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Province of Ontario  
Province de l'Ontario  
Ministry of Government Services  
Ministère des Services gouvernementaux

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# Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

**TRISURA GROUP LTD.**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**002558387**

is a corporation incorporated,  
under the laws of the Province of Ontario.

est une société constituée aux termes  
des lois de la province de l'Ontario.

These articles of incorporation  
are effective on

Les présents statuts constitutifs  
entrent en vigueur le

**JANUARY 27 JANVIER, 2017**



Director/Directeur

Business Corporations Act/Loi sur les sociétés par actions

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FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS

1. The name of the corporation is:

Dénomination sociale de la compagnie:

TRISURA GROUP LTD.

2. The address of the registered office is:

Adresse du siège social:

333 BAY STREET  
BOX 22

Suite 610

(Street &amp; Number, or R.R. Number &amp; if Multi-Office Building give Room No.)

(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)

TORONTO  
CANADAONTARIO  
M5H 2R2

(Name of Municipality or Post Office)

(Postal Code/Code postal)

(Nom de la municipalité ou du bureau de poste)

3. Number (or minimum and maximum  
number) of directors is:Nombre (ou nombres minimal et maximal)  
d'administrateurs:

Minimum 3

Maximum 15

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

Premier(s) administrateur(s):

First name, initials and surname  
Prénom, initiales et nom de familleResident Canadian State Yes or No  
Résident Canadien Oui/NonAddress for service, giving Street & No.  
or R.R. No., Municipality and Postal CodeDomicile élu, y compris la rue et le  
numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal\* DAVID  
NOWAK

YES

333 BAY STREET Suite 610  
BOX 22  
TORONTO ONTARIO  
CANADA M5H 2R2

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\* A.J. YES  
SILBER

333 BAY STREET Suite 610  
BOX 22  
TORONTO ONTARIO  
CANADA M5H 2R2

\* GREG NO  
MORRISON

333 BAY STREET Suite 610  
BOX 22  
TORONTO ONTARIO  
CANADA M5H 2R2

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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

None.

6. The classes and any maximum number of shares that the corporation is authorized to issue:

*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

an unlimited number of Common Shares;  
an unlimited number of Non-Voting Shares; and  
an unlimited number of Preference Shares, issuable in series.

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

#### COMMON SHARES

##### Dividends

The Common Shares and the Non-Voting Shares shall rank equally with one another and subordinate to the Corporation's Preference Shares and any other shares of the Corporation ranking senior to the Common Shares and the Non-Voting Shares as to such dividends as may be declared by the board of directors of the Corporation (the "Board of Directors") out of funds legally available therefor and all dividends, other than stock dividends, declared at any time after the date these articles of incorporation become effective will be declared contemporaneously and paid at the same time in the same property and in equal amounts per share on all the Common Shares and the Non-Voting Shares at the time outstanding, without preference or priority of one share over another.

The Board of Directors may declare separate stock dividends for each of the Common Shares and the Non-Voting Shares provided that: (a) such stock dividends shall be declared contemporaneously and paid at the same time and in equal numbers of additional shares per share on all the Common Shares and the Non-Voting Shares at the time outstanding; and (b) such stock dividends shall be paid (i) in Common Shares to the holders of Common Shares and (ii) in Non-Voting Shares to the holders of Non-Voting Shares.

##### Liquidation or Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the Corporation which remain after payment to the holders of Preference Shares or any other shares ranking in priority to the Common Shares and the Non-Voting Shares in respect of payment upon liquidation, dissolution or winding-up of all amounts attributed and properly payable to such holders of such other shares in the event of such liquidation, dissolution, winding-up or distribution, shall be paid or distributed equally, share for share, to the holders of the Common Shares and the Non-Voting Shares, without preference or distinction.

##### Subdivision or Consolidation

The Common Shares and the Non-Voting Shares shall not be subdivided, consolidated, reclassified or otherwise changed unless contemporaneously therewith the other class is subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner.

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#### Voting Rights

The holders of the Common Shares shall be entitled to receive notice of, to attend (in person or by proxy) and to vote and be heard at all general meetings of the shareholders of the Corporation (other than separate meetings of the holders of shares of any other class of shares of the Corporation) and shall be entitled to receive all notices of meetings, information circulars and other written information from the Corporation. Each Common Share will entitle the holder thereof to have one vote for each Common Share held, subject to the voting rights for the election of directors as hereinafter specified.

Every holder of Common Shares entitled to vote at an election of directors has the right to cast thereat a number of votes equal to the number of votes attached to the shares held by him or her multiplied by the number of directors to be elected, and he or she may cast all such votes in favour of one candidate or distribute them among the candidates in such a manner as he or she sees fit, and where he or she has voted for more than one candidate without specifying the distribution of his or her votes among such candidates, he or she shall be deemed to have divided his or her votes equally among the candidates for whom he or she voted.

#### NON-VOTING SHARES

##### Dividends

The Non-Voting Shares and the Common Shares shall rank equally with one another and subordinate to the Corporation's Preference Shares and any other shares of the Corporation ranking senior to the Non-Voting Shares and the Common Shares as to such dividends as may be declared by the Board of Directors out of funds legally available therefor and all dividends, other than stock dividends, declared at any time after the date these articles of incorporation become effective will be declared contemporaneously and paid at the same time in the same property and in equal amounts per share on all the Non-Voting Shares and the Common Shares at the time outstanding, without preference or priority of one share over another.

The Board of Directors may declare separate stock dividends for each of the Non-Voting Shares and the Common Shares provided that: (a) such stock dividends shall be declared contemporaneously and paid at the same time and in equal numbers of additional shares per share on all the Non-Voting Shares and the Common Shares at the time outstanding; (b) such stock dividends shall be paid (i) in Non-Voting Shares to the holders of Non-Voting Shares and (ii) in Common Shares to the holders of Common Shares.

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#### Liquidation or Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the Corporation which remain after payment to the holders of Preference Shares or any other shares ranking in priority to the Non-Voting Shares and the Common Shares in respect of payment upon liquidation, dissolution or winding-up of all amounts attributed and properly payable to such holders of such other shares in the event of such liquidation, dissolution, winding-up or distribution, shall be paid or distributed equally, share for share, to the holders of the Non-Voting Shares and Common Shares, without preference or distinction.

#### Subdivision or Consolidation

The Non-Voting Shares and the Common Shares shall not be subdivided, consolidated, reclassified or otherwise changed unless contemporaneously therewith the other class is subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner.

#### Voting Rights

The holders of the Non-Voting Shares shall be entitled to receive notice of and to attend (in person or by proxy) and be heard at all general meetings of the shareholders of the Corporation (other than separate meetings of the holders of shares of any other class of shares of the Corporation or of shares of any series of shares of any such other class of shares other than Common Shares) and shall be entitled to receive all notices of meetings, information circulars and other written information from the Corporation that the holders of Common Shares are entitled to receive from the Corporation but not to vote at such general meetings, unless otherwise required by law or as referred to herein.

#### Amendment with Approval of Holders of Non-Voting Shares

The rights, privileges, restrictions and conditions attached to the Non-Voting Shares as a class may be added to, changed or removed but only with the approval of the holders of the Non-Voting Shares given as hereinafter specified in addition to any vote or authorization required by law.

The approval of the holders of the Non-Voting Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Non-Voting Shares as a class or in respect of any other matter requiring the consent of the holders of the Non-Voting Shares may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by

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resolution signed by all the holders of the Non-Voting Shares or passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of the Non-Voting Shares duly called for that purpose.

The formalities to be observed with respect to the giving of notice of any such meeting or any adjourned meeting, the quorum required therefor and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders, or if not so prescribed, as required by the Business Corporations Act (Ontario) (the "Act") as in force at the time of the meeting. On every poll taken at every meeting of the holders of the Non-Voting Shares as a class, each holder of Non-Voting Shares entitled to vote thereat shall have one vote for each Non-Voting Share held.

#### Conversion Rights of Non-Voting Shares

(a) For the purposes of clauses (a) to (i) of this "Conversion Rights of Non-Voting Shares" section:

(i) "affiliate" has the meaning ascribed thereto in the Securities Act (Ontario), as amended from time to time;

(ii) "associate" has the meaning ascribed thereto in the Securities Act (Ontario), as amended from time to time;

(iii) "Conversion Period" means the period of time commencing on the eighth day after the Offer Date and terminating on the Expiry Date;

(iv) "Converted Shares" means Common Shares resulting from the conversion of Non-Voting Shares into Common Shares pursuant to clause (b);

(v) "Exclusionary Offer" means an offer to purchase Common Shares that:

(A) must, by reason of applicable securities legislation or the requirements of a stock exchange on which the Common Shares are listed, be made to all or substantially all of the holders of Common Shares who are in a province of Canada to which the requirement applies; and

(B) is not made concurrently with an offer to purchase Non-Voting Shares that is identical to the offer to purchase Common Shares in terms of price per share and percentage of outstanding shares to be taken up exclusive of shares owned immediately prior to the offer by the Offeror, and in all other material respects, and that has no condition attached thereto other than the right not to take up and pay for shares tendered if no shares are purchased pursuant to the offer for Common Shares,

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and for the purposes of this definition if an offer to purchase Common Shares would be an Exclusionary Offer as defined above but for the provisions of subclause (B), the varying of any term of such offer shall be deemed to constitute the making of a new offer unless an identical variation concurrently is made to the corresponding offer to purchase Non-Voting Shares;

(vi) "Expiry Date" means the last date upon which holders of Common Shares may accept an Exclusionary Offer;

(vii) "Offer Date" means the date on which an Exclusionary Offer is made or deemed to be made;

(viii) "Offeror" means a person or company that makes an offer to purchase Common Shares (the "bidder"), and includes any associate or affiliate of the bidder or any person or company that is disclosed in the offering document relating to such offer to be acting jointly or in concert with the bidder; and

(ix) "transfer agent" means the transfer agent for the time being for the Common Shares.

(b) Subject to clause (e), if an Exclusionary Offer is made, each outstanding Non-Voting Share shall be convertible into one fully paid and non-assessable Common Share at the option of the holder thereof exercisable during the Conversion Period. The conversion right provided for in this clause (b) shall be exercised by notice in writing given to the transfer agent accompanied by the certificate or certificates representing the Non-Voting Shares which the holder desires to convert, and such notice shall be executed by the person registered on the books of the Corporation as the holder of the Non-Voting Shares, or by his or her attorney duly authorized in writing, and shall specify the number of Non-Voting Shares which the holder desires to have converted. The holder shall pay any governmental or other tax imposed on or in respect of such conversion. Upon receipt by the transfer agent of such notice and share certificate or certificates, the Corporation shall issue or cause to be issued a share certificate representing fully paid Common Shares as prescribed above and in accordance with clause (d). If less than all of the Non-Voting Shares represented by any share certificate are to be converted, the holder shall be entitled to receive a new share certificate representing in the aggregate the number of Non-Voting Shares represented by the original share certificate which are not to be converted.

(c) An election by a holder of Non-Voting Shares to exercise the conversion right provided for in clause (b) shall be deemed to also constitute irrevocable elections by such holder to deposit the Converted Shares pursuant to the

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Exclusionary Offer (subject to such holder's right to subsequently withdraw the shares from the offer in accordance with the terms thereof and applicable law) and to exercise the right to convert into Non-Voting Shares on a one for one basis, all Converted Shares in respect of which such holder exercises his or her right of withdrawal from the Exclusionary Offer or which are not otherwise ultimately taken up and paid for under the Exclusionary Offer (including by way of the abandonment or withdrawal of the Exclusionary Offer without any shares being acquired), and an irrevocable agreement by the holder exercising such rights of conversion not to vote any Converted Shares. Any conversion of Converted Shares into Non-Voting Shares pursuant to such deemed election in respect of which the holder exercises his or her right of withdrawal from the Exclusionary Offer shall be effective at the time such right of withdrawal is exercised without prejudice to the ability to reconvert or retender. If the right of withdrawal is not exercised, any conversion into Non-Voting Shares pursuant to such deemed election shall be effective:

- (i) in respect of an Exclusionary Offer which is completed, immediately following the time by which the Offeror is required under applicable securities legislation to take up and pay for all shares to be acquired by the Offeror under the Exclusionary Offer; and
- (ii) in respect of an Exclusionary Offer which is abandoned or withdrawn, at the time at which the Exclusionary Offer is abandoned or withdrawn.
- (d) No share certificates representing Converted Shares shall be delivered to or to the order of the holders thereof before such shares have been deposited pursuant to the Exclusionary Offer and the transfer agent, on behalf of the holders of the Converted Shares, shall deposit, and the holders of such shares shall be deemed to have irrevocably directed the transfer agent to deposit, pursuant to the Exclusionary Offer, the certificate or certificates representing the Converted Shares. Upon completion of the offer, the Corporation shall deliver or cause to be delivered to the holders entitled thereto all consideration paid by the Offeror pursuant to the offer in respect of Converted Shares. If Converted Shares are converted into Non-Voting Shares pursuant to the deemed election under clause (c), the transfer agent shall deliver to the holders entitled thereto a share certificate representing the Non-Voting Shares resulting from the conversion. The Corporation shall make all arrangements with the transfer agent necessary or desirable to give effect to this clause (d).
- (e) Subject to clause (f), the conversion right provided for in clause (b) shall not come into effect if:
- (i) prior to the Offer Date there is delivered to the transfer agent and to the Secretary of the Corporation a certificate or certificates signed by or on

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behalf of one or more shareholders of the Corporation owning in the aggregate, as at the Offer Date, more than 50% of the then outstanding Common Shares, exclusive of shares owned immediately prior to the Offer Date by the Offeror, which certificate or certificates shall confirm, in the case of each such shareholder, that such shareholders shall not:

(A) tender any shares in acceptance of any Exclusionary Offer without giving the transfer agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date;

(B) make any Exclusionary Offer;

(C) act jointly or in concert with any person or company that makes an Exclusionary Offer; or

(D) transfer any Common Shares, directly or indirectly, during the time at which any Exclusionary Offer is outstanding without giving the transfer agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Common Shares transferred or to be transferred to each transferee; or

(ii) as of the end of the seventh day after the Offer Date there has been delivered to the transfer agent and to the Secretary of the Corporation a certificate or certificates signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate more than 50% of the then outstanding Common Shares as at the Offer Date, exclusive of shares owned immediately prior to the Offer Date by the Offeror, which certificate or certificates shall confirm, in the case of each such shareholder:

(A) the number of Common Shares owned by the shareholder;

(B) that such shareholder is not making the offer and is not an associate or affiliate of, or acting jointly or in concert with, the person or company making the offer;

(C) that such shareholder shall not tender any shares in acceptance of the offer, including any varied form of the offer, without giving the transfer agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date; and

(D) that such shareholder shall not transfer any Common Shares, directly or indirectly, prior to the Expiry Date without giving the transfer agent and the Secretary of the Corporation written notice of such transfer or intended

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transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Common Shares transferred or to be transferred to each transferee; or

(iii) as of the end of the seventh day after the Offer Date a combination of certificates that comply with either clause (e) (i) or (e) (ii) from shareholders of the Corporation owning in the aggregate more than 50% of the then outstanding Common Shares as at the Offer Date has been delivered to the transfer agent and to the Secretary of the Corporation.

(f) If a notice referred to in subclause (e) (i) (A), (e) (i) (D), (e) (ii) (C) or (e) (ii) (D) is given and the conversion right provided for in clause (b) has not come into effect, the transfer agent shall either forthwith upon receipt of the notice or forthwith after the seventh day following the Offer Date, whichever is later, determine the number of Common Shares in respect of which there have been delivered certificates that are subsisting and that comply with either clause (e) (i) or (e) (ii). For the purpose of this determination, certificates in respect of which such a notice has been delivered shall not be regarded as subsisting, the transfer that is the subject of any notice referred to in subclause (e) (i) (D) or (e) (ii) (D) shall be deemed to have already taken place at the time of the determination, and the transferee in the case of any notice referred to in subclause (e) (i) (D) or (e) (ii) (D) shall be deemed to be a person or company from whom the transfer agent has not received a subsisting certificate unless the transfer agent is otherwise advised either by such notice or by the transferee in writing. If the number of Common Shares so determined does not exceed 50% of the number of then outstanding Common Shares as at the Offer Date, exclusive of Common Shares owned immediately prior to the Offer Date by the Offeror, clause (e) shall cease to apply and the conversion right provided for in clause (b) shall be in effect for the remainder of the Conversion Period.

(g) As soon as is reasonably practicable after the seventh day after the Offer Date, the Corporation shall send to each holder of Non-Voting Shares a notice advising such holders as to whether they are entitled to convert their Non-Voting Shares into Common Shares and the reasons therefor. If such notice discloses that the holders of Non-Voting Shares are not so entitled but it is subsequently determined that they are so entitled by virtue of clause (f) or otherwise, the Corporation shall forthwith send another notice to such holders advising them of that fact and the reasons therefor.

(h) If a notice referred to in clause (g) discloses that the conversion right has come into effect, the notice shall:

(i) include a description of the procedure to be followed to effect the

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conversion and to have the Converted Shares tendered under the offer;

(ii) include the information as to clause (c) hereof; and

(iii) be accompanied by a copy of the offer and all other material sent to holders of Common Shares in respect of the offer, and as soon as is reasonably practicable after any additional material, including a notice of variation or change, is sent to the holders of Common Shares in respect of the offer, the Corporation shall send a copy of such additional material to each holder of Non-Voting Shares.

(i) Prior to or forthwith after sending any notice referred to in clause (g), the Corporation shall cause a press release to be issued to a Canadian national news wire service describing the contents of the notice.

#### PREFERENCE SHARES

##### Directors' Right to Issue in One or More Series

The Preference Shares may be issued at any time or from time to time in one or more series. Before any shares of a series are issued, the Board of Directors shall fix the number of shares that will form such series and shall, subject to the limitations set out in these articles of incorporation, or any amendment thereto (the "Articles"), determine the designation, rights, privileges, restrictions and conditions to be attached to the Preference Shares of such series.

##### Ranking of the Preference Shares

The Preference Shares of each series shall rank on a parity with the Preference Shares of every other series with respect to dividends and return of capital in the event of the liquidation, dissolution or winding up of the Corporation, and shall be entitled to a preference over the Common Shares, the Non-Voting Shares and over any other shares of the Corporation ranking junior to the Preference Shares with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs. If any cumulative dividends, whether or not declared, or declared non-cumulative dividends or amounts payable on a return of capital in the event of the liquidation, dissolution or winding up of the Corporation are not paid in full in respect of any series of the Preference Shares, the Preference Shares of all series shall participate rateably in respect of such dividends in accordance with the sums that would be payable on such shares if all such dividends were

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declared and paid in full, and in respect of such return of capital in accordance with the sums that would be payable on such return of capital if all sums so payable were paid in full; provided, however, that if there are insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Preference Shares with respect to return of capital shall be paid and satisfied first and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Preference Shares of any series may also be given such other preferences not inconsistent with the rights, privileges, restrictions and conditions attached to the Preference Shares as a class over the Common Shares, the Non-Voting Shares and over any other shares of the Corporation ranking junior to the Preference Shares as may be determined in the case of such series of Preference Shares.

#### Voting Rights

Except as hereinafter referred to or as required by law or unless provision is made in the Articles relating to any series of Preference Shares that such series is entitled to vote, the holders of the Preference Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

#### Amendment With Approval of Holders of Preference Shares

The rights, privileges, restrictions and conditions attached to the Preference Shares as a class may be added to, changed or removed but only with the approval of the holders of the Preference Shares given as hereinafter specified.

The approval of the holders of the Preference Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Preference Shares as a class or in respect of any other matter requiring the consent of the holders of the Preference Shares may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution signed by all the holders of the Preference Shares or passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of the Preference Shares duly called for that purpose.

The formalities to be observed with respect to the giving of notice of any such meeting or any adjourned meeting, the quorum required therefor and the conduct thereof shall be those from time to time prescribed by the by laws of the Corporation with respect to meetings of shareholders, or if not so prescribed, as required by the Act as in force at the time of the meeting. On every poll taken at every meeting of the holders of the Preference Shares as a class, or at any joint meeting of the holders of two or more series of Preference Shares,

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

each holder of Preference Shares entitled to vote thereat shall have one vote for each such Preference Share held.

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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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any such share or shares without either:

(a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than holders of shares who are entitled to vote separately as a class) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

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9. Other provisions, (if any, are):  
*Autres dispositions, s'il y a lieu:*

The transfer of securities (other than non-convertible debt securities) of the Corporation shall be restricted in that no securityholder shall be entitled to transfer any such security or securities without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than holders of shares who are entitled to vote separately as a class) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

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10. The names and addresses of the incorporators are  
*Nom et adresse des fondateurs*

First name, initials and last name  
or corporate name

*Prénom, initiale 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, adresse du siège social ou adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

- \* Angela Carberry

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