

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

None.

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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:

- (a) an unlimited number of Class A special shares;
- (b) an unlimited number of Class B special shares; and
- (c) an unlimited number of common shares.

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:

The rights, privileges, restrictions and conditions attaching to the Class A special shares, the Class B special shares and the common shares are as follows:

A. Class A Special Shares

The Class A special shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **Definitions:**

In these share conditions, the following words and phrases shall have the following applicable meanings:

- (i) **"redemption amount"** of each Class A special share means One Hundred Dollars (\$100.00);
- (ii) **"redemption price"** of each Class A special share means the redemption amount together with any dividends declared thereon and unpaid; and
- (iii) **"Act"** means the Business Corporations Act (Ontario).

(b) **Dividends:**

Subject to any shareholders agreement to the contrary, the holders of the Class A special shares shall in each year in the discretion of the directors, but always in preference to any payment of dividends on the Class B special shares and the common shares, be entitled, out of any or all profits or surplus available for dividends, to a non-cumulative cash dividend payable annually in such amount as may be determined and fixed from time to time by resolution of the Board of Directors; the holders of Class A special shares shall not be entitled to any dividend other than or in excess of the non-cumulative cash dividend as may be declared in the discretion of the directors as hereinabove provided.

(c) **Redemption at the Option of the Corporation:**

- (i) The Corporation may, at its option, and without the consent of the holders of the Class A special shares, redeem all or from time to time any part of the outstanding Class A special shares on payment for each share to be redeemed of an amount equal to the redemption price.

- (ii) Before redeeming any Class A special shares, the Corporation shall mail to each person who, at the date of such mailing, is a registered holder of shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder; such notice shall be mailed by ordinary prepaid post addressed to the last address of such holder as it appears on the records of the Corporation or, in the event of the address of any such holder not appearing on the records of the Corporation, then to the last known address of such holder, at least thirty (30) days before the date specified for redemption; such notice shall set out the redemption price, the date on which redemption is to take place and, if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed; on or after the date so specified for redemption the Corporation shall pay or cause to be paid the redemption price to the registered holders of the shares to be redeemed, on presentation and surrender of the certificates for the shares so called for redemption at such place or places as may be specified in such notice, and the certificates for such shares shall thereupon be cancelled, and the shares represented thereby shall thereupon be redeemed. In case a part only of the outstanding Class A special shares is at any time to be redeemed, the shares to be redeemed shall be selected, at the option of the directors, either by lot in such manner as the directors in their sole discretion shall determine or as nearly as may be pro rata (disregarding fractions) according to the number of Class A special shares held by each holder. In case a part only of the Class A special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in such notice, the holders of the shares called for redemption shall cease to be entitled to dividends and shall not be entitled to any rights in respect thereof, except to receive the redemption price, unless payment of the redemption price shall not be made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unimpaired. On or before the date specified for redemption, the Corporation shall have the right to deposit the redemption price of the shares called for redemption in a special account with any chartered bank or trust company in Canada named in the notice of redemption to be paid without interest, to or to the order of the respective holders of such shares called for redemption upon

presentation and surrender of the certificates representing the same and, upon such deposit being made, the shares in respect whereof such deposit shall have been made, shall be redeemed and the rights of the several holders thereof, after such deposit, shall be limited to receiving out of the moneys so deposited, without interest, the redemption price applicable to their respective shares against presentation and surrender of the certificates representing such shares.

(d) **Retraction at the Option of the Holder:**

- (i) Subject to the Act, a holder of any Class A special share shall be entitled to require the Corporation to redeem the whole or any part of the Class A special shares registered in the name of the holder on the books of the Corporation.
- (ii) A holder of Class A special shares to be redeemed shall tender to the Corporation at its registered office a request in writing specifying a) that the holder desires to have the whole or any part of the Class A special shares registered in his name redeemed by the Corporation and b) the business day, which shall be not less than thirty (30) days after the day on which the request in writing is given to the Corporation (unless such thirty (30) days' notice period has been waived with the mutual consent of the holder and the Corporation), on which the holder desires to have the Corporation redeem the Class A special shares (the "redemption date"), together with the share certificates, if any, representing the Class A special shares which the registered holder desires to have the Corporation redeem.
- (iii) On receipt of a request and share certificates, the Corporation shall, on the redemption date, redeem the Class A special shares by paying to the registered holder an amount equal to the redemption price for each Class A special share. This payment shall be made by cheque payable at any branch in Canada of one of the Corporation's bankers for the time being. If a part only of the Class A special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued by the Corporation.
- (iv) The Class A special shares shall be redeemed on the redemption date and from that date the Class A special shares shall cease to be entitled to dividends and their holder shall not be entitled to exercise any of the rights of

shareholders in respect of the Class A special shares. Should full payment not be made for the Class A special shares, so redeemed, the rights of the holders of the Class A special shares shall remain unaffected.

(e) **Liquidation:**

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A special shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, an amount equal to the redemption price.

(f) **Voting:**

- (i) Subject to the provisions of subparagraph (ii) hereof, the holders of the Class A special shares shall not, as such, have any voting rights for the election of directors or for any other purpose nor shall they be entitled to attend shareholders' meetings. Notwithstanding the aforesaid conditions, restrictions, limitations or prohibitions on the right to vote, the holders of the aforesaid shares are entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation pursuant to subsection 184(3) of the Act or as such subsection may be amended from time to time.
- (ii) The foregoing provisions, the provisions of this subparagraph and the provisions of subparagraph (iii) hereof may be repealed, altered, modified or amended by Articles of Amendment but only with the approval of the holders of the Class A special shares given as hereinafter specified in addition to any other approval required by the Act, as the same may from time to time be in force or any successor corporations statute of the Province of Ontario.
- (iii) The approval of the holders of the Class A special shares as to any and all matters referred to herein may be given by special resolution sanctioned at a meeting of holders of Class A special shares duly called and held upon at least ten (10) days' notice at which the holders of at least a majority of the outstanding Class A special shares are present or represented by proxy and carried by the affirmative votes of

the holders of not less than two-thirds of the Class A special shares represented and voted at such meeting cast on a poll. On every poll taken at every such meeting every holder of Class A special shares shall be entitled to one (1) vote in respect of each Class A special share held.

B. Class B Special Shares

The Class B special shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Definitions:

In these share conditions, the following words and phrases shall have the following applicable meanings:

- (i) **"redemption amount"** of each Class B special share means One Dollar (\$1.00);
- (ii) **"redemption price"** of each Class B special share means the redemption amount together with any dividends declared thereon and unpaid; and
- (iii) **"Act"** means the Business Corporations Act (Ontario).

(b) Dividends:

Subject to any shareholders agreement to the contrary, the holders of the Class B special shares shall in each year in the discretion of the directors, always after the payment of dividends on the Class A special shares but in preference to any payment of dividends on the common shares, be entitled, out of any or all profits or surplus available for dividends, to a non-cumulative cash dividend payable annually in such amount as may be determined and fixed from time to time by resolution of the Board of Directors; the holders of Class B special shares shall not be entitled to any dividend other than or in excess of the non-cumulative cash dividend as may be declared in the discretion of the directors as hereinabove provided.

(c) Redemption at the Option of the Corporation:

- (i) The Corporation may, at its option, and without the consent of the holders of the Class B special shares, redeem all or from time to time any part of the outstanding Class B special shares on payment for each share to be redeemed of an

amount equal to the redemption price.

- (ii) Before redeeming any Class B special shares, the Corporation shall mail to each person who, at the date of such mailing, is a registered holder of shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder; such notice shall be mailed by ordinary prepaid post addressed to the last address of such holder as it appears on the records of the Corporation or, in the event of the address of any such holder not appearing on the records of the Corporation, then to the last known address of such holder, at least thirty (30) days before the date specified for redemption; such notice shall set out the redemption price, the date on which redemption is to take place and, if part only of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed; on or after the date so specified for redemption the Corporation shall pay or cause to be paid the redemption price to the registered holders of the shares to be redeemed, on presentation and surrender of the certificates for the shares so called for redemption at such place or places as may be specified in such notice, and the certificates for such shares shall thereupon be cancelled, and the shares represented thereby shall thereupon be redeemed. In case a part only of the outstanding Class B special shares is at any time to be redeemed, the shares to be redeemed shall be selected, at the option of the directors, either by lot in such manner as the directors in their sole discretion shall determine or as nearly as may be pro rata (disregarding fractions) according to the number of Class B special shares held by each holder. In case a part only of the Class B special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in such notice, the holders of the shares called for redemption shall cease to be entitled to dividends and shall not be entitled to any rights in respect thereof, except to receive the redemption price, unless payment of the redemption price shall not be made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unimpaired. On or before the date specified for redemption, the Corporation shall have the right to deposit the redemption price of the shares called for redemption in a special account with any chartered bank or trust company in Canada named in the

notice of redemption to be paid without interest, to or to the order of the respective holders of such shares called for redemption upon presentation and surrender of the certificates representing the same and, upon such deposit being made, the shares in respect whereof such deposit shall have been made, shall be redeemed and the rights of the several holders thereof, after such deposit, shall be limited to receiving out of the moneys so deposited, without interest, the redemption price applicable to their respective shares against presentation and surrender of the certificates representing such shares.

(d) **Retraction at the Option of the Holder:**

- (i) Subject to the Act, a holder of any Class B special share shall be entitled to require the Corporation to redeem the whole or any part of the Class B special shares registered in the name of the holder on the books of the Corporation.
- (ii) A holder of Class B special shares to be redeemed shall tender to the Corporation at its registered office a request in writing specifying a) that the holder desires to have the whole or any part of the Class B special shares registered in his name redeemed by the Corporation and b) the business day, which shall be not less than thirty (30) days after the day on which the request in writing is given to the Corporation (unless such thirty (30) days' notice period has been waived with the mutual consent of the holder and the Corporation), on which the holder desires to have the Corporation redeem the Class B special shares (the "redemption date"), together with the share certificates, if any, representing the Class B special shares which the registered holder desires to have the Corporation redeem.
- (iii) On receipt of a request and share certificates, the Corporation shall, on the redemption date, redeem the Class B special shares by paying to the registered holder an amount equal to the redemption price for each Class B special share. This payment shall be made by cheque payable at any branch in Canada of one of the Corporation's bankers for the time being. If a part only of the Class B special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued by the Corporation.
- (iv) The Class B special shares shall be redeemed on the

redemption date and from that date the Class B special shares shall cease to be entitled to dividends and their holder shall not be entitled to exercise any of the rights of shareholders in respect of the Class B special shares. Should full payment not be made for the Class B special shares, so redeemed, the rights of the holders of the Class B special shares shall remain unaffected.

(e) **Liquidation:**

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class B special shares shall be entitled to receive, after payment to the holders of the Class A special shares, but before any distribution of any part of the assets of the Corporation among the holders of the common shares, an amount equal to the redemption price.

(f) **Voting:**

The holders of the Class B special shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation (except where the holders of another class of shares are entitled to vote separately as a class as provided in the Act) and each Class B special share shall be entitled to one (1) vote in person or by proxy at all meetings of shareholders of the Corporation.

C. Common Shares

The holders of the common shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **Dividends:**

If in any year, after providing for the full dividend on the Class A special shares and Class B special shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to dividends on the common shares.

(b) **Liquidation:**

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the common shares shall be entitled to receive, after payment to the

holders of the Class A special shares and the Class B special shares, the remaining property of the Corporation.

(c) **Voting:**

The holders of the common shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation (except where the holders of another class of shares are entitled to vote separately as a class as provided in the Act) and each common share shall be entitled to one (1) vote in person or by proxy at all meetings of shareholders of the Corporation.

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

No shares shall be transferred without the previous consent of the directors of the Corporation expressed by a resolution passed by the Board of Directors or by an instrument or instruments in writing signed by a majority of the directors.

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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 of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as one (1) shareholder.
- (B) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (C) Subject to the provisions of the Business Corporations Act, the Corporation may purchase any of its issued common shares.

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

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

Lionel Donald Stewart Winter

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

Signatures of incorporator(s)/
Signatures des fondateurs



Lionel Donald Stewart Winter