

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM304014

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ABITIBI-CONSOLIDATED INC.		12/08/2010	FEDERAL AGENCY:
ABIBOW CANADA INC.		12/10/2010	FEDERAL AGENCY:

RECEIVING PARTY DATA

Name:	RESOLUTE FP CANADA INC.
Street Address:	111 rue Duke, bureau 5000
City:	Montreal, Quebec
State/Country:	CANADA
Postal Code:	H3C 2M1
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	77294677	MAKE RECYCLING MORE REWARDING

CORRESPONDENCE DATA

Fax Number: 2484337274
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 248-433-7381
Email: cwilliams@dickinsonwright.com
Correspondent Name: WILLIAM H. HONAKER
Address Line 1: DICKINSON WRIGHT PLLC
Address Line 2: 2600 W. BIG BEAVER RD., STE. 300
Address Line 4: TROY, MICHIGAN 48084

ATTORNEY DOCKET NUMBER:	29900-00004
NAME OF SUBMITTER:	William H. Honaker
SIGNATURE:	/William H. Honaker/
DATE SIGNED:	05/09/2014

Total Attachments: 14
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Articles of Amendment

(Section 27 or 177 of the Canada Business Corporations Act (CBCA))

Instructions

1 Any changes in the articles of the corporation must be made in accordance with section 27 or 177 of the CBCA.

A: If an amendment involves a change of corporate name (including the addition of the English or French version of the corporate name), the new name must comply with sections 10 and 12 of the CBCA as well as part 2 of the regulations, and the Articles of Amendment must be accompanied by a Canada-based NUANS® search report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A numbered name may be assigned under subsection 11(2) of the CBCA without a NUANS® search.

D: Any other amendments must correspond to the paragraphs and subparagraphs referenced in the articles being amended. If the space available is insufficient, please attach a schedule to the form.

4 Declaration

This form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 265 of the CBCA is permitted under the Privacy Act.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5559 or by email at corporationscanada@ic.gc.ca.

Prescribed Fees

- Corporations Canada Online Filing Centre: \$200
- By mail or fax: \$200 paid by cheque payable to the Receiver General for Canada or by credit card (American Express®, MasterCard® or Visa®).

Important Reminders

Changes of registered office address and/or mailing address:

Complete and file Change of Registered Office Address (Form 3).

Changes of directors or changes of a director's address:

Complete and file Changes Regarding Directors (Form 6).

These forms can be filed electronically, by mail or by fax free of charge.

File documents online:

Corporations Canada Online Filing Centre:
www.corporationscanada.ic.gc.ca

Or send documents by mail:

**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

By Facsimile:

613-941-0899

1 Corporation name

ABIBOW CANADA INC.

2 Corporation number

771302-9

3 The articles are amended as follows:

(Please note that more than one section can be filled out)

A: The corporation changes its name to:

RESOLUTE FP CANADA INC. / PF RÉSOLU CANADA INC.

B: The corporation changes the province or territory in Canada where the registered office is situated to:
(Do not indicate the full address)

C: The corporation changes the minimum and/or maximum number of directors to:
(For a fixed number of directors, please indicate the same number in both the minimum and maximum options)

minimum:

maximum:

D: Other changes: (e.g., to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) **Please specify.**

4 Declaration

I hereby certify that I am a director or an officer of the corporation.

SIGNATURE

JACQUES P. VACHON

(514) 394-2296

PRINT NAME

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

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2012-05-24

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Canada

DUPLICATE

Number: BC0897390



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CERTIFICATE OF AMALGAMATION

BUSINESS CORPORATIONS ACT

I Hereby Certify that ABITIBI CANADA HOLDINGS ULC, incorporation number C0896372, and ABITIBI ONTARIO HOLDINGS ULC, incorporation number C0896398, and ABITIBI-CONSOLIDATED (UK) ULC, incorporation number C0897357, and ABITIBI-CONSOLIDATED CANADIAN OFFICE PRODUCTS HOLDINGS ULC, incorporation number C0896377, and ABITIBI-CONSOLIDATED INC., incorporation number C0897384, and BOWATER CANADIAN FOREST PRODUCTS ULC, incorporation number C0897356 were amalgamated as one company under the name ABITIBI-CONSOLIDATED INC. on December 9, 2010 at 12:05 AM Pacific Time.

Issued under my hand at Victoria, British Columbia

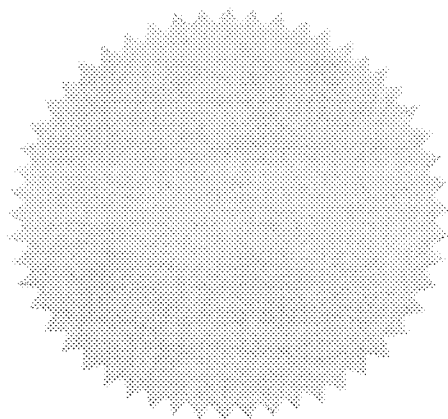
On December 9, 2010

RON TOWNSHEND

Registrar of Companies

Province of British Columbia

Canada



TRADEMARK

REEL: 005276 FRAME: 0777

Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

RESOLUTE FP CANADA INC.
PF RÉSOLU CANADA INC.

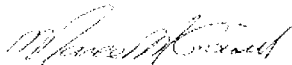
Corporate name / Dénomination sociale

771302-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.



Marcie Girouard

Director / Directeur

2012-05-24

Date of Amendment (YYYY-MM-DD)
Date de modification (AAAA-MM-JJ)

DUPLICATE

Number: C0897384



The Best Place on Earth

CERTIFICATE OF CONTINUATION

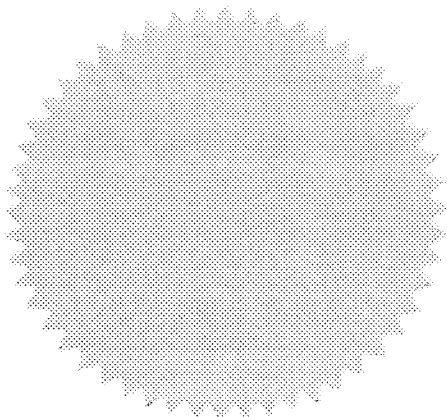
BUSINESS CORPORATIONS ACT

I Hereby Certify that ABITIBI-CONSOLIDATED INC., which was duly registered as an extraprovincial company under the laws of British Columbia with certificate number A0045400, has continued into British Columbia from the Jurisdiction of CANADA, under the Business Corporations Act, with the name ABITIBI-CONSOLIDATED INC. on December 8, 2010 at 12:27 PM Pacific Time.

Issued under my hand at Victoria, British Columbia

On December 8, 2010

RON TOWNSHEND
Registrar of Companies
Province of British Columbia
Canada



TRADEMARK
REEL: 005276 FRAME: 0779



Certificate of Continuance

Canada Business Corporations Act

Certificat de prorogation

Loi canadienne sur les sociétés par actions

ABIBOW CANADA INC.

Corporate name / Dénomination sociale

771302-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 187 of the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les clauses de prorogation sont jointes, est prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*.

Marcie Girouard

Director / Directeur

2010-12-10

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)



Industry Canada Industrie Canada
 Canada Business Corporations Act (CBCA) Loi canadienne sur les sociétés par actions (LCSA)

FORM 11 FORMULAIRE 11
 ARTICLES OF CONTINUANCE CLAUSES DE PROLONGATION
 (SECTION 187) (ARTICLE 187)

1 -- Name of the Corporation Dénomination sociale de la société
 ABIBOW CANADA INC.

2 -- The province or territory in Canada where the registered office is situated (do not indicate the full address) La province ou le territoire au Canada où est situé le siège social (n'indiquez pas l'adresse complète)
 Quebec

3 -- The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
 See attached Schedule A

4 -- Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu
 See attached Schedule B

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)
 Minimum: Maximum: Minimal: Maximal:

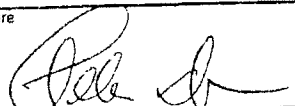
6 -- Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu
 None

7 -- (1) If change of name effected, previous name (1) S'il y a changement de dénomination sociale, indiquer la dénomination sociale antérieure
 ABITIBI-CONSOLIDATED INC.

(2) Details of incorporation (2) Détails de la constitution
 Date: December 9, 2010 Jurisdiction: British Columbia by Certificate and Articles of Amalgamation.

8 -- Other provisions, if any Autres dispositions, s'il y a lieu
 See attached Schedule C

9 -- Declaration: I hereby certify that I am a director or an officer of the corporation. Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

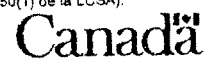
Signature  Printed Name - Nom en lettres moulées
 Allen Dea

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).
 Nota: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

IC3247 (2008/09), Page 1

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SCHEDULE A

Unlimited number of Voting shares;
Unlimited number of Non-voting common shares; and
Unlimited number of Voting preferred shares.

- (1) The Voting shares shall have attached thereto the following rights, privileges, restrictions and conditions:
 - (a) **Voting.** Each Voting share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the *Canada Business Corporations Act* (hereinafter referred to as the "Act")).
 - (b) **Dividends.** No dividends shall at any time be declared, paid or set apart for payment in any financial year of the Corporation upon the Voting shares.
 - (c) **Liquidation, etc.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the Voting shares shall be entitled to receive, for each Voting share, in preference and priority to any distribution of the property or assets of the Corporation to the holders of the Non-Voting common shares or to any other shares ranking junior to the Voting shares, but after distribution to the holders of the Voting preferred shares, an amount equal to the Voting Redemption Price, and no more.
 - (d) **Redemption by Corporation.** The Corporation may, in the manner hereinafter provided, redeem at any time all, or from time to time any part, of the outstanding Voting shares on payment for each Voting share to be redeemed of the Voting Redemption Price.
 - (e) **Procedure on Redemption.** Before redeeming any Voting shares, the Corporation shall mail or deliver to each person who, at the date of such mailing or delivery, shall be a registered holder of Voting shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder. Such notice shall be delivered to, or 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 address of such holder known to the Corporation, at least one (1) day before the date specified for redemption. Such notice shall set out the Voting Redemption Price, the date on which the redemption is to take place and, if part only of the Voting 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 Voting Redemption Price to the registered holders of the Voting shares to be redeemed upon presentation and surrender of

the certificates for the Voting shares so called for redemption at the registered office of the Corporation or at such other place or places as may be specified in such notice, and the certificates for such Voting shares shall thereupon be cancelled, and the Voting shares represented thereby shall thereupon be redeemed. From and after the date specified for redemption in such notice, the holders of the Voting shares called for redemption shall cease to be entitled to exercise any of the rights of the holders thereof, except the right to receive the Voting Redemption Price, unless payment of the Voting 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 unaffected. On or before the date specified for redemption, the Corporation shall have the right to deposit the Voting Redemption Price of the Voting shares called for redemption in a special account with any chartered bank or trust Corporation in Canada named in the notice of redemption, to be paid, without interest, to or to the order of the respective holders of such Voting shares called for redemption, upon presentation and surrender of the certificates representing the same and, upon such deposit being made or upon the date specified for redemption, whichever is later, the Voting shares in respect whereof such deposit shall have been made, shall be deemed to be redeemed and the rights of the respective holders thereof, after such deposit or after such redemption date, as the case may be, shall be limited to receiving, out of the moneys so deposited, without interest, the Voting Redemption Price applicable to their respective Voting shares against presentation and surrender of the certificates representing such Voting shares. If less than all of the Voting shares are to be redeemed, the shares to be redeemed shall be redeemed *pro rata*, disregarding fractions, unless the holders of the Voting shares unanimously agree to the adoption of another method of selection of the Voting shares to be redeemed. If less than all of the Voting shares represented by any certificate be redeemed, a new certificate for the balance shall be issued.

- (f) **Redemption by Holder.** A holder of Voting shares shall be entitled to require the Corporation to redeem at any time all, or from time to time any part, of the Voting shares registered in the name of such holder by tendering to the Corporation at its registered office the share certificate(s) representing the Voting shares which the registered holder desires to have the Corporation redeem, together with a request in writing specifying (i) the number of Voting shares which the registered holder desires to have redeemed by the Corporation and (ii) the business day (in this paragraph, referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Voting shares, which Redemption Date shall not be less than five (5) days after the day on which the request in writing is received by the Corporation. Upon receipt of the share certificate(s) representing the Voting shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on or, at its option, before the Redemption Date, redeem such Voting shares by paying to the registered holder thereof, for each share to be redeemed, an amount equal to the Voting Redemption Price in respect thereof. Such payment shall be made by cheque payable at any branch of the Corporation's bankers for the time being in Canada. The said Voting shares shall

be deemed to be redeemed on the date of payment of the Voting Redemption Price and, from and after such date, such Voting shares shall cease to be entitled to exercise any of the rights of the holders of the Voting shares in respect thereof. Notwithstanding the foregoing, the Corporation shall only be obliged to redeem Voting shares so tendered for redemption to the extent that such redemption would not be contrary to any applicable law, and if such redemption of any such Voting shares would be contrary to any applicable law, the Corporation shall only be obliged to redeem such Voting shares to the extent that the moneys applied thereto shall be such amount (rounded to the next lower multiple of one hundred dollars (\$100.00)) as would not be contrary to such law, in which case the Corporation shall pay to each holder his *pro rata* share of the purchase moneys allocable. If less than all of the Voting shares represented by any certificate be redeemed, a new certificate for the balance shall be issued.

- (g) **Voting Redemption Price.** For the purposes of the foregoing paragraphs (d), (e) and (f), the "Voting Redemption Price" of each Voting share shall be an amount equal to the fair market value of the consideration received by the Company upon the issuance of such share (denominated in Canadian dollars or in the Canadian dollar equivalent of the consideration received based on the noon spot exchange rate of the Bank of Canada on the day such consideration was paid to the Company) less all amounts paid in respect of such share on account of reductions in stated capital. The Company considers that the fair market value of the consideration received by it for the Voting shares issued by it upon its amalgamation on December 9, 2010 is zero dollars (\$0.00).

The Voting Redemption Price shall be subject to revision in accordance with any binding agreement with, or decision by, the appropriate taxation authorities, or any judgment of a court of competent jurisdiction. In the event that any such agreement, decision or judgment shall result in a final determination under the provisions of the appropriate taxation legislation and the amount thereby determined is an amount other than the Voting Redemption Price as set forth above, then such finally determined amount for the purpose of the appropriate taxation legislation shall be deemed to be the new Voting Redemption Price. Such adjustment to the Voting Redemption Price shall reflect any assessment by the Canada Revenue Agency or other taxing authority to which no appeal is taken, or any agreement reached by the Corporation or any holder of a Voting share and a said taxing authority in settlement of a dispute regarding such assessment or proposed assessment, or any decision by a court or tribunal of competent jurisdiction regarding the Voting Redemption Price to which no appeal may be taken or the period during which an appeal may be taken has expired.

In the event that, subsequent to any redemption of any Voting shares, the Voting Redemption Price of each Voting share is adjusted pursuant to a revision of Voting Redemption Price as aforementioned, the Corporation shall pay out to the former holders of such redeemed Voting shares the difference between the Voting Redemption Price of the said Voting shares as adjusted and the amount

paid by the Corporation upon redemption, within sixty (60) days from the date of adjustment of the Voting Redemption Price.

- (2) The Non-Voting common shares shall have attached thereto the following rights, privileges, restrictions and conditions:
- (a) *Non-Voting.* Subject to the provisions of the Act or as otherwise expressly provided herein, the holders of the Non-Voting common shares shall not be entitled to receive notice of, nor to attend or vote at, meetings of the shareholders of the Corporation.
- (b) *Dividends.* The holders of the Non-Voting common shares shall be entitled to receive, as and when declared by the board of directors, subject to the rights, privileges, restrictions and conditions attaching to the Voting preferred shares, dividends payable in money, property or by the issue of fully paid shares of the share capital of the Corporation.
- (c) *Liquidation, etc.* In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, subject to the rights, privileges, restrictions and conditions attaching to the Voting preferred shares and the Voting shares, the holders of the Non-Voting common shares shall be entitled to receive the remaining property of the Corporation.
- (d) *Purchase for Cancellation.* The Corporation may purchase for cancellation at any time all, or from time to time any part, of the Non-Voting common shares outstanding, by private contract at any price, with the unanimous consent of the holders of the Non-Voting common shares then outstanding. If less than all of the Non-Voting common shares represented by any certificate be purchased for cancellation, a new certificate for the balance shall be issued.
- (3) The Voting preferred shares shall have attached thereto the following rights, privileges, restrictions and conditions:
- (a) *Voting.* Each Voting preferred share shall entitle the holder thereof to one (1) vote at all meetings of the shareholders of the Corporation (except meetings at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Act).
- (b) *Dividends.* The holders of the Voting preferred shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation, in priority to the holders of the Non-Voting common shares and any other shares ranking junior to the Voting preferred shares, a preferential, cumulative monthly dividend at a floating rate equal to one-twelfth (1/12) of the prime rate of the Bank of Canada in effect at the opening of business on the first business day of each calendar month plus a margin of four and one-half percent (4.5%), calculated on the Preferred

Redemption Price per share and payable monthly on dates to be fixed from time to time by the board of directors; such dividends shall accrue and be cumulative from the respective dates of issue of the Voting preferred shares. The board of directors of the Corporation shall be entitled to declare part of such preferential, cumulative dividends for any financial year notwithstanding that such dividend for such financial year may not be declared in full. If on any dividend payment date the Corporation shall not have paid the said dividends in full on all Voting preferred shares then issued and outstanding, such dividends or the unpaid part thereof shall be paid on a subsequent date or dates determined by the board of directors of the Corporation. The holders of the Voting preferred shares shall not be entitled to any dividends other than or in excess of the monthly, preferential cumulative, dividends hereinbefore provided for.

Except with the consent in writing of the holders of all the Voting preferred shares outstanding, no dividends shall at any time be declared or paid on or set apart for payment on the Non-Voting common shares or on any shares of any other class of the Corporation ranking junior to the Voting preferred shares for any financial year, unless and until all dividends, up to and including the dividend payable on the last preceding dividend payment date, on the Voting preferred shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment.

- (c) *Liquidation, etc.* In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Voting preferred shares shall be entitled to receive for each Voting preferred share, in preference and priority to any distribution of the property or assets of the Corporation to the holders of the Non-Voting common shares and to the holders of the Voting shares, an amount equal to the Preferred Redemption Price plus all accrued and unpaid dividends thereon but shall not be entitled to share any further in the distribution of the property or assets in the Corporation.
- (d) *Redemption by Corporation.* The Corporation may, in the manner hereinafter provided, redeem at any time all, or from time to time any part, of the outstanding Voting preferred shares on payment of the Preferred Redemption Price for each such Voting preferred share to be so redeemed plus all accrued and unpaid dividends thereon.
- (e) *Procedure on Redemption.* Before redeeming any Voting preferred shares, the Corporation shall mail or deliver to each person who, at the date of such mailing or delivery, shall be a registered holder of Voting preferred shares to be redeemed, notice of the intention of the Corporation to redeem such shares held by such registered holder. Such notice shall be delivered to, or 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 address

of such holder known to the Corporation, at least one (1) day before the date specified for redemption. Such notice shall set out the Preferred Redemption Price, the date on which the redemption is to take place and, if part only of the Voting preferred 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 Preferred Redemption Price to the registered holders of the Voting preferred shares to be redeemed upon presentation and surrender of the certificates for the Voting preferred shares so called for redemption at the registered office of the Corporation or at such other place or places as may be specified in such notice, and the certificates for such Voting preferred shares shall thereupon be cancelled, and the Voting preferred shares represented thereby shall thereupon be redeemed. From and after the date specified for redemption in such notice, the holders of the Voting preferred shares called for redemption shall cease to be entitled to exercise any of the rights of the holders thereof, except the right to receive the Preferred Redemption Price, unless payment of the Preferred 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 unaffected. On or before the date specified for redemption, the Corporation shall have the right to deposit the Preferred Redemption Price of the Voting preferred 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 Voting preferred shares called for redemption, upon presentation and surrender of the certificates representing the same and, upon such deposit being made or upon the date specified for redemption, whichever is later, the Voting preferred shares in respect whereof such deposit shall have been made, shall be deemed to be redeemed and the rights of the respective holders thereof, after such deposit or after such redemption date, as the case may be, shall be limited to receiving, out of the moneys so deposited, without interest, the Preferred Redemption Price applicable to their respective Voting preferred shares against presentation and surrender of the certificates representing such Voting preferred shares. If less than all of the Voting preferred shares are to be redeemed, the shares to be redeemed shall be redeemed *pro rata*, disregarding fractions, unless the holders of the Voting preferred shares unanimously agree to the adoption of another method of selection of the Voting preferred shares to be redeemed. If less than all of the Voting preferred shares represented by any certificate be redeemed, a new certificate for the balance shall be issued.

- (f) *Preferred Redemption Price.* For the purposes of the foregoing paragraphs (d) and (e), the "Preferred Redemption Price" of each Voting preferred share shall be an amount equal to the fair market value of the consideration received by the Corporation upon the issuance of such share (denominated in Canadian dollars or in the Canadian dollar equivalent of the consideration received based on the noon spot exchange rate of the Bank of Canada on the day such consideration was paid to the Corporation) less all amounts paid in respect of such share on account of reductions in stated capital.

SCHEDULE B

Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation contained in section 8 of these Articles (entitled "Other provisions, if any") are complied with.

#10005961

SCHEDULE C

- (1) Securities of the Corporation, other than non-convertible debt securities, may not be transferred unless
 - (a) such transfer is approved by the directors or shareholders as evidenced by a resolution of the directors or shareholders, as the case may be; or
 - (b) in the case of securities which are subject to restrictions on transfer contained in a security holders' agreement, such restrictions are complied with.
- (2) The directors may appoint one or more additional directors, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

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