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Annex / Annexe

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

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Où/Non
THOMAS A. MCKEE	199 BAY STREET, SUITE 2800, COMMERCE COURT WEST, TORONTO, ON M5L 1A9	Yes
WILLIAM A. BARKE	89 WILBUR ROAD LINCOLN, RHODE ISLAND, USA 02655	No

5. Check A or B  
Cocher A ou B

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176(4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.  
et sont énoncés plus particulièrement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année Month / mois Day / jour
2088416 ONTARIO INC.	2088418	2005-Dec-30
PEARSON CANADA INC.	92892	2005-Dec-30
COPP CLARK LIMITED	1358091	2005-Dec-30
GPCL (CANADA) LIMITED	480124	2005-Dec-30
PEARSON PENGUIN CANADA INC.	1508018	2005-Dec-30
WHITEHALL MINING COMPANY LIMITED	1881576	2005-Dec-30

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6. 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.

7. 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 shares of one class designated as common shares.

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B. 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 relative à chaque catégorie d'actions qui peut être émise en série :*

Not applicable.

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9. 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/sont pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No share or shares in the capital of the Corporation shall be transferred without the consent of either (a) a majority 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 holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Corporation.

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

#### Limitation on Number of Shareholders

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 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

#### No Public Distribution

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

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".  
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

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

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.  
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

2089416 ONTARIO INC

By:   
Name: Allan T. Reynolds  
Title: President

PEARSON CANADA INC.

By:   
Name: Allan T. Reynolds  
Title: President

COPP CLARK LIMITED

By:   
Name: Allan T. Reynolds  
Title: President

GPCL (CANADA) LIMITED

By:   
Name: Allan T. Reynolds  
Title: President

PEARSON PENGUIN  
CANADA INC.

By:   
Name: Allan T. Reynolds  
Title: President

WHITEHALL MINING COMPANY  
LIMITED

By:   
Name: Allan T. Reynolds  
Title: President

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