

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

Nil

6. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of Class A Common Shares, without nominal or par value, Class B Common Shares, without nominal or par value, Class C Common Shares, without nominal or par value, Class D Common Shares, without nominal or par value, Class A Special Shares, without nominal or par value, Class B Special Shares without nominal or par value, Class C Special Shares, without nominal or par value and Class D Special Shares, without nominal or par value.

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

CLASS A COMMON SHARES:

1. The holders of the Class A Common Shares shall be entitled:
 - (a) To vote at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote;
 - (b) To receive any dividend declared on the Class A Common Shares by the Corporation; and
 - (c) To receive the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, on par with the Class B Common Shares, Class C Common Shares and Class D Common Shares.

CLASS B COMMON SHARES:

1. The holders of the Class B Common Shares shall be entitled:
 - (a) To vote at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote;
 - (b) To receive any dividend declared on the Class B Common Shares by the Corporation; and
 - (c) To receive the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, on par with the Class A Common Shares, Class C Common Shares and Class D Common Shares.

CLASS C COMMON SHARES:

1. The holders of the Class C Common Shares shall be entitled:
 - (a) To vote at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote;
 - (b) To receive any dividend declared on the Class C Common Shares by the Corporation; and
 - (c) To receive the remaining property of the Corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, on par with the Class A Common Shares, Class B Common Shares and Class D Common Shares.

CLASS D COMMON SHARES:

1. The holders of the Class D Common Shares shall be entitled:
 - (a) To vote at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote;
 - (b) To receive any dividend declared on the Class D Common Shares by the Corporation; and
 - (c) To receive the remaining property of the Corporation on the

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, on par with the Class A Common Shares, Class B Common Shares and Class C Common Shares.

The Class A Special Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of the Class A Special Shares shall be entitled to receive and the Corporation shall pay thereon, non-cumulative dividends, as and when declared by the board of directors of the Corporation, out of monies properly applicable to the payment of dividends, in such form as the board of directors may determine and all dividends which the directors may declare on the Class A Special Shares shall be declared and paid in equal amounts per share on all Class A Special Shares at the time outstanding.
2. In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class A Special Shares shall be entitled, on par with the holders of the Class B Special Shares, Class C Special Shares and Class D Special Shares, to receive out of the assets and property of the Corporation, before any amount is paid or any property or assets of the Corporation are distributed to the holders of the Common Shares or any other shares ranking junior to the Class A Special Shares, the Redemption Amount; after payment to the holders of the Class A Special Shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
3. The redemption price of each Class A Special Share shall be \$1.00, together with an amount equal to all dividends declared thereon and remaining unpaid (the "Redemption Amount").
4. The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole, or from time to time, any part of the then outstanding Class A Special Shares on payment of the Redemption Amount.
5. In any case of redemption of Class A Special Shares under the provisions of clause 4 hereof, the Corporation shall, at least ten (10) days before the date specified for redemption, mail to each person who, at the date of mailing is a registered holder of Class A Special Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class A Special Shares; such notice shall be mailed in a prepaid letter addressed to each such shareholder at his or her address as it appears on the books of the Corporation, or, in the event of the address of any such shareholder not so appearing, then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to any one or more such shareholders shall not affect the validity of such redemption; such notice shall set out the Redemption Amount and the date on which redemption is to take place and, if part only

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

of the Class A Special Shares held by the person to whom such notice is addressed is to be redeemed, the number thereof so to be redeemed on or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A Special Shares to be redeemed the Redemption Amount on presentation and surrender at the head office of the Corporation, or any other place designated in such notice, of the certificates representing Class A Special Shares called for redemption; such Class A Special Shares shall thereupon be redeemed; if a part only of the Class A Special Shares represented by an certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified in any such notice, the Class A Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected; the Corporation shall have the right, at any time after mailing of the notice of its intention to redeem any Class A Special Shares as aforesaid, to deposit the Redemption Amount of the Class A Special Shares so called for redemption, or of such of said shares as are represented by certificates which have not at the date of such deposit been surrendered by the shareholders therein in connection with such redemption, to a special account in any chartered bank or any trust company in Canada deemed in such notice to be paid without interest or to the order of the respective shareholders of such Class A Special Shares called for redemption. Upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made on the date specified for redemption in such notice, whichever is the later, the Class A Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such Redemption Date, as the case may be, shall be limited to receiving without interest the proportionate part of the total Redemption Amount so deposited against presentation and surrender of the said certificates.

6. Any holder of Class A Special Shares shall be entitled to require the Corporation to retract at any time or times all or any of the Class A Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation a share certificate or certificates representing the Class A Special shares which the registered holder desires to have the Corporation retract together with a request in writing specifying that:

- (a) the registered holder desires to have all or any of the Class A Special Shares represented by such certificate or certificates retracted by the Corporation; and

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

(b) the business day, being not less than fourteen (14) days and not more than thirty (30) days from the date of giving such notice to the Corporation (in this paragraph referred to as the "Retraction Date") on which the holder desires to have the Corporation retract such Class A Special Shares.

Upon receipt of a share certificate or certificates representing the Class A Special Shares which the registered holder desires to have the Corporation retract together with such a request, the Corporation shall on the Retraction Date retract such Class A Special Shares by paying to such registered holder the Redemption Amount (as previously defined) in respect of each Class A Special Share retracted. Such payment shall be made by cheque payable at par at any branch of the Corporation's bank for the time being in Canada. The said Class A Special Shares shall be retracted on the Retraction Date and thereafter the holder of such Class A Special Shares shall cease to be entitled to dividends declared after such date and shall not be entitled to exercise any of the other rights of holders of Class A Special Shares in respect thereof; provided that, if payment of the Redemption Amount is not made on the Retraction Date, the rights of the holder of the said Class A Special Shares shall remain unaffected until payment of the Redemption Amount is made. If less than all of the Class A Special Shares represented by any certificate or certificates accompanying any notice from a registered holder of Class A Special Shares are to be redeemed, the registered holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Class A Special Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be retracted.

7. The holder of the Class A Special Shares shall not be entitled as such to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting, except that holders of Class A Special Shares shall be entitled to notice of any meeting of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation.

8. If Canada Revenue Agency or any other taxing authority in Canada having jurisdiction over the Corporation or any shareholders thereof makes a final determination that the aggregate fair market value of any shares of the Corporation on the date they are exchanged for Class A Special Shares of the Corporation (an "Exchange") is an amount other than \$1.00 multiplied by the number of Class A Special Shares issued in respect of such Exchange, being the amount determined to be such value by the directors of the Corporation, then the Redemption Price per Class A Special Share shall be adjusted to, and shall be deemed always to have been, an amount equal to such amount as is agreed upon by the Corporation and such taxing authority

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

such amount as is agreed upon by the Corporation and such taxing authority to be the aggregate fair market value of the shares so exchanged on the date of the Exchange, or in the absence of such agreement, such amount as is determined by a tribunal or court having jurisdiction in the matter.

The Class C Special Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of the Class C Special Shares shall be entitled to receive and the Corporation shall pay thereon, non-cumulative dividends, as and when declared by the board of directors of the Corporation, out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may determine and all dividends which the directors may declare on the Class C Special Shares shall be declared and paid in equal amounts per share on all Class C Special Shares at the time outstanding.
2. In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class C Special Shares shall be entitled, on par with the holders of the Class A Special Shares, Class B Special Shares and Class D Special Shares to receive out of the assets and property of the Corporation, before any amount is paid or any property or assets of the Corporation are distributed to the holders of the Common Shares or any other shares ranking junior to the Class C Special Shares, the Redemption Amount; after payment to the holders of the Class C Special Shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
3. The redemption price of each Class C Special Share shall be \$0.10, together with an amount equal to all dividends declared thereon and remaining unpaid (the "Redemption Amount").
4. The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole, or from time to time, any part of the then outstanding Class C Special Shares on payment of the Redemption Amount.
5. In any case of redemption of Class C Special Shares under the provisions of clause 4 hereof, the Corporation shall, at least ten (10) days before the date specified for redemption, mail to each person who, at the date of mailing is a registered holder of Class C Special Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class C Special Shares; such notice shall be mailed in a prepaid letter addressed to each such shareholder at his or her address as it appears on the books of the Corporation, or, in the event of the address of any such shareholder not so appearing, then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to any one or more such shareholders shall not affect the

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

validity of such redemption; such notice shall set out the Redemption Amount and the date on which redemption is to take place and, if part only of the Class C Special Shares held by the person to whom such notice is addressed is to be redeemed, the number thereof so to be redeemed on or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class C Special Shares to be redeemed the Redemption Amount on presentation and surrender at the head office of the Corporation, or any other place designated in such notice, of the certificates representing Class C Special Shares called for redemption; such Class C Special Shares shall thereupon be redeemed; if a part only of the Class C Special Shares represented by a certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified in any such notice, the Class C Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected; the Corporation shall have the right, at any time after mailing of the notice of its intention to redeem any Class C Special Shares as aforesaid, to deposit the Redemption Amount of the Class C Special Shares so called for redemption, or of such of said shares as are represented by certificates which have not at the date of such deposit been surrendered by the shareholders therein in connection with such redemption, to a special account in any chartered bank or any trust company in Canada deemed in such notice to be paid without interest or to the order of the respective shareholders of such Class C Special Shares called for redemption. Upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made on the date specified for redemption in such notice, whichever is the later, the Class C Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such Redemption Date, as the case may be, shall be limited to receiving without interest the proportionate part of the total Redemption Amount so deposited against presentation and surrender of the said certificates.

6. Any holder of Class C Special Shares shall be entitled to require the Corporation to retract at any time or times all or any of the Class C Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation a share certificate or certificates representing the Class C Special shares which the registered holder desires to have the Corporation retract together with a request in writing specifying that:

- (a) the registered holder desires to have all or any of the Class C

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Special Shares represented by such certificate or certificates retracted by the Corporation; and

(b) the business day, being not less than fourteen (14) days and not more than thirty (30) days from the date of giving such notice to the Corporation (in this paragraph referred to as the "Retraction Date") on which the holder desires to have the Corporation retract such Class C Special Shares.

Upon receipt of a share certificate or certificates representing the Class C Special Shares which the registered holder desires to have the Corporation retract together with such a request, the Corporation shall on the Retraction Date retract such Class C Special Shares by paying to such registered holder the Redemption Amount (as previously defined) in respect of each Class C Special Share retracted. Such payment shall be made by cheque payable at par at any branch of the Corporation's bank for the time being in Canada. The said Class C Special Shares shall be retracted on the Retraction Date and thereafter the holder of such Class C Special Shares shall cease to be entitled to dividends declared after such date and shall not be entitled to exercise any of the other rights of holders of Class C Special Shares in respect thereof; provided that, if payment of the Redemption Amount is not made on the Retraction Date, the rights of the holder of the said Class C Special Shares shall remain unaffected until payment of the Redemption Amount is made. If less than all of the Class C Special Shares represented by any certificate or certificates accompanying any notice from a registered holder of Class C Special Shares are to be redeemed, the registered holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Class C Special Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be retracted.

7. The holder of the Class C Special Shares shall not be entitled as such to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting, except that holders of Class C Special Shares shall be entitled to notice of any meeting of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation.

8. If Canada Revenue Agency or any other taxing authority in Canada having jurisdiction over the Corporation or any shareholders thereof makes a final determination that the aggregate fair market value of any shares of the Corporation on the date they are exchanged for Class C Special Shares of the Corporation (an "Exchange") is an amount other than \$0.10 multiplied by the number of Class C Special Shares issued in respect of such Exchange, being the amount determined to be such value by the directors of the Corporation, then the Redemption Price per Class C Special Share shall be

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

adjusted to, and shall be deemed always to have been, an amount equal to such amount as is agreed upon by the Corporation and such taxing authority to be the aggregate fair market value of the shares so exchanged on the date of the Exchange, or in the absence of such agreement, such amount as is determined by a tribunal or court having jurisdiction in the matter.

The Class D Special Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. The holders of the Class D Special Shares shall be entitled to receive and the Corporation shall pay thereon, non-cumulative dividends, as and when declared by the board of directors of the Corporation, out of monies properly applicable to the payment of dividends, in such amount and in such form as the board of directors may determine and all dividends which the directors may declare on the Class D Special Shares shall be declared and paid in equal amounts per share on all Class D Special Shares at the time outstanding.
2. In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class D Special Shares shall be entitled, on par with the holders of the Class A Special Shares, Class B Special Shares, Class C Special Shares to receive out of the assets and property of the Corporation, before any amount is paid or any property or assets of the Corporation are distributed to the holders of the Common Shares or any other shares ranking junior to the Class D Special Shares, the Redemption Amount; after payment to the holders of the Class D Special Shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
3. The redemption price of each Class D Special Share shall be \$0.20, together with an amount equal to all dividends declared thereon and remaining unpaid (the "Redemption Amount").
4. The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole, or from time to time, any part of the then outstanding Class D Special Shares on payment of the Redemption Amount.
5. In any case of redemption of Class D Special Shares under the provisions of clause 4 hereof, the Corporation shall, at least ten (10) days before the date specified for redemption, mail to each person who, at the date of mailing is a registered holder of Class D Special Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class D Special Shares; such notice shall be mailed in a prepaid letter addressed to each such shareholder at his or her address as it appears on the books of the Corporation, or, in the event of the address of any such shareholder not so appearing, then to the last known address of such shareholder; provided, however, that accidental failure to give any

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

such notice to any one or more such shareholders shall not affect the validity of such redemption; such notice shall set out the Redemption Amount and the date on which redemption is to take place and, if part only of the Class D Special Shares held by the person to whom such notice is addressed is to be redeemed, the number thereof so to be redeemed on or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class D Special Shares to be redeemed the Redemption Amount on presentation and surrender at the head office of the Corporation, or any other place designated in such notice, of the certificates representing Class D Special Shares called for redemption; such Class D Special Shares shall thereupon be redeemed; if a part only of the Class D Special Shares represented by an certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified in any such notice, the Class D Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected; the Corporation shall have the right, at any time after mailing of the notice of its intention to redeem any Class D Special Shares as aforesaid, to deposit the Redemption Amount of the Class D Special Shares so called for redemption, or of such of said shares as are represented by certificates which have not at the date of such deposit been surrendered by the shareholders therein in connection with such redemption, to a special account in any chartered bank or any trust company in Canada deemed in such notice to be paid without interest or to the order of the respective shareholders of such Class D Special Shares called for redemption. Upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made on the date specified for redemption in such notice, whichever is the later, the Class D Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such Redemption Date, as the case may be, shall be limited to receiving without interest the proportionate part of the total Redemption Amount so deposited against presentation and surrender of the said certificates.

6. Any holder of Class D Special Shares shall be entitled to require the Corporation to retract at any time or times all or any of the Class D Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation a share certificate or certificates representing the Class D Special shares which the registered holder desires to have the Corporation retract together with a request in writing specifying that:

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

- (a) the registered holder desires to have all or any of the Class D Special Shares represented by such certificate or certificates retracted by the Corporation; and
- (b) the business day, being not less than fourteen (14) days and not more than thirty (30) days from the date of giving such notice to the Corporation (in this paragraph referred to as the "Retraction Date") on which the holder desires to have the Corporation retract such Class D Special Shares.

Upon receipt of a share certificate or certificates representing the Class D Special Shares which the registered holder desires to have the Corporation retract together with such a request, the Corporation shall on the Retraction Date retract such Class D Special Shares by paying to such registered holder the Redemption Amount (as previously defined) in respect of each Class D Special Share retracted. Such payment shall be made by cheque payable at par at any branch of the Corporation's bank for the time being in Canada. The said Class D Special Shares shall be retracted on the Retraction Date and thereafter the holder of such Class D Special Shares shall cease to be entitled to dividends declared after such date and shall not be entitled to exercise any of the other rights of holders of Class D Special Shares in respect thereof; provided that, if payment of the Redemption Amount is not made on the Retraction Date, the rights of the holder of the said Class D Special Shares shall remain unaffected until payment of the Redemption Amount is made. If less than all of the Class D Special Shares represented by any certificate or certificates accompanying any notice from a registered holder of Class D Special Shares are to be redeemed, the registered holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Class D Special Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be retracted.

7. The holder of the Class D Special Shares shall not be entitled as such to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting, except that holders of Class D Special Shares shall be entitled to notice of any meeting of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation.

8. If Canada Revenue Agency or any other taxing authority in Canada having jurisdiction over the Corporation or any shareholders thereof makes a final determination that the aggregate fair market value of any shares of the Corporation on the date they are exchanged for Class D Special Shares of the Corporation (an "Exchange") is an amount other than \$0.20 multiplied by the number of Class D Special Shares issued in respect of such Exchange, being the amount determined to be such value by the directors of the

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Corporation, then the Redemption Price per Class D Special Share shall be adjusted to, and shall be deemed always to have been, an amount equal to such amount as is agreed upon by the Corporation and such taxing authority to be the aggregate fair market value of the shares so exchanged on the date of the Exchange, or in the absence of such agreement, such amount as is determined by a tribunal or court having jurisdiction in the matter.

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/h'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The right to transfer shares in the capital stock of the Corporation is restricted in that no shares shall be transferred without the previous consent of the Directors of the Corporation expressed by resolution passed by the Board of Directors or by an instrument or instruments in writing signed by a majority of the Directors.

9. Other provisions if any:

Autres dispositions, s'il y a lieu :

(a) The number of Shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment and have continued after the termination of that employment to be Shareholders of the Corporation, is limited to not more than fifty (50), two or more persons who are the joint registered holders of one or more shares being counted as one Shareholder;

(b) Any invitation to the public to subscribe for the securities of the Corporation is prohibited.

(c) The Corporation may purchase any of its issued shares.

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

Page: 19

First name, middle names and surname or corporate name
*Prénom, autres prénoms et nom de famille ou
dénomination sociale*

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

RAMEZ
TAWFIK

2281 MANOR HILL DRIVE
MISSISSAUGA ONTARIO
CANADA L5M 5B8