

## SCHEDULE "A"

**(1) The Corporation is authorized to issue:**

- (a) an unlimited number of Class "A" Common voting shares;
- (b) an unlimited number of Class "B" Common voting shares;
- (c) an unlimited number of Class "C" Common non-voting shares;
- (d) an unlimited number of Class "D" Preferred shares; and
- (e) an unlimited number of Class "E" Preferred shares.

**(2) There shall be attached to the Class "A" Common shares, the Class "B" Common shares and the Class "C" Common shares the following rights, privileges, restrictions and conditions:**

- (a) The holders of Class "A" Common shares and Class "B" Common shares shall be entitled to receive notice of, attend at and vote at all meetings of shareholders on the basis of one (1) vote for each Class "A" Common share or Class "B" Common share held;
- (b) Subject to the provisions of the *Business Corporations Act*, the holders of Class "C" Common shares shall not be entitled to receive notice, attend at or vote at any meetings of the shareholders;
- (c) The holders of Class "A" Common shares, Class "B" Common shares and Class "C" Common shares shall be entitled to receive dividends as and when declared by the Corporation. Dividends may be paid on the Class "A" Common shares (to the complete exclusion of the Class "B" Common shares and Class "C" Common shares), or on the Class "B" Common shares (to the complete exclusion of the Class "A" Common shares and Class "C" Common shares), or on the Class "C" Common shares (to the complete exclusion of the Class "A" Common shares and Class "B" Common shares), or in part on any such class; provided however, that in the event that dividends are paid on any issued share of one class, and a lesser amount of dividends or no dividends are paid on any issued share of the other classes, then an amount of retained earnings of the Corporation, equal to such difference multiplied by the number of issued shares of the other classes, shall be available for payment as dividends to shareholders of the other classes only;
- (d) Upon the liquidation or dissolution of the Corporation, the holders of Class "A" Common shares, Class "B" Common shares and Class "C" Common shares shall, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, be entitled to share pro rata according to the number of Class "A" Common shares, Class "B" Common shares and Class "C" Common shares held, in the remaining property of the Corporation; and
- (e) Except as hereinbefore provided, Class "A" Common shares, Class "B" Common and Class "C" Common shares shall rank pari passu with each other.

**(3) The Class "D" Preferred shares (hereinafter referred to as "preferred") shall be subject to the following rights, privileges, restrictions and conditions:**

- (a) For the purposes of the following clauses hereof, "Redemption Price", when used in relation to a preferred share shall mean the sum of \_\_\_\_\_ Dollars (\$\_\_\_\_) per share;
- (b) The holders of preferred shares shall be entitled to receive and the Corporation shall pay thereon, as and if declared by the board of directors, out of the moneys of the Corporation properly applicable to the payment of dividends, non-cumulative dividends at the rate of \_\_\_\_\_ per cent (\_\_\_\_%) per annum on the Redemption Price. In respect of the fiscal year of the Corporation in which a particular preferred share is issued, such dividends in respect thereof shall accrue from the date of allotment of such preferred share. The board of directors shall be entitled from time to time to declare part of the said non-cumulative dividend for any fiscal year, notwithstanding that such dividend for such fiscal year shall not be declared in full. If within three (3) months after the expiration of any fiscal year of the Corporation the board of directors in its discretion

shall not declare any dividend on the preferred shares for such fiscal year, or shall only declare a part of the said non-cumulative dividend, then the rights of the holders of the preferred shares to such dividend for such fiscal year shall, as to the undeclared part thereof, be forever extinguished. The holders of the preferred shares shall not be entitled to any dividends other than or in excess of the non-cumulative dividends hereinbefore provided for;

**THIS IS A 6-PAGE FORM.**