

Certificate of Amendment

Certificat de modification

Business Corporations Act

Loi sur les sociétés par actions

MARITIME LAUNCH SERVICES INC.

Corporation Name / Dénomination sociale

2171530

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

April 01, 2022 / 01 avril 2022

Barbara Duckitt

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amendment is not complete
without the Articles of Amendment

Certified a true copy of the record of the
Ministry of Government and Consumer Services.

Barbara Duckitt

Director/Registrar



Ce certificat de modification n'est pas complet s'il
ne contient pas les statuts de modification

Copie certifiée conforme du dossier du
ministère des Services gouvernementaux et des
Services aux consommateurs.

Barbara Duckitt

Directeur ou registrateur



Articles of Amendment

Business Corporations Act

Corporation Name (Date of Incorporation/Amalgamation)

JAGUAR FINANCIAL CORPORATION (May 01, 2008)

1. The name of the corporation is changed to:

MARITIME LAUNCH SERVICES INC.

2. The number of directors or the minimum/maximum number of directors are amended as follows:

Not amended

3. The articles are amended as follows:

A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

Not amended

B. The classes and any maximum number of shares that the corporation is authorized to issue:

Not amended

C. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

Not amended

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

A handwritten signature in black ink, appearing to read "Barbara Duckitt".

Director/Registrar, Ministry of Government and Consumer Services

D. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

Not amended

E. Other provisions:

Not amended

4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.

5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:

August 09, 2021

The articles have been properly executed by the required person(s).

Supporting Information - Nuans Report Information

Nuans Report Reference #

121550564

Nuans Report Date

March 25, 2022

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.
Certified a true copy of the record of the Ministry of Government and Consumer Services.

Barbara Duckitt

Director/Registrar, Ministry of Government and Consumer Services



Ontario
CERTIFICATE
 This is to certify that these
 articles are effective on

CERTIFICAT
 Ceci certifie que les présents
 statuts entrent en vigueur le

Ontario Corporation Number
 Numéro de la société en Ontario

2171530

JUNE 13 JUIN, 2018

Barbara Mackinnon

17

Director / Directrice
 Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT
 STATUTS DE MODIFICATION**

Form 3
 Business
 Corporations
 Act

Formule 3
 Loi sur les
 sociétés par
 actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
 Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT):

J	A	G	U	A	R		F	I	N	A	N	C	I	A	L		C	O	R	P	O	R	A	T	I	O	N

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
 Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT):

3. Date of incorporation/amalgamation:
 Date de la constitution ou de la fusion:

2008/05/01

(Year, Month, Day)
 (année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
 Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: minimum and maximum number of directors is/are:
 Nombre d'administrateurs : nombres minimum et maximum d'administrateurs :

Number minimum and maximum
 Nombre minimum et maximum

or

5. The articles of the corporation are amended as follows:

Les statuts de la société sont modifiés de la façon suivante :

1. to change the number of issued and outstanding common shares in the capital of the Corporation by consolidating the issued and outstanding common shares on the basis of 1 post-consolidation common share for every 10 issued and outstanding pre-consolidation common shares; and

2. in the event that the change of the number of the issued and outstanding common shares in the capital of the Corporation would otherwise result in the issuance of a fractional share, no fractional share shall be issued, and such fraction will be rounded down to the nearest whole common share, if the fraction is less than one half of one common share, and will be rounded up to one whole common share, if the fraction is at least one half of one common share.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2017/06/22

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

JAGUAR FINANCIAL CORPORATION

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par :



(Signature)
(Signature)

VIC ALBOINI

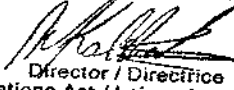
Chairman/CEO/President

(Description of Office)
(Fonction)

CERTIFICATE
 This is to certify that these articles
 are effective on

CERTIFICAT
 Ceci certifie que les présents statuts
 entrent en vigueur le

JULY 02 JULIET, 2008


 Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 3
 Business
 Corporations
 Act

Formule 3
 Loi sur les
 sociétés par
 actions

**ARTICLES OF AMENDMENT
 STATUTS DE MODIFICATION**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
 Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

J	A	G	U	A	R		F	I	N	A	N	C	I	A	L		C	O	R	P	O	R	A	T	I	O	N												

2. The name of the corporation is changed to (if applicable) : (Set out in BLOCK CAPITAL LETTERS)
 Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT) :

3. Date of incorporation/amalgamation:
 Date de la constitution ou de la fusion :

2008-05-01

(Year, Month, Day)
 (année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
 Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: **or** minimum and maximum number of directors is/are:
 Nombre d'administrateurs : **ou** nombres minimum et maximum d'administrateurs :

Number **or** minimum and maximum
 Nombre **ou** minimum et maximum

	3	10
--	---	----

5. The articles of the corporation are amended as follows:
 Les statuts de la société sont modifiés de la façon suivante :

See Page 1A attached.

1. to change the minimum number of directors from one (1) to three (3), so that the number of directors of the Corporation will be a minimum of three (3) and a maximum of ten (10);
2. to repeal and replace section 8 of the Articles by the following:
"The issue, transfer or ownership of the shares is not restricted"; and
3. to repeal and replace section 9 of the Articles by the following:
"None".

- 6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.
- 7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2008, 07, 02

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

JAGUAR FINANCIAL CORPORATION

(Name of Corporation) (If the name is to be changed by these articles set out current name)
(Dénomination sociale de la société) (Si l'on demande un changement de nom, indiquer ci-dessus la dénomination sociale actuelle).

By/
Par :



(Signature)
(Signature)
Kyler Wells

General Counsel *President*

(Description of Office)
(Fonction)

For Ministry Use Only
 À l'usage exclusif du ministère

Ontario Corporation Number
 Numéro de la société en Ontario



Ministère des
 Services gouvernementaux

CERTIFICATE

This is to certify that these articles
 are effective on

CERTIFICAT

Ceci certifie que les présents statuts
 entrent en vigueur le

2171530

JUNE 10 JUIN, 2008

[Signature]
 Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT
 STATUTS DE MODIFICATION**

Form 3
 Business
 Corporations
 Act

Formule 3
 Loi sur les
 sociétés par
 actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
 Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT):

2	1	7	1	5	3	0	O	N	T	A	R	I	O	L	I	M	I	T	E	D				

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)
 Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT):

J	A	G	U	A	R	F	I	N	A	N	C	I	A	L	C	O	R	P	O	R	A	T	I	O	N		

3. Date of Incorporation/amalgamation:
 Date de la constitution ou de la fusion : **2008-05-01**

(Year, Month, Day)
 (année, mois, jour)

4. **Complete only if there is a change in the number of directors or the minimum / maximum number of directors.**
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: **or** minimum and maximum number of directors is/are:
 Nombre d'administrateurs : **ou** nombres minimum et maximum d'administrateurs :

Number	or	minimum	and	maximum
Nombre	ou	minimum	et	maximum
<input type="text"/>		<input type="text"/>		<input type="text"/>

5. The articles of the corporation are amended as follows:
 Les statuts de la société sont modifiés de la façon suivante :

To change the name of the Corporation to Jaguar Financial Corporation.

TERMS AND CONDITIONS

Definitions:

'Customer' refers to a person, firm or other entity who receives a NUANS Report directly or indirectly from HP pursuant to a written agreement with HP, or who relies on such Report without the benefit of any written agreement with HP.

"HP" shall at all times refer to Hewlett-Packard (Canada) Co.

(a) There are no representations or warranties, expressed or implied, oral or written, in fact or by operation of law or otherwise, except as herein expressly stated. In no event shall HP be liable for any indirect, special or consequential damages for any reason whatsoever including any damages arising out of Customer's access to or use of services, data or reports provided under the Agreement between the Customer and HP, including responsibility or liability resulting from the inaccuracy and/or omissions of NUANS Reports or NUANS Database Pre-Searches.

(b) HP'S liability for direct damages resulting from HP'S negligence or breach of contract in the execution of services (including delivery of data and reports) under its Agreement with the Customer shall be limited to the total charge for the services giving rise to the loss or damage.

(c) Where a Customer is required to re-order a NUANS Report because the Customer did not receive the first report or because of a demonstrable omission or inaccuracy therein, HP'S sole liability in the case of non-receipt by Customer shall be to waive all charges with respect thereto, provided that in all such cases HP shall not be liable for any failure in the case of an Act of God, riots, insurrection, or any other event beyond HP'S direct control, and provided in all cases that the Customer provide HP with satisfactory evidence of one of the above-mentioned failures within fifteen (15) days of the alleged date of such failure.

(d) The Customer agrees to indemnify HP and to hold it harmless from any loss or liability to the Customer, or to any third parties for any injuries or damages not caused by HP'S negligence which result from the Customer's access to or use of any such report or data and operation of any machines in the control of HP, from the Customer's use of HP'S premises or premises which HP is authorized to use, or from any error or inaccuracy in the preparation and formulation of a request for a NUANS Report.

(e) The Customer acknowledges that HP is subject to certain time and other restrictions in compiling its data base for purposes of delivering a NUANS Report or a NUANS Database Pre-Search and the Customer shall so advise any third party to whom it disseminates such Report or Pre-Search. HP shall not be held liable by the Customer or by any third party for the failure of a NUANS Report or a NUANS Database Pre-Search to disclose any name with prior rights. HP expressly excludes all liability and damages resulting from the inaccuracy or incompleteness of, or omissions from, any NUANS Report.

CONDITIONS GÉNÉRALES

Définitions:

On entend par « client » une personne, une entreprise ou toute autre entité qui reçoit directement ou indirectement de HP un rapport NUANS en conformité avec une entente écrite avec HP, ou qui compte sur un tel rapport sans avoir conclu d'entente écrite avec HP.

Le terme « HP » fait toujours référence à Hewlett-Packard (Canada) Cie

(a) Sauf mention contraire dans le présent contrat, HP ne reconnaît aucune représentation ni garantie expresse ou implicite, verbale ou écrite, dans les faits ou par l'effet de la loi ou de toute autre disposition. HP ne peut en aucun cas être tenue responsable de dommages spéciaux, indirects ou accessoires, dont les dommages résultant de l'obtention ou de l'utilisation par le client des données, rapports ou services fournis en vertu des présentes, y compris toute responsabilité découlant d'inexactitudes ou d'omissions dans les rapports NUANS ou dans les rapports de recherche préliminaire NUANS.

(b) La responsabilité de HP pour tout dommage direct résultant de la négligence de HP ou de la violation du contrat dans l'exécution des services (y compris la fourniture de données et de rapports) en vertu des présentes sera limitée au montant total des frais exigés pour les services qui ont donné lieu à la perte ou au dommage.

(c) Si le client est obligé de redemander un rapport NUANS parce que HP a omis de produire le premier rapport selon ses obligations, la seule responsabilité de HP consistera à renoncer à tous les frais associés à cette demande, à condition que HP soit exemptée de toute responsabilité si le manquement est dû à un cas de force majeure, à des émeutes, à des insurrections ou à toute autre cause indépendante de la volonté de HP; par ailleurs, le client sera aussi tenu de fournir à HP des pièces justificatives satisfaisantes d'un tel manquement dans un délai de quinze (15) jours suivant la date prétendue de chaque manquement.

(d) Le client convient d'indemniser HP et de le dégager de toute responsabilité découlant d'une perte ou d'une obligation pour le client ou une tierce partie en raison de blessures ou de dommages qui ne résultent pas de la négligence de HP, mais plutôt du fait que le client a obtenu et utilisé le rapport ou les données et a fait fonctionner de l'équipement sous le contrôle de HP, qu'il a utilisé les locaux de HP ou des locaux que HP est autorisée à utiliser, ou qu'une erreur ou une inexactitude s'est glissée dans la préparation ou la formulation d'une demande de rapport NUANS.

(e) Le client reconnaît que HP est soumise à certaines restrictions liées au temps et à d'autres facteurs lorsqu'elle compile sa base de données en vue de produire un rapport NUANS ou un rapport de recherche préliminaire NUANS et il devra donc en prévenir toute tierce partie à qui il transmet le rapport NUANS ou le rapport de recherche préliminaire NUANS. HP ne peut être tenue responsable par le client ou toute tierce partie en cas d'omission de divulgation dans le rapport NUANS ou le rapport de recherche préliminaire NUANS de toute dénomination et remarque de commerce avec droit prioritaire. HP décline expressément toute responsabilité découlant d'inexactitudes ou d'omissions dans le rapport NUANS.

Abbreviation/Abréviation	English Term	Terme français
	Company Name	Nom de l'entreprise
Jur.	Jurisdiction Code	Code de juridiction
No.	Company Number	Numéro de l'entreprise
Date	Incorporation Date	Date d'incorporation
	City	Ville
EP	Extra-Provincial Code	Code extra-provincial
Type	Company Type	Type de l'entreprise
Status/Statut	Legal Status	Statut légal
Stat Date/Date eff	Status Date	Date effective
Bus./Act.	Line of Business	Secteur d'activité

Abbreviation/Abréviation	English Term	Terme français
	Trade-mark	Marque de commerce
App.No./No.app.	Application Number	Numéro d'application
Reg.No./No.enr.	Registration Number	Numéro d'enregistrement
Reg.Date/Date.enr	Registration Date	Date d'enregistrement
	Status	Statut
	Owner name	Propriétaire
Classes	Nice Class Codes	Codes des classes Nice
Goods/Produits	Goods and Services	Produits et services

Latest NUANS update dates / Dernière mise à jour de NUANS

AB Corp. 2008Ma12 BC Corp. 2008Ma13 CD 2008Ma11 ME 2008A118 NB 2008Ma01 NL 2008Ma09
 NS 2008Ma14 NT 2008Ma06 ON Bus. 2008Ma10 ON Corp. 2008Ma10 PE 2008Ma08 SK 2008Ma12
 NV Corp. 2008Ma07 YT 2008Ma01
 TM Update/Mise à jour des MC 2008Ma13 App. No./No. App. 1394600 Filed/Déposée 2008Ma07

Request ID: 010288535
Demande n°:
Transaction ID: 035347571
Transaction n°:
Category ID: CT
Catégorie:

Province of Ontario
Province de l'Ontario
Ministry of Consumer and Business Services
Ministère des Services aux consommateurs et aux entreprises
Companies and Personal Property Security Branch
Direction des compagnies et des sûretés mobilières

Date Report Produced: 2008/05/01
Document produit le:
Time Report Produced: 12:49:10
Imprimé à:

Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

2171530 ONTARIO LIMITED

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002171530

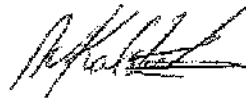
is a corporation incorporated,
under the laws of the Province of Ontario.

est une société constituée aux termes
des lois de la province de l'Ontario.

These articles of incorporation
are effective on

Les présents statuts constitutifs
entrent en vigueur le

MAY 01 MAI, 2008



Director/Directrice
Business Corporations Act/Loi sur les sociétés par actions

Request ID / Demande n°

10288535

Ontario Corporation Number
Numéro de la compagnie en Ontario

2171530

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES COMPAGNIES

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*
2171530 ONTARIO LIMITED
2. The address of the registered office is: *Adresse du siège social:*
145 KING STREET WEST Suite 2020
(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)
TORONTO ONTARIO
CANADA M5H 1J8
(Name of Municipality or Post Office) (Postal Code/Code postal)
(Nom de la municipalité ou du bureau de poste)
3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
Minimum 1 Maximum 10
4. The first director(s) is/are: *Premier(s) administrateur(s):*
First name, initials and surname *Resident Canadian State Yes or No*
Prénom, initiales et nom de famille Résident Canadien Oui/Non
Address for service, giving Street & No. *Domicile élu, y compris la rue et le*
or R.R. No., Municipality and Postal Code *numéro, le numéro de la R.R., ou le nom*
de la municipalité et le code postal
- * ROBERT KYLER YES
PASSMORE WELLS
84 RIVERWOOD PARKWAY
TORONTO ONTARIO
CANADA M8Y 4E8

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

10288535

2171530

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

6. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of common shares.

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

10288535

2171530

-
7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

The authorized share capital of the Corporation shall consist of an unlimited number of common shares, without par value, which shall entitle their holders to vote at any meeting of shareholders, to receive any dividend declared by the Corporation and to receive the remaining property of the Corporation on dissolution.

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

10288535

2171530

-
8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

No share of the share capital of the Corporation shall be transferred without the approval of the directors evidenced by a resolution of the board, which approval may be given after such transfer.

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

10288535

2171530

9. Other provisions, (if any, are):
Autres dispositions, s'il y a lieu:

As long as the Corporation qualifies as a "private issuer" within the meaning of Regulation 45-106 respecting prospectus and registration exemptions, as amended, supplemented, restated or replaced from time to time, any transfer of securities (other than shares and non-convertible debt securities) of the Corporation, shall be subject to the approval of the directors evidenced by a resolution of the board (which approval may be given after such transfer) or, as the case may be, to restrictions that are contained in any security holders' agreements.

Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

10288535

2171530

10. The names and addresses of the incorporators are
Nom et adresse des fondateurs

First name, initials and last name
or corporate name

*Prénom, initiale et nom de
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business
giving street & No. or R.R. No., municipality and postal code
*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

* ROBERT KYLER PASSMORE WELLS

84 RIVERWOOD PARKWAY

TORONTO ONTARIO
CANADA M8Y 4E8

BY-LAW NUMBER 1
A BY-LAW RELATING TO THE BUSINESS AND AFFAIRS OF
2171530 ONTARIO LIMITED

ARTICLE 1
INTERPRETATION

1.1 Definitions

In this by-law:

“**Act**” means the *Business Corporations Act* (Ontario) and the regulations enacted pursuant to it and any statute and regulations that may be substituted for them, as amended from time to time;

“**Articles**” means the articles (as that term is defined in the Act) of the Corporation;

“**Auditor**” means the auditor of the Corporation;

“**Board**” means the board of directors of the Corporation;

“**Corporation**” means the corporation incorporated on May 1, 2008 under the name “2171530 Ontario Limited”;

“**director**” means a director of the Corporation;

“**Indemnified Person**” means

- (a) each director and former director of the Corporation;
- (b) each officer and former officer of the Corporation;
- (c) each individual who acts or acted at the Corporation’s request as a director or officer of a body corporate or an individual acting in a similar capacity of another entity; and
- (d) the respective heirs and legal representatives of each of the persons designated in the preceding paragraphs (a) through (c).

“**officer**” means an officer of the Corporation, and reference to any specific officer is to the individual holding that office of the Corporation;

“**person**” means an individual, body corporate, partnership, joint venture, trust, unincorporated organization, association, the Crown or any agency or instrumentality thereof, or any entity recognized by law;

“**proxyholder**” means an individual holding a valid proxy for a shareholder;

“**resident Canadian**” has the meaning ascribed to that phrase in the Act;

“**shareholder**” means a registered shareholder of the Corporation;

“**telephonic or electronic means**” means telephone calls or messages, facsimile messages, electronic mail, transmission of data or information through automated touch-tone telephone systems, transmission of data or information through computer networks, any other similar means or any other means prescribed by the Act; and

“**voting person**” means, in respect of a meeting of shareholders, an individual who is either a shareholder entitled to vote at that meeting, a duly authorized representative of a shareholder entitled to vote at the meeting or a proxyholder entitled to vote at that meeting.

1.2 Number, Gender and Headings

In this by-law, words in the singular include the plural and vice-versa and words in one gender include all genders. The insertion of headings in this by-law and its division into Articles, Sections and other subdivisions are for convenience of reference only, and shall not affect the interpretation of this by-law.

1.3 By-Law Subordinate to Other Documents

This by-law is subordinate to, and should be read in conjunction with, the Act, the Articles and any unanimous shareholder agreement of the Corporation.

1.4 Computation of Time

The computation of time and any period of days shall be determined in accordance with the Act.

ARTICLE 2 MEETINGS OF THE BOARD

2.1 Notice of Meeting

Meetings of the Board may be called by or by order of the Chairman of the Board, if any, the President or any two directors by giving notice stating the date, time and place of the meeting to each of the directors. Notices sent by delivery or by telephonic or electronic means shall be sent no less than 48 hours before the time of the meeting, except for matters deemed urgent by the Chairman of the Board or the President, in which case notices shall be sent no less than 12 hours before the time of the meeting. Notices sent by mail shall be sent no less than five days before the day of the meeting.

The Board may appoint, by resolution, dates, time and places for meetings of the Board. A copy of any such resolution shall be sent to each director forthwith after being passed, but no other notice is required for any such meeting.

2.2 Meetings Without Notice

A meeting of the Board may be held without notice immediately following the first or any annual meeting of shareholders.

2.3 Place of Meeting

A meeting of the Board may be held at any place within or outside Ontario, and no such meeting need be held at a place within Canada.

2.4 No Notice to Newly Appointed Director

An individual need not be given notice of the meeting at which that individual is appointed by the other directors to fill a vacancy on the Board, if that individual is present at that meeting.

2.5 Quorum for Board Meetings

If there are one or two directors, all of the directors constitute a quorum at a meeting of the Board. If there are more than two directors, a majority of the directors constitute a quorum at a meeting of the Board.

In this section, the “**number of directors**” is either:

- (a) the number of directors specified in the Articles; or
- (b) if a minimum and maximum number of directors is provided for in the Articles, the number determined from time to time by special resolution or, if the special resolution empowers the directors to determine the number, by resolution of the directors, or if no such resolution has been passed, the number of directors named in the Articles.

2.6 Meeting Chairman and Secretary

The chairman of a meeting of the Board must be a director present at the meeting who consents to preside as chairman. The Chairman of the Board, if any, or, failing him, the President who so qualifies shall preside as chairman of the meeting. If none of them is so qualified, the directors present at the meeting shall choose a director to preside as chairman of the meeting.

The Secretary shall act as secretary of the meetings of the Board. The directors present at a meeting may nevertheless appoint any other person as secretary of any meeting.

2.7 Votes at Board Meetings

Each director present at a meeting of the Board shall have one vote on each motion arising. Motions arising at meetings of the Board shall be decided by a majority vote. The chairman of the meeting shall not have a second or casting vote.

2.8 Meeting by telephone, etc.

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 for the purposes of this Act to be present at that meeting.

**ARTICLE 3
MEETINGS OF SHAREHOLDERS**

3.1 Notice of Shareholders' Meetings

The Board may call a meeting of shareholders by causing notice of the date, time and place of the meeting to be sent to each shareholder entitled to vote at the meeting, each director and the Auditor, or by issuing a press release followed by such notice. Such notice shall be sent no less than 21 days and no more than 50 days before the meeting.

Unless otherwise required by applicable law, 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.

3.2 Quorum at Meetings of Shareholders

One or more persons present in person or duly represented and holding not less than 5% of the total number of votes attaching to all shares carrying the right to vote at that meeting shall constitute a quorum at meeting of shareholders, regardless of the actual number of persons physically present.

If a quorum is present at the opening of a meeting of shareholders, the shareholders present may, unless the by-laws otherwise provide, proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.3 Meeting Chairman and Secretary

The Chairman of the Board of Directors or, if there is none, the President, or any other person as may from time to time be appointed as such by the Board, shall preside at meetings of shareholders.

The Secretary, or any other person as may from time to time be appointed as such by the Board, shall act as secretary of the meetings of shareholders.

3.4 Scrutineers

The chairman of a meeting of shareholders may appoint for that meeting one or more scrutineers, who need not be voting persons.

3.5 Voting

Unless the chairman of a meeting of shareholders directs a ballot, or a voting person demands one, each motion shall be voted upon by a show of hands. Each voting person has one vote in a vote by show of hands.

A ballot may be directed or demanded either before or after a vote by show of hands. If a ballot is taken, a prior vote by show of hands has no effect.

Unless otherwise provided in the Act or any other applicable law, all questions proposed for the consideration of the shareholders shall be determined by the majority of the votes cast and the chairman presiding at the meeting shall not have a second or casting vote in case of an equality of votes.

3.6 Who May Attend Shareholders' Meeting

The persons entitled to attend a meeting of shareholders are voting persons, the directors, the Auditor and the President, as well as others permitted by the chairman of the meeting.

3.7 Meeting by Electronic Means

A meeting of the shareholders may be held by telephonic or electronic means and a shareholder who, through those means, votes at the meeting or establishes a communications link to the meeting shall be deemed for the purposes of the Act to be present at the meeting.

ARTICLE 4 SECURITY CERTIFICATES, PAYMENTS

4.1 Certificates

Unless otherwise provided in the Articles, the Board may provide by resolution that any or all classes and series of shares or other securities shall be uncertificated securities, provided that such resolution shall not apply to securities represented by a certificate until such certificate is surrendered to the Corporation.

Subject to the above paragraph, security certificates shall be in such form as the Board may approve or the Corporation adopt. The President or the Board may order the cancellation of any security certificate that has become defaced and the issuance of a replacement certificate for it when the defaced certificate is delivered to the Corporation or to a transfer agent or branch transfer agent of the Corporation.

4.2 Cheques

Any amount payable in cash to shareholders (including dividends payable in cash) may be paid by cheque drawn on any of the Corporation's bankers to the order of each registered holder of shares of the class or series in respect of which such amount is to be paid. Cheques may be sent by delivery or first class mail to such registered holder at that

holder's address appearing on the register of shareholders, unless that holder otherwise directs in writing. By sending a cheque, as provided in this by-law, in the amount of the dividend less any tax that the Corporation is required to withhold, the Corporation discharges its liability to pay the amount of that dividend, unless the cheque is not paid on due presentation.

4.3 Cheques to Joint Shareholders

Cheques payable to joint shareholders shall be made payable to the order of all such joint shareholders unless such joint shareholders direct otherwise. Such cheques may be sent to the joint shareholders at the address appearing on the register of shareholders in respect of that joint holding, to the first address so appearing if there is more than one, or to such other address as those joint shareholders direct in writing.

4.4 Non-Receipt of Cheques

The Corporation shall issue a replacement cheque in the same amount to any person who does not receive a cheque sent as provided in this by-law, if that person has satisfied the conditions regarding indemnity, evidence of non-receipt and title set by the Board from time to time, either generally or for that particular case.

4.5 Currency of Dividends

Dividends or other distributions payable in cash may be paid to some shareholders in Canadian currency and to other shareholders in equivalent amounts of a currency or currencies other than Canadian currency. The Board may declare dividends or other distributions in any currency or in alternative currencies and make such provisions as it deems advisable for the payment of such dividends or other distributions.

ARTICLE 5 COMMITTEES OF THE BOARD; OFFICERS

5.1 Committees of the Board

Subject to the Articles, the directors may appoint from their number one or more committees of directors and delegate to such committees any of the powers of the directors.

5.2 Officers

Subject to the Act and the Articles, the directors may designate the offices of the Corporation, appoint officers, specify their duties and delegate to them powers to manage the business and affairs of the Corporation.

A director may be appointed to any office of the Corporation. Two or more offices of the corporation may be held by the same person.

Each officer shall hold office during the pleasure of the Board. Any officer may, however, resign at any time by giving notice to the Corporation.

ARTICLE 6 SIGNATORIES, INFORMATION

6.1 Signatories

Except for documents executed in the usual and ordinary course of the Corporation's business, which may be signed by any officer or employee of the Corporation acting within the scope of his or her authority, the following are the only persons authorized to sign any document on behalf of the Corporation:

- (a) the President, acting alone, or any two of the directors and officers, acting jointly;
- (b) any individual appointed by resolution of the Board to sign the specific document, that type of document or documents generally on behalf of the Corporation; or

Any document so signed may, but need not, have the corporate seal of the Corporation applied, if there is one.

6.2 Facsimile or Electronic Signatures

The signature of any individual authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

6.3 Restriction on Information Disclosed

Except as required by the Act or any other applicable law or authorized by the Board, no shareholder is entitled by virtue of being a shareholder to disclosure of any information, document or records respecting the Corporation or its business.

ARTICLE 7 PROTECTION AND INDEMNITY

7.1 Transactions with the Corporation

No director or officer shall be disqualified, by virtue of being a director, or by holding any other office of, or place of profit under, the Corporation or any body corporate in which the Corporation is a shareholder or is otherwise interested, from entering into, or from being concerned or interested in any manner in, any contract, transaction or arrangement made, or proposed to be made, with the Corporation or any body corporate

in which the Corporation is interested and no such contract, transaction or arrangement shall be void or voidable for any such reason.

No director or officer shall be liable to account to the Corporation for any profit arising from any such office or place of profit or realized in respect of any such contract, transaction or arrangement.

Except as required by the Act or any other applicable law, no director or officer must make any declaration or disclosure of interest or, in the case of a director, refrain from voting in respect of any such contract, transaction or arrangement.

7.2 Limitation of Liability

Subject to the Act, no director or officer shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other person;
- (b) joining in any receipt or act for conformity;
- (c) any loss, damage or expense to the Corporation arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation;
- (d) the insufficiency or deficiency of any security in or upon which any moneys of the Corporation are invested;
- (e) any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person with whom any monies, securities or other property of the Corporation are lodged or deposited;
- (f) any loss, damage or expense occasioned by any error of judgment or oversight; or
- (g) any other loss, damage or expense related to the performance or non-performance of the duties of that individual's office.

7.3 Contracts on Behalf of the Corporation

Subject to the Act, any contract entered into, or action taken or omitted, by or on behalf of the Corporation shall, if duly approved by a resolution of the shareholders, be deemed for all purposes to have had the prior authorization of the shareholders.

7.4 Indemnity of Directors and Officers

As required or permitted by the Act, the Corporation shall indemnify each Indemnified Person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, which that Indemnified Person reasonably incurs in respect of any civil, criminal or administrative, investigative or other proceeding to which that

Indemnified Person is made a party by reason of being or having been a director or officer of the Corporation or of a body corporate or by reason of having acted in a similar capacity for an entity if:

- (a) the Indemnified Person acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Person had reasonable grounds for believing that the conduct was lawful.

7.5 Advances by the Corporation

The Corporation shall advance monies to an Indemnified Person for the costs, charges and expenses of a proceeding referred to in Section 7.4, provided that the Indemnified person shall repay such monies if the Indemnified person does not fulfil the duties of Subsections 7.4(a) and (b).

7.6 Indemnities Not Limiting

The provisions of this Article 7 shall be in addition to and not in substitution for any rights, immunities and protections to which an Indemnified Person is otherwise entitled under the Act or as the law may permit or require.

7.7 Insurance

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any Indemnified Person as the Board may determine.

ARTICLE 8 NOTICES

8.1 Procedure for Sending Notices

Notice shall be deemed to have been sufficiently sent if sent in writing to the address of the addressee on the books of the Corporation and delivered in person, sent by prepaid first class mail or sent by any telephonic or electronic means of sending messages, including telex or facsimile transmission, which produces a paper record. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the day it was delivered or sent by telephonic or electronic means or on the fifth day after it was mailed.

8.2 Notices to Successors in Title

Notice to a shareholder is sufficient notice to each successor in title to that shareholder until the name and address of that successor have been entered on the Corporation's share register.

8.3 Notice to Joint Shareholders

Notice to one joint shareholder is sufficient notice to all of them. Such notice shall be addressed to all such joint shareholders and sent to the address for them on the Corporation's register of shareholders, or to the first such address if there is more than one.

8.4 Signatures on Notices

The signature on any notice or other communication or document to be sent by the Corporation may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature.

8.5 Omission of Notice Does Not Invalidate Actions

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

8.6 Waiver of Notice

Any person entitled to notice under the Act, the Articles or the by-laws may waive that notice. Waiver, either before or after the event referred to in the notice, shall cure any default in sending that notice.

MADE by the Board on the 1st day of May, 2008.



Kyler Wells
President and Secretary