

Subject to the provisions of the *Business Corporations Act*, the Company may at any time or times at the discretion of the Directors redeem on a pro rata basis as above or such other basis as the registered holders of Class G Non-Voting Preferred shares may consent to in writing, all or any of the Class G Non-Voting Preferred shares by paying to the registered holder the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, but no more; provided that after such redemption the assets of the Company shall be sufficient to redeem the Class E Non-Voting Preferred shares and the Class F Non-Voting Preferred shares issued and outstanding at that time together with dividends accrued or declared thereon but unpaid, if any, without committing a breach of the *Business Corporations Act*.

29.10 Minimum Share Purchase Price

No Class G Non-Voting Preferred share shall be purchased by the Company at a price that is less than the lesser of the Redemption Amount of that share together with dividends accrued or declared thereon but unpaid, if any; and an amount equal to $(A-B-C)/D$ where:

- (a) "A" means the Company's net realizable value at the time in question;
- (b) "B" means the aggregate Redemption Amount of the Class E Non-Voting Preferred shares issued and outstanding at the time in question together with dividends accrued or declared thereon but unpaid, if any;
- (c) "C" means the aggregate Redemption Amount of the Class F Non-Voting Preferred shares issued and outstanding at the time in question together with dividends accrued or declared thereon but unpaid, if any; and
- (d) "D" means the number of Class G Non-Voting Preferred shares then issued and outstanding at the time in question.

29.11 Meetings of Shareholders

The holders of the Class G Non-Voting Preferred shares shall not be entitled to receive notice of or to attend any meetings of shareholders of the Company and shall not be entitled to vote at any such meetings except as required by the *Business Corporations Act*.

30. SPECIAL RIGHTS AND RESTRICTIONS OF THE CLASS H NON-VOTING PREFERRED SHARES**30.1 Prohibition on Issuance of Class H Non-Voting Preferred Shares**

No Class H Non-Voting Preferred share shall be issued and no share shall be redesignated as or converted into a Class H Non-Voting Preferred share while any other Class H Non-Voting Preferred share is issued and outstanding.

30.2 Issue, Redesignation or Conversion of Class H Non-Voting Preferred Shares

Upon or as soon as reasonably possible after the issue of any Class H Non-Voting Preferred share or the redesignation or conversion of any other share into a Class H Non-Voting Preferred share, the Directors shall determine the fair market value of:

- (a) in the case of the issue of a Class H Non-Voting Preferred share, the consideration received by the Company in respect of that share, including,

without restricting the generality of the foregoing, any consideration credited by the Company to any contributed surplus account; and

- (b) in the case of the redesignation or conversion of any other share into a Class H Non-Voting Preferred share, the share so redesignated or converted.

(The consideration so received or share so redesignated or converted, as the case may be, is, for the purposes of Article 30, called the "**Consideration**").

30.3 Determination of Fair Market Value

In determining the fair market value of the Consideration the Directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable. The Directors shall evidence their determination by a resolution. If after having evidenced their determination by a resolution the Directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The value so determined at the time of issue of a Class H Non-Voting Preferred share or thereafter from time to time is hereinafter, for the purposes of Article 30, called the "**Agreed Amount**").

30.4 Redemption Amount

Subject to Article 30.5, the "**Redemption Amount**" of each Class H Non-Voting Preferred share shall be the sum of One Hundred Dollars (\$100.00) per share.

30.5 Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Company or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Consideration in respect of any Class H Non-Voting Preferred share (herein, for the purposes of Article 30, called a "**Particular Share**") does not equal its Redemption Amount, the following adjustments shall be made:

- (a) For the purposes of the adjustments hereunder, the fair market value of the Consideration received with respect to a Particular Share shall be deemed to be:

-
- (i) subject to Article 30.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the Directors agree that that determination is accurate; or
 - (ii) subject to Article 30.5(a)(iii), where the Directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the Directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or
 - (iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;
- (b) If the fair market value determined pursuant to Article 30.5 is less than the Redemption Amount for a Particular Share (the difference between such fair market value and such Redemption Amount being hereinafter, for the purposes of Article 30, called the "**Deficiency**"), the following adjustments shall be made forthwith following such determination to account for the Deficiency:
- (i) the Redemption Amount of the Particular Share shall be reduced by an amount equal to:
 - (A) the Deficiency; plus
 - (B) the aggregate of the Deficiencies with respect to all other Class H Non-Voting Preferred shares which were issued, redesignated or converted into Class H Non-Voting Preferred shares at the same time as the Particular Share was issued, redesignated as or converted into Class H Non-Voting Preferred shares (the Particular Share and such shares are herein collectively referred to, for the purposes of Article 30, as the "**Deficit Issued Shares**") and which are no longer issued and outstanding, divided by the number of Deficit Issued Shares which are issued and outstanding,
-

provided, however, that the Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Share to have been its Redemption Amount; and

- (ii) if the aggregate reductions made pursuant to Article 30.5(b)(i) is less than the aggregate of the Deficiencies with respect to the Deficit Issued Shares, the person to whom the Deficit Issued Shares were issued or who first held them after they were redesignated as or were converted into Class H Non-Voting Preferred shares shall make a contribution of capital to the Company equal to the balance of the aggregate of such Deficiencies; and
- (c) If the fair market value determined pursuant to Article 30.5(a) is greater than the Redemption Amount for a Particular Share (the difference between such fair market value and such Redemption Amount being hereinafter, for the purposes of Article 30, called the "**Excess**"), the following adjustments shall be made forthwith following such determination to account for the Excess:
 - (i) the Redemption Amount of the Particular Share shall be increased by an amount equal to:
 - (A) the Excess; plus
 - (B) the aggregate of the Excesses with respect to all of the other Class H Non-Voting Preferred shares which were issued, redesignated or converted into Class H Non-Voting Preferred shares at the same time as the Particular Share was issued, redesignated as or converted into Class H Non-Voting Preferred shares (the Particular Share and such shares are herein collectively referred to, for the purposes of Article 30, as the "**Excess Issued Shares**") and which are no longer issued and outstanding, divided by the number of Excess Issued Shares which are issued and outstanding,

and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Share to have been its Redemption Amount; and

- (ii) if at the date of adjustment no Excess Issued Share is issued and outstanding, the Directors shall issue to the person to whom the Excess Issued Shares were issued or who first held them after they were redesignated as or were converted into Class H Non-Voting Preferred shares, Class H Non-Voting Preferred shares having an aggregate Redemption Amount equal to the amount of the aggregate of such Excesses.

30.6 Non-Cumulative Dividends

The holders of the Class H Non-Voting Preferred shares shall be entitled to receive for each fiscal year of the Company and the Company shall pay thereon, if and when declared by the Directors out of the monies of the Company properly applicable to the payment of dividends, non-cumulative cash dividends, at such annual rate as shall be determined by the Directors upon the issuance of the Class H Non-Voting Preferred shares, or from time to time thereafter, applied to the Redemption Amount of each such share as of the date of declaration of the dividend without regard to any retroactive adjustment to the Redemption Amount made subsequent to the date of declaration. In no case shall the annual rate of the dividend on the Class H Non-Voting Preferred shares determined by the Directors in accordance with this Article 30.6 exceed the rate of interest prescribed pursuant to the *Income Tax Act* (Canada) for purposes of those provisions of the *Income Tax Act* (Canada) in which reference is made to a prescribed rate of interest or to interest at a prescribed rate, other than those provisions of the *Income Tax Act* (Canada) requiring interest at a prescribed rate to be paid to the Receiver General or to be paid or applied on an amount payable by the Minister of National Revenue to a taxpayer, in effect at the time that the Class G Non-Voting Preferred shares are issued. The Directors shall be entitled from time to time to declare part of the said non-cumulative cash 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 Company the Directors in their discretion have not declared the said dividend or any part thereof on the Class H Non-Voting Preferred shares for the fiscal year, then the rights of the holders of the Class H Non-Voting Preferred shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished. The holders of Class H Non-Voting Preferred shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends hereinbefore provided.

30.7 Liquidation, Dissolution, Winding-up or Return of Capital

Subject to the rights of the registered holders of the Class E Non-Voting Preferred shares, the Class F Non-Voting Preferred shares, and the Class G Non-Voting Preferred shares, in the event of the liquidation, dissolution, winding-up or return of capital of the Company, the registered holders of Class H Non-Voting Preferred shares shall be entitled to receive the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, before any amount shall be paid or any property or asset of the Company is distributed to the registered holders of any other classes of shares. After payment to the registered holders of the Class H Non-Voting Preferred shares of the amount payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Company.

30.8 Registered Holder Redemption Demand

Subject to the provisions of the *Business Corporations Act* and to the rights of the registered holders of the Class E Non-Voting Preferred shares, the Class F Non-Voting Preferred shares and the Class G Non-Voting Preferred shares each registered holder of Class H Non-Voting Preferred shares may at any time demand that the Company redeem all or any part of the Class H Non-Voting Preferred shares held by him by payment to him of the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, but no more;

- (a) such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed to the registered office of the Company and shall be deemed to have been received on the day of delivery if delivered and on the business day following the day of mailing if mailed;
- (b) forthwith upon receipt of a demand for redemption, the Company shall deliver or mail a copy thereof to all other registered holders, if any, of Class E Non-Voting Preferred shares, of Class F Non-Voting Preferred shares, of Class G Non-Voting Preferred shares, and Class H Non-Voting Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the business day following the day of mailing if mailed. The rationale for this mailing shall be to allow other registered holders of Class E Non-Voting Preferred shares, Class F Non-Voting Preferred shares, Class G

Non-Voting Preferred shares and Class H Non-Voting Preferred shares to submit demands for redemption; and

- (c) if there is only one registered holder of Class E Non-Voting Preferred shares, Class F Non-Voting Preferred shares, Class G Non-Voting Preferred shares and Class H Non-Voting Preferred shares, the Company shall redeem the Class H Non-Voting Preferred shares referred to in his demand forthwith upon receipt thereof, provided, however, that after such redemption the Company shall have assets sufficient to redeem the Class E Non-Voting Preferred shares, the Class F Non-Voting Preferred shares and the Class G Non-Voting Preferred shares issued and outstanding at that time together with dividends accrued or declared thereon but unpaid, if any, without committing a breach of the *Business Corporations Act*. If there is more than one such registered holder, then on the 21st day following the last date of delivery or mailing of the copies referred to in Article 30.8(c), the Company shall redeem all Class H Non-Voting Preferred shares in respect of which it has then received demands for redemption, provided, however, that:
 - (i) after such redemption the Company shall have assets sufficient to redeem the Class E Non-Voting Preferred shares, the Class F Non-Voting Preferred shares and the Class G Non-Voting Preferred shares issued and outstanding at that time together with dividends accrued or declared thereon but unpaid, if any, without committing a breach of the *Business Corporations Act*; and
 - (ii) if the assets of the Company available for the redemption of the Class H Non-Voting Preferred shares are not sufficient to redeem all of the shares with respect to which redemption has been demanded together with dividends accrued or declared thereon but unpaid, if any, without causing a breach of the *Business Corporations Act*, the redemption shall be made pro rata, in the proportion that the aggregate number of Class E Non-Voting Preferred shares, Class F Non-Voting Preferred shares and Class G Non-Voting Preferred shares held by each registered holder making such a demand is to the aggregate number of Class H Non-Voting Preferred shares specified in all the demands received on or before the 21st day in such manner that the *Business Corporations Act* is not breached by such redemption.

30.9 Company Redemption

Subject to the provisions of the *Business Corporations Act*, the Company may at any time or times at the discretion of the Directors redeem on a pro rata basis as above or such other basis as the registered holders of Class H Non-Voting Preferred shares may consent to in writing, all or any of the Class H Non-Voting Preferred shares by paying to the registered holder the Redemption Amount thereof together with dividends accrued or declared thereon but unpaid, if any, but no more; provided that after such redemption the assets of the Company shall be sufficient to redeem the Class E Non-Voting Preferred shares, the Class F Non-Voting Preferred shares and the Class G Non-Voting Preferred shares issued and outstanding at that time together with dividends accrued or declared thereon but unpaid, if any, without committing a breach of the *Business Corporations Act*.

30.10 Minimum Share Purchase Price

No Class H Non-Voting Preferred share shall be purchased by the Company at a price that is less than the lesser of the Redemption Amount of that share together with dividends accrued or declared thereon but unpaid, if any; and an amount equal to $(A-B-C-D)/E$ where:

- (a) "A" means the Company's net realizable value at the time in question;
- (b) "B" means the aggregate Redemption Amount of the Class E Non-Voting Preferred shares issued and outstanding at the time in question together with dividends accrued or declared thereon but unpaid, if any;
- (c) "C" means the aggregate Redemption Amount of the Class F Non-Voting Preferred shares issued and outstanding at the time in question together with dividends accrued or declared thereon but unpaid, if any; and
- (d) "D" means the aggregate Redemption Amount of the Class G Non-Voting Preferred shares issued and outstanding at the time in question together with dividends accrued or declared thereon but unpaid, if any; and
- (e) "E" means the number of Class H Non-Voting Preferred shares then issued and outstanding at the time in question.

30.11 Meetings of Shareholders

The holders of the Class H Non-Voting Preferred shares shall not be entitled to receive notice of or to attend any meetings of shareholders of the Company and shall not be entitled to vote at any such meetings except as required by the *Business Corporations Act*.

31. SPECIAL RIGHTS AND RESTRICTIONS OF THE COMMON SHARES

31.1 Meetings of Shareholders of the Class A Voting, Participating Common Shares, and Class B Voting, Participating Common Shares

The registered holders of the Class A Voting, Participating Common shares and Class B Voting, Participating Common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Company and shall have the right to vote at any such meetings on the basis of one vote for each such share held.

31.2 Meetings of Shareholders of the Class C Non-Voting, Participating Common shares and Class D Non-Voting, Participating Common Shares

The registered holders of the Class C Non-Voting, Participating Common shares and Class D Non-Voting, Participating Common shares shall not be entitled to receive notice of or to attend any meetings of the shareholders of the Company and shall not have the right to vote at any such meetings except as required by the *Business Corporations Act*.

31.3 Dividends

The registered holders of the Class A Voting, Participating Common shares, Class B Voting, Participating Common shares, the Class C Non-Voting, Participating Common shares and Class D Non-Voting, Participating Common shares are entitled to receive dividends if and when declared by the Directors out of the monies of the Company properly applicable to the payment of dividends.

31.4 Limitation on Dividends and Share Purchase Price

No dividend shall be declared or paid to the registered holders of the Class A Voting, Participating Common shares, Class B Voting, Participating Common shares, Class C Non-Voting, Participating Common shares or Class D Non-Voting, Participating Common shares in an amount and no Class A Voting, Participating Common shares, Class B Voting, Participating Common shares, Class C Non-Voting, Participating Common shares or Class D Non-Voting, Participating Common shares shall be purchased by the Company for an amount that would cause the Company to have after the declaration or payment of such dividend or purchase of such shares, assets which would be insufficient to enable the Company to redeem the Class E Non-Voting Preferred shares, Class F Non-Voting Preferred shares, the Class G Non-Voting Preferred shares and the Class H Non-Voting Preferred shares issued and outstanding at that time together with dividends accrued or declared on such shares but unpaid, if any, without committing a breach of the *Business Corporations Act*.

31.5 Liquidation, Dissolution, Winding-up or Return of Capital

Subject to the rights of the registered holders of the Class E Non-Voting Preferred shares, Class F Non-Voting Preferred shares, Class G Non-Voting Preferred shares and Class H Non-Voting Preferred shares, in the event of the liquidation, dissolution, winding-up or return of capital of the Company, whether voluntary or involuntary, registered holders of the Class A Voting, Participating Common shares, Class B Voting, Participating Common shares, Class C Non-Voting, Participating Common shares and Class D Non-Voting, Participating Common shares shall be entitled to share in any further distribution of the property or assets of the Company and shall participate equally.

CENTRAL SECURITIES REGISTER

1315092 B.C. LTD.

CLASS A VOTING, PARTICIPATING COMMON

Effective July 13, 2021

Date Issued	Date Cancelled	Cert. No.	Shareholder Name and Address	No. of Shares	Kind, Class/ Series Name of Shares	Par Value	Price/ Share	Particulars	From Cert No.
2021/07/13	2021/07/13	A-1	Megan Matschke 201, 2928 - 29 Street, Vernon, BC, V1T 5A6	1	Class A Voting, Participating Common	without	\$1.00	Allotment from Treasury	
2021/07/13		A-2	Digi3 Investments Ltd. 6532 Blackcomb Place, Vernon, BC, V1B 4E1	120	Class A Voting, Participating Common	without	\$1.00	Allotment from Treasury (119), Transfer from Megan Matschke (1)	A-1
2021/07/13		A-3	Pilot Brothers Investment Ltd. #106, 1693 Deleenheer Road, Vernon, BC, V1B 3R7	120	Class A Voting, Participating Common	without	\$1.00	Allotment from Treasury	

DIRECTORS AND OFFICERS REGISTER

1315092 B.C. LTD.

Effective July 13, 2021

Director or Officer's Name and Address	Date Elected as Director	Date Ceased as Director	Title	Date Appointed as Officer	Date Ceased as Officer
Umang Anilkumar Patel 6532 Blackcomb Place, Vernon, BC V1B 4E1	2021/07/13				
Simranjeet Singh #106, 1693 Deleenheer Road, Vernon, BC V1B 3R7	2021/07/13				