

(3) **The designations, preferences, rights, conditions, restrictions, limitations or prohibitions attaching to the Class “A”, “B” and “C” Preferred Shares are as follows:**

(a) **Designations**

The Class “A” Preferred Shares shall be designated as “non-voting non-dividend bearing, redeemable, retractable Class “A” Preferred Shares”. The Class “B” Preferred Shares shall be designated as “non-voting, redeemable, retractable Class “B” Preferred Shares. The Class “C” Preferred Shares shall be designated as “voting, non-dividend bearing, redeemable, retractable Class C Preferred Shares”.

(b) **Voting Rights**

The holders of the Class “C” Preferred Shares shall be entitled to receive notice of and to attend all meetings of the Shareholders of the Corporation, except meetings at which only holders of another specified class of shares are entitled to vote, and to one vote in respect of each Class “C” Share held at all such meetings. The holders of the Class “A” and Class “B” Preferred Shares shall have no right to receive notice of or to be present at or vote, either in person or by proxy, at any meeting of the Shareholders of the Corporation.

(c) **Payment of Dividends**

- (i) The holders of the Class “A” and Class “C” Preferred Shares shall have no right to dividends of any kind or amount whatsoever.
- (ii) The holders of the Class “B” Preferred Shares shall be entitled to receive, if, as and when declared by the board of directors out of the assets or property of the Corporation properly applicable to the payment of dividends, of such amount as the board of directors may from time to time in its absolute discretion specifically declare to be paid to the holders of the Class “B” Preferred Shares; provided that no amount of dividends shall be declared by the board of directors to be payable to the holders of the Class “A”, Class “B” or Class “C” Common Shares in respect of any fiscal year unless, in respect of that fiscal year, the board of directors has already declared dividends to be payable to the holders of Class “B” Preferred Shares in an amount equal to at least ten percent (10%) of the Redemption Price per Class “B” Share (as hereinafter defined).

(d) **Participation Upon Liquidation, Dissolution or Winding-Up**

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its Shareholders for the purpose of winding-up its affairs, the holders or each of the Class “A”, Class “B” and Class “C” Preferred Shares shall participate in the distribution of the assets or property of the Corporation and shall receive from the assets and property of the Corporation, before any amount shall be paid or any property or assets of the Corporation shall be distributed to the holders of the Class “A”, Class “B” or Class “C” Common Shares or any other shares ranking junior to the Class “A”, Class “B” or Class “C” Preferred Shares, assets or property of the Corporation having a fair market value equivalent to:

- (i) in the case of a holder of Class “A” Preferred Shares, the lesser of:
  - (1) the aggregate of the Redemption Amount per Class “A” Preferred Share (as hereinafter defined), as at the time of such distribution or payment, of all Class “A” Preferred Shares held by him, and
  - (2) that proportion of the total fair market value of the assets or property of the Corporation to be so paid or distributed which the amount determined under clause (d)(i)(1) is, as at the time of such distribution or payment, of the aggregate of the product of the Redemption Amount per Class “A” Preferred Share (as hereinafter defined) and the number of Class “A” Preferred Shares issued and

outstanding, the product of the Redemption Amount per Class "B" Preferred Share (as hereinafter define) and the number of Class "B" Preferred Shares issued and outstanding, and the product of the Redemption Amount per Class "C" Preferred Share (as hereinafter defined ) and the number of Class "C" Preferred Shares issued and outstanding (said aggregate, as at any particular time, being hereinafter referred to as the Aggregate Redemption Amount as at that time);

**THIS IS A 7-PAGE DOCUMENT.**