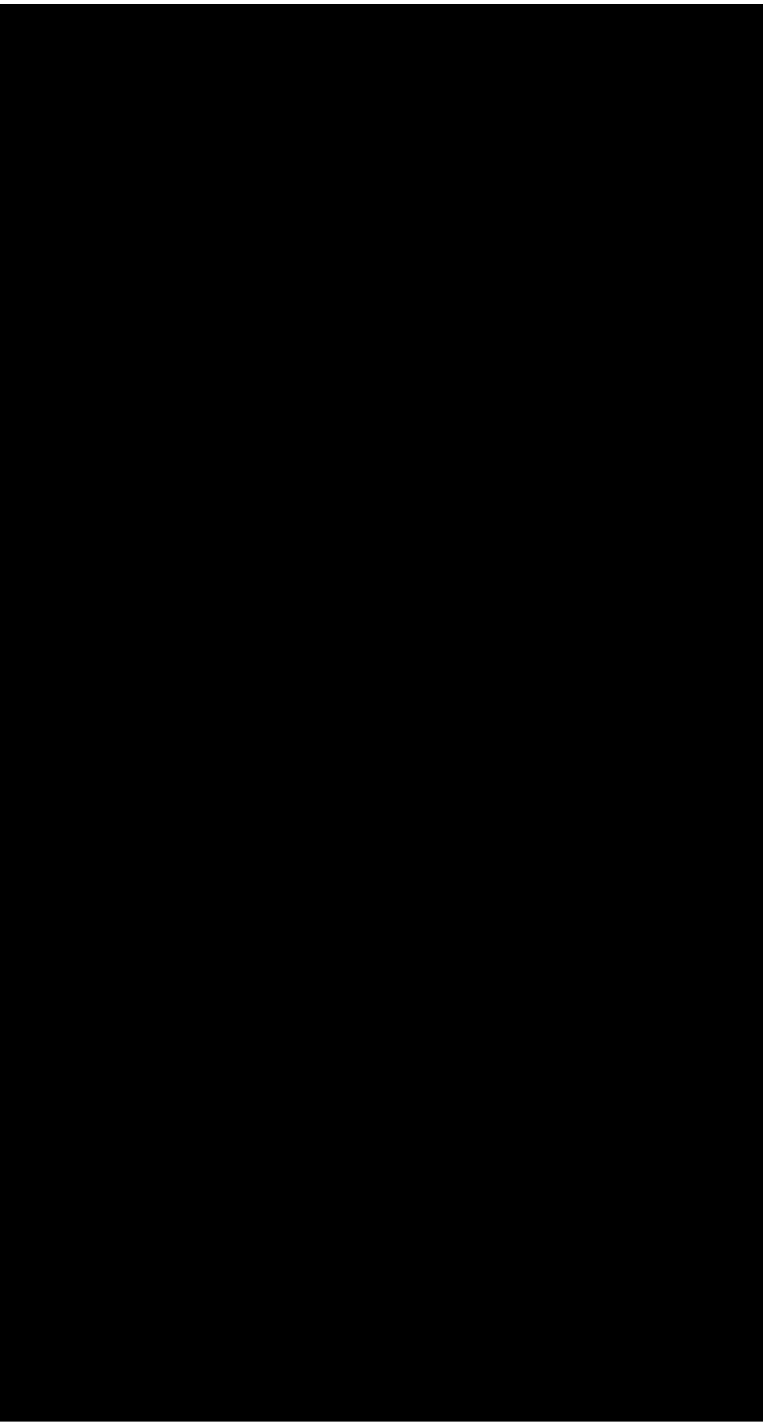


Drag-Along/Tag-Along

#. If a Shareholder offers to sell its Shares to a third party (the "Buyer") and the Buyer obtains the written approval of the other Shareholders, the Buyer and the Seller shall enter into an agreement for purchase and sale between them. The Seller shall offer to purchase a pro rata portion of the Shares of the Buyer on the same terms and conditions as the Seller offers to purchase the Shares of the Buyer.



its Shares to a third party (the "Buyer") and the Buyer obtains the written approval of the other Shareholders, the Buyer and the Seller shall enter into an agreement for purchase and sale between them. The Seller shall offer to purchase a pro rata portion of the Shares of the Buyer on the same terms and conditions as the Seller offers to purchase the Shares of the Buyer.

- #. If:
- (a) a person offers to purchase the Shares;
- (b) the offer is for 50% of the Voting Shares;
- (c) the holder of the Shares offers to purchase the Shares;
- (d) the Voting Shareholder offers to purchase the Shares;

an offer to purchase the Shares of the Buyer; and the offer is for 50% of the Voting Shares of the Buyer; and the offer is for the remaining Shares of the Buyer;

then the remaining Shares of the Buyer shall be purchased by the Buyer on the same terms and conditions as the Seller offers to purchase the Shares of the Buyer.

#. For the purpose of this section, a person shall not be deemed to be dealing at arm's length:

not to be dealing at arm's length:

- (a) with respect to a person who is affiliated with a Shareholder under the Securities Exchange Act of 1934 (or similar legislation);
- (b) with respect to a person who is controlled by the Shareholder or any individual who is a partner of the Shareholder; and
- (c) with respect to a person who is a partner of the Shareholder or a partner of the Shareholder.

is affiliated with a Shareholder under the Securities Exchange Act (or similar legislation); is controlled by the Shareholder or any individual who is a partner of the Shareholder; and is a partner of the Shareholder or a partner of the Shareholder.