

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM700838

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Jones Packaging Inc.		01/01/2022	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	Jones Healthcare Group, Inc.		
Street Address:	3000 Page Street		
City:	London, Ontario		
State/Country:	CANADA		
Postal Code:	N5V5H3		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85436082	JONES	
Serial Number:	90088875	PACKAGING THE FUTURE OF HEALTHCARE	
Serial Number:	90089310		
CORRESPONDENCE DATA			
Fax Number:	3128767934		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3128762837		
Email:	hope.karmo@dentons.com		
Correspondent Name:	Dentons US LLP c/o Tara Reedy Sliva		
Address Line 1:	P.O. Box 1302		
Address Line 4:	Chicago, ILLINOIS 60604		
ATTORNEY DOCKET NUMBER:	15259529-000008		
NAME OF SUBMITTER:	Tara Reedy Sliva		
SIGNATURE:	/tara reedy sliva/		
DATE SIGNED:	01/10/2022		
Total Attachments: 22			
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Certificate of Amalgamation

Certificat de fusion

Business Corporations Act

Loi sur les sociétés par actions

JONES HEALTHCARE GROUP, INC.

Corporation Name / Dénomination sociale

1000061729

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

January 01, 2022 / 01 janvier 2022

Barbara Duckitt

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amalgamation is not complete
without the Articles of Amalgamation

Certified a true copy of the record of the
Ministry of Government and Consumer Services.

Barbara Duckitt

Director/Registrar



Le certificat de fusion n'est pas complet s'il ne
contient pas les statuts de fusion

Copie certifiée conforme du dossier du
ministère des Services gouvernementaux et des
Services aux consommateurs.

Barbara Duckitt

Directeur ou registrateur

TRADEMARK
REEL: 007554 FRAME: 0348



Articles of Amalgamation

Business Corporations Act

1. Amalgamated Corporation Name
JONES HEALTHCARE GROUP, INC.

2. Registered Office Address
3000 Page Street, London, Ontario, Canada, N5V 5H3

3. Number of Directors
Minimum/Maximum

Min 1 / Max 10

4. The director(s) is/are:

Full Name
Resident Canadian
Address for Service

Ronald A. HARRIS
Yes
3000 Page Street, London, Ontario, Canada, N5V 5H3

Full Name
Resident Canadian
Address for Service

Christine JONES HARRIS
Yes
3000 Page Street, London, Ontario, Canada, N5V 5H3

5. Method of Amalgamation

A. Amalgamation Agreement

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.

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Certified a true copy of the record of the Ministry of Government and Consumer Services.

A handwritten signature in black ink, appearing to read "Barbara Duckitt".

Director/Registrar, Ministry of Government and Consumer Services

The Name, OCN, and Date of Adoption/Approval for each amalgamating corporation are as follows:

Corporation Name	OCN	Date of Adoption/Approval
JONES PACKAGING INC.	1192908	December 20, 2021
1191231 ONTARIO INC.	1191231	December 20, 2021

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

There shall be no restrictions on the business that the Corporation may carry on or on the powers that the Corporation may exercise.

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

The authorized capital of the Corporation shall consist of: a) an unlimited number of Class I Preference shares; b) an unlimited number of Class A Special shares; c) an unlimited number of Class B Special shares; d) an unlimited number of Class C Special Series 1 shares; e) an unlimited number of Class C Special Series 2 shares; f) an unlimited number of Class C Special Series 3 shares; g) an unlimited number of Class C Special Series 4 shares; h) an unlimited number of Class C Special Series 5 shares; i) an unlimited number of Class D Special shares; j) an unlimited number of Class E Special shares; k) an unlimited number of Class A shares; l) an unlimited number of Class B Common shares; m) an unlimited number of New Class B Common shares; and n) an unlimited number of Class V 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. If there is only one class of shares, enter "Not Applicable":

1. DIVIDEND - CLASS I PREFERENCE SHARES (a) Subject to the provisions of paragraph 35, the holders of the Class I Preference 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 monies of the Corporation properly applicable to the payment of dividends in any financial year, fixed non-cumulative cash dividends in such amounts as the board of directors may from time to time by resolution determine; provided, however, that such amounts, if any, shall not exceed in any event ten per cent (10%) of the Class I Preference Redemption Amount (as hereinafter defined) per share, per annum. Cheques of the Corporation payable at par at any branch of the Corporation's bankers in Canada shall be issued in respect of such dividends and payment thereof shall satisfy such dividends. The board of directors shall be entitled from time to time to declare part of the said dividends for any financial year notwithstanding that such dividends for such financial year shall not be declared in full. If within four months after the expiration of any financial year of the Corporation the board of directors in its discretion shall not have declared the said dividends or any part thereof on the Class I Preference shares for such financial year, then the rights of the holders of the Class I Preference shares to such dividends or to any undeclared part thereof for such financial year shall be forever extinguished. The holders of the Class I Preference shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends hereinbefore provided for. (b) No dividend shall be paid on the Special Shares (as herein defined), the Class B Common shares or the New Class B Common shares for a financial year of the Corporation unless the fixed dividend payable for such financial year on all the Class I Preference shares outstanding at any time in such financial year shall have been declared and paid in full. 2. REDEMPTION AMOUNT - CLASS I PREFERENCE SHARES (a) The Class I Preference Redemption Amount as hereinbefore and hereinafter referred to shall mean in respect of each Class I Preference share to be redeemed an amount equal to the fair market value of all the issued and outstanding shares of the Corporation exchanged in consideration of the issuance of the Class

I Preference shares by Articles of Amendment of the Corporation dated December 19, 2003 (the "Exchanged Shares"), divided by the number of Class I Preference shares issued by such Articles of Amendment (the "2003 Articles of Amendment"). (b) (i) If at any particular time (the "Adjustment Time") the fair market value of the Exchanged Shares divided by the number of Class I Preference shares issued by the 2003 Articles of Amendment should be determined, whether A. by tribunal or court of competent jurisdiction (after all appeal rights have been exhausted or all time periods for appeal from the decision of such tribunal or court have expired without appeals having been taken); or B. by agreement with the Canada Revenue Agency; to be different from the fair market value as last determined, the fair market value of the Exchanged Shares shall be adjusted by being increased or decreased so as to equal the fair market value so determined. The fair market value so adjusted shall be effective as of the time such Exchanged Shares were exchanged and the Class I Preference Redemption Amount in respect of each of the Class I Preference shares originally issued shall be appropriately adjusted. Where dividends have been paid in respect of the Class I Preference shares or where any Class I Preference shares have been redeemed by the Corporation prior to the Adjustment Time, payments shall be made by either the Corporation or the holder or former holder of such shares as provided in sub-clauses 2(b)(ii) and 2(b)(iii) below to give full effect to such adjustment. (ii) If the Corporation has paid dividends on the Class I Preference shares prior to the Adjustment Time, the Corporation shall calculate a dividend adjustment (referred to herein as the "Dividend Adjustment") in respect of each dividend paid on each Class I Preference share equal to the amount by which such dividend paid on such Class I Preference share was greater or less than the amount of dividend which would have been paid had such dividend been calculated and paid on the basis of the Class I Preference Redemption Amount as adjusted by sub-clause 2(b)(i) above, and the Corporation or the holder of such share, as the case may be, shall make such payments as follows: A. If the Redemption Amount has been increased as a result of the adjustment made pursuant to sub-clause 2(b)(i) above, then: I. where the holder of the Class I Preference share at the Adjustment Time was the holder of record of such share at the time a dividend was originally paid, the amount of such Dividend Adjustment, plus an additional amount representing further dividends in respect of the Dividend Adjustment amount, compounded annually from and including the date such dividend was originally paid but excluding the date of declaration referred to below in this sub-clause 2(b)(iii)(A)(i) and based upon the percentage dividend rate used in the original calculation of the particular dividend, shall be declared and paid by the Corporation as a dividend to such holder of the Class I Preference share; and II. where the holder of record of the Class I Preference share at the time a dividend was paid in respect of the Class I Preference share was not the holder of such share at the Adjustment Date, the amount of such Dividend Adjustment, plus interest, compounded annually from and including the date such dividend was originally paid but excluding the date of payment and calculated daily at the Prime Rate shall be paid by Corporation to the holder of record of such Class I Preference share at the time such dividend was originally paid. B. If the Redemption Amount has been decreased as a result of the adjustment made pursuant to sub-clause 2(b)(i) above, then the Dividend Adjustment with respect to any particular Class I Preference share shall become a debt owing to the Corporation by the holder of record of such share at the time each such dividend was declared, and shall bear interest calculated daily at the Prime Rate, compounded annually from and including the date such dividend was originally paid but excluding the date of payment. Each such holder shall then forthwith pay to the Corporation the amount of such debt, together with interest as set forth above, owed to the Corporation by such shareholder (iii) If the Corporation has redeemed a Class I Preference share prior to the Adjustment Time and the Class I Preference Redemption Amount of such share has been increased as a result of an adjustment made pursuant to sub-clause 2(b)(i) above, the Corporation shall pay to the holder of such share at the time of redemption an amount equal to the increase in the Class I Preference Redemption Amount of such Class I Preference share pursuant to sub-clause 2(b)(i) above, together with interest on such amount calculated daily at the Prime Rate, compounded annually from and including the date such share was redeemed but excluding the date of payment. If the Corporation has redeemed a Class I Preference share prior to the Adjustment Time and the Redemption Amount of such share has been reduced as a result of an adjustment made pursuant to sub-clause 2(b)(i) above, the holder of such share at the time of redemption shall pay to the Corporation an amount equal to the reduction in the Redemption Amount of such Class I Preference share pursuant to sub-clause 2(b)(i) above, together with interest calculated daily on such amount at the Prime Rate, compounded annually from and including the date such share was redeemed but excluding the date of payment. (iv) No payment shall be made at any particular time on the Class A shares, Class B shares or New Class B shares pursuant to any clauses herein unless all payments which have been determined under this clause 2(b) have been paid or provided for at the date of such payment. (v) If and to the extent that the Corporation makes any repayment or distribution of capital in respect of the Class I Preference shares by way of a reduction of capital (otherwise than on a purchase or redemption or on a liquidation distribution), the Class I Preference Redemption Amount, determined in accordance with the provisions hereof, shall be thereafter reduced by the amount of such repayment or distribution of capital. 3.

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Director/Registrar, Ministry of Government and Consumer Services

REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS I PREFERENCE SHARES (a) As a condition precedent to the redemption by the Corporation of any issued and outstanding Class I Preference shares, the Corporation shall pay an amount equal to all declared and unpaid fixed non-cumulative cash dividends on the Class I Preference shares to be redeemed to the holder or holders thereof. (b) The Corporation may, subject to the requirements of the Business Corporations Act (Ontario) and to the provisions of sub-clause 3(a) hereof, 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 Preference shares on payment of an amount equal to the Class I Preference Redemption Amount (as defined in clause 2). (c) In the case of redemption of Class I Preference shares under the provisions of sub-clause 3(b) hereof, the Corporation shall, unless waived in writing by the holders of all of the Class I Preference shares, at least 7 days before the date specified for redemption deliver or mail to each person who at the date of mailing is a registered holder of Class I Preference shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class I Preference shares. Such notice shall be delivered or 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 or if delivered, delivered to each such shareholder at such address; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Class I Preference Redemption Amount 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 so redeemed; provided, however, that if a part only of the Class I Preference shares for the time being outstanding is to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or if the directors so determine may be redeemed pro rata (disregarding fractions) unless otherwise agreed in writing by the holders of all of the Class I Preference shares. 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 Preference shares to be redeemed the Class I Preference Redemption Amount thereof 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 Preference shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada or by promissory note with the consent of the holder of the Class I Preference shares called for redemption, which consent shall include the consent of the terms of such promissory note, in the principal amount equal to the Class I Preference Redemption Amount. If less than all of the Class I Preference shares represented by any certificate are redeemed the holder shall be entitled to receive a new certificate for that number of Class I Preference shares represented by the original certificate, which are not redeemed. From and after the date specified for redemption in any such notice the holders of the Class I Preference shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class I Preference Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of 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 Preference shares to deposit the Class I Preference 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 to a special account in any chartered bank or in 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 Preference shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class I Preference 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 Class I Preference Redemption Amount so deposited against presentation and surrender of the said certificates held by them respectively and any interest on the amount so deposited shall be for the account of the Corporation. If any part of the total Class I Preference Redemption Amount so deposited has not been paid to or to the order of the respective holders of the Class I Preference shares which were called for redemption within two years after the date upon which such deposit was made or the date specified for redemption in the said notice, whichever is the later, such balance remaining in the said special account shall be returned to the Corporation without prejudice to the rights of the holders of the shares being redeemed to claim the Class I Preference Redemption Amount without interest from the Corporation. 4. REDEMPTION AT THE OPTION OF THE HOLDER - CLASS I PREFERENCE SHARES Any holder of Class I Preference shares shall be entitled to require the Corporation to redeem, subject to the requirements of the Business Corporations Act (Ontario), at any time or times all or any of the Class I Preference shares registered in the name of such holder

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on the books of the Corporation by tendering to the Corporation at the registered office of the Corporation a share certificate or certificates representing the Class I Preference shares which the registered holder desires to have the Corporation redeem together with a notice in writing specifying (i) that the registered holder desires to have the Class I Preference shares represented by such certificate or certificates redeemed by the Corporation and (ii) the business day ("Class I Preference Retraction Date") on which the holder desires to have the Corporation redeem such Class I Preference shares. The Class I Preference Retraction Date shall not be less than 30 days after the day on which the notice in writing is given to the Corporation without the consent of the Corporation. Upon receipt of a share certificate or certificates representing the Class I Preference shares which the registered holder desires to have the Corporation redeem together with such notice, the Corporation shall on the Class I Preference Retraction Date redeem such Class I Preference shares by paying to such registered holder the Class I Preference Redemption Amount as determined as at the Class I Preference Retraction Date for each such Class I Preference share being redeemed. Such payment shall be made by a cheque payable at par at any branch of the Corporation's bankers for the time being in Canada or by promissory note with the consent of the holder of the Class I Preference shares called for redemption which consent shall include the consent of the terms of such promissory note, in the principal amount equal to the Class I Preference Redemption Amount. If less than all of the Class I Preference shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class I Preference shares represented by the original certificate or certificates which are not redeemed. The said Class I Preference shares shall be redeemed on the Class I Preference Retraction Date and from and after the Class I Preference Retraction Date the holder of such shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Class I Preference shares in respect thereof unless payment of the Class I Preference Redemption Amount is not made on the Class I Preference Retraction Date, in which event the rights of the holder of the said Class I Preference shares shall remain unaffected..

5. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS I PREFERENCE SHARES In the event of the liquidation, dissolution, winding-up of the Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holders of the Class I Preference shares shall be entitled to receive from the assets and property of the Corporation a sum equivalent to the aggregate Class I Preference Redemption Amount (as hereinafter defined) of all of the Class I Preference shares held by them respectively, before any amount shall be paid or any assets of the Corporation is distributed to the holders of any other class of shares. After payment to the holders of the Class I Preference shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

6. DIVIDEND - CLASS A SPECIAL SHARES (a) Subject to the provisions of paragraph 35, each Class A Special share shall entitle the holder thereof to receive for each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend. The dividend rate may be fixed or varied at any time, and from time to time, in the discretion of the directors, save only that the rate so fixed shall be from 0% of the Class A Special Redemption Amount (as hereinafter defined) and shall not be more than 8% of the Class A Special Redemption Amount. (b) Any dividend may be paid in one or more instalments in the discretion of the board of directors of the Corporation. (c) If such variable dividend for any financial year of the Corporation has not been declared payable prior to the expiration of two months from the end of such financial year, the rights of the holders of all Class A Special shares to receive such undeclared dividend shall be forever extinguished at the expiration of such two months.

7. REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS A SPECIAL SHARES The Class A Special Redemption Amount as hereinbefore and hereinafter referred to with respect to each Class A Special share shall be equal to the amount determined by dividing the money received by the Corporation or the fair market value of the consideration received for the first issuance of Class A Special shares by the number of Class A Special shares first issued as aforesaid, which consideration is equal to the fair market value of any property or assets transferred to the Corporation, or other consideration received in consideration for the first issuance of the Class A Special shares minus the aggregate of the fair market value of any liabilities assumed by the Corporation and the fair market value of any non-share consideration issued by the Corporation in the course of any such transfer. The fair market value of any property or assets transferred to the Corporation, any liabilities assumed by the Corporation and any non-share consideration issued by the Corporation is to be determined on the basis of generally accepted accounting and valuation principles. In the event that any governmental taxing authority having jurisdiction shall assert by assessment, reassessment or otherwise, that the fair market value of the consideration received for the first issuance of Class A Special shares was different from the aggregate of the Class A Special Redemption Amount, then the Class A Special Redemption Amount shall be adjusted so that the aggregate Class A Special Redemption Amount shall be equal to the fair market value of the consideration received for the first issuance of Class A Special shares as determined in any assessment by such governmental taxing authority to which all

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appeal rights have expired, any agreement reached by the Corporation or any holder of such Class A Special shares and such taxing authority in settlement of a dispute regarding such assessment or proposed assessment, or any decision by a court or tribunal of competent jurisdiction and provided further that upon any adjustment of the Class A Special Redemption Amount under the provisions of this clause, the amounts of any dividends declared on the Class A Special shares or the amounts paid in a redemption or retraction of the Class A Special shares shall be adjusted nunc pro tunc and the amount so adjusted shall be a debt due to or due from the holders of the Class A Special shares, as the case may be. The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A Special shares upon payment of the Class A Special Redemption Amount for each share to be redeemed, together with all dividends declared thereon and unpaid. Not less than 14 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (the "Class A Special Redemption Date") and place or places of redemption. Upon the Class A Special Redemption Date the Corporation shall pay or cause to be paid to the order of the registered holder of each Class A Special share to be redeemed the Class A Special Redemption Amount therefor, together with all dividends declared thereon and unpaid, on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class A Special shares. For the purpose of this paragraph, the issuance and delivery to a shareholder of a promissory note payable on demand by the Corporation for the aggregate Class A Special Redemption Amount of the Class A Special shares of the shareholder to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class A Special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class A Special Redemption Date, the holder of each Class A Special share to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class A Special Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class A Special shares for which payment has not been made shall remain unaffected. The Corporation shall have the right at any time after the Class A Special Redemption Date to deposit the aggregate Class A Special Redemption Amount of the Class A Special shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption, together with all dividends declared thereon and unpaid, to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class A Special shares upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit(s) being made the Class A Special shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Class A Special Redemption Date, as the case may be, shall be limited to receiving without interest the Class A Special Redemption Amount, together with all dividends declared thereon and unpaid, so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the Corporation, provided that with any such deposit the Corporation shall forthwith mail to the holder of each such Class A Special share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained. Where a part only of the Class A Special shares is to be redeemed, the shares to be redeemed shall be selected either: (a) as nearly as may be in proportion to the number of Class A Special shares registered in the name of each shareholder; or (b) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class A Special shares at the time outstanding. 8. REDEMPTION AT THE OPTION OF THE HOLDER - CLASS A SPECIAL SHARES Any registered holder of Class A Special shares may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Class A Special shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed, the Class A Special Redemption Amount, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class A Special shares desires to require the redemption of all or any part of the Class A Special shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class A Special shares to be so redeemed. On the date 14 days next following the receipt of such notice by the Corporation (the "Class A Special Retraction Date"), the Corporation shall pay or cause to be paid to the order of the registered holder of such Class A Special shares the Class A Special Redemption Amount, together with all dividends declared thereon and unpaid, on presentation and surrender at the registered office of the Corporation of the certificates representing the Class A Special shares specified in the notice. For the purpose of this paragraph, the issuance and delivery of a promissory note payable

on demand by the Corporation for the aggregate Class A Special Redemption Amount of the Class A Special shares to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class A Special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class A Special Retraction Date, the holder of the Class A Special shares to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class A Special Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class A Special shares for which payment has not been made shall remain unaffected. 9. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS A SPECIAL SHARES In the event of the liquidation, dissolution, winding-up of the Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class A Special share shall be entitled to receive, ranking equally with the holders of the Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class V shares and Class A shares (together with the Class A Special shares, the "Special Shares"), before any distribution of any part of the assets of the Corporation among the holders of the Class B Common shares and New Class B Common shares, but after satisfaction of the amounts payable to the holders of the Class I Preference shares, an amount equal to the Class A Special Redemption Amount per Class A Special share, together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class A Special shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class A Special share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata with all other Special Shares in an amount per Class A Special share equal to the proportion that the Class A Special Redemption Amount payable on such Class A Special share, together with any dividends declared thereon and unpaid, bears to the aggregate amount equal to the Class A Special Redemption Amount payable on all Class A Special shares, plus the Class B Special Redemption Amount payable on all Class B Special shares, plus the Class C Special Redemption Amount payable on all Class C Special shares, plus the Class D Special Redemption Amount payable on all Class D Special shares, plus the Class E Special Redemption Amount payable on all Class E Special shares, plus the amount of any and all dividends declared on any Special Shares and unpaid. 10. DIVIDEND - CLASS B SPECIAL SHARES (a) Subject to the provisions of paragraph 35, each Class B Special share shall entitle the holder thereof to receive for each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend. The dividend rate may be fixed or varied at any time, and from time to time, in the discretion of the directors, save only that the rate so fixed shall be from 0% of the Class B Special Redemption Amount (as hereinafter defined) and shall not be more than 8% of the Class B Special Redemption Amount. (b) Any dividend may be paid in one or more instalments in the discretion of the board of directors of the Corporation. (c) If such variable dividend for any financial year of the Corporation has not been declared payable prior to the expiration of two months from the end of such financial year, the rights of the holders of all Class B Special shares to receive such undeclared dividend shall be forever extinguished at the expiration of such two months. 11. REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS B SPECIAL SHARES The Class B Special Redemption Amount as hereinbefore and hereinafter referred to with respect to each Class B Special share shall be equal to the amount determined by dividing the money received by the Corporation or the fair market value of the consideration received for the first issuance of Class B Special shares by the number of Class B Special shares first issued as aforesaid, which consideration is equal to the fair market value of any property or assets transferred to the Corporation, or other consideration received in consideration for the first issuance of the Class B Special shares minus the aggregate of the fair market value of any liabilities assumed by the Corporation and the fair market value of any non-share consideration issued by the Corporation in the course of any such transfer. The fair market value of any property or assets transferred to the Corporation, any liabilities assumed by the Corporation and any non-share consideration issued by the Corporation is to be determined on the basis of generally accepted accounting and valuation principles. In the event that any governmental taxing authority having jurisdiction shall assert by assessment, reassessment or otherwise, that the fair market value of the consideration received for the first issuance of Class B Special shares was different from the aggregate of the Class B Special Redemption Amount, then the Class B Special Redemption Amount shall be adjusted so that the aggregate Class B Special Redemption Amount shall be equal to the fair market value of the consideration received for the first issuance of Class B Special shares as determined in any assessment by such governmental taxing authority to which all appeal rights have expired, any agreement reached by the Corporation or any holder of such Class B Special shares and such taxing authority in settlement of a dispute regarding such assessment or proposed assessment, or any decision by a court or tribunal of competent jurisdiction and provided further that

upon any adjustment of the Class B Special Redemption Amount under the provisions of this clause, the amounts of any dividends declared on the Class B Special shares or the amounts paid in a redemption or retraction of the Class B Special shares shall be adjusted nunc pro tunc and the amount so adjusted shall be a debt due to or due from the holders of the Class B Special shares, as the case may be. The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class B Special shares upon payment of the Class B Special Redemption Amount for each share to be redeemed, together with all dividends declared thereon and unpaid. Not less than 15 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (the "Class B Special Redemption Date") and place or places of redemption. Upon the Class B Special Redemption Date the Corporation shall pay or cause to be paid to the order of the registered holder of each Class B Special share to be redeemed the Class B Special Redemption Amount therefor, together with all dividends declared thereon and unpaid, on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class B Special shares. For the purpose of this paragraph, the issuance and delivery to a shareholder of a promissory note payable on demand by the Corporation for the aggregate Class B Special Redemption Amount of the Class B Special shares of the shareholder to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class B Special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class B Special Redemption Date, the holder of each Class B Special share to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class B Special Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class B Special shares for which payment has not been made shall remain unaffected. The Corporation shall have the right at any time after the Class B Special Redemption Date to deposit the aggregate Class B Special Redemption Amount of the Class B Special shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption, together with all dividends declared thereon and unpaid, to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class B Special shares upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit(s) being made the Class B Special shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Class B Special Redemption Date, as the case may be, shall be limited to receiving without interest the Class B Special Redemption Amount, together with all dividends declared thereon and unpaid, so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the Corporation, provided that with any such deposit the Corporation shall forthwith mail to the holder of each such Class B Special share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained. Where a part only of the Class B Special shares is to be redeemed, the shares to be redeemed shall be selected either: (a) as nearly as may be in proportion to the number of Class B Special shares registered in the name of each shareholder; or (b) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class B Special shares at the time outstanding.

12. REDEMPTION AT THE OPTION OF THE HOLDER - CLASS B SPECIAL SHARES Any registered holder of Class B Special shares may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Class B Special shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed, the Class B Special Redemption Amount, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class B Special shares desires to require the redemption of all or any part of the Class B Special shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class B Special shares to be so redeemed. On the date 15 days next following the receipt of such notice by the Corporation (the "Class B Special Retraction Date"), the Corporation shall pay or cause to be paid to the order of the registered holder of such Class B Special shares the Class B Special Redemption Amount, together with all dividends declared thereon and unpaid, on presentation and surrender at the registered office of the Corporation of the certificates representing the Class B Special shares specified in the notice. For the purpose of this paragraph, the issuance and delivery of a promissory note payable on demand by the Corporation for the aggregate Class B Special Redemption Amount of the Class B Special shares to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class B Special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the

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Director/Registrar, Ministry of Government and Consumer Services

expense of the Corporation. From and after the Class B Special Retraction Date, the holder of the Class B Special shares to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class B Special Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class B Special shares for which payment has not been made shall remain unaffected. 13. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS B SPECIAL SHARES In the event of the liquidation, dissolution, winding-up of the Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class B Special share shall be entitled to receive, ranking equally with the holders of all other Special Shares, before any distribution of any part of the assets of the Corporation among the holders of the Class B Common shares and New Class B Common shares, but after satisfaction of the amounts payable to the holders of the Class I Preference shares, an amount equal to the Class B Special Redemption Amount per Class B Special share, together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class B Special shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class B Special share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata with all other Special Shares in an amount per Class B Special share equal to the proportion that the Class B Special Redemption Amount payable on such Class B Special share, together with any dividends declared thereon and unpaid, bears to the aggregate amount equal to the Class A Special Redemption Amount payable on all Class A Special shares, plus the Class B Special Redemption Amount payable on all Class B Special shares, plus the Class C Special Redemption Amount payable on all Class C Special shares, plus the Class D Special Redemption Amount payable on all Class D Special shares, plus the Class E Special Redemption Amount payable on all Class E Special shares, plus the amount of any and all dividends declared on any Special Shares and unpaid. 14. ONE OR MORE SERIES CLASS C SPECIAL SHARES (a) The Class C Special shares may at any time and from time to time be issued in one or more series. (b) Subject to the Business Corporations Act (Ontario), the directors may fix, before the issue thereof, the number of Class C Special shares of each series, designate the rights, privileges, restrictions and conditions attaching to the Class C Special shares of each series, including without limitation varying the rights set forth herein, and set the redemption price of the Class C Special shares of each series. 15. DIVIDEND - CLASS C SPECIAL SHARES (a) Subject to the provisions of paragraph 35, each Class C Special share shall entitle the holder thereof to receive for each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend. The dividend rate may be fixed or varied at any time, and from time to time, in the discretion of the directors, save only that the rate so fixed shall be from 0% of the Class C Special Redemption Amount (as hereinafter defined) and shall not be more than 8% of the Class C Special Redemption Amount for the particular series. (b) Any dividend may be paid on any series of Class C Special shares to the exclusion of another series of Class C Special shares, or in one or more instalments in the discretion of the board of directors of the Corporation. (c) If such variable dividend for any financial year of the Corporation has not been declared payable prior to the expiration of two months from the end of such financial year, the rights of the holders of all Class C Special shares to receive such undeclared dividend shall be forever extinguished at the expiration of such two months. 16. REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS C SPECIAL SHARES The Class C Special Redemption Amount as hereinbefore and hereinafter referred to with respect to each Class C Special share shall be determined on a series by series basis. For each series of Class C Special shares the Class C Special Redemption Amount for that series shall be equal to the amount determined by dividing the money received by the Corporation or the fair market value of the consideration received for the first issuance of Class C Special shares by the number of Class C Special shares first issued as aforesaid, which consideration is equal to the fair market value of any property or assets transferred to the Corporation, or other consideration received in consideration for the first issuance of the Class C Special shares minus the aggregate of the fair market value of any liabilities assumed by the Corporation and the fair market value of any non-share consideration issued by the Corporation in the course of any such transfer. The fair market value of any property or assets transferred to the Corporation, any liabilities assumed by the Corporation and any non-share consideration issued by the Corporation is to be determined on the basis of generally accepted accounting and valuation principles and may be set forth by the directors by resolution when the determination of such amounts can be reasonably established. In the event that any governmental taxing authority having jurisdiction shall assert by assessment, reassessment or otherwise, that the fair market value of the consideration received for the first issuance of a particular series of Class C Special shares was different from the aggregate of the Class C Special Redemption Amount for that series, then the Class C Special Redemption Amount for that series shall be adjusted so that the aggregate Class C Special Redemption Amount for that series shall be equal to the fair market value

of the consideration received for the first issuance of Class C Special shares of that series as determined in any assessment by such governmental taxing authority to which all appeal rights have expired, any agreement reached by the Corporation or any holder of such series of Class C Special shares and such taxing authority in settlement of a dispute regarding such assessment or proposed assessment, or any decision by a court or tribunal of competent jurisdiction and provided further that upon any adjustment of the Class C Special Redemption Amount for that series under the provisions of this clause, the amounts of any dividends declared on the Class C Special shares of that series or the amounts paid in a redemption or retraction of the Class C Special shares of that series shall be adjusted nunc pro tunc and the amount so adjusted shall be a debt due to or due from the holders of the Class C Special shares of that series, as the case may be. The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of a particular series of Class C Special shares upon payment of the particular Class C Special Redemption Amount for each share of that series to be redeemed, together with all dividends declared thereon and unpaid. Not less than 16 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (the "Class C Special Redemption Date") and place or places of redemption. Upon the Class C Special Redemption Date the Corporation shall pay or cause to be paid to the order of the registered holder of each Class C Special share to be redeemed the particular Class C Special Redemption Amount therefor, together with all dividends declared thereon and unpaid, on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class C Special shares. For the purpose of this paragraph, the issuance and delivery to a shareholder of a promissory note payable on demand by the Corporation for the aggregate Class C Special Redemption Amount of the Class C Special shares of the shareholder to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class C Special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class C Special Redemption Date, the holder of each Class C Special share to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class C Special Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class C Special shares for which payment has not been made shall remain unaffected. The Corporation shall have the right at any time after the Class C Special Redemption Date to deposit the aggregate Class C Special Redemption Amount of the Class C Special shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption, together with all dividends declared thereon and unpaid, to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class C Special shares upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit(s) being made the Class C Special shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Class C Special Redemption Date, as the case may be, shall be limited to receiving without interest the Class C Special Redemption Amount, together with all dividends declared thereon and unpaid, so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the Corporation, provided that with any such deposit the Corporation shall forthwith mail to the holder of each such Class C Special share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained. Where a part only of the Class C Special shares of a series is to be redeemed, the shares to be redeemed shall be selected either: (a) as nearly as may be in proportion to the number of Class C Special shares registered in the name of each shareholder of that series; or (b) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class C Special shares at the time outstanding.

17. REDEMPTION AT THE OPTION OF THE HOLDER - CLASS C SPECIAL SHARES Any registered holder of a particular series of Class C Special shares may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Class C Special shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed, the particular Class C Special Redemption Amount for that series, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class C Special shares desires to require the redemption of all or any part of the Class C Special shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class C Special shares to be so redeemed. On the date 16 days next following the receipt of such notice by the Corporation (the "Class C Special Retraction Date"), the Corporation shall pay or cause to be paid to the order of the registered holder of such Class C Special shares the Class

C Special Redemption Amount, together with all dividends declared thereon and unpaid, on presentation and surrender at the registered office of the Corporation of the certificates representing the Class C Special shares specified in the notice. For the purpose of this paragraph, the issuance and delivery of a promissory note payable on demand by the Corporation for the aggregate Class C Special Redemption Amount of the Class C Special shares to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class C Special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class C Special Retraction Date, the holder of the Class C Special shares to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class C Special Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class C Special shares for which payment has not been made shall remain unaffected.

18. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS C SPECIAL SHARES In the event of the liquidation, dissolution, winding-up of the Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class C Special share shall be entitled to receive, ranking equally as between each series of Class C Special shares with the holders of all other Special Shares, before any distribution of any part of the assets of the Corporation among the holders of the Class B Common shares and New Class B Common shares, but after satisfaction of the amounts payable to the holders of the Class I Preference shares, an amount equal to the Class C Special Redemption Amount per Class C Special share, together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class C Special shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class C Special share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata with all other Special Shares in an amount per Class C Special share equal to the proportion that the Class C Special Redemption Amount payable on such Class C Special share, together with any dividends declared thereon and unpaid, bears to the aggregate amount equal to the Class A Special Redemption Amount payable on all Class A Special shares, plus the Class B Special Redemption Amount payable on all Class B Special shares, plus the Class C Special Redemption Amount payable on all Class C Special shares, plus the Class D Special Redemption Amount payable on all Class D Special shares, plus the Class E Special Redemption Amount payable on all Class E Special shares, plus the amount of any and all dividends declared on any Special Shares and unpaid.

19. DIVIDEND - CLASS D SPECIAL SHARES (a) Subject to the provisions of paragraph 35, each Class D Special share shall entitle the holder thereof to receive for each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend. The dividend rate may be fixed or varied at any time, and from time to time, in the discretion of the directors, save only that the rate so fixed shall be from 0% of the Class D Special Redemption Amount (as hereinafter defined) and shall not be more than 8% of the Class D Special Redemption Amount. (b) Any dividend may be paid in one or more instalments in the discretion of the board of directors of the Corporation. (c) If such variable dividend for any financial year of the Corporation has not been declared payable prior to the expiration of two months from the end of such financial year, the rights of the holders of all Class D Special shares to receive such undeclared dividend shall be forever extinguished at the expiration of such two months.

20. REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS D SPECIAL SHARES The Class D Special Redemption Amount as hereinbefore and hereinafter referred to with respect to each Class D Special share shall be equal to the amount determined by dividing the money received by the Corporation or the fair market value of the consideration received for the first issuance of Class D Special shares by the number of Class D Special shares first issued as aforesaid, which consideration is equal to the fair market value of any property or assets transferred to the Corporation, or other consideration received in consideration for the first issuance of the Class D Special shares minus the aggregate of the fair market value of any liabilities assumed by the Corporation and the fair market value of any non-share consideration issued by the Corporation in the course of any such transfer. The fair market value of any property or assets transferred to the Corporation, any liabilities assumed by the Corporation and any non-share consideration issued by the Corporation is to be determined on the basis of generally accepted accounting and valuation principles. In the event that any governmental taxing authority having jurisdiction shall assert by assessment, reassessment or otherwise, that the fair market value of the consideration received for the first issuance of Class D Special shares was different from the aggregate of the Class D Special Redemption Amount, then the Class D Special Redemption Amount shall be adjusted so that the aggregate Class D Special Redemption Amount shall be equal to the fair market value of the consideration received for the first issuance of Class D Special shares as determined in any assessment by such governmental taxing authority to which all appeal rights have expired, any agreement reached by the Corporation or any holder of such Class D

Special shares and such taxing authority in settlement of a dispute regarding such assessment or proposed assessment, or any decision by a court or tribunal of competent jurisdiction and provided further that upon any adjustment of the Class D Special Redemption Amount under the provisions of this clause, the amounts of any dividends declared on the Class D Special shares or the amounts paid in a redemption or retraction of the Class D Special shares shall be adjusted nunc pro tunc and the amount so adjusted shall be a debt due to or due from the holders of the Class D Special shares, as the case may be. The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class D Special shares upon payment of the Class D Special Redemption Amount for each share to be redeemed, together with all dividends declared thereon and unpaid. Not less than 17 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (the "Class D Special Redemption Date") and place or places of redemption. Upon the Class D Special Redemption Date the Corporation shall pay or cause to be paid to the order of the registered holder of each Class D Special share to be redeemed the Class D Special Redemption Amount therefor, together with all dividends declared thereon and unpaid, on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class D Special shares. For the purpose of this paragraph, the issuance and delivery to a shareholder of a promissory note payable on demand by the Corporation for the aggregate Class D Special Redemption Amount of the Class D Special shares of the shareholder to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class D Special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class D Special Redemption Date, the holder of each Class D Special share to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class D Special Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class D Special shares for which payment has not been made shall remain unaffected. The Corporation shall have the right at any time after the Class D Special Redemption Date to deposit the aggregate Class D Special Redemption Amount of the Class D Special shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption, together with all dividends declared thereon and unpaid, to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class D Special shares upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit(s) being made the Class D Special shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Class D Special Redemption Date, as the case may be, shall be limited to receiving without interest the Class D Special Redemption Amount, together with all dividends declared thereon and unpaid, so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the Corporation, provided that with any such deposit the Corporation shall forthwith mail to the holder of each such Class D Special share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained. Where a part only of the Class D Special shares is to be redeemed, the shares to be redeemed shall be selected either: (a) as nearly as may be in proportion to the number of Class D Special shares registered in the name of each shareholder; or (b) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class D Special shares at the time outstanding. 21. REDEMPTION AT THE OPTION OF THE HOLDER - CLASS D SPECIAL SHARES Any registered holder of Class D Special shares may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Class D Special shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed, the Class D Special Redemption Amount, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class D Special shares desires to require the redemption of all or any part of the Class D Special shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class D Special shares to be so redeemed. On the date 17 days next following the receipt of such notice by the Corporation (the "Class D Special Retraction Date"), the Corporation shall pay or cause to be paid to the order of the registered holder of such Class D Special shares the Class D Special Redemption Amount, together with all dividends declared thereon and unpaid, on presentation and surrender at the registered office of the Corporation of the certificates representing the Class D Special shares specified in the notice. For the purpose of this paragraph, the issuance and delivery of a promissory note payable on demand by the Corporation for the aggregate Class D Special Redemption Amount of the Class D Special shares to be

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redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class D Special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class D Special Retraction Date, the holder of the Class D Special shares to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class D Special Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class D Special shares for which payment has not been made shall remain unaffected. 22.

PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS D SPECIAL SHARES In the event of the liquidation, dissolution, winding-up of the Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class D Special share shall be entitled to receive, ranking equally with the holders of all other Special Shares, before any distribution of any part of the assets of the Corporation among the holders of the Class B Common shares and New Class B Common shares, but after satisfaction of the amounts payable to the holders of the Class I Preference shares, an amount equal to the Class D Special Redemption Amount per Class D Special share, together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class D Special shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class D Special share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata with all other Special Shares in an amount per Class D Special share equal to the proportion that the Class D Special Redemption Amount payable on such Class D Special share, together with any dividends declared thereon and unpaid, bears to the aggregate amount equal to the Class A Special Redemption Amount payable on all Class A Special shares, plus the Class B Special Redemption Amount payable on all Class B Special shares, plus the Class C Special Redemption Amount payable on all Class C Special shares, plus the Class D Special Redemption Amount payable on all Class D Special shares, plus the Class E Special Redemption Amount payable on all Class E Special shares, plus the amount of any and all dividends declared on any Special Shares and unpaid. 23. **DIVIDEND - CLASS E SPECIAL SHARES** (a) Subject to the provisions of paragraph 35, each Class E Special share shall entitle the holder thereof to receive for each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend. The dividend rate may be fixed or varied at any time, and from time to time, in the discretion of the directors, save only that the rate so fixed shall be from 0% of the Class E Special Redemption Amount (as hereinafter defined) and shall not be more than 8% of the Class E Special Redemption Amount. (b) Any dividend may be paid in one or more instalments in the discretion of the board of directors of the Corporation. (c) If such variable dividend for any financial year of the Corporation has not been declared payable prior to the expiration of two months from the end of such financial year, the rights of the holders of all Class E Special shares to receive such undeclared dividend shall be forever extinguished at the expiration of such two months. 24. **REDEMPTION AT THE OPTION OF THE CORPORATION - CLASS E SPECIAL SHARES** The Class E Special Redemption Amount as hereinbefore and hereinafter referred to with respect to each Class E Special share shall be equal to the amount determined by dividing the money received by the Corporation or the fair market value of the consideration received for the first issuance of Class E Special shares by the number of Class E Special shares first issued as aforesaid, which consideration is equal to the fair market value of any property or assets transferred to the Corporation, or other consideration received in consideration for the first issuance of the Class E Special shares minus the aggregate of the fair market value of any liabilities assumed by the Corporation and the fair market value of any non-share consideration issued by the Corporation in the course of any such transfer. The fair market value of any property or assets transferred to the Corporation, any liabilities assumed by the Corporation and any non-share consideration issued by the Corporation is to be determined on the basis of generally accepted accounting and valuation principles. In the event that any governmental taxing authority having jurisdiction shall assert by assessment, reassessment or otherwise, that the fair market value of the consideration received for the first issuance of Class E Special shares was different from the aggregate of the Class E Special Redemption Amount, then the Class E Special Redemption Amount shall be adjusted so that the aggregate Class E Special Redemption Amount shall be equal to the fair market value of the consideration received for the first issuance of Class E Special shares as determined in any assessment by such governmental taxing authority to which all appeal rights have expired, any agreement reached by the Corporation or any holder of such Class E Special shares and such taxing authority in settlement of a dispute regarding such assessment or proposed assessment, or any decision by a court or tribunal of competent jurisdiction and provided further that upon any adjustment of the Class E Special Redemption Amount under the provisions of this clause, the amounts of any dividends declared on the Class E Special shares or the amounts paid in a redemption or retraction of the Class E Special shares shall be adjusted nunc pro tunc and the amount so

adjusted shall be a debt due to or due from the holders of the Class E Special shares, as the case may be. The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Class E Special shares upon payment of the Class E Special Redemption Amount for each share to be redeemed, together with all dividends declared thereon and unpaid. Not less than 18 days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date (the "Class E Special Redemption Date") and place or places of redemption. Upon the Class E Special Redemption Date the Corporation shall pay or cause to be paid to the order of the registered holder of each Class E Special share to be redeemed the Class E Special Redemption Amount therefor, together with all dividends declared thereon and unpaid, on presentation and surrender, at the place or places specified for redemption in the notice, of the certificate(s) representing such Class E Special shares. For the purpose of this paragraph, the issuance and delivery to a shareholder of a promissory note payable on demand by the Corporation for the aggregate Class E Special Redemption Amount of the Class E Special shares of the shareholder to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class E Special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class E Special Redemption Date, the holder of each Class E Special share to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class E Special Redemption Amount, together with all dividends declared thereon and unpaid, shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class E Special shares for which payment has not been made shall remain unaffected. The Corporation shall have the right at any time after the Class E Special Redemption Date to deposit the aggregate Class E Special Redemption Amount of the Class E Special shares to be redeemed or of such of the said shares represented by certificates as have not as of the date of such deposit been surrendered by the holder thereof in connection with such redemption, together with all dividends declared thereon and unpaid, to a special account at any chartered bank or any trust company to be paid without interest to or to the order of the holder of such Class E Special shares upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit(s) being made the Class E Special shares in respect whereof such deposit(s) shall have been made shall be deemed to have been redeemed and the right of the holder(s) thereof after such deposit or such Class E Special Redemption Date, as the case may be, shall be limited to receiving without interest the Class E Special Redemption Amount, together with all dividends declared thereon and unpaid, so deposited against presentation and surrender of the said certificates held by him. Any interest allowed on any such deposit shall belong to the Corporation, provided that with any such deposit the Corporation shall forthwith mail to the holder of each such Class E Special share a notice in writing advising of such deposit and specifying the name of the chartered bank or trust company, as the case may be, wherein such special account is for the time being maintained. Where a part only of the Class E Special shares is to be redeemed, the shares to be redeemed shall be selected either: (a) as nearly as may be in proportion to the number of Class E Special shares registered in the name of each shareholder; or (b) in such other manner as the board of directors determines with the consent in writing of all of the holders of the Class E Special shares at the time outstanding. 25. REDEMPTION AT THE OPTION OF THE HOLDER - CLASS E SPECIAL SHARES Any registered holder of Class E Special shares may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Class E Special shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed, the Class E Special Redemption Amount, together with all dividends declared thereon and unpaid. In the event that any registered holder of Class E Special shares desires to require the redemption of all or any part of the Class E Special shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class E Special shares to be so redeemed. On the date 18 days next following the receipt of such notice by the Corporation (the "Class E Special Retraction Date"), the Corporation shall pay or cause to be paid to the order of the registered holder of such Class E Special shares the Class E Special Redemption Amount, together with all dividends declared thereon and unpaid, on presentation and surrender at the registered office of the Corporation of the certificates representing the Class E Special shares specified in the notice. For the purpose of this paragraph, the issuance and delivery of a promissory note payable on demand by the Corporation for the aggregate Class E Special Redemption Amount of the Class E Special shares to be redeemed, together with all dividends declared thereon and unpaid, may constitute payment therefor. If a part only of the Class E Special shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class E Special Retraction Date, the holder of the Class E Special shares to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the Class E Special Redemption Amount, together

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with all dividends declared thereon and unpaid, shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder in respect of those Class E Special shares for which payment has not been made shall remain unaffected. 26. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS E SPECIAL SHARES In the event of the liquidation, dissolution, winding-up of the Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class E Special share shall be entitled to receive, ranking equally with the holders of all other Special Shares, before any distribution of any part of the assets of the Corporation among the holders of the Class B Common shares and New Class B Common shares, but after satisfaction of the amounts payable to the holders of the Class I Preference shares, an amount equal to the Class E Special Redemption Amount per Class E Special share, together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class E Special shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class E Special share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata with all other Special Shares in an amount per Class E Special share equal to the proportion that the Class E Special Redemption Amount payable on such Class E Special share, together with any dividends declared thereon and unpaid, bears to the aggregate amount equal to the Class A Special Redemption Amount payable on all Class A Special shares, plus the Class B Special Redemption Amount payable on all Class B Special shares, plus the Class C Special Redemption Amount payable on all Class C Special shares, plus the Class D Special Redemption Amount payable on all Class D Special shares, plus the Class E Special Redemption Amount payable on all Class E Special shares, plus the amount of any and all dividends declared on any Special Shares and unpaid. 27. DIVIDEND - CLASS B COMMON SHARES AND NEW CLASS B COMMON SHARES (a) Subject to the provisions of paragraph 35, each Class B Common share and New Class B Common share shall entitle the holder thereof, ranking equally, to receive for each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend. The dividend rate may be fixed or varied at any time, and from time to time, in the discretion of the directors. (b) Any dividend may be paid in one or more instalments in the discretion of the board of directors of the Corporation. (c) If such variable dividend for any financial year of the Corporation has not been declared payable prior to the expiration of two months from the end of such financial year, the rights of the holders of all Class B Common shares and the New Class B Common shares to receive such undeclared dividend shall be forever extinguished at the expiration of such two months. 28. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS B COMMON SHARES AND NEW CLASS B COMMON SHARES In the event of the liquidation, dissolution, winding-up of the Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holders of the Class B Common shares and New Class B Common shares shall be entitled to receive, in equal amounts per share, without preference or distinction, all of the property and assets of the Corporation remaining after payment to the holders of the Class I Preference shares and the Special Shares. 29. DIVIDEND - CLASS V SHARES The holders of Class V shares shall have no right to receive any dividends from the Corporation. 30. REDEMPTION - CLASS V SHARES (a) Any registered holder of Class V shares may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Class V shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed a redemption price equal to the aggregate of \$0.01 (the "Class V Redemption Amount") and all dividends declared thereon and unpaid. In the event that any registered holder of Class V shares desires to require the redemption, as aforesaid, of all or any part of the Class V shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class V shares to be so redeemed. On the date 14 days next following the receipt of such notice by the Corporation (the "Class V Retraction Date"), the Corporation shall pay or cause to be paid to the order of the registered holder of such Class V shares the aggregate redemption price in respect of the Class V shares to be redeemed on presentation and surrender at the registered office of the Corporation of the certificates representing the Class V shares specified in the notice. If a part only of the Class V shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class V Retraction Date, the holder of the Class V shares to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. (b) Except in accordance with paragraph 29(a), the Corporation shall not be entitled to cause any or all of the issued and outstanding Class V shares to be redeemed or otherwise repurchased by the Corporation. 31. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS V SHARES In the event of the liquidation, dissolution, winding-up of the

Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class V share shall be entitled to receive, ranking equally with the holders of all other Special Shares, before any distribution of any part of the assets of the Corporation among the holders of the Class B Common shares, but after satisfaction of the amounts payable to the holders of the Class I Preference shares, an amount equal to the Class V Redemption Amount per Class V share, together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class V shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class V share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata with all other Special Shares in an amount per Class V share equal to the proportion of the aggregate Class V Redemption Amount payable on all Class V shares then outstanding together with any dividends declared thereon and unpaid to the aggregate amount so payable to the holders of all Special Shares. 32. DIVIDEND - CLASS A SHARES The holders of Class A shares shall have no right to receive any dividends from the Corporation. 33. REDEMPTION AT THE OPTION OF THE HOLDER - CLASS A SHARES Any registered holder of Class A shares may, at his option, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Class A shares held by him, and the Corporation shall pay to such holder for each such share which the holder requires to be redeemed a redemption price equal to the aggregate stated capital of the Class A shares, divided by all such Class A shares then outstanding (the "Class A Redemption Amount") and all dividends declared thereon and unpaid. In the event that any registered holder of Class A shares desires to require the redemption, as aforesaid, of all or any part of the Class A shares held by him, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of his intention to require redemption, which notice shall also specify therein the number of Class A shares to be so redeemed. On the date 14 days next following the receipt of such notice by the Corporation (the "Class A Retraction Date"), the Corporation shall pay or cause to be paid to the order of the registered holder of such Class A shares the aggregate redemption price in respect of the Class A shares to be redeemed on presentation and surrender at the registered office of the Corporation of the certificates representing the Class A shares specified in the notice. If a part only of the Class A shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Class A Retraction Date, the holder of the Class A shares to be redeemed, as aforesaid, shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected. 34. PARTICIPATION IN ASSETS ON DISSOLUTION - CLASS A SHARES In the event of the liquidation, dissolution, winding-up of the Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among shareholders by way of repayment of capital, the holder of each Class A share shall be entitled to receive, ranking equally with the holders of all other Special Shares, before any distribution of any part of the assets of the Corporation among the holders of the Class B Common shares, but after satisfaction of the amounts payable to the holders of the Class I Preference shares, an amount equal to the Class A Redemption Amount per Class A share, together with any dividends declared thereon and unpaid and no more; provided, however, if the aggregate amount available for distribution to the holders of Class A shares is less than the amount otherwise payable to them pursuant to the provisions hereof, then each Class A share shall entitle the holder thereof to participate in the amount so available for distribution, pro rata with all other Special Shares in an amount per Class A share equal to the proportion of the aggregate Class A Redemption Amount payable on all Class A shares then outstanding together with any dividends declared thereon and unpaid to the aggregate amount so payable to the holders of all Special Shares. 35. PROHIBITION ON DISTRIBUTIONS No dividend or other distribution (including, without limitation, any amount paid on a purchase for cancellation, redemption of shares (whether at the option of the holder or the Corporation) or reduction of capital) shall be paid on any class of shares in the capital of the Corporation for a financial year of the Corporation if the realizable value of the Corporation's assets after the payment of such dividend would be less than the aggregate of: (a) its liabilities; (b) the aggregate Class I Preference Redemption Amount of the Class I Preference shares of the Corporation then outstanding, together with all dividends declared thereon and unpaid; (c) the aggregate Class A Special Redemption Amount of the Class A Special shares of the Corporation then outstanding, together with all dividends declared thereon and unpaid; (d) the aggregate Class B Special Redemption Amount of the Class B Special shares of the Corporation then outstanding, together with all dividends declared thereon and unpaid; (e) the aggregate Class C Special Redemption Amount of the Class C Special shares of the Corporation then outstanding, together with all dividends declared thereon and unpaid; (f) the aggregate Class D Special Redemption Amount of the Class D Special shares of the Corporation then outstanding, together with all dividends declared thereon and unpaid; and (g) the aggregate Class E Special Redemption Amount of the Class E Special shares of the Corporation

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then outstanding, together with all dividends declared thereon and unpaid; and 36. VOTING Except as otherwise provided by law, the holders of the Class I Preference shares, Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares and Class E Special shares shall not be entitled to vote at any meetings of the shareholders of the Corporation. Holders of Class B Common shares, New Class B Common shares, Class V shares and Class A shares shall be entitled to one (1) vote for each Class B Common share, New Class B Common share, Class V share or Class A share held by them respectively. 37. PURCHASE FOR CANCELLATION The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the Class I Preference shares, Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class A shares, Class B Common shares or New Class B Common shares, as the case may be, at the lowest price at which, in the opinion of the directors of the Corporation, such shares are obtainable. Except where the Corporation is purchasing or otherwise acquiring shares issued by it to settle or compromise a debt or claim asserted by or against the Corporation, to eliminate fractional shares, to fulfil the terms of an agreement under which the Corporation has an option or is obliged to purchase shares owned by a current or former director, officer or employee of the Corporation, to satisfy the claim of a shareholder who dissents under Section 185 of the Business Corporations Act (Ontario) (as the said section may be amended or re-enacted from time to time) or to comply with an order under Section 248 of the said Act (as the said section may be amended or re-enacted from time to time), the shares shall be purchased either: (a) with the consent of all the holders of Class I Preference shares, Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class A shares, Class B Common shares or New Class B Common shares outstanding, as the case may be; or (b) pursuant to tenders received by the Corporation upon request for tenders addressed to all the holders of the Class I Preference shares, Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class A shares, Class B Common shares or New Class B Common shares at the time outstanding, as the case may be, and the Corporation shall accept only the lowest tenders. Where, in response to the invitation for tenders, two or more shareholders submit tenders at the same price and the tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each tender in proportion as nearly as may be to the total number of shares offered in each tender. 38. DISSENT Holders of shares of a class (whether Class I Preference shares, Class A Special shares, Class B Special shares, Class C Special shares, Class D Special shares, Class E Special shares, Class V shares, Class A shares, Class B Common shares or New Class B Common shares) are not entitled to vote separately as a class or dissent upon a proposal to amend the articles of the Corporation to: (a) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series; (b) effect an exchange, reclassification or cancellation of the shares of such class or series; or (c) create a new class or series of shares equal or superior to shares of such class or series. 39. PARTICIPATION IN PROFITS Except as herein expressly provided, the Class I Preference shares and the Special Shares shall not confer any right upon the holder thereof to participate in profits or assets of the Corporation. 40. NOTICE Where notice is required by the provisions hereof to be sent, the notice or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation contained in "Other provisions, if any" set out herein are complied with.

10. Other provisions:

Securities of the Corporation, other than non-convertible debt securities, shall not be transferred without either: (i) the approval of the directors of the Corporation, expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors; or (ii) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) outstanding at the time, expressed by a resolution passed at a meeting of the holders of those shares or by an instrument or instruments in writing signed by the holders of a majority of those shares. (iii) In addition to the above restrictions the following shall apply to the Class V Shares: (a) Class V shares shall be held exclusively by natural persons. The holders of Class V shares shall not, except as otherwise expressly provided for herein, be entitled to sell, transfer or otherwise dispose of his or her Class V shares other than by deed of gift to the Corporation without the prior consent of the board of directors of the Corporation. (b) Notwithstanding the foregoing transfer restriction, a holder of Class V shares shall be entitled to transfer or otherwise dispose of his or her Class V shares pursuant to (i) the terms of his or her last will and testament, (ii) the applicable laws of intestacy, or (iii) the settlement or resolution of a claim for property from the estate of a deceased holder of Class V shares pursuant to dependents' relief, marital, family property or other similar laws, as may be applicable.

The articles have been properly executed by the required person(s).

Supporting Document - Schedule "A"

Statement of a director or officer of each of the amalgamating corporations completed as required under subsection 178(2) of the Business Corporations Act.

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Supporting Document - Schedule "B"

A copy of the amalgamation agreement adopted by shareholders under subsection 176(4) of the Business Corporations Act

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Supporting Information - Nuans Report Information

Nuans Report Reference #

121428368

Nuans Report Date

November 12, 2021

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