

BY-LAW NO. 1
of
GLORIOUS CREATION LIMITED
(the “Corporation”)

1. BUSINESS OF THE CORPORATION

- (a) Registered Office. Unless changed in accordance with the provisions of the *Canada Business Corporations Act* (the “**Act**”), the registered office of the Corporation shall be in the province in Canada from time to time specified in the Corporation’s articles (the “**Articles**”) and at such address within such province as the directors may from time to time determine.
- (b) Corporate Seal. The Corporation may, but need not, have a corporate seal. The corporate seal of the Corporation shall be such as the directors may by resolution from time to time adopt. An instrument or agreement executed on behalf of the Corporation by a director, an officer or an agent of the Corporation is not invalid merely because the corporate seal, if any, is not affixed thereto.
- (c) Financial Year. The first financial period of the Corporation and thereafter the fiscal year of the Corporation shall terminate on such date as the directors may by resolution determine.
- (d) Execution of Instruments. Subject to Section 1(f), contracts, documents or instruments in writing requiring the signature of the Corporation may be signed on behalf of the Corporation by any one officer or director. The directors are authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. In addition, any director or officer who may execute contracts, documents or instruments in writing, on behalf of the Corporation, may direct the manner in which and the person or persons by whom any particular contract, document or instrument in writing, or class thereof, may or shall be executed and delivered on behalf of the Corporation.

The signature or signatures of any officer or director of the Corporation and of any officer or officers, person or persons appointed as set out above by resolution of the directors may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically or electronically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation executed or issued by or on behalf of the Corporation, and all contracts, documents or instruments in writing or securities of the Corporation on which the signature or signatures of any of the foregoing officers, directors or persons shall be so reproduced, as authorized by resolution of the directors, shall be deemed to have been manually signed by such officers, directors or persons whose signature or signatures is or are so reproduced, and shall be as valid to all intents and purposes as if they had been signed manually, and notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or securities of the Corporation.

The corporate seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as set out above or by an officer or officers, person or persons appointed as set out above by resolution of the board of directors, although a document is not invalid merely because a corporate seal is not affixed to it.

The term “**contracts, documents or instruments in writing**” as used in this By-Law No. 1 shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings

- (e) Banking Arrangements. The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the directors. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the directors may from time to time by resolution prescribe or authorize.

- (f) Cheques, Drafts, Notes, Etc. All cheques, drafts or orders for the payment of money, and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not an officer or officers of the Corporation, and in such manner as the directors may from time to time designate by resolution.
- (g) Custody of Securities. All securities (including shares, debentures, bonds, notes, warrants or other obligations or securities) owned by the Corporation shall be lodged in the name of the Corporation with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the directors, with such other depositaries or in such other manner as may be determined from time to time by the directors. All securities (including shares, debentures, bonds, notes, warrants or other obligations or securities) belonging to the Corporation may be issued and held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with right of survivorship), and shall be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be completed and registration thereof to be effected.
- (h) Voting Securities in Other Bodies Corporate. The signing officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the said signing officers executing or arranging for the same. In addition, the directors may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

2. DIRECTORS

- (a) Nomination of Directors.
- (i) Only persons who are nominated in accordance with the procedures set out in this By-Law No. 1 shall be eligible for election as directors to the board of directors (the “**Board**”) of the Corporation. Nominations of persons for election to the Board may only be made at an annual meeting of shareholders, or at a special meeting of shareholders called for any purpose which includes the election of directors to the Board, as follows:
- (A) by or at the direction of the Board or an authorized officer of the Corporation, including pursuant to a notice of meeting;
- (B) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of shareholders made in accordance with the provisions of the Act; or
- (C) by any person entitled to vote at such meeting (a “**Nominating Shareholder**”), who: (A) is, at the close of business of the date of giving notice provided for in Section 2(a)(iii) below and on the record date for notice of such meeting, either entered in the central securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) has given timely notice in proper written form as set forth in this By-Law No. 1.
- (ii) For the avoidance of doubt, the foregoing Section 2(a)(i) shall be the exclusive means for any person to bring nominations for election to the Board before any annual or special meeting of shareholders of the Corporation.
- (iii) For a nomination made by a Nominating Shareholder to be a timely notice (a “**Timely Notice**”), the Nominating Shareholder’s notice must be received by the Chief Executive Officer of the Corporation at the principal executive offices of the Corporation:
- (A) in the case of an annual meeting of shareholders, not later than the close of business on the 30th day before the date of the meeting; provided, however, if the first public

announcement made by the Corporation of the date of the annual meeting is less than 50 days prior to the meeting date, not later than the close of business on the 10th day following the day on which the first public announcement of the date of such annual meeting is made by the Corporation; or

- (B) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes the election of directors to the Board, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting is made by the Corporation.
- (iv) To be in proper written form, a Nominating Shareholder's notice to the Chief Executive Officer of the Corporation must comply with all the provisions of this Section 2(a)(iv) and:
- (A) disclose or include, as applicable, as to each person whom the Nominating Shareholder proposes to nominate for election as a director (a "**Proposed Nominee**"):
 - (I) their name, age, business and residential address, principal occupation or employment for the past five years, and status as a "*resident Canadian*" (as such term is defined in the Act);
 - (II) their direct or indirect beneficial ownership in, or control or direction over, any class or series of securities of the Corporation, including the number or principal amount and the date(s) on which such securities were acquired;
 - (III) any relationships, agreements or arrangements, including financial, compensation and indemnity related relationships, agreements or arrangements, between the Proposed Nominee or any affiliates or associates of, or any person or entity acting jointly or in concert with, the Proposed Nominee and the Nominating Shareholder;
 - (IV) any other information that would be required to be disclosed in a dissident proxy circular or other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to the Act or applicable securities law; and
 - (V) if applicable, a duly completed personal information form in respect of the Proposed Nominee in the form prescribed by the principal stock exchange on which the securities of the Corporation are then listed for trading;
 - (B) disclose or include, as applicable, as to each Nominating Shareholder giving the notice and each beneficial owner, if any, on whose behalf the nomination is made:
 - (I) their name, business and residential address, direct or indirect beneficial ownership in, or control or direction over, any class or series of securities of the Corporation, including the number or principal amount and the date(s) on which such securities were acquired;
 - (II) their interests in, or rights or obligations associated with, an agreement, arrangement or understanding, the purpose or effect of which is to alter, directly or indirectly, the person's economic interest in a security of the Corporation or the person's economic exposure to the Corporation, including any derivative or hedging arrangements;
 - (III) any proxy, contract, arrangement, agreement or understanding pursuant to which such person, or any of its affiliates or associates, or any person acting jointly or in concert with such person, has any interests, rights or obligations relating to the voting of any securities of the Corporation or the nomination of directors to the Board;

- (IV) a representation that the Nominating Shareholder is a holder of record of securities of the Corporation, or a beneficial owner, entitled to vote at such meeting, and intends to appear in person or by proxy at the meeting to propose such nomination; and
 - (V) any other information relating to such person that would be required to be included in a dissident proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or as required by applicable securities laws; and
- (C) such notice shall include a written consent duly signed by each Proposed Nominee to being named as a nominee and to serve as a director of the Corporation, if elected.
- (v) All information to be provided in a Timely Notice shall be provided as of the date of such notice. The Nominating Shareholder shall update such information forthwith so that it is true and correct in all material respects as of the date that is 10 business days prior to the date of the meeting, or any adjournment or postponement thereof.
 - (vi) Any notice, or other document or information required to be given to the Corporation pursuant to this By-Law No. 1 may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Chief Executive Officer at the address of the principal executive offices of the Corporation, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.
 - (vii) Additional Matters
 - (A) The chair of any meeting of shareholders of the Corporation shall have the power to determine whether any proposed nomination is made in accordance with the provisions of this By-Law No. 1, and if any proposed nomination is not in compliance with such provisions, must declare that such defective nomination shall not be considered at any meeting of shareholders.
 - (B) Despite any other provision of this By-Law No. 1, if the Nominating Shareholder (or a qualified representative of the Nominating Shareholder) does not appear at the meeting of shareholders of the Corporation to present the nomination, such nomination shall be disregarded, notwithstanding that proxies in respect of such nomination may have been received by the Corporation.
 - (C) The Board may, in its sole discretion, waive any requirement of this By-Law No. 1.
 - (D) For the purposes of this By-Law No. 1, “*public announcement*” means disclosure in a press release disseminated by the Corporation through a national news service in Canada, or in a document filed by the Corporation for public access under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com.
 - (E) This By-Law No. 1 is subject to, and should be read in conjunction with, the Act and the Articles. If there is any conflict or inconsistency between any provision of the Act or the Articles and any provision of this By-Law No. 1, the provision of the Act or the Articles will govern.
- (b) Number of Directors. Until changed in accordance with the Act, the Board shall consist of not fewer than the minimum number and not more than the maximum number of directors provided in the Articles.

- (c) Qualification. Every director shall be an individual 18 or more years of age, and no one who is of unsound mind and has been so found by a court in Canada or elsewhere, or who has the status of a bankrupt shall be a director. Unless the Articles otherwise provide, a director need not be a shareholder. Subject to the Act, at least 25% of the directors of the Corporation must be resident Canadians. If at any time the Corporation has less than four directors, at least one director must be a resident Canadian.
- (d) Election and Term of Office. The directors shall be elected at each annual meeting of shareholders of the Corporation and each director shall hold office until the close of the first annual meeting following his or her election provided that if an election of directors is not held at an annual meeting of shareholders, the directors then in office shall continue in office until their successors are elected or appointed. Retiring directors are eligible for re-election.
- (e) Vacation of Office. A director ceases to hold office if such director: (i) dies; (ii) is removed from office by the shareholders; (iii) becomes bankrupt; (iv) is found by a court in Canada or elsewhere to be of unsound mind; (v) otherwise ceases to be qualified for election as a director; or (vi) subject to the Act, resigns by a written resignation received by the Corporation. A written resignation of a director becomes effective at the time it is received by the Corporation, or at the time specified in the resignation, whichever is later.
- (f) Removal of Directors. The shareholders may by ordinary resolution at an annual or special meeting of shareholders remove any director or directors from office provided that where the holders of any class or series of shares have an exclusive right to elect one or more directors, a director so elected may only be removed by an ordinary resolution of the shareholders of that class or series. A vacancy created by the removal of a director may be filled at the meeting of the shareholders at which the director is removed.
- (g) Vacancies. Subject to the Act, where a vacancy occurs in the Board, except a vacancy resulting from an increase in the number or minimum number of directors or from failure to elect the number or minimum number of directors required by the Articles, and a quorum of directors remains in office, the directors then in office (even though 25% of such directors are not resident Canadians) may appoint a person to fill the vacancy for the remainder of the term. If there is not then a quorum of directors or if there has been a failure to elect the number or minimum number of directors required by the Articles, the directors then in office shall without delay call a special meeting of shareholders to fill the vacancy and, if they fail to do so or if there are no directors then in office, the meeting may be called by any shareholder. A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.
- (h) Action by Directors. The directors shall manage or supervise the management of the business and affairs of the Corporation. The powers of the directors may be exercised at a meeting (subject to Section 2(i) below) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the directors. Where there is a vacancy in the board of directors, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.
- (i) Canadian Directors Present at Meetings. The directors shall not transact business at a meeting unless at least twenty-five (25%) per cent of the directors present are resident Canadians or, if the Corporation has less than four directors, at least one of the directors present is a resident Canadian, except where:
- (A) a resident Canadian director who is unable to be present approves in writing or by telephonic, electronic or other communication facility, the business transacted at the meeting; and
 - (B) the required number of resident Canadian directors would have been present had that director been present at the meeting.
- (j) Duties. Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall:
- (A) act honestly and in good faith with a view to the best interests of the Corporation; and
 - (B) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (k) Validity of Acts. An act by a director or officer is valid notwithstanding an irregularity in his or her election or appointment or a defect in his or her qualification.
- (l) Remuneration and Expenses. The directors shall be paid such remuneration as the directors may from time to time by resolution determine. The directors shall also be entitled to be paid their travelling and other expenses properly incurred by them in going to, attending and returning from meetings of directors or committees of directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Corporation, the fact of his or her being a director or officer of the Corporation shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

3. MEETINGS OF DIRECTORS

- (a) Calling of Meetings. Meetings of the directors shall be held at such time and place as the Chairman of the Board (if any), the Chief Executive Officer, the President or a Vice-President who is a director, or any two directors may determine and the corporate secretary shall, upon direction of any of the foregoing, convene a meeting of directors.
- (b) Place of Meetings. Meetings of directors may be held at any place in or outside of Canada.
- (c) Notice of Meeting. Notice of the time and place for the holding of any meeting of directors shall be delivered personally, by mail or by facsimile, or otherwise communicated by electronic means upon written consent in accordance with the requirements of the Act (“**Electronic Communications**”) to each director not less than 24 hours before the date of the meeting; provided that meetings of the directors or of any committee of directors may be held at any time without formal notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all absent directors have waived notice. Notice of any meeting of directors or of any committee of directors or any irregularity in any meeting or the notice thereof may be waived by any director in writing or by Electronic Communication addressed to the Corporation or in any other manner, and such waiver may be validly given either before or after the meeting to which such waiver relates. A notice of meeting of directors or of any committee of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.
- (d) Quorum. Subject to Section 3(j) below, the quorum for the transaction of business at any meeting of the directors shall consist of a majority of the directors then in office and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.
- (e) First Meeting of New Board. For the first meeting of directors to be held following the election of directors at an annual or special meeting of the shareholders, or for a meeting of directors at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.
- (f) Adjourned Meeting. Any meeting of directors or of any committee of directors may be adjourned from time to time by the chairman of the meeting, with the consent of the meeting, to a fixed time and place, and no notice of the time and place for the holding of the adjourned meeting need be given to any director if the time and place of the adjourned meeting are announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.
- (g) Meeting by Telephone. Subject to the Act, if all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to

communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting.

- (h) Regular Meetings. The directors may appoint a day or days in any month or months for regular meetings of the directors at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.
- (i) Chairman. The Chairman of the Board, or in his or her absence the Chief Executive Officer if a director, or in his or her absence the President if a director, or in his or her absence a director chosen by the directors at the meeting shall be the chairman of any meeting of directors.
- (j) Voting at Meetings. Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting, in addition to his or her original vote, shall not have a second or casting vote.
- (k) Resolution in Lieu of Meeting. A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors or committee of directors.

4. COMMITTEES

- (a) Committees of Directors. The directors may appoint from among their number one or more committees of directors and delegate to them any of the powers of the directors except those which under the Act a committee of directors has no authority to exercise.
- (b) Audit Committee. The directors shall appoint from among its number an audit committee to be composed of not fewer than three directors. At least such number of directors as may be specified by the Act, other applicable law or stock exchange requirements shall not be officers or employees of the Corporation or its affiliates. The audit committee shall have the powers provided in the Act and in other applicable law and, in addition, such other powers and duties as the directors may determine.
- (c) Transaction of Business. Subject to Section 3(g), the powers of a committee appointed by the directors may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of the committee entitled to vote on that resolution at a meeting of the committee. Meetings of a committee may be held at any place in or outside Canada.
- (d) Advisory Bodies. The directors may from time to time appoint advisory bodies as they may deem advisable.
- (e) Procedure. Unless otherwise determined by the directors, each committee shall have power to fix its quorum, to elect its chairman and to regulate its procedure.

5. OFFICERS

- (a) Appointment of Officers. The directors shall as often as may be required appoint a chief executive officer, president, chief financial officer and a corporate secretary, and if deemed advisable, may appoint one or more vice-presidents (to which title may be words added indicating seniority or function), a treasurer, a controller and such other officers as the directors may determine, including one or more assistants to any one of the officers so appointed. Subject to Section 5(b), an officer may but need not be a director, and one person may hold more than one office. In case and whenever the same person holds the offices of corporate secretary and treasurer, he or she may but need not be known as the secretary-treasurer. The directors may from time to time appoint such other officers, employees and agents as they shall deem necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the directors.

- (b) The Chairman of the Board. The Board may from time to time appoint a Chairman of the Board who shall be a director. If appointed, the directors may assign to him or her any of the powers and duties that are by any provisions of this By-Law No. 1 assigned to the Chief Executive Officer or the President; and he or she shall, subject to the provisions of the Act, have such other powers and duties as the directors may specify. During the absence or disability of the Chairman of the Board, his or her duties shall be performed and his or her powers exercised by the Chief Executive Officer and if there is no Chief Executive Officer so appointed, then by the President.
- (c) Chief Executive Officer. The Chief Executive Officer shall have, under the control of the Board, general supervision and direction of the business and affairs of the Corporation. The Chief Executive Officer shall possess and exercise such authority and powers and perform such other duties as may be determined by the by-laws of the Corporation, the Board and the Chairman of the Board. In the absence of the Chairman of the Board, and if the Chief Executive Officer is also a director of the Corporation, the Chief Executive Officer shall, when present, preside at all meetings of the directors, any committee of the directors and shareholders; he or she shall sign such contracts, documents or instruments in writing as require his or her signature, and shall have such other powers and shall perform such other duties as may from time to time be assigned to him or her by resolution of the directors or as are incident to his or her office.
- (d) The President. Unless the Board determines otherwise, the President shall be the chief operating officer of the Corporation and shall have, under the control of the Board and the Chief Executive Officer, general supervision of the business of the Corporation. The President shall possess and exercise such authority and powers and perform such other duties as may be determined by the by-laws of the Corporation, the Board, the Chairman of the Board and the Chief Executive Officer. In the absence of the Chairman of the Board and the Chief Executive Officer, and if the President is also a director of the Corporation, the President shall, when present, preside at all meetings of the directors, any committee of the directors and shareholders; he or she shall sign such contracts, documents or instruments in writing as require his or her signature, and shall have such other powers and shall perform such other duties as may from time to time be assigned to him or her by resolution of the directors or as are incident to his or her office.
- (e) Vice-President. The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President; provided, however, that a Vice-President who is not a director shall not preside as chairman at any meeting of directors or shareholders. The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall also have such other powers and duties as may from time to time be assigned to him, her or them by resolution of the directors.
- (f) Corporate Secretary. The Corporate Secretary shall possess and exercise such authority and powers and perform such duties as may be determined by the by-laws of the Corporation, the Board, the Chairman of the Board, the Chief Executive Officer and the President.

The Corporate Secretary shall give or cause to be given, as and when instructed, notices to the Board, the shareholders, officers, auditors and members of committees and advisory bodies of the Board. Unless otherwise determined by the Board, the Corporate Secretary shall attend and record minutes of all meetings of the Board, committees of the Board, shareholders and advisory bodies.

- (g) Treasurer/Chief Financial Officer. The Treasurer shall keep proper books of account and accounting records with respect to all financial and other transactions of the Corporation; shall be responsible for the deposit of money, the safe-keeping of securities and the disbursement of the funds of the Corporation; shall render to the directors when required an account of all his or her transactions as Treasurer and of the financial position of the Corporation; and he or she shall have such other powers and duties as the directors may specify. Unless and until the directors designate any other office of the Corporation to be the Chief Financial Officer of the Corporation, the Treasurer shall be the Chief Financial Officer of the Corporation.
- (h) Powers and Duties of Other Officers. The powers and duties of all other officers shall be such as the terms of their engagement call for or as the directors or the Chief Executive Officer may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the Chief Executive Officer otherwise directs.

- (i) Term of Office. All officers, employees and agents, in the absence of agreement to the contrary, shall be subject to removal by resolution of the directors at any time, with or without cause. Otherwise, each officer appointed by the directors shall hold office until his or her successor is appointed or until the earlier of his or her resignation or death.
- (j) Variation of Powers and Duties. The directors may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.
- (k) Terms of Employment and Remuneration. The terms of employment and remuneration of all officers appointed by the Board, including the Chairman of the Board, if any, and the Chief Executive Officer and the President shall be determined from time to time by resolution of the Board. The fact that any officer or employee is a director or shareholder shall not disqualify him or her from receiving such remuneration as may be determined.
- (l) Conflict of Interest. An officer shall disclose his or her interest in any material contract or proposed material contract with the Corporation in accordance with Section 6(d).
- (m) Agents and Attorneys. The directors shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as the directors may specify.

6. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- (a) Limitation of Liability. Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom or which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her office or in relation thereto, unless the same shall happen by or through his or her failure to exercise his or her powers and to discharge his or her duties honestly, in good faith with a view to the best interests of the Corporation, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing in this By-Law No. 1 shall relieve a director or officer from the duty to act in accordance with the Act and regulations made thereunder, or relieve him or her from liability for a breach thereof. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.
- (b) Indemnity. Subject to the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity (each such person for the purposes of this Section 6(b) being an "**Indemnified Person**"), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding to which the individual is involved because of that association with the Corporation or other entity, if:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and

- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires. The Corporation may advance monies to a director, officer or other individual for costs, charges and expenses of a proceeding referred to above. The individual shall repay the monies if he or she does not fulfill the conditions set out in paragraphs (i) and (ii) above. Nothing in this By-Law No. 1 shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this By-Law No. 1.

Notwithstanding anything contained in this Section 6(b), an Indemnified Person is entitled to indemnity from the Corporation in respect of all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding to which the individual is involved because of the association of the individual with the Corporation or other entity, if the person seeking indemnity:

- (iii) was not adjudged by a court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
 - (iv) fulfills the conditions set out in paragraphs (i) and (ii) above in this Section 6(b).
- (c) Insurance. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 6(b) against any liability incurred by him or her in his or her capacity as a director or officer, or an individual acting in a similar capacity, of the Corporation or of another body corporate at the Corporation's request.
 - (d) Conflict of Interest. A director or officer who is a party to, or who is a director or officer (or acting in a similar capacity) of or has a material interest in a party to, any material contract or material transaction, whether made or proposed, with the Corporation shall disclose the nature and extent of his or her interest at the time and in the manner provided by the Act. Any such contract or transaction shall be referred to the directors or shareholders for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the directors or shareholders, and a director interested in a contract so referred to the permitted Board shall not vote on any resolution to approve the same, except as permitted by the Act.
 - (e) Submission of Contracts or Transactions to Shareholders for Approval. The directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual meeting of the shareholders or at any special meeting of the shareholders called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Articles or any other by-law) shall be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved, ratified and/or confirmed by every shareholder of the Corporation.

7. MEETINGS OF SHAREHOLDERS

- (a) Annual Meetings. The annual meeting of the shareholders shall be held on such day and at such time in each year and, subject to Section 7(c) and the Act, at such place within Canada as the directors may determine, for the purpose of receiving the reports and statements required to be placed before the shareholders at an annual meeting, electing directors, appointing an auditor or auditors, and for the transaction of such other business as may properly be brought before the meeting. An annual meeting of shareholders may also be constituted as an annual and special meeting of shareholders to consider and transact any special business, which may be considered and transacted at a special meeting of shareholders.
- (b) Special Meetings. The directors shall have power to call a special meeting of shareholders at any time.

- (c) Electronic Meetings. Subject to the Act, a meeting of shareholders may be held by telephonic, electronic or other communication facility that permits all participants of a shareholders meeting to communicate adequately with each other during the meeting, and a shareholder who, through those means, votes at a meeting or establishes a communications link to a meeting shall be deemed to be present at that meeting.
- (d) Notice of Meetings. Notice of the date, time and place of a meeting of shareholders shall be given in the manner provided in Section 10 below to each holder of shares carrying voting rights at the close of business on the record date for notice, to each director and to the auditor of the Corporation, at least the following number of days before the meeting:
- (i) if and for so long as the Corporation is a distributing corporation, 21 days; and
 - (ii) otherwise, 10 days,
- and in any event, no more than 60 days before the meeting.
- (e) Notice of Special Business at Meetings of Shareholders. If a meeting of shareholders is to consider special business, the notice of meeting must:
- (i) state the general nature of the special business in sufficient detail to permit the shareholder to form a reasoned judgment thereon; and
 - (ii) include the text of any special resolution or by-law to be submitted to the meeting.

For the purposes of this Section 7(e), all business transacted at a special meeting of shareholders and all business transacted at an annual meeting of shareholders, except consideration of the minutes of an earlier meeting, the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor, shall be deemed to be "**special business**".

- (f) List of Shareholders Entitled to Notice. The Corporation shall prepare a list of shareholders entitled to receive notice of a meeting showing the number of shares held by each shareholder, which list shall be comprised of,
- (i) if a record date is fixed pursuant to Section 7(g), those shareholders registered at the close of business on the record date; or
 - (ii) if no record date is fixed, those shareholders registered at the close of business on the day immediately preceding the day on which the notice is given, or where no notice is given, on the day on which the meeting is held.
- (g) Record Date for Notice. For the purpose of determining shareholders entitled to receive notice of a meeting of shareholders:
- (i) the directors may fix in advance a date, as the record date for such determination of shareholders, but such record date shall not precede by more than 60 days nor by less than 21 days the date on which the meeting is to be held; or
 - (ii) where no record date is fixed in accordance with Section 7(g)(i) above, the record date for the determination of shareholders entitled to receive notice of a meeting of shareholders shall be:
 - (A) at the close of business on the day immediately preceding the day on which the notice is given; or
 - (B) if no notice is given, shall be the day on which the meeting is held.

If a record date is fixed in accordance with section 7(g)(i) above, unless notice of the record date is waived in writing by every holder of a share of the class or series affected whose name is set out in the central securities register at the close of business on the day the directors fix the record date, notice thereof shall be given, not less than 7 days before the date so fixed, in the manner provided in the Act.

- (h) Persons Entitled to be Present. The only persons entitled to be present at a meeting of shareholders shall be:
- (i) those entitled to vote at the meeting; and
 - (ii) the directors of the Corporation, the Chief Executive Officer or any other senior officer of the Corporation (if any), the corporate secretary of the Corporation (if any), any lawyer for the Corporation, the auditor of the Corporation, any other persons who are entitled or required under any provision of the Act or the Articles or by-laws of the Corporation to attend a meeting of shareholders of the Corporation, or any other persons invited to be present at the meeting by the directors or by the Chairman; however, if any such person does attend the meeting, such person is not to be counted in the quorum and is not entitled to vote at the meeting unless such person is a shareholder or proxy holder entitled to vote at the meeting.
- (i) Quorum. Subject to the Act, a quorum for the transaction of business at any meeting of shareholders shall be two persons present in person or represented by proxy, each being a shareholder entitled to vote thereat or a duly appointed proxy or proxyholder for an absent shareholder so entitled, holding or representing in the aggregate not less than 5% of the issued and outstanding shares of the Corporation carrying voting rights at the meeting of shareholders.
- (j) Lack of Quorum. If, within 30 minutes from the time set for the holding of a meeting of shareholders, a quorum is not present:
- (i) in the case of a general meeting requisitioned by shareholders, the meeting will be dissolved; and
 - (ii) in the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place, and, if at the adjourned meeting a quorum is not present within one-half hour from the time set for the holding of the meeting, the person or persons present and being, or representing by proxy, one or more shareholders entitled to attend and vote at the meeting will constitute a quorum.
- (k) Chairman. The Chairman of any meeting of shareholders shall be the first mentioned of such of the following persons:
- (i) the Chairman of the Board, if any,
 - (ii) if the Chairman of the Board is absent or unwilling to act as Chairman of the meeting, the Chief Executive Officer;
 - (iii) if the Chief Executive Officer is absent or unwilling to act as Chairman of the meeting, the President;
 - (iv) if the President is absent or unwilling to act as Chairman of the meeting, the solicitor for the Corporation; and
 - (v) if the solicitor for the Corporation is absent or unwilling to act as the Chairman of the meeting, the persons present and entitled to vote shall choose one of their number to be Chairman.
- (l) Adjournment. The Chairman of any meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If a meeting of shareholders is adjourned for less than 30 days it is not necessary to give notice of the adjourned meeting other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

- (m) Right to Vote. Subject to the provisions of the Act and this By-Law No. 1 as to authorized representatives of any other body corporate or association, at any meeting of shareholders for which the Corporation has prepared the list referred to in Section 7(f), a shareholder whose name appears on such list is entitled to vote the shares shown opposite such person's name at the meeting to which the list relates. At any meeting of shareholders for which the Corporation has not prepared the list referred to in Section 7(f), every person shall be entitled to vote at the meeting who at the time is entered in the central securities register as the holder of one or more shares carrying the right to vote at such meeting. The persons entitled to vote at any meeting of shareholders shall be the persons entitled to vote in accordance with the Act.
- (n) Joint Shareholders. If two or more persons hold shares jointly, any of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two or more of those persons are present in person or represented by proxy, they shall vote together as one on the shares jointly held by them.
- (o) Representatives. Where a body corporate or association is a shareholder of the Corporation, the Corporation shall recognize any individual authorized by a resolution of the directors or governing body of the body corporate or association to represent it at meetings of shareholders of the Corporation. An individual so authorized may exercise on behalf of the body corporate or association he or she represents all the powers it could exercise if it were an individual shareholder. The authority of such an individual shall be established by depositing with the Corporation a certified copy of such resolution, or in such other manner as may be satisfactory to the Chairman of the meeting or to the authorized scrutineer of the meeting. Any such representative need not be a shareholder.
- (p) Executors and Others. An executor, administrator, committee of a mentally incompetent person, guardian or trustee and, where a corporation is such executor, administrator, committee, guardian or trustee of a testator, intestate, mentally incompetent person, ward or cestui que trust, any duly appointed representative of such corporation, upon filing with the Chairman of the meeting sufficient proof of his or her appointment, shall represent the shares in his, her or its hands at all meetings of shareholders of the Corporation and may vote accordingly as a shareholder in the same manner and to the same extent as the shareholder of record. If there be more than one executor, administrator, committee, guardian or trustee, the provisions of this By-Law No. 1 respecting joint shareholders shall apply.
- (q) Proxyholders. Every shareholder entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxyholder or one or more alternate proxyholders, who need not be shareholders, as his or her nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxyholder or an alternate proxyholder has the same rights as the shareholder who appointed him or her to speak at a meeting of shareholders in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one shareholder, to vote at such meeting in respect of any matter by way of any show of hands. A proxy shall be executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized and ceases to be valid one year from its date. A proxy shall be in such form as may be prescribed from time to time by the directors or in such other form as the Chairman of the meeting may accept and as complies with all applicable laws and regulations.
- (r) Time for Deposit of Proxies. The directors may by resolution fix a time not exceeding 48 hours, excluding Saturdays, Sundays and holidays, preceding any meeting or adjourned meeting of shareholders before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.
- (s) Votes to Govern. Subject to the Act and the Articles of the Corporation, at all meetings of shareholders every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairman of the meeting shall not have a second or casting vote.
- (t) Show of Hands. Subject to the Act, any question at a meeting of shareholders shall be decided by a show of hands, which may include such other indication of a vote made by means of the telephonic, electronic or other communication facility, if any, made available by the Corporation for that purpose, unless a ballot thereon is required or demanded as provided in Section 7(u). Upon a show of hands, every person who is present, in person or by means of the telephonic, electronic or other communications facility, if any that the

Corporation has made available for such purpose, and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the shareholders upon the said question. For the purpose of this section, if at any meeting the Corporation has made available to shareholders the means to vote electronically, any vote made electronically shall be included in tallying any votes by show of hands.

- (u) Ballots. On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, the Chairman may require a ballot or any person who is present and entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares which he or she is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the Articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.
- (v) Resolution in Lieu of Meeting. A resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of shareholders except where a written statement in respect thereof has been submitted by a director or where representations in writing are submitted by the auditor of the Corporation, in either case, in accordance with the Act.
- (w) Retention of Ballots and Proxies. The Corporation must, for at least three months after a meeting of shareholders, keep each ballot cast on a poll and each proxy voted at the meeting, and, during that period, make them available for inspection during normal business hours by any shareholder or proxyholder entitled to vote at the meeting. At the end of such three month period, the Corporation may destroy such ballots and proxies.

8. SHARES

- (a) Issue. Subject to the Act and the Articles, the directors may from time to time issue, or grant options to purchase, the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the directors may determine, provided that no share shall be issued until it is fully paid as provided by the Act.
- (b) Commissions. The directors may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of such person purchasing or agreeing to purchase shares of the Corporation, whether from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.
- (c) Transfer Agents and Registrars. The directors may from time to time appoint a registrar to maintain the central securities register and a transfer agent to maintain the central register of transfers and may also appoint one or more branch registrars to maintain branch securities registers and one or more branch transfer agents to maintain branch registers of transfers, but one person may be appointed both registrar and transfer agent. The directors may at any time terminate any such appointment.
- (d) Share Certificate. Every shareholder is entitled at his/her/its option to a share certificate in respect of the shares held by him/her/it that complies with the Act or to a non-transferable written acknowledgement (“**written acknowledgement**”) of such shareholder’s right to obtain a share certificate from the Corporation in respect of the shares of the Corporation held by him/her/it. Written acknowledgements shall be in such form or forms as the directors shall from time to time by resolution determine. The Corporation may charge a fee in accordance with the Act for a share certificate issued in respect of a transfer. Subject to the provisions of the Act and to the requirements of any stock exchange on which shares of the Corporation may be listed, share certificates shall be in such form or forms as the directors shall from time to time approve. Unless otherwise determined by the directors, share certificates shall be signed by the

Chairman of the Board, the Chief Executive Officer, the President, or a Vice-President or a director and by the Corporate Secretary or Chief Financial Officer and need not be under the corporate seal. The signature of the signing officers may be printed or mechanically reproduced upon share certificates. Every printed or mechanically reproduced signature shall for all purposes be deemed to be a signature binding upon the Corporation. Unless the directors otherwise determine, certificates representing shares in respect of which a transfer agent or registrar, as the case may be, has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent or registrar. In the case of share certificates which are not valid unless countersigned by or on behalf of a transfer agent or registrar, the signature of any signing officer may be printed or mechanically reproduced upon share certificates and every such printed or mechanically reproduced signature shall for all purposes be deemed to be a signature binding upon the Corporation. Notwithstanding any change in the persons holding office between the time of signing and the issuance of any certificate, and notwithstanding that a person may not have held office at the date of issuance of such certificate, any such certificate so signed shall be valid and binding upon the Corporation.

- (e) Joint Shareholders. If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or securities issuable in respect of such share.
- (f) Transfer of Shares. Subject to the Act, no transfer of a share shall be registered except upon presentation of the certificate representing such share with an endorsement which complies with the Act, together with such reasonable assurance that the endorsement is genuine and effective as the directors may prescribe, upon payment of all applicable taxes and fees and upon compliance with the Articles and this By-Law No. 1.
- (g) Non-Recognition of Trust. Subject to the Act, the Corporation may treat the registered holder of any share as the person exclusively entitled to vote, to receive notices, to receive any dividend or other payment in respect of the share, and to exercise all the rights and powers of an owner of the share.
- (h) Deceased Shareholders. In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the central securities register in respect thereof or to make dividends or other payments in respect thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agent.
- (i) Replacement of Share Certificates. Where the owner of a share certificate claims that the share certificate has been lost, apparently destroyed or wrongfully taken, the Corporation shall issue or cause to be issued a new certificate in place of the original certificate if the owner: (i) so requests before the Corporation has notice that the share certificate has been acquired by a *bona fide* purchaser; (ii) files with the Corporation an indemnity bond sufficient in the Corporation's opinion to protect the Corporation and any transfer agent, registrar or other agent of the Corporation from any loss that it or any of them may suffer by complying with the request to issue a new share certificate; and (iii) satisfies any other reasonable requirements imposed from time to time by the Corporation.

9. DIVIDENDS

- (a) Declaration of Dividends. Subject to the Act, the directors may from time to time declare and authorize payments of such dividends on such class or series of shares of the Corporation as they may deem advisable, to the exclusion of any other class or series of shares.
- (b) No Notice Required. The directors need not give notice to any shareholder of any declaration under Section 9(a).
- (c) Record Date. The directors may set a date as the record date for the purpose of determining shareholders entitled to receive payment of a dividend. The record date must not precede the date on which the dividend is to be paid by more than two months. If no record date is set, the record date is 5:00 p.m. (local time at

the place of the registered office of the Corporation) on the date on which the directors pass the resolution declaring the dividend.

- (d) Manner of Paying Dividend. A resolution declaring a dividend may direct payment of the dividend wholly or partly in cash or by the distribution of specific assets or of fully paid shares or of bonds, debentures or other securities of the Corporation or any other corporation, or in any one or more of those ways.
- (e) Settlement Difficulties. If any difficulty arises in regard to a distribution under Section 9(d), the directors may settle the difficulty as they deem advisable, and, in particular, may:
 - (i) set the value for distribution of specific assets;
 - (ii) determine that cash payments in substitution for all or any part of the specific assets to which any shareholders are entitled may be paid to any shareholders on the basis of the value so fixed in order to adjust the rights of all parties; and
 - (iii) vest any such specific assets in trustees for the persons entitled to the dividend.
- (f) Dividends to be Paid in Accordance with Number of Shares. All dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.
- (g) Receipt by Joint Shareholders. If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.
- (h) Dividend Bears no Interest. No dividend bears interest against the Corporation.
- (i) Fractional Dividends. If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.
- (j) Payment of Dividends. Any dividend or other distribution payable in cash in respect of shares may be paid either electronically by direct deposit or by cheque, made payable to the order of the person to whom it is sent, and, if paid by cheque, mailed to the registered address of the shareholder, or in the case of joint shareholders, to the registered address of the joint shareholder who is first named on the central securities register, or to the person and to the address the shareholder or joint shareholders may direct in writing. The mailing of such cheque will, to the extent of the sum represented by the cheque (plus the amount of the tax required by law to be deducted), discharge all liability for the dividend unless such cheque is not paid on presentation or the amount of tax so deducted is not paid to the appropriate taxing authority.
- (k) Capitalization of Retained Earnings or Surplus. Notwithstanding anything contained in this By-Law No. 1, the directors may from time to time capitalize any retained earnings or surplus of the Corporation and may from time to time issue, as fully paid, shares or any bonds, debentures or other securities of the Corporation as a dividend representing the retained earnings or surplus so capitalized or any part thereof.
- (l) Non-Receipt of Dividend Cheques. In the event of non-receipt of any dividend cheque by the person to whom it is sent as set out in Section 9(j), the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the directors may from time to time prescribe, whether generally or in any particular case.
- (m) Unclaimed Dividends. Any dividend unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

10. NOTICES

- (a) Method of Giving of Notice. Any “**notice**” (which term shall, for the purposes of this Section 10, include any notice, communication, document, statement, report or other record) to be “**given**” (which term shall, for the purposes of this Section 10, include “sent”, “delivered” or “served”) pursuant to the Act, the regulations thereunder, the Articles, the by-laws of the Corporation or otherwise to a person may be sent by any one of the following methods:
- (i) mail addressed to the person at the applicable address for that person as follows:
 - (A) for a notice mailed to a shareholder, the shareholder’s registered address;
 - (B) for a notice mailed to a director, officer or auditor, the prescribed address for mailing shown for the director, officer or auditor in the records kept by the Corporation or the mailing address provided by the recipient for the sending of that notice or notices of that class;
 - (C) in any other case, the mailing address of the intended recipient;
 - (ii) delivery at the applicable address for that person as follows, addressed to the person:
 - (A) for a notice delivered to a shareholder, the shareholder’s registered address;
 - (B) for a notice delivered to a director, officer or auditor, the prescribed address for delivery shown for the director, officer or auditor in the records kept by the Corporation or the delivery address provided by the recipient for the sending of that notice or notices of that class;
 - (C) in any other case, the delivery address of the intended recipient;
 - (iii) sending the notice by fax to the fax number provided by the intended recipient for the sending of that notice or notices of that class;
 - (iv) sending the notice by e-mail to the e-mail address provided by the intended recipient for the sending of that notice or notices of that class; or
 - (v) physical delivery to the intended recipient.
- (b) Deemed Receipt. A notice that is:
- (i) mailed to a person by ordinary mail to the applicable address for that person referred to in Section 10(a) is deemed to be received by the person to whom it was mailed on the day (Saturdays, Sundays and holidays excepted) following the date of mailing;
 - (ii) faxed to a person to the fax number provided by that person referred to in Section 10(a) is deemed to be received by the person to whom it was faxed on the day it was faxed; and
 - (iii) e-mailed to a person to the e-mail address provided by that person referred to in Section 10(a) is deemed to be received by the person to whom it was e-mailed on the day it was e-mailed.
- (c) Signature to Notices. The signature of any director or officer of the Corporation to any notice to be given by the Corporation may be written, stamped, mechanically reproduced or electronically reproduced in whole or in part.
- (d) Proof of Service. A certificate signed by the Corporate Secretary, if any, or any other duly authorized officer of the Corporation, or of any agent of the Corporation, stating that a notice was sent in accordance with Section 10(a), shall be conclusive evidence of that fact.

- (e) Notice to Joint Shareholders. All notices with respect to any shares registered in more than one name may, if more than one address appears on the central securities register of the Corporation in respect of such joint holding, be given to such joint shareholders at the first address so appearing, and all notices so given shall be sufficient notice to all the holders of such shares.
- (f) Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- (g) Undelivered Notices. If any notice given to a shareholder pursuant to Section 10(a) is returned on two consecutive occasions because such shareholder cannot be found, the Corporation shall not be required to give any further notices to such shareholder until such shareholder informs the Corporation in writing of his/her/its new address.
- (h) Omission and Errors. The accidental omission to give any notice to any shareholder, director or other person or the non-receipt of any notice by any shareholder, director or other person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice.
- (i) Persons Entitled by Death or Operation of Law. Every person who, by operation of law, transfer, death of shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the shareholder through whom he or she derives his or her title to such share prior to his or her name and address being entered on the central securities register (whether such notice was given before or after the happening of the event upon which he or she became so entitled) and prior to his or her furnishing to the Corporation the proof of authority or evidence of his or her entitlement prescribed by the Act.
- (j) Waiver of Notice. Notice may be waived or the time for the sending of a notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. Attendance of any director at a meeting of the directors or of any shareholder at a meeting of shareholders is a waiver of notice of such meeting, except where such person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11. ELECTRONIC DOCUMENTS

Creation and Provision of Information. Unless the Articles provide otherwise, and subject to and in accordance with the Act, the Corporation may satisfy any requirement of the Act to create or provide a notice, document or other information to any person by the creation or provision of an electronic document.

Except as provided in the Act, “**electronic document**” means any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means that can be read or perceived by a person by any means.

12. INTERPRETATION

In this By-Law No. 1:

- (a) wherever the context requires or permits, the singular shall include the plural and the plural the singular;
- (b) the word “**person**” shall include firms and corporations, and masculine gender shall include the feminine and neuter genders;
- (c) wherever reference is made to any determination or other action by the directors such shall mean determination or other action by or pursuant to a resolution passed at a meeting of the directors, or by or pursuant to a resolution consented to by all the directors as evidenced by their signatures thereto;

- (d) wherever reference is made to the “**Act**”, it shall mean the *Canada Business Corporations Act*, and every other act or statute incorporated therewith or amending the same, or any act or statute substituted therefor; and
- (e) unless the context otherwise requires, all words used in this By-Law No. 1 shall have the meanings given to such words in the Act.

13. EFFECTIVE DATE

This By-Law No. 1 shall come into force upon being passed by the directors in accordance with the Act.

MADE by the Board to be effective this 24th day of December, 2015.

“Clarence Ho Yin Yip”

CLARENCE HO YIN YIP