

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM313849

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Corporate Jurisdiction Continuance from British Columbia to Ontario		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mediaco AV Inc.		07/30/2014	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Mediaco AV Inc.		
Street Address:	40 King Street West, Suite 2100		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M5H3C2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4554423	MEDIACO	
Serial Number:	85910628	MEDIACO	
CORRESPONDENCE DATA			
Fax Number:	6175265000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	617-526-6448		
Email:	janey.davidson@wilmerhale.com		
Correspondent Name:	Michael J. Bevilacqua, Esquire		
Address Line 1:	Wilmer Cutler Pickering Hale and DorrLLP		
Address Line 2:	60 State Street		
Address Line 4:	Boston, MASSACHUSETTS 02109		
ATTORNEY DOCKET NUMBER:	109.149.113		
DOMESTIC REPRESENTATIVE			
Name:	Michael J. Bevilacqua, Esquire		
Address Line 1:	Wilmer Cutler Pickering Hale and DorrLLP		
Address Line 2:	60 State Street		
Address Line 4:	Boston, MASSACHUSETTS 02109		
NAME OF SUBMITTER:	Michael J. Bevilacqua		
SIGNATURE:	/michael j. bevilacqua/		

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6. Number of directors is/are: Fixed number OR minimum and maximum 1 10
 Nombre d'administrateurs : Nombre fixe OU minimum et maximum 1 10

7. The director(s) is/are: / Administrateur(s) First name, middle names and sur-name Prénom, autres prénoms et nom de famille	Address for service, 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 Oui/Non
Kevin Leinbach	4594 Tilicum Street Burnaby, British Columbia V5J 5K9	Yes
James Brett	4594 Tilicum Street Burnaby, British Columbia V5J 5K	Yes
Peter Cornforth	65 MacEwen Ridge Close NW Calgary, Alberta T3K 3G8	Yes
Robert Dreger	33 Geneva Crescent St. Albert, Alberta T8N 0Z3	Yes
Neil MacNeil	9563-85th Street Edmonton, Alberta T6C 3E1	Yes

8. 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

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

The corporation is authorized to issue an unlimited number of Class A Common Shares, 10,000,000 Class B Preferred Shares, 10,000,000 Class C Preferred Shares, 10,000,000 Class D Preferred Shares, 10,000,000 Class E Preferred Shares, 10,000,000 Class F Preferred Shares, 10,000,000 Class G Preferred Shares, 10,000,000 Class H Preferred Shares, 10,000,000 Class I Preferred Shares, 10,000,000 Class J Preferred Shares and 10,000,000 Class K Preferred Shares.

10. 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 :

See attached page 4A to and including 4BBB attached hereto.

1. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE CLASS A COMMON SHARES

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

1.1. Voting

The registered holders of the Class A Common shares shall be entitled to receive notice of and to attend all general meetings of the shareholders of the Corporation and shall have the right to vote, either in person or by proxy, at any such meeting on the basis of one vote for each Class A Common share held.

1.2. Dividends

Subject to the rights of the registered holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares (collectively, the "Preferred Shares"), the registered holders of the Class A Common shares shall be entitled to receive dividends, if and when declared by the directors, out of any or all profits or surplus of the Corporation properly available for the payment of dividends. The Directors may at any time declare and authorize the payment of such dividends exclusively on the Class A Common shares.

1.3. Liquidation, Dissolution, and Winding-Up

Subject to the rights of the registered holders of the Preferred Shares, in the event of the liquidation, dissolution or winding-up or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, whether voluntary or involuntary, the registered holders of the Class A Common shares shall be entitled to share, *pari passu*, on a share for share basis, in the distribution of the remaining property or assets of the Corporation.

2. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE CLASS B PREFERRED SHARES

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

2.1. Voting

The registered holders of the Class B Preferred shares shall be entitled to receive notice of and to attend all general meetings of the shareholders of the Corporation and shall have the right to vote, either in person or by proxy, at any such meeting on the basis of one vote for each Class B Preferred share held.

2.2. Consideration

Subject to Article 28.3, the fair market value of the consideration received by the Corporation in respect of the Class B Preferred shares issued shall be equal to the net book value of the

assets of, 599743 B.C. Ltd. and 613877 B.C. Ltd. immediately prior to 12:01 a.m. PST on January 2, 2014. The consideration so received is hereinafter referred to as the "Class B Consideration", and every Class B Preferred share shall be issued for the same Class B Consideration.

2.3. Determination of Fair Market Value

In determining the fair market value of the Class B Consideration, the directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable in determining the net book value of the assets of 599743 B.C. Ltd. and 613877 B.C. Ltd. immediately prior to 12:01 a.m. PST on January 2, 2014. The directors shall evidence their determination by a resolution within 6 months of the issue of the first Class B Preferred share. If after having evidenced their determination by a resolution the directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The fair market value of the Class B Consideration so determined is hereinafter referred to as the "Class B Agreed Value").

2.4. Redemption Amount

Subject to Article 28.5, the "Class B Redemption Amount" of each Class B Preferred share shall equal the Class B Agreed Value divided by the number of Class B Preferred shares first issued in accordance with Article 28.2, less any amount distributed to the holders of Class B Preferred shares as a return of capital from time to time.

2.5. Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Corporation or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Class B Consideration in respect of any Class B Preferred share (in this Article 28 called a "Particular Class B Share") does not equal its Class B Redemption Amount, the following adjustments shall be made:

- (a) for the purposes of the adjustments hereunder, the fair market value of the Class B Consideration received with respect to a Particular Class B Share shall be deemed to be:
 - (i) subject to Article 28.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the directors agree that such determination is accurate, or
 - (ii) subject to Article 28.5(a)(iii), where the directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or
 - (iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent

jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

(b) if the fair market value determined pursuant to Article 28.5(a) is less than the Class B Redemption Amount for a Particular Class B Share (the difference between such fair market value and such Class B Redemption Amount being hereinafter called the "Class B Deficiency"), the following adjustments shall be made forthwith following such determination to account for the Class B Deficiency:

(i) the Class B Redemption Amount of the Particular Class B Share shall be reduced by an amount equal to:

I. the Class B Deficiency; plus

II. the aggregate of the Class B Deficiencies with respect to all other Class B Preferred shares which were issued, or resulted from a share being redesignated or converted into a Class B Preferred share at the same time as the Particular Class B Share was issued, redesignated, or converted into a Class B Preferred share (the Particular Class B Share and such shares are herein collectively referred to as the "Deficit Issued Class B Shares") and which are no longer issued and outstanding, divided by the number of Deficit Issued Class B Shares which are issued and outstanding, provided, however, that the Class B Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class B Share to have been its Class B Redemption Amount; and

(ii) if the aggregate reduction made pursuant to Article 28.5(b)(i) is less than the aggregate of the Class B Deficiencies with respect to the Deficit Issued Class B Shares, the person to whom the Deficit Issued Class B Shares were issued or who first held them after they were redesignated as or were converted into Class B Preferred shares, as the case may be, shall make a contribution of capital to the Corporation equal to the balance of the aggregate of such Class B Deficiencies; and

(c) if the fair market value determined pursuant to Article 28.5(a) is greater than the Class B Redemption Amount for a Particular Class B Share (the difference between such fair market value and such Class B Redemption Amount being hereinafter called the "Class B Excess"), the following adjustments shall be made forthwith following such determination to account for the Class B Excess:

(i) the Class B Redemption Amount of the Particular Class B Share shall be increased by an amount equal to:

I. the Class B Excess; plus

II. the aggregate of the Class B Excesses with respect to all of the other Class B Preferred shares, which were issued, or resulted from a share being redesignated or converted into a Class B Preferred share at the same time as the Particular Class B Share was issued, redesignated, or converted into a Class B Preferred share (the Class B Particular Share and such shares are herein collectively referred to as the "Excess Issued Class B Shares") and which are no longer issued and outstanding, divided by the number of Excess Issued Class B Shares which are issued and outstanding, and the amount so adjusted shall be deemed

retroactively to the date of issue, redesignation or conversion of the Particular Class B Share to have been its Class B Redemption Amount; and

(ii) if at the date of adjustment no Excess Issued Class B Share is issued and outstanding, the directors shall issue to the person to whom the Excess Issued Class B Shares were issued or who first held them after they were redesignated as or were converted into Class B Preferred shares, Class B Preferred shares having an aggregate Class B Redemption Amount equal to the amount of the aggregate of such Class B Excesses.

2.6. Corporation Redemption

(1) Subject to the provisions of the Business Corporations Act, the Corporation may by notice of redemption at any time or times, at the sole discretion of the directors, redeem all or any Class B Preferred shares by paying to the registered holders of the shares the Class B Redemption Amount for each share to be redeemed plus all declared and unpaid dividends thereof (collectively, the "Class B Redemption Price").

(2) A notice of redemption shall be in writing, signed by any director or officer of the Corporation, and shall be delivered or mailed to the registered holders of the Class B Preferred shares to be redeemed, and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed. Such notice shall be delivered or mailed to the aforesaid registered holders at their addresses as appear on the books of the Corporation or in the event of the address of any such registered holder not so appearing then to the last known address of such registered holder, provided, however, that accidental failure to give such notice to one or more of such registered holders shall not affect the validity of such redemption. Such notice shall set out the Class B Redemption Price, the date on which the redemption is to take place, and the number to be redeemed.

(3) On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class B Preferred shares to be redeemed the Class B Redemption Price thereof on presentation and surrender at the registered office of the Corporation, or any other place designated in such notice of redemption of the certificates representing the shares called for redemption and such shares shall thereupon be redeemed.

(4) If only a portion of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(5) From and after the date specified in any such notice of redemption, the registered holders of the Class B Preferred shares to be redeemed shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class B Redemption Price thereof shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the registered holders shall remain unaffected.

(6) The Corporation shall have the right at any time after the delivery or mailing of its notice of redemption as aforesaid to deposit the Class B Redemption Price of the Class B Preferred shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the registered holders thereof in connection with such redemption, to a special account with any chartered bank or any trust Corporation in Canada named in the notice, to be paid without interest to or to the order of the respective registered holders of such shares called for redemption upon presentation and

surrender to such bank or trust Corporation of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class B Preferred shares in respect of which such deposit shall have been made shall be redeemed and the rights of the registered holders thereof after such deposit being made or after such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class B Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest on the Class B Redemption Price so deposited shall belong to the Corporation.

2.7. Registered Holder Retraction Demand

(1) Subject to the provisions of the Business Corporations Act, a registered holder of any Class B Preferred share may at any time demand that the Corporation redeem all or any part of the Class B Preferred shares held by him by payment to him for each share to be redeemed the Class B Redemption Price thereof (the "Class B Retraction Demand").

(2) Such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed, along with any applicable share certificates, to the registered office of the Corporation and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed.

(3) If there is only one registered holder of Class B Preferred shares, the Corporation shall redeem the shares referred to in his demand within 30 days after receipt thereof, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(4) If there is more than one registered holder of Class B Preferred shares, then forthwith upon receipt of a demand for redemption for any of those shares:

(a) the Corporation shall deliver or mail a copy thereof to all other registered holders of Class B Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed (the "Class B Delivery Date"). The rationale for this mailing shall be to allow other registered holders of Class B Preferred shares to submit demands for redemption; and

(b) on or after the 21st day following the Class B Delivery Date (referred to in this Article 28.7 as the "Class B Deadline Date") but, in any case, within 30 days following the Class B Delivery Date, the Corporation shall redeem all of the said Class B Preferred shares in respect of which it has received demands for redemption on or before the Class B Deadline Date, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made pro rata in the proportion that the aggregate number of the issued and outstanding Class B Preferred shares in respect of which each holder made a demand is to the aggregate number of Class B Preferred shares specified in all demands received on or before the Class B Deadline Date in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(5) If all of the Class B Preferred shares in respect of which demands for redemption have been made are not redeemed in full prior to the Class B Redemption Deadline because such

redemption would cause a breach of the Business Corporations Act, the Class B Preferred shares in respect of which demands for redemption have been made and which are not redeemed prior to the Class B Redemption Deadline (the "Remaining Unredeemed Class B Preferred Shares") shall be redeemed by payment to the registered holders of the Remaining Unredeemed Class B Preferred Shares of the Class B Redemption Price thereof on the first subsequent date, as determined by the directors, on which the Corporation can redeem all of the Remaining Unredeemed Class B Preferred Shares without causing a breach of the Business Corporations Act.

(6) The Corporation shall not be required to redeem any Class B Preferred shares under this Article 28.7 other than those in respect of which demands for redemption have been received by the Corporation.

2.8. Shares Cancelled

All Class B Preferred shares redeemed by the Corporation pursuant to Articles 28.6 or 28.7 shall be cancelled and returned to the status of authorized but unissued shares in the capital of the Corporation.

2.9. Dividends

The registered holders of the Class B Preferred shares shall be entitled to receive non-cumulative dividends on the Class B Redemption Amount, if and when declared by the directors, out of any or all profits or surplus of the Corporation properly available for the payment of dividends, ranking equally to the holders of the Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares (the "Class B Dividend Entitlement").

In the event that a Class B Retraction Demand has not been met, the Class B Dividend Entitlement shall be converted into a cumulative dividend, ranking equally to the holders of the Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, and in priority over the registered holders of the Class A Common shares.

2.10. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, whether voluntary or involuntary, the registered holders of Class B Preferred shares shall be entitled to share equally, share for share, with the holders of the Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, in all respects, and in priority over the registered holders of the Class A Common shares.

3. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE CLASS C PREFERRED SHARES

The Class C Preferred shares of the Corporation shall have attached thereto the following special rights and restrictions:

3.1. Voting

The registered holders of the Class C Preferred shares shall be entitled to receive notice of and to attend all general meetings of the shareholders of the Corporation and shall have the right to vote, either in person or by proxy, at any such meeting on the basis of one vote for each Class C Preferred share held.

3.2. Consideration

Subject to Article 29.3, the fair market value of the consideration received by the Corporation in respect of the Class C Preferred shares issued shall be equal to the net book value of the assets of 599740 B.C. Ltd. and 613869 B.C. Ltd. immediately prior to 12:01 a.m. PST on January 2, 2014. The consideration so received is hereinafter referred to as the "Class C Consideration", and every Class C Preferred share shall be issued for the same Class C Consideration.

3.3. Determination of Fair Market Value

In determining the fair market value of the Class C Consideration, the directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable in determining the net book value of the assets of 599740 B.C. Ltd. and 613869 B.C. Ltd. immediately prior to 12:01 a.m. PST on January 2, 2014. The directors shall evidence their determination by a resolution within 6 months of the issue of the first Class C Preferred share. If after having evidenced their determination by a resolution the directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The fair market value of the Class C Consideration so determined is hereinafter referred to as the "Class C Agreed Value").

3.4. Redemption Amount

Subject to Article 29.5, the "Class C Redemption Amount" of each Class C Preferred share shall equal the Class C Agreed Value divided by the number of Class C Preferred shares first issued in accordance with Article 29.2, less any amount distributed to the holders of Class C Preferred shares as a return of capital from time to time.

3.5. Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Corporation or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Class C Consideration in respect of any Class C Preferred share (in this Article 29 called a "Particular Class C Share") does not equal its Class C Redemption Amount, the following adjustments shall be made:

(a) for the purposes of the adjustments hereunder, the fair market value of the Class C Consideration received with respect to a Particular Class C Share shall be deemed to be:

(i) subject to Article 29.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the directors agree that such determination is accurate, or

(ii) subject to Article 29.5(a)(iii), where the directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or

(iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

(b) if the fair market value determined pursuant to Article 29.5(a) is less than the Class C Redemption Amount for a Particular Class C Share (the difference between such fair market value and such Class C Redemption Amount being hereinafter called the "Class C Deficiency"), the following adjustments shall be made forthwith following such determination to account for the Class C Deficiency:

(i) the Class C Redemption Amount of the Particular Class C Share shall be reduced by an amount equal to:

I. the Class C Deficiency; plus

II. the aggregate of the Class C Deficiencies with respect to all other Class C Preferred shares which were issued, or resulted from a share being redesignated or converted into a Class C Preferred share at the same time as the Particular Class C Share was issued, or resulted from a share being redesignated as or converted into a Class C Preferred share (the Particular Class C Share and such shares are herein collectively referred to as the "Deficit Issued Class C Shares") and which are no longer issued and outstanding, divided by the number of Deficit Issued Class C Shares which are issued and outstanding, provided, however, that the Class C Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class C Share to have been its Class C Redemption Amount; and

(ii) if the aggregate reduction made pursuant to Article 29.5(b)(i) is less than the aggregate of the Class C Deficiencies with respect to the Deficit Issued Class C Shares, the person to whom the Deficit Issued Class C Shares were issued or who first held them after they were redesignated as or were converted into Class C Preferred shares, as the case may be, shall make a contribution of capital to the Corporation equal to the balance of the aggregate of such Class C Deficiencies; and

(c) if the fair market value determined pursuant to Article 29.5(a) is greater than the Class C Redemption Amount for a Particular Class C Share (the difference between such fair market value and such Class C Redemption Amount being hereinafter called the "Class C Excess"), the

following adjustments shall be made forthwith following such determination to account for the Class C Excess:

(i) the Class C Redemption Amount of the Particular Class C Share shall be increased by an amount equal to:

I. the Class C Excess; plus

II. the aggregate of the Class C Excesses with respect to all of the other Class C Preferred shares, which were issued, or resulted from a share being redesignated or converted into a Class C Preferred share at the same time as the Particular Class C Share was issued, or redesignated as or converted into a Class C Preferred share (the Class C Particular Share and such shares are herein collectively referred to as the "Excess Issued Class C Shares") and which are no longer issued and outstanding, divided by the number of Excess Issued Class C Shares which are issued and outstanding, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class C Share to have been its Class C Redemption Amount; and

(ii) if at the date of adjustment no Excess Issued Class C Share is issued and outstanding, the directors shall issue to the person to whom the Excess Issued Class C Shares were issued or who first held them after they were redesignated as or were converted into Class C Preferred shares, Class C Preferred shares having an aggregate Class C Redemption Amount equal to the amount of the aggregate of such Class C Excesses.

3.6. Corporation Redemption

(1) Subject to the provisions of the Business Corporations Act, the Corporation may by notice of redemption at any time or times, at the sole discretion of the directors, redeem all or any Class C Preferred shares by paying to the registered holders of the shares the Class C Redemption Amount for each share to be redeemed plus all declared and unpaid dividends thereof (collectively, the "Class C Redemption Price").

(2) A notice of redemption shall be in writing, signed by any director or officer of the Corporation, and shall be delivered or mailed to the registered holders of the Class C Preferred shares to be redeemed, and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed. Such notice shall be delivered or mailed to the aforesaid registered holders at their addresses as appear on the books of the Corporation or in the event of the address of any such registered holder not so appearing then to the last known address of such registered holder, provided, however, that accidental failure to give such notice to one or more of such registered holders shall not affect the validity of such redemption. Such notice shall set out the Class C Redemption Price, the date on which the redemption is to take place, and the number to be redeemed.

(3) On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class C Preferred shares to be redeemed the Class C Redemption Price thereof on presentation and surrender at the registered office of the Corporation, or any other place designated in such notice of redemption of the certificates representing the shares called for redemption and such shares shall thereupon be redeemed.

(4) If only a portion of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(5) From and after the date specified in any such notice of redemption, the registered holders of the Class C Preferred shares to be redeemed shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class C Redemption Price thereof shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the registered holders shall remain unaffected.

(6) The Corporation shall have the right at any time after the delivery or mailing of its notice of redemption as aforesaid to deposit the Class C Redemption Price of the Class C Preferred shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the registered holders thereof in connection with such redemption, to a special account with any chartered bank or any trust Corporation in Canada named in the notice, to be paid without interest to or to the order of the respective registered holders of such shares called for redemption upon presentation and surrender to such bank or trust Corporation of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class C Preferred shares in respect of which such deposit shall have been made shall be redeemed and the rights of the registered holders thereof after such deposit being made or after such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class C Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest on the Class C Redemption Price so deposited shall belong to the Corporation.

3.7. Registered Holder Retraction Demand

(1) Subject to the provisions of the Business Corporations Act, a registered holder of any Class C Preferred share may at any time demand that the Corporation redeem all or any part of the Class C Preferred shares held by him by payment to him for each share to be redeemed the Class C Redemption Price thereof (the "Class C Retraction Demand").

(2) Such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed, along with any applicable share certificates, to the registered office of the Corporation and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed.

(3) If there is only one registered holder of Class C Preferred shares, the Corporation shall redeem the shares referred to in his demand within 30 days after receipt thereof, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(4) if there is more than one registered holder of Class C Preferred shares, then forthwith upon receipt of a demand for redemption for any of those shares:

(a) the Corporation shall deliver or mail a copy thereof to all other registered holders of Class C Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed (the "Class C

Delivery Date"). The rationale for this mailing shall be to allow other registered holders of Class C Preferred shares to submit demands for redemption; and

(b) on or after the 21st day following the Class C Delivery Date (referred to in this Article 29.7 as the "Class C Deadline Date") but, in any case, within 30 days following the Class C Delivery Date, the Corporation shall redeem all of the said Class C Preferred shares in respect of which it has received demands for redemption on or before the Class C Deadline Date, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made pro rata in the proportion that the aggregate number of the issued and outstanding Class C Preferred shares in respect of which each holder made a demand is to the aggregate number of Class C Preferred shares specified in all demands received on or before the Class C Deadline Date in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(5) If all of the Class C Preferred shares in respect of which demands for redemption have been made are not redeemed in full prior to the Class C Redemption Deadline because such redemption would cause a breach of the Business Corporations Act, the Class C Preferred shares in respect of which demands for redemption have been made and which are not redeemed prior to the Class C Redemption Deadline (the "Remaining Unredeemed Class C Preferred Shares") shall be redeemed by payment to the registered holders of the Remaining Unredeemed Class C Preferred Shares of the Class C Redemption Price thereof on the first subsequent date, as determined by the directors, on which the Corporation can redeem all of the Remaining Unredeemed Class C Preferred Shares without causing a breach of the Business Corporations Act.

(6) The Corporation shall not be required to redeem any Class C Preferred shares under this Article 29.7 other than those in respect of which demands for redemption have been received by the Corporation.

3.8. Shares Cancelled

All Class C Preferred shares redeemed by the Corporation pursuant to Articles 29.6 or 29.7 shall be cancelled and returned to the status of authorized but unissued shares in the capital of the Corporation.

3.9. Dividends

The registered holders of the Class C Preferred shares shall be entitled to receive non-cumulative dividends on the amount of the Class C Redemption Amount, if and when declared by the directors, out of any or all profits or surplus of the Corporation properly available for the payment of dividends, ranking equally to the holders of the Class B Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares (the "Class C Dividend Entitlement").

In the event that a Class C Retraction Demand has not been met, the Class C Dividend Entitlement shall be converted into a cumulative dividend, ranking equally to the holders of the Class B Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred

shares, Class J Preferred shares and Class K Preferred shares, and in priority over the registered holders of the Class A Common shares.

3.10. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, whether voluntary or involuntary, the registered holders of Class C Preferred shares shall be entitled to share equally, share for share, with the holders of the Class B Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, in all respects, and in priority over the registered holders of the Class A Common shares.

4. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE CLASS D PREFERRED SHARES

The Class D Preferred shares of the Corporation shall have attached thereto the following special rights and restrictions:

4.1. Voting

The registered holders of the Class D Preferred shares shall be entitled to receive notice of and to attend all general meetings of the shareholders of the Corporation and shall have the right to vote, either in person or by proxy, at any such meeting on the basis of one vote for each Class D Preferred share held.

4.2. Consideration

Subject to Article 30.3, the fair market value of the consideration received by the Corporation in respect of the Class D Preferred shares issued shall be equal to the net book value of the assets of 0989290 B.C. Ltd. immediately prior to 12:01 a.m. PST on January 2, 2014. The consideration so received is hereinafter referred to as the "Class D Consideration", and every Class D Preferred share shall be issued for the same Class D Consideration.

4.3. Determination of Fair Market Value

In determining the fair market value of the Class D Consideration, the directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable in determining the net book value of the assets of 0989290 B.C. Ltd. immediately prior to 12:01 a.m. PST on January 2, 2014. The directors shall evidence their determination by a resolution within 6 months of the issue of the first Class D Preferred share. If after having evidenced their determination by a resolution the directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The fair market value of the Class D Consideration so determined is hereinafter referred to as the "Class D Agreed Value").

4.4. Redemption Amount

Subject to Article 30.5, the "Class D Redemption Amount" of each Class D Preferred share shall equal the Class D Agreed Value divided by the number of Class D Preferred shares first issued in accordance with Article 30.2, less any amount distributed to the holders of Class D Preferred shares as a return of capital from time to time.

4.5. Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Corporation or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Class D Consideration in respect of any Class D Preferred share (in this Article 30 called a "Particular Class D Share") does not equal its Class D Redemption Amount, the following adjustments shall be made:

(a) for the purposes of the adjustments hereunder, the fair market value of the Class D Consideration received with respect to a Particular Class D Share shall be deemed to be:

(i) subject to Article 30.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the directors agree that such determination is accurate, or

(ii) subject to Article 30.5(a)(iii), where the directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or

(iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

(b) if the fair market value determined pursuant to Article 30.5(a) is less than the Class D Redemption Amount for a Particular Class D Share (the difference between such fair market value and such Class D Redemption Amount being hereinafter called the "Class D Deficiency"), the following adjustments shall be made forthwith following such determination to account for the Class D Deficiency:

(i) the Class D Redemption Amount of the Particular Class D Share shall be reduced by an amount equal to:

I. the Class D Deficiency; plus

II. the aggregate of the Class D Deficiencies with respect to all other Class D Preferred shares which were issued, or resulted from a share being redesignated or converted into a Class D Preferred share at the same time as the Particular Class D Share was issued, or redesignated as or converted into a Class D Preferred share (the Particular Class D Share and such shares are herein collectively referred to as the "Deficit Issued Class D Shares") and which are no longer issued and outstanding, divided by the number of Deficit Issued Class D Shares which are issued and outstanding, provided, however, that the Class D Redemption Amount

may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class D Share to have been its Class D Redemption Amount; and

(ii) if the aggregate reduction made pursuant to Article 30.5(b)(i) is less than the aggregate of the Class D Deficiencies with respect to the Deficit Issued Class D Shares, the person to whom the Deficit Issued Class D Shares were issued or who first held them after they were redesignated as or were converted into Class D Preferred shares, as the case may be, shall make a contribution of capital to the Corporation equal to the balance of the aggregate of such Class D Deficiencies; and

(c) if the fair market value determined pursuant to Article 30.5(a) is greater than the Class D Redemption Amount for a Particular Class D Share (the difference between such fair market value and such Class D Redemption Amount being hereinafter called the "Class D Excess"), the following adjustments shall be made forthwith following such determination to account for the Class D Excess:

(i) the Class D Redemption Amount of the Particular Class D Share shall be increased by an amount equal to:

I. the Class D Excess; plus

II. the aggregate of the Class D Excesses with respect to all of the other Class D Preferred shares, which were issued, or resulted from a share being redesignated or converted into a Class D Preferred share at the same time as the Particular Class D Share was issued, redesignated as or converted into a Class D Preferred share (the Class D Particular Share and such shares are herein collectively referred to as the "Excess Issued Class D Shares") and which are no longer issued and outstanding, divided by the number of Excess Issued Class D Shares which are issued and outstanding, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class D Share to have been its Class D Redemption Amount; and

(ii) if at the date of adjustment no Excess Issued Class D Share is issued and outstanding, the directors shall issue to the person to whom the Excess Issued Class D Shares were issued or who first held them after they were redesignated as or were converted into Class D Preferred shares, Class D Preferred shares having an aggregate Class D Redemption Amount equal to the amount of the aggregate of such Class D Excesses.

4.6. Corporation Redemption

(1) Subject to the provisions of the Business Corporations Act, the Corporation may by notice of redemption at any time or times, at the sole discretion of the directors, redeem all or any Class D Preferred shares by paying to the registered holders of the shares the Class D Redemption Amount for each share to be redeemed plus all declared and unpaid dividends thereof (collectively, the "Class D Redemption Price").

(2) A notice of redemption shall be in writing, signed by any director or officer of the Corporation, and shall be delivered or mailed to the registered holders of the Class D Preferred shares to be redeemed, and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed. Such notice shall be

delivered or mailed to the aforesaid registered holders at their addresses as appear on the books of the Corporation or in the event of the address of any such registered holder not so appearing then to the last known address of such registered holder, provided, however, that accidental failure to give such notice to one or more of such registered holders shall not affect the validity of such redemption. Such notice shall set out the Class D Redemption Price, the date on which the redemption is to take place, and the number to be redeemed.

(3) On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class D Preferred shares to be redeemed the Class D Redemption Price thereof on presentation and surrender at the registered office of the Corporation, or any other place designated in such notice of redemption of the certificates representing the shares called for redemption and such shares shall thereupon be redeemed.

(4) If only a portion of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(5) From and after the date specified in any such notice of redemption, the registered holders of the Class D Preferred shares to be redeemed shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class D Redemption Price thereof shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the registered holders shall remain unaffected.

(6) The Corporation shall have the right at any time after the delivery or mailing of its notice of redemption as aforesaid to deposit the Class D Redemption Price of the Class D Preferred shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the registered holders thereof in connection with such redemption, to a special account with any chartered bank or any trust Corporation in Canada named in the notice, to be paid without interest to or to the order of the respective registered holders of such shares called for redemption upon presentation and surrender to such bank or trust Corporation of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class D Preferred shares in respect of which such deposit shall have been made shall be redeemed and the rights of the registered holders thereof after such deposit being made or after such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class D Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest on the Class D Redemption Price so deposited shall belong to the Corporation.

4.7. Registered Holder Retraction Demand

(1) Subject to the provisions of the Business Corporations Act, a registered holder of any Class D Preferred share may at any time demand that the Corporation redeem all or any part of the Class D Preferred shares held by him by payment to him for each share to be redeemed the Class D Redemption Price thereof (the "Class D Retraction Demand").

(2) Such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed, along with any applicable share certificates, to the registered office of the Corporation and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed.

(3) If there is only one registered holder of Class D Preferred shares, the Corporation shall redeem the shares referred to in his demand within 30 days after receipt thereof, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(4) if there is more than one registered holder of Class D Preferred shares, then forthwith upon receipt of a demand for redemption for any of those shares:

(a) the Corporation shall deliver or mail a copy thereof to all other registered holders of Class D Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed (the "Class D Delivery Date"). The rationale for this mailing shall be to allow other registered holders of Class D Preferred shares to submit demands for redemption; and

(b) on or after the 21st day following the Class D Delivery Date (referred to in this Article 30.7 as the "Class D Deadline Date") but, in any case, within 30 days following the Class D Delivery Date, the Corporation shall redeem all of the said Class D Preferred shares in respect of which it has received demands for redemption on or before the Class D Deadline Date, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made pro rata in the proportion that the aggregate number of the issued and outstanding Class D Preferred shares in respect of which each holder made a demand is to the aggregate number of Class D Preferred shares specified in all demands received on or before the Class D Deadline Date in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(5) If all of the Class D Preferred shares in respect of which demands for redemption have been made are not redeemed in full prior to the Class D Redemption Deadline because such redemption would cause a breach of the Business Corporations Act, the Class D Preferred shares in respect of which demands for redemption have been made and which are not redeemed prior to the Class D Redemption Deadline (the "Remaining Unredeemed Class D Preferred Shares") shall be redeemed by payment to the registered holders of the Remaining Unredeemed Class D Preferred Shares of the Class D Redemption Price thereof on the first subsequent date, as determined by the directors, on which the Corporation can redeem all of the Remaining Unredeemed Class D Preferred Shares without causing a breach of the Business Corporations Act.

(6) The Corporation shall not be required to redeem any Class D Preferred shares under this Article 30.7 other than those in respect of which demands for redemption have been received by the Corporation.

4.8. Shares Cancelled

All Class D Preferred shares redeemed by the Corporation pursuant to Articles 30.6 or 30.7 shall be cancelled and returned to the status of authorized but unissued shares in the capital of the Corporation.

4.9. Dividends

The registered holders of the Class D Preferred shares shall be entitled to receive non-cumulative dividends on the amount of the Class D Redemption Amount, if and when declared by the directors, out of any or all profits or surplus of the Corporation properly available for the payment of dividends, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares (the "Class D Dividend Entitlement").

In the event that a Class D Retraction Demand has not been met, the Class D Dividend Entitlement shall be converted into a cumulative dividend, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, and in priority over the registered holders of the Class A Common shares.

4.10. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, whether voluntary or involuntary, the registered holders of Class D Preferred shares shall be entitled to share equally, share for share, with the holders of the Class B Preferred shares, Class C Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, in all respects, and in priority over the registered holders of the Class A Common shares.

5. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE CLASS E PREFERRED SHARES

The Class E Preferred shares of the Corporation shall have attached thereto the following special rights and restrictions:

5.1. Voting

The registered holders of the Class E Preferred shares shall be entitled to receive notice of and to attend all general meetings of the shareholders of the Corporation and shall have the right to vote, either in person or by proxy, at any such meeting on the basis of one vote for each Class E Preferred share held.

5.2. Consideration

Subject to Article 31.3, the fair market value of the consideration received by the Corporation in respect of the Class E Preferred shares issued shall be equal to the net book value of the assets of 0989263 B.C. Ltd. immediately prior to 12:01 a.m. PST on January 2, 2014. The consideration so received is hereinafter referred to as the "Class E Consideration", and every Class E Preferred share shall be issued for the same Class E Consideration.

5.3. Determination of Fair Market Value

In determining the fair market value of the Class E Consideration, the directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable in determining the net book value of the assets of 0989263 B.C. Ltd. immediately prior to 12:01 a.m. PST on January 2, 2014. The directors shall evidence their determination by a resolution within 6 months of the issue of the first Class E Preferred share. If after having evidenced their determination by a resolution the directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The fair market value of the Class E Consideration so determined is hereinafter referred to as the "Class E Agreed Value").

5.4. Redemption Amount

Subject to Article 31.5, the "Class E Redemption Amount" of each Class E Preferred share shall equal the Class E Agreed Value divided by the number of Class E Preferred shares first issued in accordance with Article 31.2, less any amount distributed to the holders of Class E Preferred shares as a return of capital from time to time.

5.5. Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Corporation or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Class E Consideration in respect of any Class E Preferred share (in this Article 31 called a "Particular Class E Share") does not equal its Class E Redemption Amount, the following adjustments shall be made:

(a) for the purposes of the adjustments hereunder, the fair market value of the Class E Consideration received with respect to a Particular Class E Share shall be deemed to be:

(i) subject to Article 31.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the directors agree that such determination is accurate, or

(ii) subject to Article 31.5(a)(iii), where the directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or

(iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

(b) if the fair market value determined pursuant to Article 31.5(a) is less than the Class E Redemption Amount for a Particular Class E Share (the difference between such fair market value and such Class E Redemption Amount being hereinafter called the "Class E Deficiency"), the following adjustments shall be made forthwith following such determination to account for the Class E Deficiency:

(i) the Class E Redemption Amount of the Particular Class E Share shall be reduced by an amount equal to:

I. the Class E Deficiency; plus

II. the aggregate of the Class E Deficiencies with respect to all other Class E Preferred shares which were issued, or resulted from a share being redesignated or converted into a Class E Preferred share at the same time as the Particular Class E Share was issued, redesignated as or converted into a Class E Preferred share (the Particular Class E Share and such shares are herein collectively referred to as the "Deficit Issued Class E Shares") and which are no longer issued and outstanding, divided by the number of Deficit Issued Class E Shares which are issued and outstanding, provided, however, that the Class E Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class E Share to have been its Class E Redemption Amount; and

(ii) if the aggregate reduction made pursuant to Article 31.5(b)(i) is less than the aggregate of the Class E Deficiencies with respect to the Deficit Issued Class E Shares, the person to whom the Deficit Issued Class E Shares were issued or who first held them after they were redesignated as or were converted into Class E Preferred shares, as the case may be, shall make a contribution of capital to the Corporation equal to the balance of the aggregate of such Class E Deficiencies; and

(c) if the fair market value determined pursuant to Article 31.5(a) is greater than the Class E Redemption Amount for a Particular Class E Share (the difference between such fair market value and such Class E Redemption Amount being hereinafter called the "Class E Excess"), the following adjustments shall be made forthwith following such determination to account for the Class E Excess:

(i) the Class E Redemption Amount of the Particular Class E Share shall be increased by an amount equal to:

I. the Class E Excess; plus

II. the aggregate of the Class E Excesses with respect to all of the other Class E Preferred shares, which were issued, or resulted from a share being redesignated or converted into a Class E Preferred share at the same time as the Particular Class E Share was issued, redesignated as or converted into a Class E Preferred share (the Class E Particular Share and such shares are herein collectively referred to as the "Excess Issued Class E Shares") and which are no longer issued and outstanding, divided by the number of Excess Issued Class E Shares which are issued and outstanding, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class E Share to have been its Class E Redemption Amount; and

(ii) if at the date of adjustment no Excess Issued Class E Share is issued and outstanding, the directors shall issue to the person to whom the Excess Issued Class E Shares were issued or who first held them after they were redesignated as or were converted into Class E Preferred shares, Class E Preferred shares having an aggregate Class E Redemption Amount equal to the amount of the aggregate of such Class E Excesses.

5.6. Corporation Redemption

(1) Subject to the provisions of the Business Corporations Act, the Corporation may by notice of redemption at any time or times, at the sole discretion of the directors, redeem all or any Class E Preferred shares by paying to the registered holders of the shares the Class E Redemption Amount for each share to be redeemed plus all declared and unpaid dividends thereof (collectively, the "Class E Redemption Price").

(2) A notice of redemption shall be in writing, signed by any director or officer of the Corporation, and shall be delivered or mailed to the registered holders of the Class E Preferred shares to be redeemed, and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed. Such notice shall be delivered or mailed to the aforesaid registered holders at their addresses as appear on the books of the Corporation or in the event of the address of any such registered holder not so appearing then to the last known address of such registered holder, provided, however, that accidental failure to give such notice to one or more of such registered holders shall not affect the validity of such redemption. Such notice shall set out the Class E Redemption Price, the date on which the redemption is to take place, and the number to be redeemed.

(3) On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class E Preferred shares to be redeemed the Class E Redemption Price thereof on presentation and surrender at the registered office of the Corporation, or any other place designated in such notice of redemption of the certificates representing the shares called for redemption and such shares shall thereupon be redeemed.

(4) If only a portion of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(5) From and after the date specified in any such notice of redemption, the registered holders of the Class E Preferred shares to be redeemed shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class E Redemption Price thereof shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the registered holders shall remain unaffected.

(6) The Corporation shall have the right at any time after the delivery or mailing of its notice of redemption as aforesaid to deposit the Class E Redemption Price of the Class E Preferred shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the registered holders thereof in connection with such redemption, to a special account with any chartered bank or any trust Corporation in Canada named in the notice, to be paid without interest to or to the order of the respective registered holders of such shares called for redemption upon presentation and surrender to such bank or trust Corporation of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class E Preferred shares in respect of which such deposit shall have been made shall be redeemed and the rights of the registered holders thereof after such deposit being made or after such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class E Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest on the Class E Redemption Price so deposited shall belong to the Corporation.

5.7. Registered Holder Retraction Demand

(1) Subject to the provisions of the Business Corporations Act, a registered holder of any Class E Preferred share may at any time demand that the Corporation redeem all or any part of the Class E Preferred shares held by him by payment to him for each share to be redeemed the Class E Redemption Price thereof (the "Class E Retraction Demand").

(2) Such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed, along with any applicable share certificates, to the registered office of the Corporation and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed.

(3) If there is only one registered holder of Class E Preferred shares, the Corporation shall redeem the shares referred to in his demand within 30 days after receipt thereof, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(4) if there is more than one registered holder of Class E Preferred shares, then forthwith upon receipt of a demand for redemption for any of those shares:

(a) the Corporation shall deliver or mail a copy thereof to all other registered holders of Class E Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed (the "Class E Delivery Date"). The rationale for this mailing shall be to allow other registered holders of Class E Preferred shares to submit demands for redemption; and

(b) on or after the 21st day following the Class E Delivery Date (referred to in this Article 31.7 as the "Class E Deadline Date") but, in any case, within 30 days following the Class E Delivery Date, the Corporation shall redeem all of the said Class E Preferred shares in respect of which it has received demands for redemption on or before the Class E Deadline Date, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made pro rata in the proportion that the aggregate number of the issued and outstanding Class E Preferred shares in respect of which each holder made a demand is to the aggregate number of Class E Preferred shares specified in all demands received on or before the Class E Deadline Date in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(5) If all of the Class E Preferred shares in respect of which demands for redemption have been made are not redeemed in full prior to the Class E Redemption Deadline because such redemption would cause a breach of the Business Corporations Act, the Class E Preferred shares in respect of which demands for redemption have been made and which are not redeemed prior to the Class E Redemption Deadline (the "Remaining Unredeemed Class E Preferred Shares") shall be redeemed by payment to the registered holders of the Remaining Unredeemed Class E Preferred Shares of the Class E Redemption Price thereof on the first subsequent date, as determined by the directors, on which the Corporation can redeem all of the Remaining Unredeemed Class E Preferred Shares without causing a breach of the Business Corporations Act.

(6) The Corporation shall not be required to redeem any Class E Preferred shares under this Article 31.7 other than those in respect of which demands for redemption have been received by the Corporation.

5.8. Shares Cancelled

All Class E Preferred shares redeemed by the Corporation pursuant to Articles 31.6 or 31.7 shall be cancelled and returned to the status of authorized but unissued shares in the capital of the Corporation.

5.9. Dividends

The registered holders of the Class E Preferred shares shall be entitled to receive non-cumulative dividends on the amount of the Class E Redemption Amount, if and when declared by the directors, out of any or all profits or surplus of the Corporation properly available for the payment of dividends, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares (the "Class E Dividend Entitlement").

In the event that a Class E Retraction Demand has not been met, the Class E Dividend Entitlement shall be converted into a cumulative dividend, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, and in priority over the registered holders of the Class A Common shares.

5.10. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, whether voluntary or involuntary, the registered holders of Class E Preferred shares shall be entitled to share equally, share for share, with the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, in all respects, and in priority over the registered holders of the Class A Common shares.

6. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE CLASS F PREFERRED SHARES

The Class F Preferred shares of the Corporation shall have attached thereto the following special rights and restrictions:

6.1. Voting

The registered holders of the Class F Preferred shares shall be entitled to receive notice of and to attend all general meetings of the shareholders of the Corporation and shall have the right to vote, either in person or by proxy, at any such meeting on the basis of one vote for each Class F Preferred share held.

6.2. Consideration

Subject to Article 32.3, the fair market value of the consideration received by the Corporation in respect of the Class F Preferred shares issued shall be equal to the net book value of the assets of 0989296 B.C. Ltd. immediately prior to 12:01 a.m. PST on January 2, 2014. The consideration so received is hereinafter referred to as the "Class F Consideration", and every Class F Preferred share shall be issued for the same Class F Consideration.

6.3. Determination of Fair Market Value

In determining the fair market value of the Class F Consideration, the directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable in determining the net book value of the assets of 0989296 B.C. Ltd. immediately prior to 12:01 a.m. PST on January 2, 2014. The directors shall evidence their determination by a resolution within 6 months of the issue of the first Class F Preferred share. If after having evidenced their determination by a resolution the directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The fair market value of the Class F Consideration so determined is hereinafter referred to as the "Class F Agreed Value").

6.4. Redemption Amount

Subject to Article 32.5, the "Class F Redemption Amount" of each Class F Preferred share shall equal the Class F Agreed Value divided by the number of Class F Preferred shares first issued in accordance with Article 32.2, less any amount distributed to the holders of Class F Preferred shares as a return of capital from time to time.

6.5. Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Corporation or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Class F Consideration in respect of any Class F Preferred share (in this Article 32 called a "Particular Class F Share") does not equal its Class F Redemption Amount, the following adjustments shall be made:

(a) for the purposes of the adjustments hereunder, the fair market value of the Class F Consideration received with respect to a Particular Class F Share shall be deemed to be:

(i) subject to Article 32.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the directors agree that such determination is accurate, or

(ii) subject to Article 32.5(a)(iii), where the directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or

(iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

(b) if the fair market value determined pursuant to Article 32.5(a) is less than the Class F Redemption Amount for a Particular Class F Share (the difference between such fair market value and such Class F Redemption Amount being hereinafter called the "Class F Deficiency"), the following adjustments shall be made forthwith following such determination to account for the Class F Deficiency:

(i) the Class F Redemption Amount of the Particular Class F Share shall be reduced by an amount equal to:

I. the Class F Deficiency; plus

II. the aggregate of the Class F Deficiencies with respect to all other Class F Preferred shares which were issued, or resulted from a share being redesignated or converted into a Class F Preferred share at the same time as the Particular Class F Share was issued, redesignated as or converted into a Class F Preferred share (the Particular Class F Share and such shares are herein collectively referred to as the "Deficit Issued Class F Shares") and which are no longer issued and outstanding, divided by the number of Deficit Issued Class F Shares which are issued and outstanding, provided, however, that the Class F Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class F Share to have been its Class F Redemption Amount; and

(ii) if the aggregate reduction made pursuant to Article 32.5(b)(i) is less than the aggregate of the Class F Deficiencies with respect to the Deficit Issued Class F Shares, the person to whom the Deficit Issued Class F Shares were issued or who first held them after they were redesignated as or were converted into Class F Preferred shares, as the case may be, shall make a contribution of capital to the Corporation equal to the balance of the aggregate of such Class F Deficiencies; and

(c) if the fair market value determined pursuant to Article 32.5(a) is greater than the Class F Redemption Amount for a Particular Class F Share (the difference between such fair market value and such Class F Redemption Amount being hereinafter called the "Class F Excess"), the following adjustments shall be made forthwith following such determination to account for the Class F Excess:

(i) the Class F Redemption Amount of the Particular Class F Share shall be increased by an amount equal to:

I. the Class F Excess; plus

II. the aggregate of the Class F Excesses with respect to all of the other Class F Preferred shares, which were issued, or resulted from a share being redesignated or converted into a Class F Preferred share at the same time as the Particular Class F Share was issued, redesignated as or converted into a Class F Preferred share (the Class F Particular Share and such shares are herein collectively referred to as the "Excess Issued Class F Shares") and

which are no longer issued and outstanding, divided by the number of Excess Issued Class F Shares which are issued and outstanding, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class F Share to have been its Class F Redemption Amount; and

(ii) if at the date of adjustment no Excess Issued Class F Share is issued and outstanding, the directors shall issue to the person to whom the Excess Issued Class F Shares were issued or who first held them after they were redesignated as or were converted into Class F Preferred shares, Class F Preferred shares having an aggregate Class F Redemption Amount equal to the amount of the aggregate of such Class F Excesses.

6.6. Corporation Redemption

(1) Subject to the provisions of the Business Corporations Act, the Corporation may by notice of redemption at any time or times, at the sole discretion of the directors, redeem all or any Class F Preferred shares by paying to the registered holders of the shares the Class F Redemption Amount for each share to be redeemed plus all declared and unpaid dividends thereof (collectively, the "Class F Redemption Price").

(2) A notice of redemption shall be in writing, signed by any director or officer of the Corporation, and shall be delivered or mailed to the registered holders of the Class F Preferred shares to be redeemed, and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed. Such notice shall be delivered or mailed to the aforesaid registered holders at their addresses as appear on the books of the Corporation or in the event of the address of any such registered holder not so appearing then to the last known address of such registered holder, provided, however, that accidental failure to give such notice to one or more of such registered holders shall not affect the validity of such redemption. Such notice shall set out the Class F Redemption Price, the date on which the redemption is to take place, and the number to be redeemed.

(3) On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class F Preferred shares to be redeemed the Class F Redemption Price thereof on presentation and surrender at the registered office of the Corporation, or any other place designated in such notice of redemption of the certificates representing the shares called for redemption and such shares shall thereupon be redeemed.

(4) If only a portion of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(5) From and after the date specified in any such notice of redemption, the registered holders of the Class F Preferred shares to be redeemed shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class F Redemption Price thereof shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the registered holders shall remain unaffected.

(6) The Corporation shall have the right at any time after the delivery or mailing of its notice of redemption as aforesaid to deposit the Class F Redemption Price of the Class F Preferred shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the registered holders thereof in connection with such redemption, to a special account with any chartered bank or any trust

Corporation in Canada named in the notice, to be paid without interest to or to the order of the respective registered holders of such shares called for redemption upon presentation and surrender to such bank or trust Corporation of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class F Preferred shares in respect of which such deposit shall have been made shall be redeemed and the rights of the registered holders thereof after such deposit being made or after such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class F Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest on the Class F Redemption Price so deposited shall belong to the Corporation.

6.7. Registered Holder Retraction Demand

(1) Subject to the provisions of the Business Corporations Act, a registered holder of any Class F Preferred share may at any time demand that the Corporation redeem all or any part of the Class F Preferred shares held by him by payment to him for each share to be redeemed the Class F Redemption Price thereof (the "Class F Retraction Demand").

(2) Such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed, along with any applicable share certificates, to the registered office of the Corporation and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed.

(3) If there is only one registered holder of Class F Preferred shares, the Corporation shall redeem the shares referred to in his demand within 30 days after receipt thereof, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(4) if there is more than one registered holder of Class F Preferred shares, then forthwith upon receipt of a demand for redemption for any of those shares:

(a) the Corporation shall deliver or mail a copy thereof to all other registered holders of Class F Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed (the "Class F Delivery Date"). The rationale for this mailing shall be to allow other registered holders of Class F Preferred shares to submit demands for redemption; and

(b) on or after the 21st day following the Class F Delivery Date (referred to in this Article 32.7 as the "Class F Deadline Date") but, in any case, within 30 days following the Class F Delivery Date, the Corporation shall redeem all of the said Class F Preferred shares in respect of which it has received demands for redemption on or before the Class F Deadline Date, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made pro rata in the proportion that the aggregate number of the issued and outstanding Class F Preferred shares in respect of which each holder made a demand is to the aggregate number of Class F Preferred shares specified in all demands received on or before the Class F Deadline Date in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(5) If all of the Class F Preferred shares in respect of which demands for redemption have been made are not redeemed in full prior to the Class F Redemption Deadline because such redemption would cause a breach of the Business Corporations Act, the Class F Preferred shares in respect of which demands for redemption have been made and which are not redeemed prior to the Class F Redemption Deadline (the "Remaining Unredeemed Class F Preferred Shares") shall be redeemed by payment to the registered holders of the Remaining Unredeemed Class F Preferred Shares of the Class F Redemption Price thereof on the first subsequent date, as determined by the directors, on which the Corporation can redeem all of the Remaining Unredeemed Class F Preferred Shares without causing a breach of the Business Corporations Act.

(6) The Corporation shall not be required to redeem any Class F Preferred shares under this Article 32.7 other than those in respect of which demands for redemption have been received by the Corporation.

6.8. Shares Cancelled

All Class F Preferred shares redeemed by the Corporation pursuant to Articles 32.6 or 32.7 shall be cancelled and returned to the status of authorized but unissued shares in the capital of the Corporation.

6.9. Dividends

The registered holders of the Class F Preferred shares shall be entitled to receive non-cumulative dividends on the amount of the Class F Redemption Amount, if and when declared by the directors, out of any or all profits or surplus of the Corporation properly available for the payment of dividends, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares (the "Class F Dividend Entitlement").

In the event that a Class F Retraction Demand has not been met, the Class F Dividend Entitlement shall be converted into a cumulative dividend, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, and in priority over the registered holders of the Class A Common shares.

6.10. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, whether voluntary or involuntary, the registered holders of Class F Preferred shares shall be entitled to share equally, share for share, with the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, in all respects, and in priority over the registered holders of the Class A Common shares.

7. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE CLASS G PREFERRED SHARES

The Class G Preferred shares of the Corporation shall have attached thereto the following special rights and restrictions:

7.1. Voting

The registered holders of the Class G Preferred shares shall not, as such, be entitled to receive notice of, nor to attend or vote at any general meetings of shareholders of the Corporation and shall not have any voting rights except to receive notice of, attend and vote at class meetings of the holders of the Class G Preferred shares or as required or provided by the Business Corporations Act.

7.2. Consideration

Upon the issue of any Class G Preferred share or the redesignation or conversion of any other share into a Class G Preferred share, the directors shall determine the fair market value of the consideration received by the Corporation in respect of that share, including, without restricting the generality of the foregoing, any consideration credited by the Corporation to any contributed surplus account and any liabilities assumed by the Corporation in respect thereof (the consideration so received is hereinafter referred to as the "Class G Consideration"), and every Class G Preferred share shall be issued for the same Class G Consideration.

7.3. Determination of Fair Market Value

In determining the fair market value of the Class G Consideration, the directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable. The directors shall evidence their determination by a resolution within 6 months of the issue of a Class G Preferred share. If after having evidenced their determination by a resolution the directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The value so determined at the time of issue, conversion or redesignation of a Class G Preferred share, or thereafter from time to time, is hereinafter referred to as the "Class G Agreed Value").

7.4. Redemption Amount

Subject to Article 33.5, the "Class G Redemption Amount" of each Class G Preferred share shall equal the Class G Agreed Value divided by the number of Class G Preferred shares issued in accordance with Article 33.2, less any amount distributed to the holders of Class G Preferred shares as a return of capital from time to time.

7.5. Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Corporation or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Class G Consideration in respect of any Class G Preferred share (in this Article 33 called a "Particular

Class G Share”) does not equal its Class G Redemption Amount, the following adjustments shall be made:

(a) for the purposes of the adjustments hereunder, the fair market value of the Class G Consideration received with respect to a Particular Class G Share shall be deemed to be:

(i) subject to Article 33.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the directors agree that such determination is accurate, or

(ii) subject to Article 33.5(a)(iii), where the directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or

(iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

(b) if the fair market value determined pursuant to Article 33.5(a) is less than the Class G Redemption Amount for a Particular Class G Share (the difference between such fair market value and such Class G Redemption Amount being hereinafter called the “Class G Deficiency”), the following adjustments shall be made forthwith following such determination to account for the Class G Deficiency:

(i) the Class G Redemption Amount of the Particular Class G Share shall be reduced by an amount equal to:

I. the Class G Deficiency; plus

II. the aggregate of the Class G Deficiencies with respect to all other Class G Preferred shares which were issued, or resulted from a share being redesignated or converted into a Class G Preferred share at the same time as the Particular Class G Share was issued, redesignated as or converted into a Class G Preferred share (the Particular Class G Share and such shares are herein collectively referred to as the “Deficit Issued Class G Shares”) and which are no longer issued and outstanding, divided by the number of Deficit Issued Class G Shares which are issued and outstanding, provided, however, that the Class G Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class G Share to have been its Class G Redemption Amount; and

(ii) if the aggregate reduction made pursuant to Article 33.5(b)(i) is less than the aggregate of the Class G Deficiencies with respect to the Deficit Issued Class G Shares, the person to whom the Deficit Issued Class G Shares were issued or who first held them after they were redesignated as or were converted into Class G Preferred shares, as the case may be, shall make a contribution of capital to the Corporation equal to the balance of the aggregate of such Class G Deficiencies; and

(c) if the fair market value determined pursuant to Article 33.5(a) is greater than the Class G Redemption Amount for a Particular Class G Share (the difference between such fair market value and such Class G Redemption Amount being hereinafter called the "Class G Excess"), the following adjustments shall be made forthwith following such determination to account for the Class G Excess:

(i) the Class G Redemption Amount of the Particular Class G Share shall be increased by an amount equal to:

I. the Class G Excess; plus

II. the aggregate of the Class G Excesses with respect to all of the other Class G Preferred shares, which were issued, or resulted from a share being redesignated or converted into a Class G Preferred share at the same time as the Particular Class G Share was issued, redesignated as or converted into a Class G Preferred share (the Class G Particular Share and such shares are herein collectively referred to as the "Excess Issued Class G Shares") and which are no longer issued and outstanding, divided by the number of Excess Issued Class G Shares which are issued and outstanding, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class G Share to have been its Class G Redemption Amount; and

(ii) if at the date of adjustment no Excess Issued Class G Share is issued and outstanding, the directors shall issue to the person to whom the Excess Issued Class G Shares were issued or who first held them after they were redesignated as or were converted into Class G Preferred shares, Class G Preferred shares having an aggregate Class G Redemption Amount equal to the amount of the aggregate of such Class G Excesses.

7.6. Corporation Redemption

(1) Subject to the provisions of the Business Corporations Act, the Corporation may by notice of redemption at any time or times, at the sole discretion of the directors, redeem all or any Class G Preferred shares by paying to the registered holders of the shares the Class G Redemption Amount for each share to be redeemed plus all declared and unpaid dividends thereof (collectively, the "Class G Redemption Price").

(2) A notice of redemption shall be in writing, signed by any director or officer of the Corporation, and shall be delivered or mailed to the registered holders of the Class G Preferred shares to be redeemed, and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed. Such notice shall be delivered or mailed to the aforesaid registered holders at their addresses as appear on the books of the Corporation or in the event of the address of any such registered holder not so appearing then to the last known address of such registered holder, provided, however, that accidental failure to give such notice to one or more of such registered holders shall not affect the validity of such redemption. Such notice shall set out the Class G Redemption Price, the date on which the redemption is to take place, and the number to be redeemed.

(3) On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class G Preferred shares to be redeemed the Class G Redemption Price thereof on presentation and surrender at the registered office of

the Corporation, or any other place designated in such notice of redemption of the certificates representing the shares called for redemption and such shares shall thereupon be redeemed.

(4) If only a portion of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(5) From and after the date specified in any such notice of redemption, the registered holders of the Class G Preferred shares to be redeemed shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class G Redemption Price thereof shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the registered holders shall remain unaffected.

(6) The Corporation shall have the right at any time after the delivery or mailing of its notice of redemption as aforesaid to deposit the Class G Redemption Price of the Class G Preferred shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the registered holders thereof in connection with such redemption, to a special account with any chartered bank or any trust Corporation in Canada named in the notice, to be paid without interest to or to the order of the respective registered holders of such shares called for redemption upon presentation and surrender to such bank or trust Corporation of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class G Preferred shares in respect of which such deposit shall have been made shall be redeemed and the rights of the registered holders thereof after such deposit being made or after such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class G Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest on the Class G Redemption Price so deposited shall belong to the Corporation.

7.7. Registered Holder Retraction Demand

(1) Subject to the provisions of the Business Corporations Act, a registered holder of any Class G Preferred share may at any time demand that the Corporation redeem all or any part of the Class G Preferred shares held by him by payment to him for each share to be redeemed the Class G Redemption Price thereof (the "Class G Retraction Demand").

(2) Such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed, along with any applicable share certificates, to the registered office of the Corporation and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed.

(3) If there is only one registered holder of Class G Preferred shares, the Corporation shall redeem the shares referred to in his demand within 30 days after receipt thereof, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(4) If there is more than one registered holder of Class G Preferred shares, then forthwith upon receipt of a demand for redemption for any of those shares:

(a) the Corporation shall deliver or mail a copy thereof to all other registered holders of Class G Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed (the "Class G Delivery Date"). The rationale for this mailing shall be to allow other registered holders of Class G Preferred shares to submit demands for redemption; and

(b) on or after the 21st day following the Class G Delivery Date (referred to in this Article 33.7 as the "Class G Deadline Date") but, in any case, within 30 days following the Class G Delivery Date, the Corporation shall redeem all of the said Class G Preferred shares in respect of which it has received demands for redemption on or before the Class G Deadline Date, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made pro rata in the proportion that the aggregate number of the issued and outstanding Class G Preferred shares in respect of which each holder made a demand is to the aggregate number of Class G Preferred shares specified in all demands received on or before the Class G Deadline Date in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(5) If all of the Class G Preferred shares in respect of which demands for redemption have been made are not redeemed in full prior to the Class G Redemption Deadline because such redemption would cause a breach of the Business Corporations Act, the Class G Preferred shares in respect of which demands for redemption have been made and which are not redeemed prior to the Class G Redemption Deadline (the "Remaining Unredeemed Class G Preferred Shares") shall be redeemed by payment to the registered holders of the Remaining Unredeemed Class G Preferred Shares of the Class G Redemption Price thereof on the first subsequent date, as determined by the directors, on which the Corporation can redeem all of the Remaining Unredeemed Class G Preferred Shares without causing a breach of the Business Corporations Act.

(6) The Corporation shall not be required to redeem any Class G Preferred shares under this Article 33.7 other than those in respect of which demands for redemption have been received by the Corporation.

7.8. Shares Cancelled

All Class G Preferred shares redeemed by the Corporation pursuant to Articles 33.6 or 33.7 shall be cancelled and returned to the status of authorized but unissued shares in the capital of the Corporation.

7.9. Dividends

The registered holders of the Class G Preferred shares shall be entitled to receive non-cumulative dividends on the amount of the Class G Redemption Amount, if and when declared by the directors, out of any or all profits or surplus of the Corporation properly available for the payment of dividends, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares (the "Class G Dividend Entitlement").

In the event that a Class G Retraction Demand has not been met, the Class G Dividend Entitlement shall be converted into a cumulative dividend, ranking equally to the holders of the

Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, and in priority over the registered holders of the Class A Common shares.

7.10. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, whether voluntary or involuntary, the registered holders of Class G Preferred shares shall be entitled to share equally, share for share, with the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class H Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, in all respects, and in priority over the registered holders of the Class A Common shares.

8. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE CLASS H PREFERRED SHARES

The Class H Preferred shares of the Corporation shall have attached thereto the following special rights and restrictions:

8.1. Voting

The registered holders of the Class H Preferred shares shall not, as such, be entitled to receive notice of, nor to attend or vote at any general meetings of shareholders of the Corporation and shall not have any voting rights except to receive notice of, attend and vote at class meetings of the holders of the Class H Preferred shares or as required or provided by the Business Corporations Act.

8.2. Consideration

Upon the issue of any Class H Preferred share or the redesignation or conversion of any other share into a Class H Preferred share, the directors shall determine the fair market value of the consideration received by the Corporation in respect of that share, including, without restricting the generality of the foregoing, any consideration credited by the Corporation to any contributed surplus account and any liabilities assumed by the Corporation in respect thereof (the consideration so received is hereinafter referred to as the "Class H Consideration"), and every Class H Preferred share shall be issued for the same Class H Consideration.

8.3. Determination of Fair Market Value

In determining the fair market value of the Class H Consideration, the directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable. The directors shall evidence their determination by a resolution within 6 months of the issue of a Class H Preferred share. If after having evidenced their determination by a resolution the directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The value so determined at the

time of issue, conversion or redesignation of a Class H Preferred share, or thereafter from time to time, is hereinafter referred to as the "Class H Agreed Value").

8.4. Redemption Amount

Subject to Article 34.5, the "Class H Redemption Amount" of each Class H Preferred share shall equal the Class H Agreed Value divided by the number of Class H Preferred shares issued in accordance with Article 34.2, less any amount distributed to the holders of Class H Preferred shares as a return of capital from time to time.

8.5. Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Corporation or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Class H Consideration in respect of any Class H Preferred share (in this Article 34 called a "Particular Class H Share") does not equal its Class H Redemption Amount, the following adjustments shall be made:

(a) for the purposes of the adjustments hereunder, the fair market value of the Class H Consideration received with respect to a Particular Class H Share shall be deemed to be:

(i) subject to Article 34.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the directors agree that such determination is accurate, or

(ii) subject to Article 34.5(a)(iii), where the directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or

(iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

(b) if the fair market value determined pursuant to Article 34.5(a) is less than the Class H Redemption Amount for a Particular Class H Share (the difference between such fair market value and such Class H Redemption Amount being hereinafter called the "Class H Deficiency"), the following adjustments shall be made forthwith following such determination to account for the Class H Deficiency:

(i) the Class H Redemption Amount of the Particular Class H Share shall be reduced by an amount equal to:

I. the Class H Deficiency; plus

II. the aggregate of the Class H Deficiencies with respect to all other Class H Preferred shares which were issued, or resulted from a share being redesignated or converted into a

Class H Preferred share at the same time as the Particular Class H Share was issued, redesignated as or converted into a Class H Preferred share (the Particular Class H Share and such shares are herein collectively referred to as the "Deficit Issued Class H Shares") and which are no longer issued and outstanding, divided by the number of Deficit Issued Class H Shares which are issued and outstanding, provided, however, that the Class H Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class H Share to have been its Class H Redemption Amount; and

(ii) if the aggregate reduction made pursuant to Article 34.5(b)(i) is less than the aggregate of the Class H Deficiencies with respect to the Deficit Issued Class H Shares, the person to whom the Deficit Issued Class H Shares were issued or who first held them after they were redesignated as or were converted into Class H Preferred shares, as the case may be, shall make a contribution of capital to the Corporation equal to the balance of the aggregate of such Class H Deficiencies; and

(c) if the fair market value determined pursuant to Article 34.5(a) is greater than the Class H Redemption Amount for a Particular Class H Share (the difference between such fair market value and such Class H Redemption Amount being hereinafter called the "Class H Excess"), the following adjustments shall be made forthwith following such determination to account for the Class H Excess:

(i) the Class H Redemption Amount of the Particular Class H Share shall be increased by an amount equal to:

I. the Class H Excess; plus

II. the aggregate of the Class H Excesses with respect to all of the other Class H Preferred shares, which were issued, or resulted from a share being redesignated or converted into a Class H Preferred share at the same time as the Particular Class H Share was issued, redesignated as or converted into a Class H Preferred share (the Class H Particular Share and such shares are herein collectively referred to as the "Excess Issued Class H Shares") and which are no longer issued and outstanding, divided by the number of Excess Issued Class H Shares which are issued and outstanding, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class H Share to have been its Class H Redemption Amount; and

(ii) if at the date of adjustment no Excess Issued Class H Share is issued and outstanding, the directors shall issue to the person to whom the Excess Issued Class H Shares were issued or who first held them after they were redesignated as or were converted into Class H Preferred shares, Class H Preferred shares having an aggregate Class H Redemption Amount equal to the amount of the aggregate of such Class H Excesses.

8.6. Corporation Redemption

(1) Subject to the provisions of the Business Corporations Act, the Corporation may by notice of redemption at any time or times, at the sole discretion of the directors, redeem all or any Class H Preferred shares by paying to the registered holders of the shares the Class H Redemption Amount for each share to be redeemed plus all declared and unpaid dividends thereof (collectively, the "Class H Redemption Price").

(2) A notice of redemption shall be in writing, signed by any director or officer of the Corporation, and shall be delivered or mailed to the registered holders of the Class H Preferred shares to be redeemed, and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed. Such notice shall be delivered or mailed to the aforesaid registered holders at their addresses as appear on the books of the Corporation or in the event of the address of any such registered holder not so appearing then to the last known address of such registered holder, provided, however, that accidental failure to give such notice to one or more of such registered holders shall not affect the validity of such redemption. Such notice shall set out the Class H Redemption Price, the date on which the redemption is to take place, and the number to be redeemed.

(3) On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class H Preferred shares to be redeemed the Class H Redemption Price thereof on presentation and surrender at the registered office of the Corporation, or any other place designated in such notice of redemption of the certificates representing the shares called for redemption and such shares shall thereupon be redeemed.

(4) If only a portion of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(5) From and after the date specified in any such notice of redemption, the registered holders of the Class H Preferred shares to be redeemed shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class H Redemption Price thereof shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the registered holders shall remain unaffected.

(6) The Corporation shall have the right at any time after the delivery or mailing of its notice of redemption as aforesaid to deposit the Class H Redemption Price of the Class H Preferred shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the registered holders thereof in connection with such redemption, to a special account with any chartered bank or any trust Corporation in Canada named in the notice, to be paid without interest to or to the order of the respective registered holders of such shares called for redemption upon presentation and surrender to such bank or trust Corporation of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class H Preferred shares in respect of which such deposit shall have been made shall be redeemed and the rights of the registered holders thereof after such deposit being made or after such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class H Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest on the Class H Redemption Price so deposited shall belong to the Corporation.

8.7. Registered Holder Retraction Demand

(1) Subject to the provisions of the Business Corporations Act, a registered holder of any Class H Preferred share may at any time demand that the Corporation redeem all or any part of the Class H Preferred shares held by him by payment to him for each share to be redeemed the Class H Redemption Price thereof (the "Class H Retraction Demand").

(2) Such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed, along with any applicable share certificates, to the registered office of the Corporation and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed.

(3) If there is only one registered holder of Class H Preferred shares, the Corporation shall redeem the shares referred to in his demand within 30 days after receipt thereof, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(4) if there is more than one registered holder of Class H Preferred shares, then forthwith upon receipt of a demand for redemption for any of those shares:

(a) the Corporation shall deliver or mail a copy thereof to all other registered holders of Class H Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed (the "Class H Delivery Date"). The rationale for this mailing shall be to allow other registered holders of Class H Preferred shares to submit demands for redemption; and

(b) on or after the 21st day following the Class H Delivery Date (referred to in this Article 34.7 as the "Class H Deadline Date") but, in any case, within 30 days following the Class H Delivery Date, the Corporation shall redeem all of the said Class H Preferred shares in respect of which it has received demands for redemption on or before the Class H Deadline Date, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made pro rata in the proportion that the aggregate number of the issued and outstanding Class H Preferred shares in respect of which each holder made a demand is to the aggregate number of Class H Preferred shares specified in all demands received on or before the Class H Deadline Date in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(5) If all of the Class H Preferred shares in respect of which demands for redemption have been made are not redeemed in full prior to the Class H Redemption Deadline because such redemption would cause a breach of the Business Corporations Act, the Class H Preferred shares in respect of which demands for redemption have been made and which are not redeemed prior to the Class H Redemption Deadline (the "Remaining Unredeemed Class H Preferred Shares") shall be redeemed by payment to the registered holders of the Remaining Unredeemed Class H Preferred Shares of the Class H Redemption Price thereof on the first subsequent date, as determined by the directors, on which the Corporation can redeem all of the Remaining Unredeemed Class H Preferred Shares without causing a breach of the Business Corporations Act.

(6) The Corporation shall not be required to redeem any Class H Preferred shares under this Article 34.7 other than those in respect of which demands for redemption have been received by the Corporation.

8.8. Shares Cancelled

All Class H Preferred shares redeemed by the Corporation pursuant to Articles 34.6 or 34.7 shall be cancelled and returned to the status of authorized but unissued shares in the capital of the Corporation.

8.9. Dividends

The registered holders of the Class H Preferred shares shall be entitled to receive non-cumulative dividends on the amount of the Class H Redemption Amount, if and when declared by the directors, out of any or all profits or surplus of the Corporation properly available for the payment of dividends, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares (the "Class H Dividend Entitlement").

In the event that a Class H Retraction Demand has not been met, the Class H Dividend Entitlement shall be converted into a cumulative dividend, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, and in priority over the registered holders of the Class A Common shares.

8.10. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, whether voluntary or involuntary, the registered holders of Class H Preferred shares shall be entitled to share equally, share for share, with the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class I Preferred shares, Class J Preferred shares and Class K Preferred shares, in all respects, and in priority over the registered holders of the Class A Common shares.

9. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE CLASS I PREFERRED SHARES

The Class I Preferred shares of the Corporation shall have attached thereto the following special rights and restrictions:

9.1. Voting

The registered holders of the Class I Preferred shares shall not, as such, be entitled to receive notice of, nor to attend or vote at any general meetings of shareholders of the Corporation and shall not have any voting rights except to receive notice of, attend and vote at class meetings of the holders of the Class I Preferred shares or as required or provided by the Business Corporations Act.

9.2. Consideration

Upon the issue of any Class I Preferred share or the redesignation or conversion of any other share into a Class I Preferred share, the directors shall determine the fair market value of:

(a) in the case of the issue of a Class I Preferred share, the consideration received by the Corporation in respect of that share, including, without restricting the generality of the foregoing, any consideration credited by the Corporation to any contributed surplus account (and any liabilities assumed by the Corporation in respect thereof); and

(b) in the case of the redesignation or conversion of any other share into a Class I Preferred share, the share so redesignated or converted,

(the consideration so received or share so redesignated or converted, as the case may be, is hereinafter in this Article 35 called the "Class I Consideration"), and every Class I Preferred share shall be issued for the same Class I Consideration.

9.3. Determination of Fair Market Value

In determining the fair market value of the Class I Consideration, the directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable. The directors shall evidence their determination by a resolution within 6 months of the issue of a Class I Preferred share. If after having evidenced their determination by a resolution the directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The value so determined at the time of issue, conversion or redesignation of a Class I Preferred share, or thereafter from time to time, is hereinafter referred to as the "Class I Agreed Value").

9.4. Redemption Amount

Subject to Article 35.5, the "Class I Redemption Amount" of each Class I Preferred share shall equal the Class I Agreed Value divided by the number of Class I Preferred shares first issued in accordance with Article 35.2, less any amount distributed to the holders of Class I Preferred shares as a return of capital from time to time.

9.5. Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Corporation or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Class I Consideration in respect of any Class I Preferred share (in this Article 35 called a "Particular Class I Share") does not equal its Class I Redemption Amount, the following adjustments shall be made:

(a) for the purposes of the adjustments hereunder, the fair market value of the Class I Consideration received with respect to a Particular Class I Share shall be deemed to be:

(i) subject to Article 35.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the directors agree that such determination is accurate, or

(ii) subject to Article 35.5(a)(iii), where the directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the

directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or

(iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

(b) if the fair market value determined pursuant to Article 35.5(a) is less than the Class I Redemption Amount for a Particular Class I Share (the difference between such fair market value and such Class I Redemption Amount being hereinafter called the "Class I Deficiency"), the following adjustments shall be made forthwith following such determination to account for the Class I Deficiency:

(i) the Class I Redemption Amount of the Particular Class I Share shall be reduced by an amount equal to:

I. the Class I Deficiency; plus

II. the aggregate of the Class I Deficiencies with respect to all other Class I Preferred shares which were issued, or resulted from a share being redesignated or converted into a Class I Preferred share at the same time as the Particular Class I Share was issued, redesignated as or converted into a Class I Preferred share (the Particular Class I Share and such shares are herein collectively referred to as the "Deficit Issued Class I Shares") and which are no longer issued and outstanding, divided by the number of Deficit Issued Class I Shares which are issued and outstanding, provided, however, that the Class I Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class I Share to have been its Class I Redemption Amount; and

(ii) if the aggregate reduction made pursuant to Article 35.5(b)(i) is less than the aggregate of the Class I Deficiencies with respect to the Deficit Issued Class I Shares, the person to whom the Deficit Issued Class I Shares were issued or who first held them after they were redesignated as or were converted into Class I Preferred shares, as the case may be, shall make a contribution of capital to the Corporation equal to the balance of the aggregate of such Class I Deficiencies; and

(c) if the fair market value determined pursuant to Article 35.5(a) is greater than the Class I Redemption Amount for a Particular Class I Share (the difference between such fair market value and such Class I Redemption Amount being hereinafter called the "Class I Excess"), the following adjustments shall be made forthwith following such determination to account for the Class I Excess:

(i) the Class I Redemption Amount of the Particular Class I Share shall be increased by an amount equal to:

I. the Class I Excess; plus

II. the aggregate of the Class I Excesses with respect to all of the other Class I Preferred shares, which were issued, or resulted from a share being redesignated or converted into a

Class I Preferred share at the same time as the Particular Class I Share was issued, redesignated as or converted into a Class I Preferred share (the Class I Particular Share and such shares are herein collectively referred to as the "Excess Issued Class I Shares") and which are no longer issued and outstanding, divided by the number of Excess Issued Class I Shares which are issued and outstanding, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class I Share to have been its Class I Redemption Amount; and

(ii) if at the date of adjustment no Excess Issued Class I Share is issued and outstanding, the directors shall issue to the person to whom the Excess Issued Class I Shares were issued or who first held them after they were redesignated as or were converted into Class I Preferred shares, Class I Preferred shares having an aggregate Class I Redemption Amount equal to the amount of the aggregate of such Class I Excesses.

9.6. Corporation Redemption

(1) Subject to the provisions of the Business Corporations Act, the Corporation may by notice of redemption at any time or times, at the sole discretion of the directors, redeem all or any Class I Preferred shares by paying to the registered holders of the shares the Class I Redemption Amount for each share to be redeemed plus all declared and unpaid dividends thereof (collectively, the "Class I Redemption Price").

(2) A notice of redemption shall be in writing, signed by any director or officer of the Corporation, and shall be delivered or mailed to the registered holders of the Class I Preferred shares to be redeemed, and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed. Such notice shall be delivered or mailed to the aforesaid registered holders at their addresses as appear on the books of the Corporation or in the event of the address of any such registered holder not so appearing then to the last known address of such registered holder, provided, however, that accidental failure to give such notice to one or more of such registered holders shall not affect the validity of such redemption. Such notice shall set out the Class I Redemption Price, the date on which the redemption is to take place, and the number to be redeemed.

(3) On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class I Preferred shares to be redeemed the Class I Redemption Price thereof on presentation and surrender at the registered office of the Corporation, or any other place designated in such notice of redemption of the certificates representing the shares called for redemption and such shares shall thereupon be redeemed.

(4) If only a portion of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(5) From and after the date specified in any such notice of redemption, the registered holders of the Class I Preferred shares to be redeemed shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class I Redemption Price thereof shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the registered holders shall remain unaffected.

(6) The Corporation shall have the right at any time after the delivery or mailing of its notice of redemption as aforesaid to deposit the Class I Redemption Price of the Class I Preferred

shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the registered holders thereof in connection with such redemption, to a special account with any chartered bank or any trust Corporation in Canada named in the notice, to be paid without interest to or to the order of the respective registered holders of such shares called for redemption upon presentation and surrender to such bank or trust Corporation of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class I Preferred shares in respect of which such deposit shall have been made shall be redeemed and the rights of the registered holders thereof after such deposit being made or after such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class I Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest on the Class I Redemption Price so deposited shall belong to the Corporation.

9.7. Registered Holder Retraction Demand

(1) Subject to the provisions of the Business Corporations Act, a registered holder of any Class I Preferred share may at any time demand that the Corporation redeem all or any part of the Class I Preferred shares held by him by payment to him for each share to be redeemed the Class I Redemption Price thereof (the "Class I Retraction Demand").

(2) Such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed, along with any applicable share certificates, to the registered office of the Corporation and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed.

(3) If there is only one registered holder of Class I Preferred shares, the Corporation shall redeem the shares referred to in his demand within 30 days after receipt thereof, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(4) if there is more than one registered holder of Class I Preferred shares, then forthwith upon receipt of a demand for redemption for any of those shares:

(a) the Corporation shall deliver or mail a copy thereof to all other registered holders of Class I Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed (the "Class I Delivery Date"). The rationale for this mailing shall be to allow other registered holders of Class I Preferred shares to submit demands for redemption; and

(b) on or after the 21st day following the Class I Delivery Date (referred to in this Article 35.7 as the "Class I Deadline Date") but, in any case, within 30 days following the Class I Delivery Date, the Corporation shall redeem all of the said Class I Preferred shares in respect of which it has received demands for redemption on or before the Class I Deadline Date, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made pro rata in the proportion that the aggregate number of the issued and outstanding Class I Preferred shares in respect of which each holder made a demand is to the aggregate number of Class I Preferred shares specified in

all demands received on or before the Class I Deadline Date in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(5) If all of the Class I Preferred shares in respect of which demands for redemption have been made are not redeemed in full prior to the Class I Redemption Deadline because such redemption would cause a breach of the Business Corporations Act, the Class I Preferred shares in respect of which demands for redemption have been made and which are not redeemed prior to the Class I Redemption Deadline (the "Remaining Unredeemed Class I Preferred Shares") shall be redeemed by payment to the registered holders of the Remaining Unredeemed Class I Preferred Shares of the Class I Redemption Price thereof on the first subsequent date, as determined by the directors, on which the Corporation can redeem all of the Remaining Unredeemed Class I Preferred Shares without causing a breach of the Business Corporations Act.

(6) The Corporation shall not be required to redeem any Class I Preferred shares under this Article 35.7 other than those in respect of which demands for redemption have been received by the Corporation.

9.8. Shares Cancelled

All Class I Preferred shares redeemed by the Corporation pursuant to Articles 35.6 or 35.7 shall be cancelled and returned to the status of authorized but unissued shares in the capital of the Corporation.

9.9. Dividends

The registered holders of the Class I Preferred shares shall be entitled to receive non-cumulative dividends on the amount of the Class I Redemption Amount, if and when declared by the directors, out of any or all profits or surplus of the Corporation properly available for the payment of dividends, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class J Preferred shares and Class K Preferred shares (the "Class I Dividend Entitlement").

In the event that a Class I Retraction Demand has not been met, the Class I Dividend Entitlement shall be converted into a cumulative dividend, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class J Preferred shares and Class K Preferred shares, and in priority over the registered holders of the Class A Common shares.

9.10. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, whether voluntary or involuntary, the registered holders of Class I Preferred shares shall be entitled to share equally, share for share, with the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class J

Preferred shares and Class K Preferred shares, in all respects, and in priority over the registered holders of the Class A Common shares.

10. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE CLASS J PREFERRED SHARES

The Class J Preferred shares of the Corporation shall have attached thereto the following special rights and restrictions:

10.1. Voting

The registered holders of the Class J Preferred shares shall not, as such, be entitled to receive notice of, nor to attend or vote at any general meetings of shareholders of the Corporation and shall not have any voting rights except to receive notice of, attend and vote at class meetings of the holders of the Class J Preferred shares or as required or provided by the Business Corporations Act.

10.2. Consideration

Upon the issue of any Class J Preferred share or the redesignation or conversion of any other share into a Class J Preferred share, the directors shall determine the fair market value of:

(a) in the case of the issue of a Class J Preferred share, the consideration received by the Corporation in respect of that share, including, without restricting the generality of the foregoing, any consideration credited by the Corporation to any contributed surplus account (and any liabilities assumed by the Corporation in respect thereof); and

(b) in the case of the redesignation or conversion of any other share into a Class J Preferred share, the share so redesignated or converted,

(the consideration so received or share so redesignated or converted, as the case may be, is hereinafter in this Article 36 called the "Class J Consideration"), and every Class J Preferred share shall be issued for the same Class J Consideration.

10.3. Determination of Fair Market Value

In determining the fair market value of the Class J Consideration, the directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable. The directors shall evidence their determination by a resolution within 6 months of the issue of a Class J Preferred share. If after having evidenced their determination by a resolution the directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The value so determined at the time of issue, conversion or redesignation of a Class J Preferred share, or thereafter from time to time, is hereinafter referred to as the "Class J Agreed Value").

10.4. Redemption Amount

Subject to Article 36.5, the "Class J Redemption Amount" of each Class J Preferred share shall equal the Class J Agreed Value divided by the number of Class J Preferred shares first issued

in accordance with Article 36.2, less any amount distributed to the holders of Class J Preferred shares as a return of capital from time to time.

10.5. Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Corporation or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Class J Consideration in respect of any Class J Preferred share (in this Article 36 called a "Particular Class J Share") does not equal its Class J Redemption Amount, the following adjustments shall be made:

(a) for the purposes of the adjustments hereunder, the fair market value of the Class J Consideration received with respect to a Particular Class J Share shall be deemed to be:

(i) subject to Article 36.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the directors agree that such determination is accurate, or

(ii) subject to Article 36.5(a)(iii), where the directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or

(iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

(b) if the fair market value determined pursuant to Article 36.5(a) is less than the Class J Redemption Amount for a Particular Class J Share (the difference between such fair market value and such Class J Redemption Amount being hereinafter called the "Class J Deficiency"), the following adjustments shall be made forthwith following such determination to account for the Class J Deficiency:

(i) the Class J Redemption Amount of the Particular Class J Share shall be reduced by an amount equal to:

I. the Class J Deficiency; plus

II. the aggregate of the Class J Deficiencies with respect to all other Class J Preferred shares which were issued, or resulted from a share being redesignated or converted into a Class J Preferred share at the same time as the Particular Class J Share was issued, redesignated as or converted into a Class J Preferred share (the Particular Class J Share and such shares are herein collectively referred to as the "Deficit Issued Class J Shares") and which are no longer issued and outstanding, divided by the number of Deficit Issued Class J Shares which are issued and outstanding, provided, however, that the Class J Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date

of issue, redesignation or conversion of the Particular Class J Share to have been its Class J Redemption Amount; and

(ii) if the aggregate reduction made pursuant to Article 36.5(b)(i) is less than the aggregate of the Class J Deficiencies with respect to the Deficit Issued Class J Shares, the person to whom the Deficit Issued Class J Shares were issued or who first held them after they were redesignated as or were converted into Class J Preferred shares, as the case may be, shall make a contribution of capital to the Corporation equal to the balance of the aggregate of such Class J Deficiencies; and

(c) if the fair market value determined pursuant to Article 36.5(a) is greater than the Class J Redemption Amount for a Particular Class J Share (the difference between such fair market value and such Class J Redemption Amount being hereinafter called the "Class J Excess"), the following adjustments shall be made forthwith following such determination to account for the Class J Excess:

(i) the Class J Redemption Amount of the Particular Class J Share shall be increased by an amount equal to:

I. the Class J Excess; plus

II. the aggregate of the Class J Excesses with respect to all of the other Class J Preferred shares, which were issued, or resulted from a share being redesignated or converted into a Class J Preferred share at the same time as the Particular Class J Share was issued, redesignated as or converted into a Class J Preferred share (the Class J Particular Share and such shares are herein collectively referred to as the "Excess Issued Class J Shares") and which are no longer issued and outstanding, divided by the number of Excess Issued Class J Shares which are issued and outstanding, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class J Share to have been its Class J Redemption Amount; and

(ii) if at the date of adjustment no Excess Issued Class J Share is issued and outstanding, the directors shall issue to the person to whom the Excess Issued Class J Shares were issued or who first held them after they were redesignated as or were converted into Class J Preferred shares, Class J Preferred shares having an aggregate Class J Redemption Amount equal to the amount of the aggregate of such Class J Excesses.

10.6. Corporation Redemption

(1) Subject to the provisions of the Business Corporations Act, the Corporation may by notice of redemption at any time or times, at the sole discretion of the directors, redeem all or any Class J Preferred shares by paying to the registered holders of the shares the Class J Redemption Amount for each share to be redeemed plus all declared and unpaid dividends thereof (collectively, the "Class J Redemption Price").

(2) A notice of redemption shall be in writing, signed by any director or officer of the Corporation, and shall be delivered or mailed to the registered holders of the Class J Preferred shares to be redeemed, and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed. Such notice shall be delivered or mailed to the aforesaid registered holders at their addresses as appear on the

books of the Corporation or in the event of the address of any such registered holder not so appearing then to the last known address of such registered holder, provided, however, that accidental failure to give such notice to one or more of such registered holders shall not affect the validity of such redemption. Such notice shall set out the Class J Redemption Price, the date on which the redemption is to take place, and the number to be redeemed.

(3) On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class J Preferred shares to be redeemed the Class J Redemption Price thereof on presentation and surrender at the registered office of the Corporation, or any other place designated in such notice of redemption of the certificates representing the shares called for redemption and such shares shall thereupon be redeemed.

(4) If only a portion of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(5) From and after the date specified in any such notice of redemption, the registered holders of the Class J Preferred shares to be redeemed shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class J Redemption Price thereof shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the registered holders shall remain unaffected.

(6) The Corporation shall have the right at any time after the delivery or mailing of its notice of redemption as aforesaid to deposit the Class J Redemption Price of the Class J Preferred shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the registered holders thereof in connection with such redemption, to a special account with any chartered bank or any trust Corporation in Canada named in the notice, to be paid without interest to or to the order of the respective registered holders of such shares called for redemption upon presentation and surrender to such bank or trust Corporation of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class J Preferred shares in respect of which such deposit shall have been made shall be redeemed and the rights of the registered holders thereof after such deposit being made or after such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class J Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest on the Class J Redemption Price so deposited shall belong to the Corporation.

10.7. Registered Holder Retraction Demand

(1) Subject to the provisions of the Business Corporations Act, a registered holder of any Class J Preferred share may at any time demand that the Corporation redeem all or any part of the Class J Preferred shares held by him by payment to him for each share to be redeemed the Class J Redemption Price thereof (the "Class J Retraction Demand").

(2) Such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed, along with any applicable share certificates, to the registered office of the Corporation and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed.

(3) If there is only one registered holder of Class J Preferred shares, the Corporation shall redeem the shares referred to in his demand within 30 days after receipt thereof, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(4) if there is more than one registered holder of Class J Preferred shares, then forthwith upon receipt of a demand for redemption for any of those shares:

(a) the Corporation shall deliver or mail a copy thereof to all other registered holders of Class J Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed (the "Class J Delivery Date"). The rationale for this mailing shall be to allow other registered holders of Class J Preferred shares to submit demands for redemption; and

(b) on or after the 21st day following the Class J Delivery Date (referred to in this Article 36.7 as the "Class J Deadline Date") but, in any case, within 30 days following the Class J Delivery Date, the Corporation shall redeem all of the said Class J Preferred shares in respect of which it has received demands for redemption on or before the Class J Deadline Date, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made pro rata in the proportion that the aggregate number of the issued and outstanding Class J Preferred shares in respect of which each holder made a demand is to the aggregate number of Class J Preferred shares specified in all demands received on or before the Class J Deadline Date in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(5) If all of the Class J Preferred shares in respect of which demands for redemption have been made are not redeemed in full prior to the Class J Redemption Deadline because such redemption would cause a breach of the Business Corporations Act, the Class J Preferred shares in respect of which demands for redemption have been made and which are not redeemed prior to the Class J Redemption Deadline (the "Remaining Unredeemed Class J Preferred Shares") shall be redeemed by payment to the registered holders of the Remaining Unredeemed Class J Preferred Shares of the Class J Redemption Price thereof on the first subsequent date, as determined by the directors, on which the Corporation can redeem all of the Remaining Unredeemed Class J Preferred Shares without causing a breach of the Business Corporations Act.

(6) The Corporation shall not be required to redeem any Class J Preferred shares under this Article 36.7 other than those in respect of which demands for redemption have been received by the Corporation.

10.8. Shares Cancelled

All Class J Preferred shares redeemed by the Corporation pursuant to Articles 36.6 or 36.7 shall be cancelled and returned to the status of authorized but unissued shares in the capital of the Corporation.

10.9. Dividends

The registered holders of the Class J Preferred shares shall be entitled to receive non-cumulative dividends on the amount of the Class J Redemption Amount, if and when declared by the directors, out of any or all profits or surplus of the Corporation properly available for the payment of dividends, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares and Class K Preferred shares (the "Class J Dividend Entitlement").

In the event that a Class J Retraction Demand has not been met, the Class J Dividend Entitlement shall be converted into a cumulative dividend, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares and Class K Preferred shares, and in priority over the registered holders of the Class A Common shares.

10.10. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, whether voluntary or involuntary, the registered holders of Class J Preferred shares shall be entitled to share equally, share for share, with the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares and Class K Preferred shares, in all respects, and in priority over the registered holders of the Class A Common shares.

11. SPECIAL RIGHTS AND RESTRICTIONS ATTACHING TO THE CLASS K PREFERRED SHARES

The Class K Preferred shares of the Corporation shall have attached thereto the following special rights and restrictions:

11.1. Voting

The registered holders of the Class K Preferred shares shall not, as such, be entitled to receive notice of, nor to attend or vote at any general meetings of shareholders of the Corporation and shall not have any voting rights except to receive notice of, attend and vote at class meetings of the holders of the Class K Preferred shares or as required or provided by the Business Corporations Act.

11.2. Consideration

Upon the issue of any Class K Preferred share or the redesignation or conversion of any other share into a Class K Preferred share, the directors shall determine the fair market value of:

- (a) in the case of the issue of a Class K Preferred share, the consideration received by the Corporation in respect of that share, including, without restricting the generality of the foregoing, any consideration credited by the Corporation to any contributed surplus account (and any liabilities assumed by the Corporation in respect thereof); and

(b) in the case of the redesignation or conversion of any other share into a Class K Preferred share, the share so redesignated or converted,

(the consideration so received or share so redesignated or converted, as the case may be, is hereinafter in this Article 37 called the "Class K Consideration"), and every Class K Preferred share shall be issued for the same Class K Consideration.

11.3. Determination of Fair Market Value

In determining the fair market value of the Class K Consideration, the directors shall act in good faith and may act on whatever advice or evidence they deem necessary or advisable. The directors shall evidence their determination by a resolution within 6 months of the issue of a Class K Preferred share. If after having evidenced their determination by a resolution the directors, acting in good faith, deem it necessary or advisable to alter their determination, they may evidence such altered determination by a resolution and such altered determination shall supersede and replace the initial determination for all purposes. (The value so determined at the time of issue, conversion or redesignation of a Class K Preferred share, or thereafter from time to time, is hereinafter referred to as the "Class K Agreed Value").

11.4. Redemption Amount

Subject to Article 37.5, the "Class K Redemption Amount" of each Class K Preferred share shall equal the Class K Agreed Value divided by the number of Class K Preferred shares first issued in accordance with Article 37.2, less any amount distributed to the holders of Class K Preferred shares as a return of capital from time to time.

11.5. Adjusted Redemption Amount

If the Minister of National Revenue, the Minister of Finance for the Province of British Columbia, their authorized representatives or any similar authority shall assess or reassess the Corporation or its shareholders to income tax or propose such an assessment or reassessment on the basis of a determination or assumption that the fair market value of the Class K Consideration in respect of any Class K Preferred share (in this Article 37 called a "Particular Class K Share") does not equal its Class K Redemption Amount, the following adjustments shall be made:

(a) for the purposes of the adjustments hereunder, the fair market value of the Class K Consideration received with respect to a Particular Class K Share shall be deemed to be:

(i) subject to Article 37.5(a)(iii), the fair market value as determined by the authority making or proposing such an assessment or reassessment, provided that the directors agree that such determination is accurate, or

(ii) subject to Article 37.5(a)(iii), where the directors do not agree that the authority's determination is accurate, the fair market value as determined by a qualified person whom the directors shall appoint to make that determination following the making or proposing of such an assessment or reassessment; or

(iii) where any such assessment or reassessment or the decision of any court or tribunal regarding such assessment or reassessment is the subject of an appeal to a court of competent

jurisdiction and the rights of appeal, if any, with respect to the decision of that court have expired, the fair market value as determined by that court;

(b) if the fair market value determined pursuant to Article 37.5(a) is less than the Class K Redemption Amount for a Particular Class K Share (the difference between such fair market value and such Class K Redemption Amount being hereinafter called the "Class K Deficiency"), the following adjustments shall be made forthwith following such determination to account for the Class K Deficiency:

(i) the Class K Redemption Amount of the Particular Class K Share shall be reduced by an amount equal to:

I. the Class K Deficiency; plus

II. the aggregate of the Class K Deficiencies with respect to all other Class K Preferred shares which were issued, or resulted from a share being redesignated or converted into a Class K Preferred share at the same time as the Particular Class K Share was issued, redesignated as or converted into a Class K Preferred share (the Particular Class K Share and such shares are herein collectively referred to as the "Deficit Issued Class K Shares") and which are no longer issued and outstanding, divided by the number of Deficit Issued Class K Shares which are issued and outstanding, provided, however, that the Class K Redemption Amount may not be less than nil, and the amount so adjusted shall be deemed retroactively to the date of issue, redesignation or conversion of the Particular Class K Share to have been its Class K Redemption Amount; and

(ii) if the aggregate reduction made pursuant to Article 37.5(b)(i) is less than the aggregate of the Class K Deficiencies with respect to the Deficit Issued Class K Shares, the person to whom the Deficit Issued Class K Shares were issued or who first held them after they were redesignated as or were converted into Class K Preferred shares, as the case may be, shall make a contribution of capital to the Corporation equal to the balance of the aggregate of such Class K Deficiencies; and

(c) if the fair market value determined pursuant to Article 37.5(a) is greater than the Class K Redemption Amount for a Particular Class K Share (the difference between such fair market value and such Class K Redemption Amount being hereinafter called the "Class K Excess"), the following adjustments shall be made forthwith following such determination to account for the Class K Excess:

(i) the Class K Redemption Amount of the Particular Class K Share shall be increased by an amount equal to:

I. the Class K Excess; plus

II. the aggregate of the Class K Excesses with respect to all of the other Class K Preferred shares, which were issued, or resulted from a share being redesignated or converted into a Class K Preferred share at the same time as the Particular Class K Share was issued, redesignated as or converted into a Class K Preferred share (the Class K Particular Share and such shares are herein collectively referred to as the "Excess Issued Class K Shares") and which are no longer issued and outstanding, divided by the number of Excess Issued Class K Shares which are issued and outstanding, and the amount so adjusted shall be deemed

retroactively to the date of issue, redesignation or conversion of the Particular Class K Share to have been its Class K Redemption Amount; and

(ii) if at the date of adjustment no Excess Issued Class K Share is issued and outstanding, the directors shall issue to the person to whom the Excess Issued Class K Shares were issued or who first held them after they were redesignated as or were converted into Class K Preferred shares, Class K Preferred shares having an aggregate Class K Redemption Amount equal to the amount of the aggregate of such Class K Excesses.

11.6. Corporation Redemption

(1) Subject to the provisions of the Business Corporations Act, the Corporation may by notice of redemption at any time or times, at the sole discretion of the directors, redeem all or any Class K Preferred shares by paying to the registered holders of the shares the Class K Redemption Amount for each share to be redeemed plus all declared and unpaid dividends thereof (collectively, the "Class K Redemption Price").

(2) A notice of redemption shall be in writing, signed by any director or officer of the Corporation, and shall be delivered or mailed to the registered holders of the Class K Preferred shares to be redeemed, and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed. Such notice shall be delivered or mailed to the aforesaid registered holders at their addresses as appear on the books of the Corporation or in the event of the address of any such registered holder not so appearing then to the last known address of such registered holder, provided, however, that accidental failure to give such notice to one or more of such registered holders shall not affect the validity of such redemption. Such notice shall set out the Class K Redemption Price, the date on which the redemption is to take place, and the number to be redeemed.

(3) On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class K Preferred shares to be redeemed the Class K Redemption Price thereof on presentation and surrender at the registered office of the Corporation, or any other place designated in such notice of redemption of the certificates representing the shares called for redemption and such shares shall thereupon be redeemed.

(4) If only a portion of the shares represented by any certificate is to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(5) From and after the date specified in any such notice of redemption, the registered holders of the Class K Preferred shares to be redeemed shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class K Redemption Price thereof shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the registered holders shall remain unaffected.

(6) The Corporation shall have the right at any time after the delivery or mailing of its notice of redemption as aforesaid to deposit the Class K Redemption Price of the Class K Preferred shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the registered holders thereof in connection with such redemption, to a special account with any chartered bank or any trust Corporation in Canada named in the notice, to be paid without interest to or to the order of the respective registered holders of such shares called for redemption upon presentation and

surrender to such bank or trust Corporation of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class K Preferred shares in respect of which such deposit shall have been made shall be redeemed and the rights of the registered holders thereof after such deposit being made or after such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Class K Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively. Any interest on the Class K Redemption Price so deposited shall belong to the Corporation.

11.7. Registered Holder Retraction Demand

(1) Subject to the provisions of the Business Corporations Act, a registered holder of any Class K Preferred share may at any time demand that the Corporation redeem all or any part of the Class K Preferred shares held by him by payment to him for each share to be redeemed the Class K Redemption Price thereof (the "Class K Retraction Demand").

(2) Such demand for redemption shall be made in writing, signed by the registered holder demanding redemption and shall be delivered or mailed, along with any applicable share certificates, to the registered office of the Corporation and shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed.

(3) If there is only one registered holder of Class K Preferred shares, the Corporation shall redeem the shares referred to in his demand within 30 days after receipt thereof, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(4) if there is more than one registered holder of Class K Preferred shares, then forthwith upon receipt of a demand for redemption for any of those shares:

(a) the Corporation shall deliver or mail a copy thereof to all other registered holders of Class K Preferred shares, and such copy shall be deemed to have been received on the day of delivery if delivered and on the fifth day following the day of mailing if mailed (the "Class K Delivery Date"). The rationale for this mailing shall be to allow other registered holders of Class K Preferred shares to submit demands for redemption; and

(b) on or after the 21st day following the Class K Delivery Date (referred to in this Article 37.7 as the "Class K Deadline Date") but, in any case, within 30 days following the Class K Delivery Date, the Corporation shall redeem all of the said Class K Preferred shares in respect of which it has received demands for redemption on or before the Class K Deadline Date, provided, however, that if not all of those shares can be redeemed without causing a breach of the Business Corporations Act, the redemption shall be made pro rata in the proportion that the aggregate number of the issued and outstanding Class K Preferred shares in respect of which each holder made a demand is to the aggregate number of Class K Preferred shares specified in all demands received on or before the Class K Deadline Date in such a manner and to the maximum extent that the Business Corporations Act is not breached by such redemption.

(5) If all of the Class K Preferred shares in respect of which demands for redemption have been made are not redeemed in full prior to the Class K Redemption Deadline because such

redemption would cause a breach of the Business Corporations Act, the Class K Preferred shares in respect of which demands for redemption have been made and which are not redeemed prior to the Class K Redemption Deadline (the "Remaining Unredeemed Class K Preferred Shares") shall be redeemed by payment to the registered holders of the Remaining Unredeemed Class K Preferred Shares of the Class K Redemption Price thereof on the first subsequent date, as determined by the directors, on which the Corporation can redeem all of the Remaining Unredeemed Class K Preferred Shares without causing a breach of the Business Corporations Act.

(6) The Corporation shall not be required to redeem any Class K Preferred shares under this Article 37.7 other than those in respect of which demands for redemption have been received by the Corporation.

11.8. Shares Cancelled

All Class K Preferred shares redeemed by the Corporation pursuant to Articles 37.6 or 37.7 shall be cancelled and returned to the status of authorized but unissued shares in the capital of the Corporation.

11.9. Dividends

The registered holders of the Class K Preferred shares shall be entitled to receive non-cumulative dividends on the amount of the Class K Redemption Amount, if and when declared by the directors, out of any or all profits or surplus of the Corporation properly available for the payment of dividends, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares and Class J Preferred shares (the "Class K Dividend Entitlement").

In the event that a Class K Retraction Demand has not been met, the Class K Dividend Entitlement shall be converted into a cumulative dividend, ranking equally to the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares and Class J Preferred shares, and in priority over the registered holders of the Class A Common shares.

11.10. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding up the affairs of the Corporation, whether voluntary or involuntary, the registered holders of Class K Preferred shares shall be entitled to share equally, share for share, with the holders of the Class B Preferred shares, Class C Preferred shares, Class D Preferred shares, Class E Preferred shares, Class F Preferred shares, Class G Preferred shares, Class H Preferred shares, Class I Preferred shares and Class J Preferred shares, in all respects, and in priority over the registered holders of the Class A Common shares.

11. 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 share of the Corporation may be transferred unless its transfer complies with the restriction on the transfer of securities set out in paragraph 12 hereof.

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

Without in any way restricting the powers conferred upon the Corporation or its board of directors by the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, the board of directors may from time to time, without authorization of the shareholders, in such amounts and on such terms as it deems expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
- (c) subject to the provisions of the Business Corporations Act, as now enacted or as the same may from time to time be amended, re-enacted or replaced, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

The board of directors may from time to time delegate to a director, a committee of directors or an officer of the Corporation any or all of the powers conferred on the board as set out above, to such extent and in such manner as the board shall determine at the time of such delegation.

No securities of the Corporation, other than non-convertible debt securities, shall be transferred 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 a resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors; or
- (b) the approval of the holders of shares of the Corporation carrying at least a majority of the votes entitled to be cast at a meeting of shareholders, 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.

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.
La société s'est conformée au paragraphe 180(3) de la *Loi sur les sociétés par actions*.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on
Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le

2014- 07-25

Year, Month, Day
année, mois, jour

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.
Le maintien de la société en vertu de la *Loi sur les sociétés par actions* a le même effet que si la société avait été constituée en vertu de cette loi.

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

MEDIACO AV INC.

Name of Corporation / Dénomination sociale de la société

By / Par

Signature / Signature

JAMES BRETT

Print name of signatory / Nom du signataire en lettres moulées

Director

Description of Office / Fonction

These articles must be signed by a director or officer of the corporation (e.g. president, secretary)
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).