

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM690313

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/27/2021
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JMP Engineering Inc.		08/27/2021	Corporation: CANADA
Fundamental Holdings Inc.		08/27/2021	Corporation: CANADA
JMP Holdco Inc.		08/27/2021	Corporation: CANADA
JMP Automation Inc.		08/27/2021	Corporation: CANADA
JMP Material Handling Inc.		08/27/2021	Corporation: CANADA

RECEIVING PARTY DATA

Name:	Fundamental Holdings Inc.
Street Address:	4026 Meadowbrook Drive
Internal Address:	Unit 143
City:	London, Ontario
State/Country:	CANADA
Postal Code:	N6L 1C9
Entity Type:	Corporation: CANADA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	5734462	JMP SOLUTIONS
Registration Number:	4595113	JMP ENGINEERING

CORRESPONDENCE DATA

Fax Number:

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.

Phone: 515-242-8923
Email: tdeutmeyer@fredlaw.com
Correspondent Name: Tracy L. Deutmeyer
Address Line 1: 111 East Grand Avenue, Suite 301
Address Line 4: DES MOINES, IOWA 50309

DOMESTIC REPRESENTATIVE

OP \$65.00 5734462

Name: Tracy L. Deutmeyer
Address Line 1: 111 East Grand Avenue
Address Line 2: Suite 301
Address Line 4: Des Moines, IOWA 50309

NAME OF SUBMITTER: Tracy L. Deutmeyer

SIGNATURE: /Tracy L. Deutmeyer/

DATE SIGNED: 11/24/2021

Total Attachments: 45
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Ontario
CERTIFICATE
 This is to certify that these
 articles are effective on

Ministère des Services
 gouvernementaux et des
 Services aux consommateurs

CERTIFICAT
 Ceci certifie que les présents
 statuts entrent en vigueur le

Ontario Corporation Number
 Numéro de la société en Ontario

5054211

AUGUST 27 AOÛT, 2021

Barbara Rachitt

(17)

Director / Directrice
 Business Corporations Act / Loi sur les sociétés par actions

Form 4
 Business
 Corporations
 Act

Formule 4
 Loi sur les
 sociétés par
 actions

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
 Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

F	U	N	D	A	M	E	N	T	A	L		H	O	L	D	I	N	G	S		I	N	C	.													

2. The address of the registered office is:
 Adresse du siège social :

199 BAY STREET, 5300 COMMERCE COURT WEST

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
 Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

TORONTO

ONTARIO

M	5	L	1	B	9
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Name of Municipality or Post Office /
 Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
 Nombre d'administrateurs :

Fixed number
 Nombre fixe

OR minimum and maximum
 OU minimum et maximum

1	10
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4. The director(s) is/are: / Administrateur(s) :

First name, middle names and surname 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
ALEXANDER ROSE	590 MADISON AVENUE, 42ND FLOOR, NEW YORK, NEW YORK 10022	No

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

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

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

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

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

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

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

FUNDAMENTAL HOLDINGS INC.

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

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
FUNDAMENTAL HOLDINGS INC.	2658594	2021	08	27
JMP ENGINEERING INC.	505 4210	2021	08	27
JMP HOLDCO INC.	2002723	2021	08	27
JMP AUTOMATION INC.	2416813	2021	08	27
JMP MATERIAL HANDLING INC.	2665684	2021	08	27

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

None.

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

The Corporation is authorized to issue an unlimited number of Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares, Class E Common Shares, Class F Common Shares, Class G Special Shares, Class H Special Shares, Class I Special Shares, Class J Special Shares, Class K Special Shares, Class L Special Shares, Class M Special Shares, Class N Special Shares, Class O Special Shares and Class P Special Shares.

8. 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 pages 4a-4bb.

PART I – INTERPRETATION

1. Definitions

1.1 For the purposes of these Articles, the following terms shall be interpreted in accordance with the following definitions:

- (a) **"Business Day"** means a day other than a Saturday, Sunday or any other day treated as a holiday in the municipality in Canada in which the Corporation's registered office is then situated;
- (b) **"Class O Special Notice of Redemption"** means the notice to be given by the Corporation to Class O Special Shareholders whose Class O Special Shares are to be redeemed at their respective addresses appearing on the books of the Corporation;
- (c) **"Class O Special Redemption Amount"** means the amount of \$1.00 per Class O Special Share;
- (d) **"Class O Special Redemption Date"** means the date specified for redemption in the notice in writing of the intention of the Corporation to redeem Class O Special Shares;
- (e) **"Class O Special Redemption Price"** for each Class O Special Share means the Class O Special Redemption Amount for that share together with all dividends declared and unpaid on that Class O Special Share;
- (f) **"Class O Special Retraction Date"** means the date specified for redemption in the notice in writing of the intention of a Class O Special Shareholder to require the Corporation to redeem Class O Special Shares held by that Class O Special Shareholder;
- (g) **"Class O Special Shareholder"** means a person recorded in the securities register of the Corporation for the Class O Special Shares as being the registered holder of one or more Class O Special Shares;
- (h) **"Class P Special Notice of Redemption"** means the notice to be given by the Corporation to Class P Special Shareholders whose Class P Special Shares are to be redeemed at their respective addresses appearing on the books of the Corporation;
- (i) **"Class P Special Redemption Amount"** means the amount of \$1.00 per Class P Special Share;
- (j) **"Class P Special Redemption Date"** means the date specified for redemption in the notice in writing of the intention of the Corporation to redeem Class P Special Shares;
- (k) **"Class P Special Redemption Price"** for each Class P Special Share means the Class P Special Redemption Amount for that share together with all dividends declared and unpaid on that Class P Special Share;
- (l) **"Class P Special Retraction Date"** means the date specified for redemption in the notice in writing of the intention of a Class P Special Shareholder to require the Corporation to redeem Class P Special Shares held by that Class P Special Shareholder;
- (m) **"Class P Special Shareholder"** means a person recorded in the securities register of the Corporation for the Class P Special Shares as being the registered holder of one or more Class P Special Shares;

- (n) **"Close of Business"** means 5:00 o'clock in the afternoon on a Business Day;
- (o) **"CRA"** means the Canada Revenue Agency and includes any duly authorized official of the Canada Revenue Agency;
- (p) **"Directors"** means the board of directors of the Corporation;
- (q) **"Liquidation Distribution"** means a distribution of assets of the Corporation among its shareholders arising on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs;
- (r) **"OBCA"** means the Business Corporations Act, R.S.O. 1990, chapter B.16, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and, in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to such amended, re-enacted or replaced provisions);
- (s) **"STA"** means the Securities Transfer Act, 2006, S.O. 2006, chapter 8, as now enacted or as the same may from time to time be amended, re-enacted or replaced (and, in the case of such amendment, re-enactment or replacement, any references herein shall be read as referring to such amended, re-enacted or replaced provisions);

2. Other Rules of Interpretation

2.1 Words importing only the singular number include the plural and vice versa, and words importing any gender include all genders.

2.2 Unless otherwise explicitly set forth herein, all references herein to "dollars" or "\$" shall refer to the lawful currency of Canada, and all amounts payable hereunder shall be payable in lawful currency of Canada.

2.3 If any date upon which any dividends are payable by the Corporation, or upon which any other action is required to be taken by the Corporation or any shareholder hereunder, is not a Business Day, then such dividend shall be payable or such other action shall be required to be taken on or by the next succeeding day which is a Business Day.

2.4 The division of these Articles into sections, paragraphs, subparagraphs or other subdivisions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

2.5 These Articles are subject to the applicable provisions of the OBCA, the STA and all other laws binding upon the Corporation and, except as otherwise expressly defined herein, all terms used herein which are defined in the OBCA shall have the meanings respectively ascribed thereto in the OBCA.

1. CLASS A COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Class A Common Shares are:

- (a) **Payment of Dividends:** The holders of the Class A Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the

rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class A Common Shares, the Board of Directors may in its sole discretion declare dividends on the Class A Common Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Class A Common Shares, be entitled to participate rateably with the holders of the Class B Common Shares, Class C Common Shares, Class D Common Shares, Class E Common Shares and Class F Common Shares in any distribution of the assets of the Corporation.

(c) Voting Rights: The holders of the Class A Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Class A Common Share held at all such meetings.

2. CLASS B COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Class B Common Shares are:

(a) Payment of Dividends: The holders of the Class B Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class B Common Shares, the Board of Directors may in its sole discretion declare dividends on the Class B Common Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class B Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Class B Common Shares, be entitled to participate rateably with the holders of the Class A Common Shares, Class C Common Shares, Class D Common Shares, Class E Common Shares and Class F Common Shares in any distribution of the assets of the Corporation.

(c) Voting Rights: The holders of the Class B Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Class B Common Share held at all such meetings.

3. CLASS C COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Class C Common Shares are:

(a) Payment of Dividends: The holders of the Class C Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in

priority to or rateably with the holders of the Class C Common Shares, the Board of Directors may in its sole discretion declare dividends on the Class C Common Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class C Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Class C Common Shares, be entitled to participate rateably with the holders of the Class A Common Shares, Class B Common Shares, Class D Common Shares, Class E Common Shares and Class F Common Shares in any distribution of the assets of the Corporation.

(c) Voting Rights: The holders of the Class C Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Class C Common Share held at all such meetings.

4. CLASS D COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Class D Common Shares are:

(a) Payment of Dividends: The holders of the Class D Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class D Common Shares, the Board of Directors may in its sole discretion declare dividends on the Class D Common Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class D Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Class D Common Shares, be entitled to participate rateably with the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class E Common Shares and Class F Common Shares in any distribution of the assets of the Corporation.

(c) Voting Rights: The holders of the Class D Common Shares shall not be entitled to receive notice of, attend, or vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 184(3) of the Business Corporations Act (Ontario) or otherwise as required by applicable law.

5. CLASS E COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Class E Common Shares are:

(a) Payment of Dividends: The holders of the Class E Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the

rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class E Common Shares, the Board of Directors may in its sole discretion declare dividends on the Class E Common Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class E Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Class E Common Shares, be entitled to participate rateably with the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares and Class F Common Shares in any distribution of the assets of the Corporation.

(c) Voting Rights: The holders of the Class E Common Shares shall not be entitled to receive notice of, attend, or vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 184(3) of the Business Corporations Act (Ontario) or otherwise as required by applicable law.

6. CLASS F COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Class F Common Shares are:

(a) Payment of Dividends: The holders of the Class F Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class F Common Shares, the Board of Directors may in its sole discretion declare dividends on the Class F Common Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class F Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Class F Common Shares, be entitled to participate rateably with the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares and Class E Common Shares in any distribution of the assets of the Corporation.

(c) Voting Rights: The holders of the Class F Common Shares shall not be entitled to receive notice of, attend, or vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 184(3) of the Business Corporations Act (Ontario) or otherwise as required by applicable law.

7. CLASS G SPECIAL SHARES

The rights, privileges, restrictions and conditions of the Class G Special Shares are:

- (a) Payment of Dividends: The holders of the Class G Special Shares shall not be entitled to receive any dividends.
- (b) Participation Upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class G Special Shares shall be entitled to be paid, subject to any distribution to the holders of the Class H Special Shares, Class I Special Shares, Class J Special Shares, Class K Special Shares, Class L Special Shares, Class M Special Shares and Class N Special Shares but in priority to any distribution to the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares, Class E Common Shares and Class F Common Shares, the Class G Redemption Amount, as defined below, provided that the holders of Class G Special Shares shall not be entitled to participate further in the assets of the Corporation.
- (c) Redemption Amount: The redemption amount per Class G Special Share shall be \$1.00 per share (the "**Class G Redemption Amount**"), unless subsequently adjusted hereunder and confirmed by express resolution of the Board of Directors. If Canada Revenue Agency, the Board of Directors or a court of competent jurisdiction makes a final determination that the fair market value of the consideration received on first issuance is greater or less than the value as confirmed by the Board of Directors, the Class G Redemption Amount shall be deemed to be increased or decreased as the case may be, to the amount which is so agreed or determined to be the fair market value of such consideration, and the adjusted Class G Redemption Amount shall be confirmed by resolution of the Board of Directors.
- (d) Redemption at the Option of the Holder: A holder of Class G Special Shares shall be entitled to require the Corporation to redeem at any time and from time to time after the date of issue of any Class G Special Shares, upon giving notice as hereinafter provided, all or any number of the Class G Special Shares registered in the name of such holder on the books of the Corporation at an amount equal to the Class G Redemption Amount.
- (i) A holder of Class G Special Shares exercising his option to have the Corporation redeem, shall give notice to the Corporation which notice shall set out the date on which the Corporation is to redeem, which date shall not be less than 10 days nor more than 30 days from the date of the notice, and if the holder desires to have less than all the Class G Special Shares registered in the name of the holder redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur shall be the redemption date. The holder of any Class G Special Shares may, with the consent of the Corporation, revoke such notice prior to the redemption date.
- (ii) Upon delivery to the Corporation of a share certificate or certificates representing the Class G Special Shares which the holder desires to have the Corporation redeem, the Corporation shall on the redemption date, to the extent permitted by applicable law, redeem such Class G Special Shares by paying the holder the Class G Redemption Amount.
- (iii) If the redemption by the Corporation on any redemption date of all Class G Special Shares to be redeemed on such date would be contrary to applicable law, then the Corporation shall be obligated to redeem only the maximum number of Class G Special Shares (rounded to the next lowest whole number) which the Corporation determines it is then permitted to redeem, such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class G Special Shares required by each such holder to be redeemed by the Corporation and the Corporation shall redeem in the manner contemplated by paragraph 7(d) on each dividend date thereafter the maximum number of such Class G Special Shares as would then not be contrary to applicable law.

(e) **Voting Rights:** The holders of the Class G Special Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Class G Special Share held at all such meetings.

8. CLASS H SPECIAL SHARES

The rights, privileges, restrictions and conditions of the Class H Special Shares are:

(a) **Payment of Dividends:** The holders of the Class H Special Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class H Special Shares, the Board of Directors may in its sole discretion declare dividends on the Class H Special Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) **Participation Upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class H Special Shares shall be entitled to be paid, subject to any distribution to the holders of Class I Special Shares, Class J Special Shares, Class K Special Shares, Class L Special Shares, Class M Special Shares and Class N Special Shares but in priority to any distribution to the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares, Class E Common Shares, Class F Common Shares and Class G Special Shares, the Class H Redemption Amount, as defined below, together with all declared but unpaid dividends, provided that the holders of Class H Special Shares shall not be entitled to participate further in the assets of the Corporation.

(c) **Redemption Amount:** The redemption amount per Class H Special Share shall be the fair market value of the consideration received upon the first issuance of the Class H Special Shares as confirmed by the Board of Directors divided by the number of Class H Special Shares issued on first issuance (the "**Class H Redemption Amount**") unless subsequently adjusted hereunder and confirmed by express resolution of the Board of Directors. If Canada Revenue Agency, the Board of Directors or a court of competent jurisdiction makes a final determination that the fair market value of the consideration received on first issuance is greater or less than the value as confirmed by the Board of Directors, the Class H Redemption Amount shall be deemed to be increased or decreased as the case may be, to the amount which is so agreed or determined to be the fair market value of such consideration, and the adjusted Class H Redemption Amount shall be confirmed by resolution of the Board of Directors.

(d) **Redemption:**

(i) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class H Special Shares on payment of the Class H Redemption Amount, together with all declared but unpaid dividends;

(ii) In the case of redemption of the Class H Special Shares under the provisions of paragraph B(d) (i) hereof, the Corporation shall at least 10 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class H Special Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class H Special Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; PROVIDED

HOWEVER that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Class H Redemption Amount and the amount of all declared but unpaid dividends and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be redeemed. 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 Special Shares to be redeemed the Class H Redemption Amount thereof, together with all declared but unpaid dividends, on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class H Special Shares called for redemption. If a part only of the shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class H Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class H Redemption Amount, together with all declared but unpaid dividends, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class H Special Shares to deposit the Class H Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, together with all declared but unpaid dividends, to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class H Special Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class H Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

(e) Redemption at the Option of the Holder: A holder of Class H Special Shares shall be entitled to require the Corporation to redeem at any time and from time to time after the date of issue of any Class H Special Shares, upon giving notice as hereinafter provided, all or any number of the Class H Special Shares registered in the name of such holder on the books of the Corporation at an amount equal to the Class H Redemption Amount, together with all declared but unpaid dividends.

(i) A holder of Class H Special Shares exercising his option to have the Corporation redeem, shall give notice to the Corporation which notice shall set out the date on which the Corporation is to redeem, which date shall not be less than 10 days nor more than 30 days from the date of the notice, and if the holder desires to have less than all the Class H Special Shares registered in the name of the holder redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur shall be the redemption date. The holder of any Class H Special Shares may, with the consent of the Corporation, revoke such notice prior to the redemption date.

(ii) Upon delivery to the Corporation of a share certificate or certificates representing the Class H Special Shares which the holder desires to have the Corporation redeem, the Corporation shall on the redemption date, to the extent permitted by applicable law, redeem such Class H Special Shares by paying the holder the Class H Redemption Amount, together with all declared but unpaid dividends.

(iii) Upon payment of the Class H Redemption Amount of the Class H Special Shares so redeemed by the Corporation, together with all declared but unpaid dividends, the holders thereof shall cease to be entitled to dividends or to exercise any rights of holders in respect thereof.

(iv) If the redemption by the Corporation on any redemption date of all Class H Special Shares to be redeemed on such date would be contrary to applicable law, then the Corporation shall be obligated to redeem only the maximum number of Class H Special Shares (rounded to the next lowest whole number) which the Corporation determines it is then permitted to redeem, such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class H Special Shares required by each such holder to be redeemed by the Corporation and the Corporation shall redeem in the manner contemplated by paragraph B(d) on each dividend date thereafter the maximum number of such Class H Special Shares as would then not be contrary to applicable law.

(f) Voting Rights: The holders of the Class H Special Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Class H Special Share held at all such meetings.

9. CLASS I SPECIAL SHARES

The rights, privileges, restrictions and conditions of the Class I Special Shares are:

(a) Payment of Dividends: The holders of the Class I Special Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or ratably with the holders of the Class I Special Shares, the Board of Directors may in its sole discretion declare dividends on the Class I Special Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation Upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class I Special Shares shall be entitled to be paid, subject to any distribution to the holders of the Class J Special Shares, Class K Special Shares, Class L Special Shares, Class M Special Shares and Class N Special Shares but in priority to any distribution to the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares, Class E Common Shares, Class F Common Shares, Class G Special Shares and Class H Special Shares, the Class I Redemption Amount, as defined below, together with all declared but unpaid dividends, provided that the holders of Class I Special Shares shall not be entitled to participate further in the assets of the Corporation.

(c) Redemption Amount: The redemption amount per Class I Special Share shall be the fair market value of the consideration received upon the first issuance of the Class I Special Shares as confirmed by the Board of Directors divided by the number of Class I Special Shares issued on first issuance (the "**Class I Redemption Amount**") unless subsequently adjusted hereunder and confirmed by express resolution of the Board of Directors. If Canada Revenue Agency, the Board of Directors or a court of competent jurisdiction makes a final determination that the fair market value of the consideration received on first issuance is greater or less than the value as confirmed by the Board of Directors, the Class I Redemption Amount shall be deemed to be increased or decreased as the case may be, to the amount which is so agreed or determined to be the fair market value of such consideration, and the adjusted Class I Redemption Amount shall be confirmed by resolution of the Board of Directors.

(d) Redemption:

(i) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class I Special Shares on payment of the Class I Redemption Amount, together with all declared but unpaid dividends;

(ii) In the case of redemption of the Class I Special Shares under the provisions of paragraph 9(d) (i) hereof, the Corporation shall at least 10 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class I Special Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class I Special Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; PROVIDED HOWEVER that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Class I Redemption Amount and the amount of all declared but unpaid dividends and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be redeemed. 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 Special Shares to be redeemed the Class I Redemption Amount thereof, together with all declared but unpaid dividends, on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class I Special Shares called for redemption. If a part only of the shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class I Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class I Redemption Amount, together with all declared but unpaid dividends, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class I Special Shares to deposit the Class I Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, together with all declared but unpaid dividends, to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class I Special Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class I Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

(e) Redemption at the Option of the Holder: A holder of Class I Special Shares shall be entitled to require the Corporation to redeem at any time and from time to time after the date of issue of any Class I Special Shares, upon giving notice as hereinafter provided, all or any number of the Class I Special Shares registered in the name of such holder on the books of the Corporation at an amount equal to the Class I Redemption Amount, together with all declared but unpaid dividends.

(i) A holder of Class I Special Shares exercising his option to have the Corporation redeem, shall give notice to the Corporation which notice shall set out the date on which the Corporation is to redeem, which date shall not be less than 10 days nor more than 30 days from the date of the

notice, and if the holder desires to have less than all the Class I Special Shares registered in the name of the holder redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur shall be the redemption date. The holder of any Class I Special Shares may, with the consent of the Corporation, revoke such notice prior to the redemption date.

(ii) Upon delivery to the Corporation of a share certificate or certificates representing the Class I Special Shares which the holder desires to have the Corporation redeem, the Corporation shall on the redemption date, to the extent permitted by applicable law, redeem such Class I Special Shares by paying the holder the Class I Redemption Amount, together with all declared but unpaid dividends.

(iii) Upon payment of the Class I Redemption Amount of the Class I Special Shares so redeemed by the Corporation, together with all declared but unpaid dividends, the holders thereof shall cease to be entitled to dividends or to exercise any rights of holders in respect thereof.

(iv) If the redemption by the Corporation on any redemption date of all Class I Special Shares to be redeemed on such date would be contrary to applicable law, then the Corporation shall be obligated to redeem only the maximum number of Class I Special Shares (rounded to the next lowest whole number) which the Corporation determines it is then permitted to redeem, such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class I Special Shares required by each such holder to be redeemed by the Corporation and the Corporation shall redeem in the manner contemplated by paragraph 9(d) on each dividend date thereafter the maximum number of such Class I Special Shares as would then not be contrary to applicable law.

(f) Voting Rights: The holders of Class I Special Shares shall not be entitled to receive notice of, attend, or vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 184(3) of the Business Corporations Act (Ontario) or otherwise as required by applicable law.

10. CLASS J SPECIAL SHARES

The rights, privileges, restrictions and conditions of the Class J Special Shares are:

(a) Payment of Dividends: The holders of the Class J Special Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class J Special Shares, the Board of Directors may in its sole discretion declare dividends on the Class J Special Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation Upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class J Special Shares shall be entitled to be paid, subject to any distribution to the holders of the Class K Special Shares, Class L Special Shares, Class M Special Shares and Class N Special Shares but in priority to any distribution to the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares, Class E Common Shares, Class F Common Shares, Class G Special Shares, Class H Special Shares and Class I Special Shares, the Class J Redemption Amount, as defined below, together with all declared but unpaid

dividends, provided that the holders of Class J Special Shares shall not be entitled to participate further in the assets of the Corporation.

(c) **Redemption Amount:** The redemption amount per Class J Special Share shall be the fair market value of the consideration received upon the first issuance of the Class J Special Shares as confirmed by the Board of Directors divided by the number of Class J Special Shares issued on first issuance (the "**Class J Redemption Amount**") unless subsequently adjusted hereunder and confirmed by express resolution of the Board of Directors. If Canada Revenue Agency, the Board of Directors or a court of competent jurisdiction makes a final determination that the fair market value of the consideration received on first issuance is greater or less than the value as confirmed by the Board of Directors, the Class J Redemption Amount shall be deemed to be increased or decreased as the case may be, to the amount which is so agreed or determined to be the fair market value of such consideration, and the adjusted Class J Redemption Amount shall be confirmed by resolution of the Board of Directors.

(d) **Redemption:**

(i) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class J Special Shares on payment of the Class J Redemption Amount, together with all declared but unpaid dividends;

(ii) In the case of redemption of the Class J Special Shares under the provisions of paragraph 10(d) (i) hereof, the Corporation shall at least 10 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class J Special Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class J Special Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; PROVIDED HOWEVER that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Class J Redemption Amount and the amount of all declared but unpaid dividends and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be redeemed. 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 Special Shares to be redeemed the Class J Redemption Amount thereof, together with all declared but unpaid dividends, on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class J Special Shares called for redemption. If a part only of the shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class J Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class J Redemption Amount, together with all declared but unpaid dividends, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class J Special Shares to deposit the Class J Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, together with all declared but unpaid dividends, to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class J Special Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for

redemption in such notice, whichever is the later, the Class J Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

(e) **Redemption at the Option of the Holder:** A holder of Class J Special Shares shall be entitled to require the Corporation to redeem at any time and from time to time after the date of issue of any Class J Special Shares, upon giving notice as hereinafter provided, all or any number of the Class J Special Shares registered in the name of such holder on the books of the Corporation at an amount equal to the Class J Redemption Amount, together with all declared but unpaid dividends.

(i) A holder of Class J Special Shares exercising his option to have the Corporation redeem, shall give notice to the Corporation which notice shall set out the date on which the Corporation is to redeem, which date shall not be less than 10 days nor more than 30 days from the date of the notice, and if the holder desires to have less than all the Class J Special Shares registered in the name of the holder redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur shall be the redemption date. The holder of any Class J Special Shares may, with the consent of the Corporation, revoke such notice prior to the redemption date.

(ii) Upon delivery to the Corporation of a share certificate or certificates representing the Class J Special Shares which the holder desires to have the Corporation redeem, the Corporation shall on the redemption date, to the extent permitted by applicable law, redeem such Class J Special Shares by paying the holder the Class J Redemption Amount, together with all declared but unpaid dividends.

(iii) Upon payment of the Class J Redemption Amount of the Class J Special Shares so redeemed by the Corporation, together with all declared but unpaid dividends, the holders thereof shall cease to be entitled to dividends or to exercise any rights of holders in respect thereof.

(iv) If the redemption by the Corporation on any redemption date of all Class J Special Shares to be redeemed on such date would be contrary to applicable law, then the Corporation shall be obligated to redeem only the maximum number of Class J Special Shares (rounded to the next lowest whole number) which the Corporation determines it is then permitted to redeem, such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class J Special Shares required by each such holder to be redeemed by the Corporation and the Corporation shall redeem in the manner contemplated by paragraph 10(d) on each dividend date thereafter the maximum number of such Class J Special Shares as would then not be contrary to applicable law.

(f) **Voting Rights:** The holders of Class J Special Shares shall not be entitled to receive notice of, attend, or vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 184(3) of the Business Corporations Act (Ontario) or otherwise as required by applicable law.

11. CLASS K SPECIAL SHARES

The rights, privileges, restrictions and conditions of the Class K Special Shares are:

(a) **Payment of Dividends:** The holders of the Class K Special Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of

the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class K Special Shares, the Board of Directors may in its sole discretion declare dividends on the Class K Special Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation Upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class K Special Shares shall be entitled to be paid, subject to any distribution to the holders of the Class L Special Shares, Class M Special Shares and Class N Special Shares but in priority to any distribution to the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares, Class E Common Shares, Class F Common Shares, Class G Special Shares, Class H Special Shares, Class I Special Shares and Class J Special Shares, the Class K Redemption Amount, as defined below, together with all declared but unpaid dividends, provided that the holders of Class K Special Shares shall not be entitled to participate further in the assets of the Corporation.

(c) Redemption Amount: The redemption amount per Class K Special Share shall be the fair market value of the consideration received upon the first issuance of the Class K Special Shares as confirmed by the Board of Directors divided by the number of Class K Special Shares issued on first issuance (the "**Class K Redemption Amount**") unless subsequently adjusted hereunder and confirmed by express resolution of the Board of Directors. If Canada Revenue Agency, the Board of Directors or a court of competent jurisdiction makes a final determination that the fair market value of the consideration received on first issuance is greater or less than the value as confirmed by the Board of Directors, the Class K Redemption Amount shall be deemed to be increased or decreased as the case may be, to the amount which is so agreed or determined to be the fair market value of such consideration, and the adjusted Class K Redemption Amount shall be confirmed by resolution of the Board of Directors.

(d) Redemption:

(i) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class K Special Shares on payment of the Class K Redemption Amount, together with all declared but unpaid dividends;

(ii) In the case of redemption of the Class K Special Shares under the provisions of paragraph 11(d) (i) hereof, the Corporation shall at least 10 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class K Special Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class K Special Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; PROVIDED HOWEVER that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Class K Redemption Amount and the amount of all declared but unpaid dividends and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be redeemed. 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 Special Shares to be redeemed the Class K Redemption Amount thereof, together with all declared but unpaid dividends, on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class K Special Shares called for redemption. If a part only of the shares represented by any certificate are to be redeemed,

a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class K Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class K Redemption Amount, together with all declared but unpaid dividends, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class K Special Shares to deposit the Class K Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, together with all declared but unpaid dividends, to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class K Special Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class K Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

(e) Redemption at the Option of the Holder: A holder of Class K Special Shares shall be entitled to require the Corporation to redeem at any time and from time to time after the date of issue of any Class K Special Shares, upon giving notice as hereinafter provided, all or any number of the Class K Special Shares registered in the name of such holder on the books of the Corporation at an amount equal to the Class K Redemption Amount, together with all declared but unpaid dividends.

(i) A holder of Class K Special Shares exercising his option to have the Corporation redeem, shall give notice to the Corporation which notice shall set out the date on which the Corporation is to redeem, which date shall not be less than 10 days nor more than 30 days from the date of the notice, and if the holder desires to have less than all the Class K Special Shares registered in the name of the holder redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur shall be the redemption date. The holder of any Class K Special Shares may, with the consent of the Corporation, revoke such notice prior to the redemption date.

(ii) Upon delivery to the Corporation of a share certificate or certificates representing the Class K Special Shares which the holder desires to have the Corporation redeem, the Corporation shall on the redemption date, to the extent permitted by applicable law, redeem such Class K Special Shares by paying the holder the Class K Redemption Amount, together with all declared but unpaid dividends.

(iii) Upon payment of the Class K Redemption Amount of the Class K Special Shares so redeemed by the Corporation, together with all declared but unpaid dividends, the holders thereof shall cease to be entitled to dividends or to exercise any rights of holders in respect thereof.

(iv) If the redemption by the Corporation on any redemption date of all Class K Special Shares to be redeemed on such date would be contrary to applicable law, then the Corporation shall be obligated to redeem only the maximum number of Class K Special Shares (rounded to the next lowest whole number) which the Corporation determines it is then permitted to redeem, such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class K Special Shares required by each such holder to be redeemed by the Corporation and the Corporation shall redeem in the manner contemplated by paragraph II(d) on each dividend date

thereafter the maximum number of such Class K Special Shares as would then not be contrary to applicable law.

(f) Voting Rights: The holders of Class K Special Shares shall not be entitled to receive notice of, attend, or vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 184(3) of the Business Corporations Act (Ontario) or otherwise as required by applicable law.

12. CLASS L SPECIAL SHARES

The rights, privileges, restrictions and conditions of the Class L Special Shares are:

(a) Payment of Dividends: The holders of the Class L Special Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class L Special Shares, the Board of Directors may in its sole discretion declare dividends on the Class L Special Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation Upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class L Special Shares shall be entitled to be paid, subject to any distribution to the holders of the Class M Special Shares and Class N Special Shares but in priority to any distribution to the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares, Class E Common Shares, Class F Common Shares, Class G Special Shares, Class H Special Shares, Class I Special Shares, Class J Special Shares and Class K Special Shares, the Class L Redemption Amount, as defined below, together with all declared but unpaid dividends, provided that the holders of Class L Special Shares shall not be entitled to participate further in the assets of the Corporation.

(c) Redemption Amount: The redemption amount per Class L Special Share shall be the fair market value of the consideration received upon the first issuance of the Class L Special Shares as confirmed by the Board of Directors divided by the number of Class L Special Shares issued on first issuance (the "**Class L Redemption Amount**") unless subsequently adjusted hereunder and confirmed by express resolution of the Board of Directors. If Canada Revenue Agency, the Board of Directors or a court of competent jurisdiction makes a final determination that the fair market value of the consideration received on first issuance is greater or less than the value as confirmed by the Board of Directors, the Class L Redemption Amount shall be deemed to be increased or decreased as the case may be, to the amount which is so agreed or determined to be the fair market value of such consideration, and the adjusted Class L Redemption Amount shall be confirmed by resolution of the Board of Directors.

(d) Redemption:

(i) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class L Special Shares on payment of the Class L Redemption Amount, together with all declared but unpaid dividends;

(ii) In the case of redemption of the Class L Special Shares under the provisions of paragraph 12(d) (i) hereof, the Corporation shall at least 10 days before the date specified for redemption mail

to each person who at the date of mailing is a registered holder of Class L Special Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class L Special Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; PROVIDED HOWEVER that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Class L Redemption Amount and the amount of all declared but unpaid dividends and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be redeemed. 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 L Special Shares to be redeemed the Class L Redemption Amount thereof, together with all declared but unpaid dividends, on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class L Special Shares called for redemption. If a part only of the shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class L Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class L Redemption Amount, together with all declared but unpaid dividends, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class L Special Shares to deposit the Class L Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, together with all declared but unpaid dividends, to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class L Special Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class L Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

(e) Redemption at the Option of the Holder: A holder of Class L Special Shares shall be entitled to require the Corporation to redeem at any time and from time to time after the date of issue of any Class L Special Shares, upon giving notice as hereinafter provided, all or any number of the Class L Special Shares registered in the name of such holder on the books of the Corporation at an amount equal to the Class L Redemption Amount, together with all declared but unpaid dividends.

(i) A holder of Class L Special Shares exercising his option to have the Corporation redeem, shall give notice to the Corporation which notice shall set out the date on which the Corporation is to redeem, which date shall not be less than 10 days nor more than 30 days from the date of the notice, and if the holder desires to have less than all the Class L Special Shares registered in the name of the holder redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur shall be the redemption date. The holder of any Class L Special Shares may, with the consent of the Corporation, revoke such notice prior to the redemption date.

(ii) Upon delivery to the Corporation of a share certificate or certificates representing the Class L Special Shares which the holder desires to have the Corporation redeem, the Corporation shall on

the redemption date, to the extent permitted by applicable law, redeem such Class L Special Shares by paying the holder the Class L Redemption Amount, together with all declared but unpaid dividends.

(iii) Upon payment of the Class L Redemption Amount of the Class L Special Shares so redeemed by the Corporation, together with all declared but unpaid dividends, the holders thereof shall cease to be entitled to dividends or to exercise any rights of holders in respect thereof.

(iv) If the redemption by the Corporation on any redemption date of all Class L Special Shares to be redeemed on such date would be contrary to applicable law, then the Corporation shall be obligated to redeem only the maximum number of Class L Special Shares (rounded to the next lowest whole number) which the Corporation determines it is then permitted to redeem, such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class L Special Shares required by each such holder to be redeemed by the Corporation and the Corporation shall redeem in the manner contemplated by paragraph 12(d) on each dividend date thereafter the maximum number of such Class L Special Shares as would then not be contrary to applicable law.

(f) Voting Rights: The holders of Class L Special Shares shall not be entitled to receive notice of, attend, or vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 184(3) of the Business Corporations Act (Ontario) or otherwise as required by applicable law.

13. CLASS M SPECIAL SHARES

The rights, privileges, restrictions and conditions of the Class M Special Shares are:

(a) Payment of Dividends: The holders of the Class M Special Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class M Special Shares, the Board of Directors may in its sole discretion declare dividends on the Class M Special Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation Upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class M Special Shares shall be entitled to be paid, subject to any distribution to the holders of the Class N Special Shares but in priority to any distribution to the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares, Class E Common Shares, Class F Common Shares, Class G Special Shares, Class H Special Shares, Class I Special Shares, Class J Special Shares, Class K Special Shares and Class L Special Shares, the Class M Redemption Amount, as defined below, together with all declared but unpaid dividends, provided that the holders of Class M Special Shares shall not be entitled to participate further in the assets of the Corporation.

(c) Redemption Amount: The redemption amount per Class M Special Share shall be the fair market value of the consideration received upon the first issuance of the Class M Special Shares as confirmed by the Board of Directors divided by the number of Class M Special Shares issued on first issuance (the "**Class M Redemption Amount**") unless subsequently adjusted hereunder and confirmed by express resolution of the Board of Directors. If Canada Revenue Agency, the Board of

Directors or a court of competent jurisdiction makes a final determination that the fair market value of the consideration received on first issuance is greater or less than the value as confirmed by the Board of Directors, the Class M Redemption Amount shall be deemed to be increased or decreased as the case may be, to the amount which is so agreed or determined to be the fair market value of such consideration, and the adjusted Class M Redemption Amount shall be confirmed by resolution of the Board of Directors.

(d) Redemption:

(i) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class M Special Shares on payment of the Class M Redemption Amount, together with all declared but unpaid dividends;

(ii) In the case of redemption of the Class M Special Shares under the provisions of paragraph 13(d) (i) hereof, the Corporation shall at least 10 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class M Special Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class M Special Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; PROVIDED HOWEVER that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Class M Redemption Amount and the amount of all declared but unpaid dividends and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be redeemed. 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 M Special Shares to be redeemed the Class M Redemption Amount thereof, together with all declared but unpaid dividends, on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class M Special Shares called for redemption. If a part only of the shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class M Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class M Redemption Amount, together with all declared but unpaid dividends, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class M Special Shares to deposit the Class M Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, together with all declared but unpaid dividends, to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class M Special Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class M Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

(e) Redemption at the Option of the Holder: A holder of Class M Special Shares shall be entitled to require the Corporation to redeem at any time and from time to time after the date of issue of any

Class M Special Shares, upon giving notice as hereinafter provided, all or any number of the Class M Special Shares registered in the name of such holder on the books of the Corporation at an amount equal to the Class M Redemption Amount, together with all declared but unpaid dividends.

(i) A holder of Class M Special Shares exercising his option to have the Corporation redeem, shall give notice to the Corporation which notice shall set out the date on which the Corporation is to redeem, which date shall not be less than 10 days nor more than 30 days from the date of the notice, and if the holder desires to have less than all the Class M Special Shares registered in the name of the holder redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur shall be the redemption date. The holder of any Class M Special Shares may, with the consent of the Corporation, revoke such notice prior to the redemption date.

(ii) Upon delivery to the Corporation of a share certificate or certificates representing the Class M Special Shares which the holder desires to have the Corporation redeem, the Corporation shall on the redemption date, to the extent permitted by applicable law, redeem such Class M Special Shares by paying the holder the Class M Redemption Amount, together with all declared but unpaid dividends.

(iii) Upon payment of the Class M Redemption Amount of the Class M Special Shares so redeemed by the Corporation, together with all declared but unpaid dividends, the holders thereof shall cease to be entitled to dividends or to exercise any rights of holders in respect thereof.

(iv) If the redemption by the Corporation on any redemption date of all Class M Special Shares to be redeemed on such date would be contrary to applicable law, then the Corporation shall be obligated to redeem only the maximum number of Class M Special Shares (rounded to the next lowest whole number) which the Corporation determines it is then permitted to redeem, such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class M Special Shares required by each such holder to be redeemed by the Corporation and the Corporation shall redeem in the manner contemplated by paragraph 13(d) on each dividend date thereafter the maximum number of such Class M Special Shares as would then not be contrary to applicable law.

(f) Voting Rights: The holders of Class M Special Shares shall not be entitled to receive notice of, attend, or vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 184(3) of the Business Corporations Act (Ontario) or otherwise as required by applicable law.

14. CLASS N SPECIAL SHARES

The rights, privileges, restrictions and conditions of the Class N Special Shares are:

(a) Payment of Dividends: The holders of the Class N Special Shares shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the Board of Directors of the Corporation out of the moneys of the Corporation properly applicable to the payment of dividends in any fiscal year, fixed preferential non-cumulative cash dividends at the rate so determined by the Board of Directors, in its discretion, in each fiscal year of the Corporation. If, within 6 months after the expiration of any fiscal year of the Corporation, the Board of Directors in its discretion shall not declare the said dividend or any part thereof on the Class N Special Shares for such fiscal year, then any rights of the holders of the Class N Special Shares to such dividend for such fiscal year shall be forever extinguished. The holders of Class N Special Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided. The Board of Directors may in its

sole discretion declare dividends on the Class N Special Shares to the exclusion of any other class of shares in the capital stock of the Corporation.

(b) Participation Upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class N Special Shares shall be entitled to be paid, in priority to any distribution to the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares, Class E Common Shares, Class F Common Shares, Class G Special Shares, Class H Special Shares, Class I Special Shares, Class J Special Shares, Class K Special Shares, Class L Special Shares and Class M Special Shares, the Class N Redemption Amount, as defined below, together with all declared but unpaid dividends, provided that the holders of Class N Special Shares shall not be entitled to participate further in the assets of the Corporation.

(c) Redemption Amount: The redemption amount per Class N Special Share shall be the fair market value of the consideration received upon the first issuance of the Class N Special Shares as confirmed by the Board of Directors divided by the number of Class N Special Shares issued on first issuance (the "**Class N Redemption Amount**") unless subsequently adjusted hereunder and confirmed by express resolution of the Board of Directors. If Canada Revenue Agency, the Board of Directors or a court of competent jurisdiction makes a final determination that the fair market value of the consideration received on first issuance is greater or less than the value as confirmed by the Board of Directors, the Class N Redemption Amount shall be deemed to be increased or decreased as the case may be, to the amount which is so agreed or determined to be the fair market value of such consideration, and the adjusted Class N Redemption Amount shall be confirmed by resolution of the Board of Directors.

(d) Redemption:

(i) The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class N Special Shares on payment of the Class N Redemption Amount, together with all declared but unpaid dividends;

(ii) In the case of redemption of the Class N Special Shares under the provisions of paragraph 14(d) (i) hereof, the Corporation shall at least 10 days before the date specified for redemption mail to each person who at the date of mailing is a registered holder of Class N Special Shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class N Special Shares. Such notice shall be mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; PROVIDED HOWEVER that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set out the Class N Redemption Amount and the amount of all declared but unpaid dividends and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be redeemed. 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 N Special Shares to be redeemed the Class N Redemption Amount thereof, together with all declared but unpaid dividends, on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class N Special Shares called for redemption. If a part only of the shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the date specified for redemption in any such notice, the Class N Special Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class N Redemption Amount, together with all declared but unpaid dividends, shall not be made upon

presentation of certificates in accordance with the foregoing provisions, in which case the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class N Special Shares to deposit the Class N Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, together with all declared but unpaid dividends, to a special account in any chartered bank or any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class N Special Shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class N Special Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

(e) **Redemption at the Option of the Holder:** A holder of Class N Special Shares shall be entitled to require the Corporation to redeem at any time and from time to time after the date of issue of any Class N Special Shares, upon giving notice as hereinafter provided, all or any number of the Class M Special Shares registered in the name of such holder on the books of the Corporation at an amount equal to the Class N Redemption Amount, together with all declared but unpaid dividends.

(i) A holder of Class N Special Shares exercising his option to have the Corporation redeem, shall give notice to the Corporation which notice shall set out the date on which the Corporation is to redeem, which date shall not be less than 10 days nor more than 30 days from the date of the notice, and if the holder desires to have less than all the Class N Special Shares registered in the name of the holder redeemed by the Corporation, the number of the holder's shares to be redeemed. The date on which the redemption at the option of the holder is to occur shall be the redemption date. The holder of any Class N Special Shares may, with the consent of the Corporation, revoke such notice prior to the redemption date.

(ii) Upon delivery to the Corporation of a share certificate or certificates representing the Class N Special Shares which the holder desires to have the Corporation redeem, the Corporation shall on the redemption date, to the extent permitted by applicable law, redeem such Class N Special Shares by paying the holder the Class N Redemption Amount, together with all declared but unpaid dividends.

(iii) Upon payment of the Class N Redemption Amount of the Class N Special Shares so redeemed by the Corporation, together with all declared but unpaid dividends, the holders thereof shall cease to be entitled to dividends or to exercise any rights of holders in respect thereof.

(iv) If the redemption by the Corporation on any redemption date of all Class N Special Shares to be redeemed on such date would be contrary to applicable law, then the Corporation shall be obligated to redeem only the maximum number of Class N Special Shares (rounded to the next lowest whole number) which the Corporation determines it is then permitted to redeem, such redemptions to be made pro rata (disregarding fractions of shares) according to the number of Class N Special Shares required by each such holder to be redeemed by the Corporation and the Corporation shall redeem in the manner contemplated by paragraph 14(d) on each dividend date thereafter the maximum number of such Class N Special Shares as would then not be contrary to applicable law.

(f) **Voting Rights:** The holders of Class N Special Shares shall not be entitled to receive notice of, attend, or vote at any meeting of the shareholders of the Corporation, but shall be entitled to notice

of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof under subsection 184(3) of the Business Corporations Act (Ontario) or otherwise as required by applicable law.

15. CLASS O SPECIAL SHARES

The rights, privileges, restrictions and conditions attaching to the Class O Special Shares are as follows:

1. No Right to Vote

1.1 Subject to the provisions of Section 1.2, the holders of the Class O Special Shares shall not, as such, be entitled to receive notice of, nor to attend or vote at any meetings of the shareholders of the Corporation, except as may be otherwise provided in the OBCA or as set out herein.

1.2 Notwithstanding Section 1.1, the holders of the Class O Special Shares are entitled to notice of meetings of the shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation.

2. Right to Receive Property Upon Liquidation

2.1 Upon the liquidation, dissolution or winding up of the Corporation or upon a Liquidation Distribution and after the payment of its debts, the holders of the Class O Special shares shall be entitled to be paid, subject to any distribution to the holders of the Class G Special shares, Class H Special shares, Class I Special shares, Class J Special shares, Class K Special shares, Class L Special shares, Class M Special shares, Class N Special shares and Class P Special shares but in priority to any distribution to the holders of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares, Class F Common shares, the Class O Special Redemption Price together with all declared but unpaid dividends.

2.2 After payment to the Class O Special Shareholders of the Class O Special Redemption Price, the Class O Special Shareholders shall not be entitled to share any further in the distribution of the property or assets of the Corporation.

2.3 If the assets of the Corporation, including surplus, are not sufficient to pay the Class O Special Redemption Price in respect of each Class O Special Share then issued and outstanding, in full, then all the said assets or their proceeds remaining after such payments shall be distributed pro rata among the holders of the Class O Special Shares.

3. Dividends

3.1 The holders of the Class O Special Shares shall, in the discretion of the Board of Directors, be entitled, pro rata, out of the assets of the Corporation properly applicable to the payment of dividends, to receive non-cumulative dividends in such amount and in such form as the Directors may from time to time determine. Dividends may be declared on the Class O Special Shares to the exclusion of all other classes of shares of the Corporation.

4. Corporation's Right to Redeem

4.1 The Corporation shall have the right at its option at any time and from time to time to redeem all or any portion of the Class O Special Shares at a price per share equal to the Class O Special Redemption Price.

4.2 In all cases of redemption, unless a Class O Special Shareholder has waived its right to receive the Class O Special Notice of Redemption, the Corporation shall deliver a Class O Special Notice of Redemption to all Class O Special Shareholders whose shares are to be redeemed not less than seven (7) days prior to the Class O Special Redemption Date applicable in respect of such redemption. The Class O Special Notice of Redemption shall set out:

- (a) the number of shares to be redeemed, if only part of the shares held by the shareholder to whom such notice is addressed are to be redeemed;
- (b) the Class O Special Redemption Price;
- (c) the Class O Special Redemption Date applicable in respect of such redemption;
- (d) the place where such shares will be redeemed; and
- (e) the name and address of the chartered bank, if any, in which unclaimed redemption monies will be deposited.

4.3 On the Class O Special Redemption Date, the Corporation shall pay the Class O Special Redemption Price to the respective Class O Special Shareholders whose Class O Special Shares are to be redeemed, on presentation and surrender of the certificate or certificates for such shares, duly endorsed, at the place specified in the Class O Special Notice of Redemption.

4.4 The Corporation shall have the right on or after the Class O Special Redemption Date to deposit any unclaimed redemption monies to a special account in the chartered bank named in the Class O Special Notice of Redemption, to be paid upon presentation and surrender of the share certificate or certificates as have not at the date of such deposit been surrendered by the holders thereof, to or to the order of such holders.

4.5 Upon the later of the Class O Special Redemption Date and the date upon which payment of the Class O Special Redemption Price of a Class O Special Share being redeemed or deposit of any unclaimed redemption monies as specified above is made in respect of a Class O Special Share being redeemed, that Class O Special Share shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of holders of Class O Special Shares in respect thereof which rights shall thereupon cease.

4.6 If a holder has surrendered a certificate or certificates representing a greater number of shares than the shares to be redeemed, the Corporation shall at its own expense issue to such holder a new certificate or certificates representing the Class O Special Shares which have not been redeemed.

5. Shareholders' Right of Retraction

5.1 Each Class O Special Shareholder shall have the right at its option and from time to time to require the Corporation to redeem at any time or times all or any portion of the Class O Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office the certificate or certificates representing the Class O Special Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying:

- (a) the number of Class O Special Shares the registered holder desires to have redeemed by the Corporation; and

(b) the Class O Special Retraction Date on which the holder desires to have the Corporation redeem such Class O Special Shares.

5.2 If the redemption by the Corporation of all the Class O Special Shares required to be redeemed pursuant to this Section would be contrary to applicable law (including, without limitation, the OBCA), the Corporation shall redeem as a maximum only the number of Class O Special Shares which the Directors determine the Corporation is then permitted to redeem.

5.3 The Class O Special Retraction Date so specified in the request in writing shall be not less than thirty (30) days after the day on which the request in writing is given to the Corporation, save and except where the Corporation has in writing waived the requirement for such thirty (30) day period and agreed to an earlier Class O Special Retraction Date. Upon receipt of the certificate or certificates representing the Class O Special Shares which the Class O Special Shareholder desires to have the Corporation redeem together with such a request, the Corporation shall on the Class O Special Retraction Date redeem such Class O Special Shares by paying to such registered holder in respect of each Class O Special Share to be so redeemed an amount equal to the Class O Special Redemption Price.

5.4 Such payment shall be made by immediately payable funds payable at par at any branch of the Corporation's bankers for the time being in Canada or in such other manner as may be mutually agreed upon by the Corporation and the holder of the Class O Special Shares being so redeemed.

5.5 The said Class O Special Shares shall be redeemed on the Class O Special Retraction Date and from and after the Class O Special Retraction Date such Class O Special Shares shall cease to be entitled to any dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class O Special Shares in respect thereof unless payment of the Class O Special Redemption Price is not made on the Class O Special Retraction Date, in which event the rights of the holders of the said shares shall remain unaffected.

5.6 If a holder has surrendered a certificate or certificates representing a greater number of shares than the shares such holder desires to have the Corporation redeem, the Corporation shall at its own expense issue to such holder a new certificate or certificates representing the Class O Special Shares which have not been redeemed.

6. Non-Impairment of Capital

6.1 The Corporation shall not declare or pay any dividend on any class of shares of the Corporation, nor purchase any shares of the Corporation, other than Class G Special Shares and Class O Special Shares, if such dividend or purchase would result in the Corporation having insufficient net assets to redeem any issued and outstanding Class O Special Shares as provided for herein or to pay the Class O Special Redemption Price in respect of any issued and outstanding Class O Special Shares as provided for herein.

16. CLASS P SPECIAL SHARES

The rights, privileges, restrictions and conditions attaching to the Class P Special Shares are as follows:

1. No Right to Vote

1.1 Subject to the provisions of Section 1.2, the holders of the Class P Special Shares shall not, as such, be entitled to receive notice of, nor to attend or vote at any meetings of the shareholders of the Corporation, except as may be otherwise provided in the OBCA or as set out herein.

1.2 Notwithstanding Section 1.1, the holders of the Class P Special Shares are entitled to notice of meetings of the shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation.

2. Right to Receive Property Upon Liquidation

2.1 Upon the liquidation, dissolution or winding up of the Corporation or upon a Liquidation Distribution and after the payment of its debts, the holders of the Class P Special shares shall be entitled to be paid, subject to any distribution to the holders of the Class G Special shares, Class H Special shares, Class I Special shares, Class J Special shares, Class K Special shares, Class L Special shares, Class M Special shares and Class N Special shares but in priority to any distribution to the holders of the Class A Common shares, Class B Common shares, Class C Common shares, Class D Common shares, Class E Common shares, Class F Common shares and Class O Special shares, the Class P Special Redemption Price together with all declared but unpaid dividends.

2.2 After payment to the Class P Special Shareholders of the Class P Special Redemption Price, the Class P Special Shareholders shall not be entitled to share any further in the distribution of the property or assets of the Corporation.

2.3 If the assets of the Corporation, including surplus, are not sufficient to pay the Class P Special Redemption Price in respect of each Class P Special Share then issued and outstanding, in full, then all the said assets or their proceeds remaining after such payments shall be distributed pro rata among the holders of the Class P Special Shares.

3. Dividends

3.1 The holders of the Class P Special Shares shall, in the discretion of the Board of Directors, be entitled, pro rata, out of the assets of the Corporation properly applicable to the payment of dividends, to receive non-cumulative dividends in such amount and in such form as the Directors may from time to time determine. Dividends may be declared on the Class P Special Shares to the exclusion of all other classes of shares of the Corporation.

4. Corporation's Right to Redeem

4.1 The Corporation shall have the right at its option at any time and from time to time to redeem all or any portion of the Class P Special Shares at a price per share equal to the Class P Special Redemption Price.

4.2 In all cases of redemption, unless a Class P Special Shareholder has waived its right to receive the Class P Special Notice of Redemption, the Corporation shall deliver a Class P Special Notice of Redemption to all Class P Special Shareholders whose shares are to be redeemed not less than seven (7) days prior to the Class P Special Redemption Date applicable in respect of such redemption. The Class P Special Notice of Redemption shall set out:

- (a) the number of shares to be redeemed, if only part of the shares held by the shareholder to whom such notice is addressed are to be redeemed;
- (b) the Class P Special Redemption Price;
- (c) the Class P Special Redemption Date applicable in respect of such redemption;
- (d) the place where such shares will be redeemed; and

(e) the name and address of the chartered bank, if any, in which unclaimed redemption monies will be deposited.

4.3 On the Class P Special Redemption Date, the Corporation shall pay the Class P Special Redemption Price to the respective Class P Special Shareholders whose Class P Special Shares are to be redeemed, on presentation and surrender of the certificate or certificates for such shares, duly endorsed, at the place specified in the Class P Special Notice of Redemption.

4.4 The Corporation shall have the right on or after the Class P Special Redemption Date to deposit any unclaimed redemption monies to a special account in the chartered bank named in the Class P Special Notice of Redemption, to be paid upon presentation and surrender of the share certificate or certificates as have not at the date of such deposit been surrendered by the holders thereof, to or to the order of such holders.

4.5 Upon the later of the Class P Special Redemption Date and the date upon which payment of the Class P Special Redemption Price of a Class P Special Share being redeemed or deposit of any unclaimed redemption monies as specified above is made in respect of a Class P Special Share being redeemed, that Class P Special Share shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of holders of Class P Special Shares in respect thereof which rights shall thereupon cease.

4.6 If a holder has surrendered a certificate or certificates representing a greater number of shares than the shares to be redeemed, the Corporation shall at its own expense issue to such holder a new certificate or certificates representing the Class P Special Shares which have not been redeemed.

5. Shareholders' Right of Retraction

5.1 Each Class P Special Shareholder shall have the right at its option and from time to time to require the Corporation to redeem at any time or times all or any portion of the Class P Special Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office the certificate or certificates representing the Class P Special Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying:

(a) the number of Class P Special Shares the registered holder desires to have redeemed by the Corporation; and

(b) the Class P Special Retraction Date on which the holder desires to have the Corporation redeem such Class P Special Shares.

5.2 If the redemption by the Corporation of all the Class P Special Shares required to be redeemed pursuant to this Section would be contrary to applicable law (including, without limitation, the OBCA), the Corporation shall redeem as a maximum only the number of Class P Special Shares which the Directors determine the Corporation is then permitted to redeem.

5.3 The Class P Special Retraction Date so specified in the request in writing shall be not less than thirty (30) days after the day on which the request in writing is given to the Corporation, save and except where the Corporation has in writing waived the requirement for such thirty (30) day period and agreed to an earlier Class P Special Retraction Date. Upon receipt of the certificate or certificates representing the Class P Special Shares which the Class P Special Shareholder desires to have the Corporation redeem together with such a request, the Corporation shall on the Class P Special Retraction Date redeem such Class P Special Shares by paying to such registered holder in

respect of each Class P Special Share to be so redeemed an amount equal to the Class P Special Redemption Price.

5.4 Such payment shall be made by immediately payable funds payable at par at any branch of the Corporation's bankers for the time being in Canada or in such other manner as may be mutually agreed upon by the Corporation and the holder of the Class P Special Shares being so redeemed.

5.5 The said Class P Special Shares shall be redeemed on the Class P Special Retraction Date and from and after the Class P Special Retraction Date such Class P Special Shares shall cease to be entitled to any dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of Class P Special Shares in respect thereof unless payment of the Class P Special Redemption Price is not made on the Class P Special Retraction Date, in which event the rights of the holders of the said shares shall remain unaffected.

5.6 If a holder has surrendered a certificate or certificates representing a greater number of shares than the shares such holder desires to have the Corporation redeem, the Corporation shall at its own expense issue to such holder a new certificate or certificates representing the Class P Special Shares which have not been redeemed.

6. Non-Impairment of Capital

6.1 The Corporation shall not declare or pay any dividend on any class of shares of the Corporation, nor purchase any shares of the Corporation, other than Class G Special Shares and Class P Special Shares, if such dividend or purchase would result in the Corporation having insufficient net assets to redeem any issued and outstanding Class P Special Shares as provided for herein or to pay the Class P Special Redemption Price in respect of any issued and outstanding Class P Special Shares as provided for herein.

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

No securities, other than non-convertible debt securities, of the Corporation may be transferred without either:

(a) the consent of the directors of the Corporation expressed by a resolution passed at a meeting of those directors, or a resolution in writing signed by all of them; or

(b) the consent of the shareholders of the Corporation, expressed by a resolution passed at a meeting of those shareholders, or a resolution in writing signed by all of those shareholders entitled to vote on that resolution.

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

None.

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

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

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

FUNDAMENTAL HOLDINGS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

DocuSigned by:

Alex Rose

Signature / Signature

ALEXANDER ROSE

Print name of signatory /
 Nom du signataire en lettres moulées

DIRECTOR

Description of Office / Fonction

JMP ENGINEERING INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

DocuSigned by:

Alex Rose

Signature / Signature

ALEXANDER ROSE

Print name of signatory /
 Nom du signataire en lettres moulées

DIRECTOR

Description of Office / Fonction

JMP HOLDCO INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

DocuSigned by:

Alex Rose

Signature / Signature

ALEXANDER ROSE

Print name of signatory /
 Nom du signataire en lettres moulées

DIRECTOR

Description of Office / Fonction

JMP AUTOMATION INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

DocuSigned by:

Alex Rose

Signature / Signature

ALEXANDER ROSE

Print name of signatory /
 Nom du signataire en lettres moulées

DIRECTOR

Description of Office / Fonction

JMP MATERIAL HANDLING INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par

DocuSigned by:

Alex Rose

Signature / Signature

ALEXANDER ROSE

Print name of signatory /
 Nom du signataire en lettres moulées

DIRECTOR

Description of Office / Fonction

SCHEDULE "A"

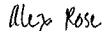
Statement of Director or Officer Under Subsection 178(2) of the Business Corporations Act (Ontario)

I am the director of Fundamental Holdings Inc., the director of JMP Engineering Inc., the director of JMP Holdco Inc., the director of JMP Automation Inc. and the director of JMP Material Handling Inc. I have conducted such examinations of the books and records of Fundamental Holdings Inc., JMP Engineering Inc., JMP Holdco Inc., JMP Automation Inc. and JMP Material Handling Inc. (the "**Amalgamating Corporations**") as are necessary to enable me to make this statement. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "**Act**"). In my capacity as the director of each of the Amalgamating Corporations, I state that:

1. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation continuing from the amalgamation of the Amalgamating Corporations (the "**Corporation**") will be, able to pay its liabilities as they become due, and
 - (b) the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation.
3. No creditor of either of the Amalgamating Corporations has notified either of the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED August 27, 2021.

DocuSigned by:



Alexander Rose

Director

SCHEDULE B-1

RESOLUTION OF THE SOLE DIRECTOR

OF

FUNDAMENTAL HOLDINGS INC.

(the "Corporation")

RECITAL

The Corporation has agreed to amalgamate with its wholly-owned subsidiaries JMP Engineering Inc. ("**JMP Engineering**"), JMP Holdco Inc. ("**JMP Holdco**"), JMP Automation Inc. ("**JMP Automation**") and JMP Material Handling ("**JMP Material**") under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT

1. The Corporation is authorized to amalgamate with JMP Engineering, JMP Holdco, JMP Automation and JMP Material under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of JMP Engineering, JMP Holdco, JMP Automation and JMP Materia shall be cancelled without any repayment of capital in respect of the shares. None of the shares of the Corporation shall be cancelled.
3. The articles of amalgamation shall be the same as the articles of the Corporation.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

[Remainder of page left intentionally blank.]

Pursuant to subsection 129(1) of the *Business Corporations Act* (Ontario), the sole director of the Corporation signs this resolution on August 27, 2021.

DocuSigned by:

Alex Rose

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Alexander Rose

SCHEDULE B-2
RESOLUTION OF THE DIRECTOR
OF
JMP ENGINEERING INC.
(the "Corporation")

RECITALS

- (a) The Corporation, JMP Holdco Inc. ("**JMP Holdco**"), JMP Automation Inc. ("**JMP Automation**") and JMP Material Handling ("**JMP Material**") are each a wholly-owned subsidiary of Fundamental Holdings Inc. ("**Fundamental Holdings**").
- (b) The Corporation has agreed to amalgamate with Fundamental Holdings, JMP Holdco, JMP Automation and JMP Material under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT

- 1. The Corporation is authorized to amalgamate with Fundamental Holdings, JMP Holdco, JMP Automation and JMP Material under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of Fundamental Holdings.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Fundamental Holdings.
- 5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

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Pursuant to subsection 129(1) of the *Business Corporations Act* (Ontario), the sole director of the Corporation signs this resolution on August 27, 2021.

DocuSigned by:

Alex Rose

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Alexander Rose

SCHEDULE B-3
RESOLUTION OF THE DIRECTOR
OF
JMP HOLDCO INC.
(the "Corporation")

RECITALS

- (a) The Corporation, JMP Engineering Inc. ("**JMP Engineering**"), JMP Automation Inc. ("**JMP Automation**") and JMP Material Handling ("**JMP Material**") are each a wholly-owned subsidiary of Fundamental Holdings Inc. ("**Fundamental Holdings**").
- (b) The Corporation has agreed to amalgamate with Fundamental Holdings, JMP Engineering, JMP Automation and JMP Material under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT

1. The Corporation is authorized to amalgamate with Fundamental Holdings, JMP Engineering, JMP Automation and JMP Material under subsection 177(1) of the Act and continue as one corporation.
2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
3. The articles of amalgamation shall be the same as the articles of Fundamental Holdings.
4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Fundamental Holdings.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

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Pursuant to subsection 129(1) of the *Business Corporations Act* (Ontario), the sole director of the Corporation signs this resolution on August 27, 2021.

DocuSigned by:
Alex Rose
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Alexander Rose

SCHEDULE B-4
RESOLUTION OF THE DIRECTOR
OF
JMP AUTOMATION INC.
(the "Corporation")

RECITALS

- (a) The Corporation, JMP Engineering Inc. ("**JMP Engineering**"), JMP Holdco Inc. ("**JMP Holdco**") and JMP Material Handling ("**JMP Material**") are each a wholly-owned subsidiary of Fundamental Holdings Inc. ("**Fundamental Holdings**").
- (b) The Corporation has agreed to amalgamate with Fundamental Holdings, JMP Engineering, JMP Holdco and JMP Material under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT

- 1. The Corporation is authorized to amalgamate with Fundamental Holdings, JMP Engineering, JMP Holdco and JMP Material under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of Fundamental Holdings.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Fundamental Holdings.
- 5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

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Pursuant to subsection 129(1) of the *Business Corporations Act* (Ontario), the sole director of the Corporation signs this resolution on August 27, 2021.

DocuSigned by:

Alex Rose

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Alexander Rose

SCHEDULE B-5
RESOLUTION OF THE DIRECTOR
OF
JMP MATERIAL HANDLING INC.
(the "Corporation")

RECITALS

- (a) The Corporation, JMP Engineering Inc. ("**JMP Engineering**"), JMP Holdco Inc. ("**JMP Holdco**") and JMP Automation Inc. ("**JMP Automation**") are each a wholly-owned subsidiary of Fundamental Holdings Inc. ("**Fundamental Holdings**").
- (b) The Corporation has agreed to amalgamate with Fundamental Holdings, JMP Engineering, JMP Holdco and JMP Automation under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**Act**").

RESOLVED THAT

- 1. The Corporation is authorized to amalgamate with Fundamental Holdings, JMP Engineering, JMP Holdco and JMP Automation under subsection 177(1) of the Act and continue as one corporation.
- 2. Upon the endorsement of a Certificate of Amalgamation under subsection 178(4) of the Act, all shares of the Corporation, including all shares which have been issued and are outstanding, shall be cancelled without any repayment of capital in respect of the shares.
- 3. The articles of amalgamation shall be the same as the articles of Fundamental Holdings.
- 4. The by-laws of the amalgamated corporation shall be the same as the by-laws of Fundamental Holdings.
- 5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any director or officer of the Corporation is authorized to execute and deliver articles of amalgamation, execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this resolution.

[Remainder of page left intentionally blank.]

Pursuant to subsection 129(1) of the *Business Corporations Act* (Ontario), the sole director of the Corporation signs this resolution on August 27, 2021.

DocuSigned by:
Alex Rose

Alexander Rose