

**The Classes and Any Maximum Number of Shares
That The Corporation is Authorized to Issue**

3.1 Authorized Capital

- (a) An unlimited number of Class "A" Common shares;
- (b) An unlimited number of Class "B" Common shares;
- (c) An unlimited number of Class "C" Preferred shares; and
- (d) An unlimited number of Class "D" Preferred shares;

3.2 The Special Rights, Privileges, Restrictions and Conditions Attaching to each Class of Shares

(a) Voting

The holder of Class "A" Common shares shall be entitled to vote at all meetings of the shareholders of the Corporation except meetings at which only holders of a specified class of shares are, by the provisions of the Business Corporations Act, entitled to vote. Subject always to the provisions of the Business Corporations Act, the holders of Class "B" Common shares, Class "C" Preferred shares and Class "D" Preferred shares shall not be entitled to receive notice of or attend any meetings of the shareholders of the Corporation and shall not be entitled to vote at such meetings.

(b) Dividends

(i) Discretionary Dividends

The holders of the Class "C" Preferred shares shall in each year, at the discretion of the directors, be entitled out of all or any profits or surplus available for dividends to non-cumulative dividends as may be determined by the Directors, payable at such time or times and at such place or places as the Directors may determine. The said dividends shall be non-cumulative whether earned or not earned, and if in any fiscal year the directors in their discretion shall not declare the said dividends or any part thereof, then the right of the holders of the Class "C" Preferred shares to dividends for the fiscal year shall be extinguished.

(ii) Restriction on Dividends

No dividends or distributions of any kind whatsoever shall be declared or made in respect of any of the shares of the Corporation which would be contrary to any applicable law or which would have the effect of reducing the net assets, including goodwill, of the Corporation to an amount insufficient to enable the redemption by the Corporation, at the aggregate Redemption Amounts, of the issued and outstanding Class "C" Preferred shares and, if applicable, the issued and outstanding Class "D" Preferred shares of any series that may be redeemable. Subject only to the foregoing, the holders of Class "C" Preferred shares shall not be entitled to any priority to dividends in relation to the Class "A" Common shares, the Class "B" Common shares, or any other shares ranking junior to the Class "C" Preferred shares and dividends may be declared and paid in respect of these other shares in any particular fiscal year notwithstanding that no dividends have been paid in respect of the Class "C" Preferred shares in such fiscal year.

THIS IS A 3-PAGE DOCUMENT.