



Ministry of
Consumer and
Commercial
Relations

CERTIFICATE

This is to certify that these
articles are effective on

MARCH 31 MARS, 1992

Ministère de
la Consommation
et du Commerce

CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

Ontario Corporation Number
Numéro de la compagnie en Ontario

975781

W. D. L.

Director / Directeur
Business Corporations Act / Loi de sur les compagnies

TRANS
CODE

C
18

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act,
1982

Formule
numéro 3
Loi de 1982
sur les
compagnies

1. The present name of the corporation is: *Dénomination sociale actuelle de la compagnie:*
DELTA STAR RESOURCES INC.
2. The name of the corporation is changed to (if applicable): *Nouvelle dénomination sociale de la compagnie (s'il y a lieu):*
ACCORD FINANCIAL CORP.
3. Date of incorporation/amalgamation: *Date de la constitution ou de la fusion:*
31st July, 1985
(Day, Month, Year)
(jour, mois, année)
4. The articles of the corporation are amended as follows: *Les statuts de la compagnie sont modifiés de la façon suivante:*
 1. by changing the name of the Corporation to "Accord Financial Corp."; and
 2. by consolidating the issued and outstanding common shares in the capital of the Corporation on the basis of one new common share for each 5 common shares currently outstanding.

5. The amendment has been duly authorized as required by Sections 167 and 169 (as applicable) of the Business Corporations Act. *La modification a été dûment autorisée conformément à l'article 167 et, s'il y a lieu, à l'article 169 de la Loi sur les compagnies.*
6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on *Les actionnaires ou les administrateurs (le cas échéant) de la compagnie ont approuvé la résolution autorisant la modification*

6th March, 1992

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

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

DELTA STAR RESOURCES INC.

(Name of Corporation)
(Dénomination sociale de la compagnie)

By/Par:

(Signature)
(Signature)

President

(Description of Office)
(Fonction)



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MARCH 24 MARS, 1992

W. D. L.

Director / Directeur
Business Corporations Act / Loi de sur les compagnies

Ontario Corporation Number
Numéro de la compagnie en Ontario

975781

Trans
Code
A
18

Stat.
7
28

Comp
Type
A
29

Method
Incorp
3
30

Share
S
31

Notice
Req'd
N
32

Jurisdiction
ONTARIO
33 47

**ARTICLES OF CONTINUANCE
STATUTS DE PROROGATION**

Form 6
Business
Corporations
Act,
1982

Formule
numéro 6
Loi de 1982
sur les
compagnies

1. The name of the corporation is:

Dénomination sociale de la compagnie:

DELTA STAR RESOURCES INC.

2. The corporation is to be continued under the name
(if different from 1):

*Nouvelle dénomination sociale de la compagnie (si elle
est différente de celle inscrite ci-dessus):*

N / A

3. Name of jurisdiction the corporation is leaving:

Nom de l'état que quitte la compagnie:

BRITISH COLUMBIA

(Name of Jurisdiction)
(Nom de l'état)

4. Date of incorporation/amalgamation

Date de la constitution ou de la fusion:

31ST JULY, 1985

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

5. The address of the registered office in Ontario is:

Adresse du siège social en Ontario:

20 EGLINTON AVENUE WEST, SUITE 2000

(Street & Number, or R.R. Number & if Multi-Office Building give Room Number)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

CITY OF TORONTO

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

M 4 R 1 K 8

(Postal Code)
(Code Postal)

MUNICIPALITY

(Name of Municipality, Geographic Township)
(Nom de la municipalité, du canton)

of

XXXXX
dans le/la

METROPOLITAN TORONTO

(County, District, Regional Municipality)
(Comté, district, municipalité régionale)

6. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum of 3; maximum of 10.

7. The directors of the corporation are: *Administrateurs:*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving Street & No. or R.R. No., or Municipality and Postal Code <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou, le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
<p>Schedule "A" attached hereto is incorporated into and forms part of this form.</p>		

8. 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.*

None

SCHEDULE "A"

7. The directors of the Corporation are:

First name, initials and surname	Residence address, giving Street & No. or R.R. No., or Municipality and Postal Code	Resident Canadian State Yes or No
H. Thomas Beck	331 Riverview Drive Toronto, Ontario M4N 3C9	Yes
Robert J. Beutel	98 Dinnick Crescent Toronto, Ontario M4N 1L8	Yes
Austin C. Beutel	33 Gardiner Road Toronto, Ontario M5P 3B6	Yes
Ken Hitzig	97 Glengowan Road Toronto, Ontario M4N 1G5	Yes
John D. Lamont	Suite 1607 2170 Marine Drive Oakville, Ontario L6L 5V1	Yes
Paul A. Larkin	2965 Rosemont Drive Vancouver, British Columbia V5S 2C7	Yes
Michael C. Varabioff	Suite 108 2250 West 3rd Avenue Vancouver, British Columbia V6K 1L4	Yes

9. 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:

- (a) an unlimited number of Common Shares;
- (b) an unlimited number of First Preferred Shares, issuable in series;
- (c) an unlimited number of Second Preferred Shares, issuable in series;
- (d) an unlimited number of Class A Special Shares; and
- (e) an unlimited number of Class B Special Shares.

10. 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 qui peut être émise en série:

Schedule "B" attached hereto is incorporated into and forms part of this form.

SCHEDULE "B"

Part 1 - General

Section 1.01 Interpretation: In this schedule as from time to time amended, unless there is something in the context inconsistent therewith, "Act" means the Business Corporations Act (Ontario), or its successor, as amended, replaced or re-enacted from time to time.

Section 1.02 Gender: Words importing only the singular number include the plural and vice versa and words importing any gender include all genders and neuter.

Section 1.03 Currency: All monetary amounts referred to herein shall be in lawful money of Canada.

Section 1.04 Headings: The division of these provisions into parts, sections, paragraphs and other subdivisions and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

Section 1.05 References to These Provisions: The words "herein", "hereto", "hereunder", "hereof" and "hereby" and similar expressions mean or refer to these provisions as a whole and not to any particular part, section, paragraph or other portion hereof and the words "part", "section", "paragraph" and "subparagraph" followed by a number or a letter or any combination thereof refer to the specified part, section, paragraph or subparagraph hereof.

Section 1.06 Business Corporations Act: These provisions shall be governed by and are subject to the applicable provisions of the Act and all other laws binding upon the Corporation and, except as otherwise expressly provided herein, all terms used herein which are defined in the Act shall have the respective meanings ascribed thereto in the Act.

Part 2 - Common Shares

The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

Section 2.01 Votes: The holders of the Common Shares are entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of another specified class or series of shares are entitled to vote, and are entitled to one vote for each Common Share held on all polls taken at such meetings.

Section 2.02 Dividends: Subject to the prior rights, privileges, restrictions and conditions attaching to the First Preferred Shares and the Second Preferred Shares, or any series thereof, respectively, the Class A Special Shares, the Class B Special Shares and the shares of any other class ranking senior to the Common Shares, the holders of Common Shares shall be entitled to receive dividends as and when declared by the directors of the Corporation.

Section 2.03 Liquidation: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property and assets of the Corporation for the purpose of winding up the affairs of the Corporation, holders of Common Shares shall, after payment to the holders of First Preferred Shares, Second Preferred Shares, Class A Special Shares, Class B Special Shares and shares of any other class ranking senior to the Common Shares of the amount payable to them, be entitled to receive the remaining property and assets of the Corporation.

Section 2.04 Limitation: Subject to the provisions of the Act, the holders of Common Shares shall not be entitled to vote separately on, or to dissent in respect of, any proposal to amend the articles of the Corporation to:

- (a) increase or decrease any maximum number of authorized Common Shares or increase any maximum number of authorized shares of a class or series having rights or privileges equal to or superior to the Common Shares;
- (b) effect an exchange, reclassification or cancellation of all or part of the Common Shares; or
- (c) create a new class of shares or series equal or superior to the Common Shares.

Part 3 - First Preferred Shares

The rights, privileges, restrictions and conditions attaching to the First Preferred Shares as a class are as follows:

Section 3.01 Directors' Rights to Issue in One or More Series: The First Preferred Shares may at any time and from time to time be issued in one or more series. Before any shares of a particular series are issued the directors of the Corporation shall fix the number of shares which will form such series and shall, subject to the limitations set out herein, by resolution determine the designation, rights, privileges, restrictions and conditions to be attached to the First Preferred Shares of such series, including, but without limiting the generality of the foregoing:

- (a) the rate, amount or method of calculation of dividends (if any) payable thereon;
- (b) if applicable, the time or times and place or places of payment of dividends;
- (c) if applicable, the consideration for and the terms and conditions of any purchase for cancellation, retraction or redemption thereof;
- (d) conversion, exchange or reclassification rights attached thereto (if any);
- (e) voting rights attached thereto (if any);
- (f) if applicable, the terms and conditions of any share purchase plan or sinking fund and the restrictions respecting payment of dividends on or the repayment of capital in respect of any shares ranking junior to the First Preferred Shares; and
- (g) any other terms not inconsistent with these provisions;

the whole subject to the filing with the Director (as defined in the Act) of articles of amendment in prescribed form designating such series of First Preferred Shares including the designation, rights, privileges, restrictions and conditions attaching thereto as determined by the directors and the issuance of a certificate of amendment with respect thereof.

Section 3.02 Ranking of Series of First Preferred Shares: Each series of First Preferred Shares shall with respect to the payment of dividends and the distribution of assets in the event of a liquidation, dissolution or winding-up of the Corporation, or other distribution of assets among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, rank on a parity with each other series of First Preferred Shares. If any amount of cumulative dividends, whether or not declared, or any amount of declared non-cumulative dividends in respect of any First Preferred Shares is not paid in full, the First Preferred Shares of all series shall participate rateably in respect of such dividends in accordance with the sums which would be payable on such shares if all such dividends were declared and paid in full; and if any amount payable on a return of capital in the event of the liquidation, dissolution or winding up to the Corporation in respect of any First Preferred Shares is not paid in full, the First Preferred Shares of all series shall participate rateably in respect of any return of capital in accordance with the sums which would be payable on such return of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims

as aforesaid, the claims of the holders of the First Preferred Shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

Section 3.03 Ranking Regarding Other Classes of Shares:

- (a) **Shares Ranking on a Parity:** The First Preferred Shares shall, except as specifically set forth herein, rank on a parity with the Class A Special Shares and the Class B Special Shares with respect to payment of dividends and distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, or other distribution of assets among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary, to the extent fixed in the case of each respective series.
- (b) **Shares Ranking Junior:** The First Preferred Shares shall be entitled to preference over the Second Preferred Shares and Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said First Preferred Shares with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, to the extent fixed in the case of each respective series, and may also be given such other preferences over the Second Preferred Shares and Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said First Preferred Shares as may be fixed in the case of each such series.

Section 3.04 Voting Rights: Except as hereinafter referred to or as required by law or in accordance with any voting rights which may from time to time be attached to any series of First Preferred Shares the holders of First Preferred Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation; provided that the holders of First Preferred Shares as a class shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease, or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation.

Section 3.05 Amendment with Approval of Holders of First Preferred Shares: The rights, privileges, restrictions and conditions attaching to the First Preferred Shares as a class may be added to, removed or changed but only with the approval of holders of First Preferred Shares given in accordance with the requirements of the Act and the minimum requirements provided for in section 3.06 hereof.

Section 3.06 Approval of Holders of First Preferred Shares: Subject to section 3.08 hereof, the approval of the holders of First Preferred Shares as a class to any matters referred to in these provisions may be given as specified below:

- (a) **Approval and Quorum:** Any approval required to be given by the holders of First Preferred Shares shall be deemed to have been sufficiently given if it shall have been given by a resolution signed by all of the holders of the then outstanding First Preferred Shares or by a resolution passed by the affirmative vote of not less than two-thirds of the votes cast by holders of First Preferred Shares who voted in respect of that resolution at a meeting of the holders of First Preferred Shares called and held for such purpose in accordance with the by-laws of the Corporation at which holders of not less than one-quarter of the then outstanding First Preferred Shares are present in person or represented by proxy; provided that, if at any such meeting a quorum is not present within one-half hour after the time appointed for such meeting, the meeting shall be adjourned to the same day in the next week at the same time and to such place as the chairman of the meeting may determine and, subject to the provisions of the Act, it shall not be necessary to give notice of such adjourned meeting. At such adjourned meeting the holders of First Preferred Shares present in person or represented by proxy shall constitute a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than two-thirds of the votes

cast by holders of First Preferred Shares at such meeting shall constitute the approval of the holders of First Preferred Shares.

- (b) Votes: On every poll taken at any meeting in respect of which only the holders of First Preferred Shares of more than one series are entitled to vote, each holder of First Preferred Shares shall be entitled to one vote in respect of the greater of (i) each \$1.00 of stated capital added to the appropriate stated capital account of the Corporation in respect of the issue of each such share and (ii) each \$1.00 of the liquidation preference or redemption preference (excluding any amount payable in respect of declared but unpaid or accrued but unpaid dividends) attached to each such share (and if the liquidation preference and redemption preference are not the same at the applicable time, then the greater of the two).

Subject to the foregoing, the formalities to be observed with respect to proxies, the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the Act and the by-laws of the Corporation with respect to meetings of shareholders.

Section 3.07 Shares Issued in Series with Identical Rights: Where First Preferred Shares are issued in more than one series with identical rights, privileges, restrictions, conditions and designations attached thereto, all such series of First Preferred Shares shall rank *pari passu* and participate equally and proportionately without discrimination or preference as if all such series of First Preferred Shares had been issued simultaneously and all such series of First Preferred Shares may be designated as one series.

Section 3.08 Limitation: Subject to the provisions of the Act, the holders of First Preferred Shares or any series thereof shall not, unless the rights, privileges, restrictions and conditions attached to the First Preferred Shares as a class or to any particular series thereof provide to the contrary, be entitled to vote separately as a class or series on, or to dissent in respect of, any proposal to amend the articles of the Corporation to:

- (a) increase or decrease any maximum number of authorized First Preferred Shares or any series thereof, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the First Preferred Shares or any series thereof;
- (b) effect an exchange, reclassification or cancellation of all or part of the First Preferred Shares or any series thereof; or
- (c) create a new class or series of shares equal or superior to the First Preferred Shares or any series thereof.

Part 4 - Second Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Second Preferred Shares as a class are as follows:

Section 4.01 Directors' Rights to Issue in One or More Series: The Second Preferred Shares may at any time and from time to time be issued in one or more series. Before any shares of a particular series are issued the directors of the Corporation shall fix the number of shares which will form such series and shall, subject to the limitations set out herein, by resolution determine the designation, rights, privileges, restrictions and conditions to be attached to the Second Preferred Shares of such series, including, but without limiting the generality of the foregoing:

- (a) the rate, amount or method of calculation of dividends (if any) payable thereon;
- (b) if applicable, the time or times and place or places of payment of dividends;

- (c) if applicable, the consideration for and the terms and conditions of any purchase for cancellation, retraction or redemption thereof;
- (d) conversion, exchange or reclassification rights attached thereto (if any);
- (e) voting rights attached thereto (if any);
- (f) if applicable, the terms and conditions of any share purchase plan or sinking fund and the restrictions respecting payment of dividends on or the repayment of capital in respect of any shares ranking junior to the Second Preferred Shares; and
- (g) any other terms not inconsistent with these provisions;

the whole subject to the filing with the Director (as defined in the Act) of articles of amendment in prescribed form designating such series of Second Preferred Shares including the designation, rights, privileges, restrictions and conditions attaching thereto as determined by the directors and the issuance of a certificate of amendment with respect thereof.

Section 4.02 Ranking of Series of Second Preferred Shares: Each series of Second Preferred Shares shall with respect to the payment of dividends and the distribution of assets in the event of a liquidation, dissolution or winding-up of the Corporation, or other distribution of assets among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, rank on a parity with each other series of Second Preferred Shares. If any amount of cumulative dividends, whether or not declared, or any amount of declared non-cumulative dividends in respect of any Second Preferred Shares is not paid in full, the Second Preferred Shares of all series shall participate rateably in respect of such dividends in accordance with the sums which would be payable on such shares if all such dividends were declared and paid in full; and if any amount payable on a return of capital in the event of the liquidation, dissolution or winding up to the Corporation in respect of any Second Preferred Shares is not paid in full, the Second Preferred Shares of all series shall participate rateably in respect of any return of capital in accordance with the sums which would be payable on such return of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Second Preferred Shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

Section 4.03 Ranking Regarding Junior Classes of Shares: The Second Preferred Shares shall be entitled to preference over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said Second Preferred Shares with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, to the extent fixed in the case of each respective series, and may also be given such other preferences over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said Second Preferred Shares as may be fixed in the case of each such series.

Section 4.04 Voting Rights: Except as hereinafter referred to or as required by law or in accordance with any voting rights which may from time to time be attached to any series of Second Preferred Shares the holders of Second Preferred Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation; provided that the holders of Second Preferred Shares as a class shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease, or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation.

Section 4.05 Amendment with Approval of Holders of Second Preferred Shares: The rights, privileges, restrictions and conditions attaching to the Second Preferred Shares as a class may be added to, removed or changed but only with the approval of holders of Second Preferred Shares given in accordance with the requirements of the Act and the minimum requirements provided for in section 4.06 hereof.

Section 4.06 Approval of Holders of Second Preferred Shares: Subject to section 4.08 hereof, the approval of the holders of Second Preferred Shares as a class to any matters referred to in these provisions may be given as specified below:

- (a) Approval and Quorum: Any approval required to be given by the holders of Second Preferred Shares shall be deemed to have been sufficiently given if it shall have been given by a resolution signed by all of the holders of the then outstanding Second Preferred Shares or by a resolution passed by the affirmative vote of not less than two-thirds of the votes cast by holders of Second Preferred Shares who voted in respect of that resolution at a meeting of the holders of Second Preferred Shares called and held for such purpose in accordance with the by-laws of the Corporation at which holders of not less than one-quarter of the then outstanding Second Preferred Shares are present in person or represented by proxy; provided that, if at any such meeting a quorum is not present within one-half hour after the time appointed for such meeting, the meeting shall be adjourned to the same day in the next week at the same time and to such place as the chairman of the meeting may determine and, subject to the provisions of the Act, it shall not be necessary to give notice of such adjourned meeting. At such adjourned meeting the holders of Second Preferred Shares present in person or represented by proxy shall constitute a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than two-thirds of the votes cast by holders of Second Preferred Shares at such meeting shall constitute the approval of the holders of Second Preferred Shares.
- (b) Votes: On every poll taken at any meeting in respect of which only the holders of Second Preferred Shares of more than one series are entitled to vote, each holder of Second Preferred Shares shall be entitled to one vote in respect of the greater of (i) each \$1.00 of stated capital added to the appropriate stated capital account of the Corporation in respect of the issue of each such share and (ii) each \$1.00 of the liquidation preference or redemption preference (excluding any amount payable in respect of declared but unpaid or accrued but unpaid dividends) attached to each such share (and if the liquidation preference and redemption preference are not the same at the applicable time, then the greater of the two).

Subject to the foregoing, the formalities to be observed with respect to proxies, the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the Act and the by-laws of the Corporation with respect to meetings of shareholders.

Section 4.07 Shares Issued in Series with Identical Rights: Where Second Preferred Shares are issued in more than one series with identical rights, privileges, restrictions, conditions and designations attached thereto, all such series of Second Preferred Shares shall rank *pari passu* and participate equally and proportionately without discrimination or preference as if all such series of Second Preferred Shares had been issued simultaneously and all such series of Second Preferred Shares may be designated as one series.

Section 4.08 Limitation: Subject to the provisions of the Act, the holders of Second Preferred Shares or any series thereof shall not, unless the rights, privileges, restrictions and conditions attached to the Second Preferred Shares as a class or to any particular series thereof provide to the contrary, be entitled to vote separately as a class or series on, or to dissent in respect of, any proposal to amend the articles of the Corporation to:

- (a) increase or decrease any maximum number of authorized Second Preferred Shares or any series thereof, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Second Preferred Shares or any series thereof;
- (b) effect an exchange, reclassification or cancellation of all or part of the Second Preferred Shares or any series thereof; or
- (c) create a new class or series of shares equal or superior to the Second Preferred Shares or any series thereof.

Part 5 - Class A Special Shares

The rights, privileges, restrictions and conditions attaching to the Class A Special Shares are as follows:

Section 5.01 Definitions: Where used in this Part 5, the following words, terms and phrases shall, unless the context otherwise requires, have the following meanings:

- (a) "board of directors" or "directors" means the board of directors of the Corporation and reference without further elaboration to action by the directors means action by the directors of the Corporation as a board;
- (b) "Business Day" means a day other than a Saturday, a Sunday or any other day that is treated as a holiday in Canada or in the province or municipality in which the registered office of the Corporation is located;
- (c) "Class A Shares" means the Class A Special Shares in the capital of the Corporation;
- (d) "Dividend Payment Date" means the first Business Day of January, April, July and September in each calendar year;
- (e) "Dividend Payment Period" means with respect to any Dividend Payment Date, the immediately preceding calendar quarter;
- (f) "Early Redemption Price" means the amount of \$8.925 together with the amount equal to all dividends, if any, accrued and unpaid on each Class A Shares, whether declared or not, up to but not including the date specified for redemption;
- (g) "Final Redemption Price" means the amount of \$8.50 together with the amount equal to all dividends, if any, accrued and unpaid on each Class A Share, whether declared or not, up to but not including the date specified for redemption or purchase, as the case may be;
- (h) "Final Redemption Date" means March 31, 1997;
- (i) "holder" means a person or, in the case of joint holders, the persons recorded on the securities register of the Corporation as being the registered holder or holders of one or more Class A Shares;
- (j) "Prime Rate" means the annual rate of interest quoted or announced by The Toronto-Dominion Bank at any particular time at its main branch in Toronto as being its prime rate or some term of similar import or, failing such quotation or announcement, the annual rate of interest used by such bank at any particular time as a reference rate for determination of interest to be charged by it to its customers on Canadian dollar demand loans; and
- (k) "ranking as to capital" means ranking with respect to the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary.

Section 5.02 Business Days: In the event that any date upon which any dividend on the Class A Shares is payable by the Corporation, or upon or by which any other action is required to be taken by the Corporation hereunder, is not a Business Day, then such dividend shall be payable, or such other action shall be required to be taken, on or by the next succeeding date that is a Business Day.

Section 5.03 Notices:

- (a) Any notice, which term shall include any communication or document, required or permitted to be given, sent, delivered or otherwise served to or upon a holder of Class A Shares pursuant to these provisions shall, unless some other means is specifically required, be sufficiently given, sent, delivered or otherwise served if given, sent, delivered or served by personal service or by prepaid mail and shall be deemed to be given, sent, delivered, served and received on the date of personal service or mailing thereof.
- (b) Accidental failure or omission to give notice to one or more holders of Class A Shares in any circumstance where notice is required to be given hereunder shall not affect the validity of the action, event or circumstance so concerned, but upon such failure or omission being discovered notice shall be given forthwith to such holder or holders and shall have the same force and effect as if given in due time.

Section 5.04 Payment of Dividends:

- (a) Dividend Rate: Subject to section 5.04(b) below and the other provisions hereof, the holders of Class A Shares shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the directors of the Corporation, out of moneys of the Corporation properly applicable to the payment of dividends, cumulative preferential cash dividends in lawful money of Canada, payable on each Dividend Payment Date at the rate per share determined by multiplying \$8.50 by one-quarter of 80% of the Prime Rate as at the close of business on the first Business Day of each Dividend Payment Period and payable with respect to such Dividend Payment Period on the first day of the next Dividend Payment Period, the first of such dividends to become payable, if declared, on the first day of July, 1992. Dividends on the Class A Shares which are issued and outstanding shall accrue from day to day from and including such date as may be determined by the directors of the Corporation or in case no date is so determined then from and including the date of issue thereof, with the intent that each holder of an issued and outstanding Class A Shares on any record date for any dividend that has not been outstanding for an entire Dividend Payment Period shall only be entitled to receive the amount of the dividend per Class A Share calculated in accordance with section 5.04(c) below.
- (b) Limitation on Dividends: Notwithstanding section 5.04(a) above, but subject to section 5.04(c) below, the minimum dividend payable on the Class A Shares in respect of any Dividend Payment Period shall not be less than \$0.1275 per share and the maximum dividend payable on the Class A Shares in respect of any Dividend Payment Period shall not exceed \$0.255 per share.
- (c) Dividends for a Partial Dividend Payment Period: The amount of the dividend or amount calculated by reference to the dividend for any period which is less than a Dividend Payment Period with respect to any Class A Share which is issued, redeemed or purchased during such Dividend Payment Period shall be equal to the amount calculated by multiplying the amount determined in accordance with section 5.04(a) above (subject to section 5.04(b) above) by the fraction, the numerator of which is the number of days in such Dividend Payment Period that such Class A Share has been issued and outstanding (excluding the date of issue or the Dividend Payment Date at the beginning of such Dividend Payment Period if such Class A Share was issued and outstanding on that date and including the date of redemption, purchase or distribution or the Dividend Payment Date at the end of such Dividend Payment Period if such Class A Share was issued and outstanding on that date) and the denominator of which is the number of days in such Dividend Payment Period.
- (d) Method of Payment: Cheques payable in lawful money of Canada at par at any branch in Canada of any of the bankers of the Corporation for the time being shall be issued in respect of the dividends on the Class A Shares, less any tax required to be deducted or withheld

therefrom by or on behalf of the Corporation. The mailing on or before any Dividend Payment Date of such a cheque, payable on such Dividend Payment Date, to a holder of Class A Shares shall be deemed to be payment of the dividends represented thereby and payable on such Dividend Payment Date unless the cheque is not paid upon presentation. Dividends which are represented by a cheque which has not been presented to the drawee for payment or that otherwise remains unclaimed for a period of six years from the date on which such dividends were declared to be payable shall, subject to applicable law, be forfeited to the Corporation. Notwithstanding the foregoing, the amount of the said dividends, less any tax required to be withheld therefrom by the Corporation, may be deposited directly into an account with a deposit taking institution designated by the holder of Class A Shares provided that the Corporation has received a written direction, in such form as the Corporation may prescribe from time to time, to make such deposit at least ten days prior to the record date for such dividend and provided that such direction by the holder has not been revoked by a subsequent written notice received not less than ten days prior to the record date for the dividend payment.

- (c) Cumulative Payment of Dividends: If on any Dividend Payment Date the dividends accrued to such date are not paid in full on all of the Class A Shares then issued and outstanding, such dividends, or the unpaid part thereof, shall be paid on a subsequent date or dates determined by the directors of the Corporation on which the Corporation shall have sufficient moneys properly applicable to the payment of such dividends. The holders of Class A Shares shall not be entitled to any dividends other than or in excess of the cumulative preferential cash dividends provided for herein.

Section 5.05 Purchase of Class A Shares:

- (a) Market Purchases: Subject to the provisions of the Act and the provisions hereof, the Corporation may at any time purchase all or from time to time purchase any part of the then issued and outstanding Class A Shares for cancellation in the open market at the lowest price or prices at which, in the opinion of the directors of the Corporation, such Class A Shares are obtainable, but in no event at a price exceeding the Purchase Price, together with the costs of purchase.
- (b) Purchase Obligation: Subject to the provisions of the Act and the provisions hereof, the Corporation shall make all reasonable efforts during each twelve month period ending on March 31 in each year to purchase for cancellation by invitation for tenders addressed to all of the holders of Class A Shares then issued and outstanding, 20% of the Class A Shares outstanding on September 30, 1992 to the extent that such shares are available for purchase at the Purchase Price, together with costs of purchase. If, having used all reasonable efforts as the Corporation in its sole discretion shall determine, the Corporation is unable to purchase in any twelve month period ending on March 31 the aggregate number of Class A Shares the Corporation is obligated to purchase during such twelve month period pursuant to this section 5.05(b), the Corporation's obligation to purchase Class A Shares with respect to such twelve month period shall not carry over to the succeeding twelve month period but will be extinguished. All purchases or redemptions of Class A Shares in any twelve month period ending on March 31 otherwise than pursuant to this section 5.05(b) may be applied to satisfy the purchase obligation hereunder in such twelve month period.
- (c) Purchases to be Pro Rata: If, in response to an invitation for tenders under the provisions of section 5.05(b), more Class A Shares are tendered than the Corporation is obliged or prepared to purchase, then the Class A Shares to be purchased by the Corporation shall be purchased as nearly as may be pro rata according to the number of Class A Shares tendered by each holder.

Section 5.06 Optional Redemption of Class A Shares

- (a) Optional Redemption: Subject to the provisions of the Act, and the provisions hereof, the Corporation may, at any time prior to the Final Redemption Date, upon giving notice as hereinafter provided, redeem all but not less than all of the then outstanding Class A Shares on payment for each Class A Share of the Early Redemption Price.
- (b) Method of Redemption: The Corporation shall, not less than 15 days nor more than 30 days before the date specified for redemption, send to each holder of Class A Shares a notice in writing, which notice shall set out:
- (i) the number of Class A Shares held by the person to whom it is addressed;
 - (ii) the Early Redemption Price;
 - (iii) the date specified for redemption; and
 - (iv) the place or places within Canada at which holders of Class A Shares may present and surrender their Class A Shares for redemption.

On and after the date specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the holders of the Class A Shares, the Early Redemption Price of such Class A Shares on presentation and surrender, at the registered office of the Corporation or at any other place or places within Canada specified in such notice of redemption, of the certificate or certificates representing their Class A Shares. Payment in respect of the Class A Shares being redeemed shall be made by cheque payable to the holders thereof in lawful money of Canada at par at any branch in Canada of any of the bankers of the Corporation for the time being.

- (c) Right to Deposit: The Corporation shall have the right at any time after the date specified for redemption to deposit the aggregate Early Redemption Price of the Class A Shares, or of such of the Class A Shares which are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, in a special account in any chartered bank or any trust company in Canada named in the notice referred to in section 5.06(b) or in a subsequent notice to the holders of the Class A Shares in respect of which the deposit is made, to be paid without interest to or to the order of the respective holders of Class A Shares upon presentation and surrender to such bank or trust company of the certificates representing such Class A Shares. Upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class A Shares in respect of which such deposit shall have been made shall be and be deemed to be redeemed and the rights of the holders thereof shall be limited to receiving, without interest, the Early Redemption Price of such Class A Shares from the amount so deposited to which such holders are entitled upon presentation and surrender of the certificate or certificates representing the Class A Shares being redeemed. Any interest allowed on any such deposit shall belong to the Corporation. From and after the date specified for redemption, the Class A Shares shall cease to be entitled to dividends or any other participation in the assets of the Corporation and the holders thereof shall cease to be entitled to exercise any of their other rights as shareholders in respect thereof unless payment of the Early Redemption Price to which such holders are entitled shall not be made upon presentation and surrender of the certificates in accordance with the provisions of section 5.06(b) hereof, in which case the rights of the holders shall remain unaffected. Redemption moneys which are represented by a cheque which has not been presented to the drawee for payment or that otherwise remains unclaimed, including moneys held on deposit in a special account as provided for above, for a period of six years from the date of redemption shall, subject to applicable law, be forfeited to the Corporation.

- (d) Dividends not Affected: The inability of the Corporation to redeem all of the Class A Shares on the date specified for redemption shall not affect or limit the obligation of the Corporation to pay any dividend declared on the Class A Shares from time to time not redeemed and remaining deposited for redemption.

Section 5.07 Final Redemption of Class A Shares:

- (a) Mandatory Redemption: Subject to the provisions of the Act and the provisions hereof, the Corporation shall, on the Final Redemption Date, redeem the then issued and outstanding Class A Shares on payment for each Class A Share of the Final Redemption Price.
- (b) Method of Redemption: The Corporation shall, not less than 15 days nor more than 30 days before the Final Redemption Date, send to each holder of Class A Shares a notice in writing, which notice shall set out:
- (i) the number of Class A Shares held by the person to whom it is addressed;
 - (ii) the Final Redemption Price;
 - (iii) the Final Redemption Date; and
 - (iv) the place or places within Canada at which holders of Class A Shares may present and surrender their Class A Shares for redemption.

On and after the Final Redemption Date, the Corporation shall pay or cause to be paid to or to the order of the holders of the Class A Shares, the Final Redemption Price of such Class A Shares on presentation and surrender, at the registered office of the Corporation or at any other place or places within Canada specified in such notice of redemption, of the certificate or certificates representing their Class A Shares. Payment in respect of the Class A Shares being redeemed shall be made by cheque payable to the holders thereof in lawful money of Canada at par at any branch in Canada of any of the bankers of the Corporation for the time being.

- (c) Right to Deposit: The Corporation shall have the right at any time after the Final Redemption Date to deposit the aggregate Final Redemption Price of the Class A Shares, or of such of the Class A Shares which are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, in a special account in any chartered bank or any trust company in Canada named in the notice referred to in section 5.07(b) or in a subsequent notice to the holders of the Class A Shares in respect of which the deposit is made, to be paid without interest to or to the order of the respective holders of Class A Shares upon presentation and surrender to such bank or trust company of the certificates representing such Class A Shares. Upon such deposit being made or upon the Final Redemption Date, whichever is the later, the Class A Shares in respect of which such deposit shall have been made shall be and be deemed to be redeemed and the rights of the holders thereof shall be limited to receiving, without interest, the Final Redemption Price of such Class A Shares from the amount so deposited to which such holders are entitled upon presentation and surrender of the certificate or certificates representing the Class A Shares being redeemed. Any interest allowed on any such deposit shall belong to the Corporation. From and after the Final Redemption Date, the Class A Shares shall cease to be entitled to dividends or any other participation in the assets of the Corporation and the holders thereof shall cease to be entitled to exercise any of their other rights as shareholders in respect thereof unless payment of the Final Redemption Price to which such holders are entitled shall not be made upon presentation and surrender of the certificates in accordance with the provisions of section 5.07(b) hereof, in which case the rights of the holders shall remain unaffected. Redemption moneys which are represented by a cheque which has not been presented to the

drawee for payment or that otherwise remains unclaimed, including moneys held on deposit in a special account as provided for above, for a period of six years from the date of redemption shall, subject to applicable law, be forfeited to the Corporation.

- (d) Restriction on Redemption: If the Corporation is not permitted, by the provisions of applicable law or these articles, to redeem all of the Class A Shares on the Final Redemption Date, the Corporation shall redeem on the Final Redemption Date on a pro rata basis the maximum number of Class A Shares which the directors of the Corporation determine the Corporation is then permitted to redeem and on each subsequent Dividend Payment Date upon which the Corporation may lawfully do so the Corporation shall redeem the maximum number of Class A Shares which the directors determine the Corporation is then permitted to redeem until all of the Class A Shares have been redeemed. If the directors of the Corporation have acted in good faith in making any of the determinations referred to in this section 5.07 as to the number of Class A Shares which the Corporation is permitted at any time to redeem, the Corporation shall have no liability in the event that any such determination proves inaccurate.
- (e) Dividends not Affected: The inability of the Corporation to redeem all of the Class A Shares on the Final Redemption Date shall not affect or limit the obligation of the Corporation to pay any dividend declared on the Class A Shares from time to time not redeemed and remaining deposited for redemption.

Section 5.08 Voting Rights: Except as hereinafter referred to or as required by law the holders of Class A Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation; provided that the holders of Class A Shares as a class shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease, or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation in either of which events on every poll taken at any such meeting each holder of Class A Shares shall be entitled to one vote for each Class A Share.

Section 5.09 Restrictions on Dividends and Retirement of Shares:

- (a) Class B Special Shares: So long as any Class A Shares are issued and outstanding, the Corporation shall not, without the approval of the holders of the Class A Shares given in accordance with the provisions of section 5.11 hereof:
 - (i) declare, pay or set apart for payment any dividend on the Class B Special Shares unless the same dividend per share is declared, paid or set apart for payment on the Class A Shares;
 - (ii) purchase any Class B Special Shares pursuant to any purchase obligation similar to the purchase obligation set forth in section 5.05(b) hereof unless the Corporation purchases all of the Class A Shares and Class B Special Shares tendered for purchase and which are required to be purchased under such purchase obligation or the Corporation purchases an equal proportion of the Class A Shares and Class B Special Shares tendered for purchase and which are required to be purchased under such purchase obligation; or
 - (iii) redeem any Class B Special Shares in accordance with the provisions of section 5.06 or 5.07 unless the Corporation redeems all of the issued and outstanding Class A Shares and Class B Special Shares on such date or the Corporation redeems an equal proportion of the issued and outstanding Class A Shares and Class B Special Shares on such date.

- (b) Other Restrictions: So long as any of the Class A Shares are issued and outstanding, the Corporation shall not, without the approval of the holders of the Class A Shares given in accordance with the provisions of section 5.10 hereof:
- (i) declare, pay or set apart for payment any dividend on the First Preferred Shares, Second Preferred Shares, Common Shares or any other shares of the Corporation ranking as to dividends on a parity with or junior to the Class A Shares;
 - (ii) redeem, purchase for cancellation or otherwise retire or make any capital distribution on or in respect of, any First Preferred Shares, Class B Special Shares (other than as set forth in paragraph (a) above), Second Preferred Shares, Common Shares or other shares of the Corporation ranking as to capital on a parity with or junior to the Class A Shares; or
 - (iii) distribute to all or substantially all of the holders of First Preferred Shares, Class B Special Shares, Second Preferred Shares, Common Shares or any other shares of the Corporation ranking as to capital on a parity with or junior to the Class A Shares, evidences of indebtedness or any other assets of the Corporation;

unless all accrued dividends on the Class A Shares to and including the last Dividend Payment Date have been declared and paid or set apart for payment and the Final Redemption Price in respect of all Class A Shares required to be purchased pursuant to section 5.05(b) during the most recently completed twelve month period ended March 31 has been paid or set apart for payment.

Section 5.10 Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, the holders of the Class A Shares shall be entitled to receive from the property and assets of the Corporation the aggregate amount of \$100,000 before any amount shall be paid by the Corporation, or any assets of the Corporation shall be distributed, to holders of First Preferred Shares or Class B Special Shares. Thereafter, the holders of the Class A Shares shall be entitled to receive from the property and assets of the Corporation an amount equal to \$8.50 per Class A Share (less the amount per Class A Share paid pursuant to the preceding sentence) together with an amount equal to all dividends accrued and unpaid thereon up to but not including the date of distribution. Such amount shall be paid *pari passu* with amounts payable by the Corporation to the holders of First Preferred Shares, Class B Special Shares or any other shares of the Corporation ranking as to capital on a parity with the Class A Shares and before any amount shall be paid by the Corporation, or any assets of the Corporation shall be distributed, to holders of the Second Preferred Shares or Common Shares or any other shares of the Corporation ranking as to capital junior to the Class A Shares. After payment to the holders of the Class A Shares of the amount so payable to them, the holders of the Class A Shares shall not be entitled to share in any further distribution of the assets of the Corporation.

Section 5.11 Approval of Modification:

- (a) Approval of Holders: The rights, privileges, restrictions and conditions attached to the Class A Shares as a class may be added to, removed or changed but only with the approval of the holders of the Class A Shares given in accordance with the requirements of the Act.
- (b) Limitation: Notwithstanding paragraph (a) above, the rights, privileges, restrictions and conditions attached to the Class A Shares as a class shall not be added to, removed or changed unless, at the same time, the rights, privileges, restrictions and conditions attached to the Class B Special Shares as a class are added to, removed or changed in the same manner.

Part 6 - Class B Special Shares

The rights, privileges, restrictions and conditions attaching to the Class B Special Shares are as follows:

Section 6.01 Definitions: Where used in this Part 6, the following words, terms and phrases shall, unless the context otherwise requires, have the following meanings:

- (a) "board of directors" or "directors" means the board of directors of the Corporation and reference without further elaboration to action by the directors means action by the directors of the Corporation as a board;
- (b) "Business Day" means a day other than a Saturday, a Sunday or any other day that is treated as a holiday in Canada or in the province or municipality in which the registered office of the Corporation is located;
- (c) "Class B Shares" means the Class B Special Shares in the capital of the Corporation;
- (d) "Dividend Payment Date" means the first Business Day of January, April, July and September in each calendar year;
- (e) "Dividend Payment Period" means with respect to any Dividend Payment Date, the immediately preceding calendar quarter;
- (f) "Early Redemption Price" means the amount of \$8.925 together with the amount equal to all dividends, if any, accrued and unpaid on each Class B Share, whether declared or not, up to but including the date specified for redemption;
- (g) "Final Redemption Date" means March 31, 1997;
- (h) "Final Redemption Price" means the amount of \$8.50 together with the amount equal to all dividends, if any, accrued and unpaid on each Class B Share, whether declared or not, up to but not including the date specified for redemption or purchase, as the case may be;
- (i) "holder" means a person or, in the case of joint holders, the persons recorded on the securities register of the Corporation as being the registered holder or holders of one or more Class B Shares;
- (j) "Prime Rate" means the annual rate of interest quoted or announced by The Toronto-Dominion Bank at any particular time at its main branch in Toronto as being its prime rate or some term of similar import or, failing such quotation or announcement, the annual rate of interest used by such bank at any particular time as a reference rate for determination of interest to be charged by it to its customers on Canadian dollar demand loans; and
- (k) "ranking as to capital" means ranking with respect to the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary.

Section 6.02 Business Days: In the event that any date upon which any dividend on the Class B Shares is payable by the Corporation, or upon or by which any other action is required to be taken by the Corporation hereunder, is not a Business Day, then such dividend shall be payable, or such other action shall be required to be taken, on or by the next succeeding date that is a Business Day.

Section 6.03 Notices:

- (a) Any notice, which term shall include any communication or document, required or permitted to be given, sent, delivered or otherwise served to or upon a holder of Class B Shares pursuant to these provisions shall, unless some other means is specifically required, be sufficiently given, sent, delivered or otherwise served if given, sent, delivered or served by personal service or by prepaid mail and shall be deemed to be given, sent, delivered, served and received on the date of personal service or mailing thereof.
- (b) Accidental failure or omission to give notice to one or more holders of Class B Shares in any circumstance where notice is required to be given hereunder shall not affect the validity of the action, event or circumstance so concerned, but upon such failure or omission being discovered notice shall be given forthwith to such holder or holders and shall have the same force and effect as if given in due time.

Section 6.04 Payment of Dividends:

- (a) Dividend Rate: Subject to section 6.04(b) below and the other provisions hereof, the holders of Class B Shares shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the directors of the Corporation, out of moneys of the Corporation properly applicable to the payment of dividends, cumulative preferential cash dividends in lawful money of Canada, payable on each Dividend Payment Date at the rate per share determined by multiplying \$8.50 by one-quarter of 80% of the Prime Rate as at the close of business on the first Business Day of such Dividend Payment Period, and payable with respect to such Dividend Payment Period on the first day of the next Dividend Payment Period, the first of such dividends to become payable, if declared, on the first day of July, 1992. Dividends on the Class B Shares which are issued and outstanding shall accrue from day to day from and including such date as may be determined by the directors of the Corporation or in case no date is so determined then from and including the date of issue thereof, with the intent that each holder of an issued and outstanding Class B Shares on any record date for any dividend that has not been outstanding for an entire Dividend Payment Period shall only be entitled to receive the same amount of dividends per Class B Share calculated in accordance with section 6.04(c) below.
- (b) Limitation on Dividends: Notwithstanding section 6.04(a) above, but subject to section 6.04(c) below, the minimum dividend payable on the Class B Shares in respect of any Dividend Payment Period shall not be less than \$0.1275 per share and the maximum dividend payable on the Class B Shares in respect of any Dividend Payment Period shall not exceed \$0.255 per share.
- (c) Dividends for a Partial Dividend Payment Period: The amount of the dividend or amount calculated by reference to the dividend for any period which is less than a Dividend Payment Period with respect to any Class B Share which is issued, redeemed or purchased during such Dividend Payment Period shall be equal to the amount calculated by multiplying the amount determined in accordance with section 6.04(a) above (subject to section 6.04(b) above) by the fraction, the numerator of which is the number of days in such Dividend Payment Period that such Class B Share has been issued and outstanding (excluding the date of issue or the Dividend Payment Date at the beginning of such Dividend Payment Period if such Class B Share was issued and outstanding on that date and including the date of redemption, purchase or distribution or the Dividend Payment Date at the end of such Dividend Payment Period if such Class B Share was issued and outstanding on that date) and the denominator of which is the number of days in such Dividend Payment Period.
- (d) Method of Payment: Cheques payable in lawful money of Canada at par at any branch in Canada of any of the bankers of the Corporation for the time being shall be issued in respect

of the dividends on the Class B Shares, less any tax required to be deducted or withheld therefrom by or on behalf of the Corporation. The mailing on or before any Dividend Payment Date of such a cheque, payable on such Dividend Payment Date, to a holder of Class B Shares shall be deemed to be payment of the dividends represented thereby and payable on such Dividend Payment Date unless the cheque is not paid upon presentation. Dividends which are represented by a cheque which has not been presented to the drawee for payment or that otherwise remains unclaimed for a period of six years from the date on which such dividends were declared to be payable shall, subject to applicable law, be forfeited to the Corporation. Notwithstanding the foregoing, the amount of the said dividends, less any tax required to be withheld therefrom by the Corporation, may be deposited directly into an account with a deposit taking institution designated by the holder of Class B Shares provided that the Corporation has received a written direction, in such form as the Corporation may prescribe from time to time, to make such deposit at least ten days prior to the record date for such dividend and provided that such direction by the holder has not been revoked by a subsequent written notice received not less than ten days prior to the record date for the dividend payment.

- (e) Cumulative Payment of Dividends: If on any Dividend Payment Date the dividends accrued to such date are not paid in full on all of the Class B Shares then issued and outstanding, such dividends, or the unpaid part thereof, shall be paid on a subsequent date or dates determined by the directors of the Corporation on which the Corporation shall have sufficient moneys properly applicable to the payment of such dividends. The holders of Class B Shares shall not be entitled to any dividends other than or in excess of the cumulative preferential cash dividends provided for herein.

Section 6.05

Purchase of Class B Shares:

- (a) Market Purchases: Subject to the provisions of the Act and the provisions hereof, the Corporation may at any time purchase all or from time to time purchase any part of the then issued and outstanding Class B Shares for cancellation in the open market at the lowest price or prices at which, in the opinion of the directors of the Corporation, such Class B Shares are obtainable, but in no event at a price exceeding the Purchase Price, together with the costs of purchase.
- (b) Purchase Obligation: Subject to the provisions of the Act and the provisions hereof, the Corporation shall make all reasonable efforts during each twelve month period ending on March 31 in each year to purchase for cancellation by invitation for tenders addressed to all of the holders of Class B Shares then issued and outstanding, 20% of the Class B Shares outstanding on September 30, 1992 to the extent that such shares are available for purchase at the Purchase Price, together with costs of purchase. If, having used all reasonable efforts as the Corporation in its sole discretion shall determine, the Corporation is unable to purchase in any twelve month period ending on March 31 the aggregate number of Class B Shares the Corporation is obligated to purchase during such twelve month period pursuant to this section 6.05(b), the Corporation's obligation to purchase Class B Shares with respect to such twelve month period shall not carry over to the succeeding twelve month period but will be extinguished. All purchases or redemptions of Class B Shares in any twelve month period ending on March 31 otherwise than pursuant to this section 6.05(b) may be applied to satisfy the purchase obligation hereunder in such twelve month period.
- (c) Purchases to be Pro Rata: If, in response to an invitation for tenders under the provisions of section 6.05(b), more Class B Shares are tendered than the Corporation is obliged or prepared to purchase, then the Class B Shares to be purchased by the Corporation shall be purchased as nearly as may be pro rata according to the number of Class B Shares tendered by each holder.

- (d) Dividends not Affected: The inability of the Corporation to redeem all of the Class B Shares on the date specified for redemption shall not affect or limit the obligation of the Corporation to pay any dividend declared on the Class B Shares from time to time not redeemed and remaining deposited for redemption.

Section 6.07 Final Redemption of Class B Shares:

- (a) Mandatory Redemption: Subject to the provisions of the Act and the provisions hereof, the Corporation shall, on the Final Redemption Date, redeem the then issued and outstanding Class B Shares on payment for each Class B Share of the Final Redemption Price.
- (b) Method of Redemption: The Corporation shall, not less than 15 days nor more than 30 days before the Final Redemption Date, send to each holder of Class B Shares a notice in writing, which notice shall set out:
- (i) the number of Class B Shares held by the person to whom it is addressed;
 - (ii) the Final Redemption Price;
 - (iii) the Final Redemption Date; and
 - (iv) the place or places within Canada at which holders of Class B Shares may present and surrender their Class B Shares for redemption.

On and after the Final Redemption Date, the Corporation shall pay or cause to be paid to or to the order of the holders of the Class B Shares, the Final Redemption Price of such Class B Shares on presentation and surrender, at the registered office of the Corporation or at any other place or places within Canada specified in such notice of redemption, of the certificate or certificates representing their Class B Shares. Payment in respect of the Class B Shares being redeemed shall be made by cheque payable to the holders thereof in lawful money of Canada at par at any branch in Canada of any of the bankers of the Corporation for the time being.

- (c) Right to Deposit: The Corporation shall have the right at any time after the Final Redemption Date to deposit the aggregate Final Redemption Price of the Class B Shares, or of such of the Class B Shares which are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, in a special account in any chartered bank or any trust company in Canada named in the notice referred to in section 6.07(b) or in a subsequent notice to the holders of the Class B Shares in respect of which the deposit is made, to be paid without interest to or to the order of the respective holders of Class B Shares upon presentation and surrender to such bank or trust company of the certificates representing such Class B Shares. Upon such deposit being made or upon the Final Redemption Date, whichever is the later, the Class B Shares in respect of which such deposit shall have been made shall be and be deemed to be redeemed and the rights of the holders thereof shall be limited to receiving, without interest, the Final Redemption Price of such Class B Shares from the amount so deposited to which such holders are entitled upon presentation and surrender of the certificate or certificates representing the Class B Shares being redeemed. Any interest allowed on any such deposit shall belong to the Corporation. From and after the Final Redemption Date, the Class B Shares shall cease to be entitled to dividends or any other participation in the assets of the Corporation and the holders thereof shall cease to be entitled to exercise any of their other rights as shareholders in respect thereof unless payment of the Final Redemption Price to which such holders are entitled shall not be made upon presentation and surrender of the certificates in accordance with the provisions of section 6.07(b) hereof, in which case the rights of the holders shall remain unaffected. Redemption moneys which are represented by a cheque which has not been presented to the

Section 6.06 Optional Redemption of Class B Shares

- (a) Optional Redemption: Subject to the provisions of the Act, and the provisions hereof, the Corporation may, at any time prior to the Final Redemption Date, upon giving notice as hereinafter provided, redeem all but not less than all of the then outstanding Class B Shares on payment for each Class B Share of the Early Redemption Price.
- (b) Method of Redemption: The Corporation shall, not less than 15 days nor more than 30 days before the date specified for redemption, send to each holder of Class B Shares a notice in writing, which notice shall set out:
 - (i) the number of Class B Shares held by the person to whom it is addressed;
 - (ii) the Early Redemption Price;
 - (iii) the date specified for redemption; and
 - (iv) the place or places within Canada at which holders of Class B Shares may present and surrender their Class B Shares for redemption.

On and after the date specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the holders of the Class B Shares, the Early Redemption Price of such Class B Shares on presentation and surrender, at the registered office of the Corporation or at any other place or places within Canada specified in such notice of redemption, of the certificate or certificates representing their Class B Shares. Payment in respect of the Class B Shares being redeemed shall be made by cheque payable to the holders thereof in lawful money of Canada at par at any branch in Canada of any of the bankers of the Corporation for the time being.

- (c) Right to Deposit: The Corporation shall have the right at any time after the date specified for redemption to deposit the aggregate Early Redemption Price of the Class B Shares, or of such of the Class B Shares which are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, in a special account in any chartered bank or any trust company in Canada named in the notice referred to in section 6.06(b) or in a subsequent notice to the holders of the Class B Shares in respect of which the deposit is made, to be paid without interest to or to the order of the respective holders of Class B Shares upon presentation and surrender to such bank or trust company of the certificates representing such Class B Shares. Upon such deposit being made or upon the date specified for redemption, whichever is the later, the Class B Shares in respect of which such deposit shall have been made shall be and be deemed to be redeemed and the rights of the holders thereof shall be limited to receiving, without interest, the Early Redemption Price of such Class B Shares from the amount so deposited to which such holders are entitled upon presentation and surrender of the certificate or certificates representing the Class B Shares being redeemed. Any interest allowed on any such deposit shall belong to the Corporation. From and after the date specified for redemption, the Class B Shares shall cease to be entitled to dividends or any other participation in the assets of the Corporation and the holders thereof shall cease to be entitled to exercise any of their other rights as shareholders in respect thereof unless payment of the Early Redemption Price to which such holders are entitled shall not be made upon presentation and surrender of the certificates in accordance with the provisions of section 6.06(b) hereof, in which case the rights of the holders shall remain unaffected. Redemption moneys which are represented by a cheque which has not been presented to the drawee for payment or that otherwise remains unclaimed, including moneys held on deposit in a special account as provided for above, for a period of six years from the date of redemption shall, subject to applicable law, be forfeited to the Corporation.

drawee for payment or that otherwise remains unclaimed, including moneys held on deposit in a special account as provided for above, for a period of six years from the date of redemption shall, subject to applicable law, be forfeited to the Corporation.

- (d) Restriction on Redemption: If the Corporation is not permitted, by the provisions of applicable law or these articles, to redeem all of the Class B Shares on the Final Redemption Date, the Corporation shall redeem on the Final Redemption Date on a pro rata basis the maximum number of Class B Shares which the directors of the Corporation determine the Corporation is then permitted to redeem and on each subsequent Dividend Payment Date upon which the Corporation may lawfully do so the Corporation shall redeem the maximum number of Class B Shares which the directors determine the Corporation is then permitted to redeem until all of the Class B Shares have been redeemed. If the directors of the Corporation have acted in good faith in making any of the determinations referred to in this section 6.07 as to the number of Class B Shares which the Corporation is permitted at any time to redeem, the Corporation shall have no liability in the event that any such determination proves inaccurate.
- (e) Dividends not Affected: The inability of the Corporation to redeem all of the Class B Shares on the Final Redemption Date shall not affect or limit the obligation of the Corporation to pay any dividend declared on the Class B Shares from time to time not redeemed and remaining deposited for redemption.

Section 6.08 Voting Rights: Except as hereinafter referred to or as required by law the holders of Class B Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation; provided that the holders of Class B Shares as a class shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease, or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation in either of which events on every poll taken at any such meeting each holder of Class B Shares shall be entitled to one vote for each Class B Share.

Section 6.09 Restrictions on Dividends and Retirement of Shares:

- (a) Class A Special Shares: So long as any Class B Shares are issued and outstanding, the Corporation shall not, without the approval of the holders of the Class B Shares given in accordance with the provisions of section 6.11 hereof:
 - (i) declare, pay or set apart for payment any dividend on the Class A Special Shares unless the same dividend per share is declared, paid or set apart for payment on the Class B Shares;
 - (ii) purchase any Class A Special Shares pursuant to any purchase obligation similar to the purchase obligation set forth in section 6.05(b) hereof unless the Corporation purchases all of the Class B Shares and Class A Special Shares tendered for purchase and which are required to be purchased under such purchase obligation or the Corporation purchases an equal proportion of the Class B Shares and Class A Special Shares tendered for purchase and which are required to be purchased under such purchase obligation; or
 - (iii) redeem any Class A Special Shares in accordance with the provisions of section 6.06 or 6.07 unless the Corporation redeems all of the issued and outstanding Class B Shares and Class A Special Shares on such date or the Corporation redeems an equal proportion of the issued and outstanding Class B Shares and Class A Special Shares on such date.

- (b) Other Restrictions: So long as any of the Class B Shares are issued and outstanding, the Corporation shall not, without the approval of the holders of the Class B Shares given in accordance with the provisions of section 6.10 hereof:
- (i) declare, pay or set apart for payment any dividend on the First Preferred Shares, Second Preferred Shares, Common Shares or any other shares of the Corporation ranking as to dividends on a parity with or junior to the Class B Shares;
 - (ii) redeem, purchase for cancellation or otherwise retire or make any capital distribution on or in respect of, any First Preferred Shares, Class A Special Shares (other than as set forth in paragraph (a) above), Second Preferred Shares, Common Shares or other shares of the Corporation ranking as to capital on a parity with or junior to the Class B Shares; or
 - (iii) distribute to all or substantially all of the holders of First Preferred Shares, Class A Special Shares, Second Preferred Shares, Common Shares or any other shares of the Corporation ranking as to capital on a parity with or junior to the Class B Shares, evidences of indebtedness or any other assets of the Corporation;

unless all accrued dividends on the Class B Shares to and including the last Dividend Payment Date have been declared and paid or set apart for payment and the Final Redemption Price in respect of all Class B Shares required to be purchased pursuant to section 6.05(b) during the most recently completed twelve month period ended March 31 has been paid or set apart for payment.

Section 6.10 Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, the holders of the Class B Shares shall be entitled to receive from the property and assets of the Corporation, after payment of the aggregate amount of \$100,000 to the holders of Class A Special Shares, an amount equal to \$8.50 per Class B Share, together with an amount equal to all dividends accrued and unpaid thereon up to but not including the date of distribution. Such amount shall be paid pari passu with amounts payable by the Corporation to the holders of First Preferred Shares, Class A Special Shares or any other shares of the Corporation ranking as to capital on a parity with the Class B Shares and before any amount shall be paid by the Corporation, or any assets of the Corporation shall be distributed, to holders of the Second Preferred Shares or Common Shares or any other shares of the Corporation ranking as to capital junior to the Class B Shares. After payment to the holders of the Class B Shares of the amount so payable to them, the holders of the Class B Shares shall not be entitled to share in any further distribution of the assets of the Corporation.

Section 6.11 Approval of Modification:

- (a) Approval of Holders: The rights, privileges, restrictions and conditions attached to the Class B Shares as a class may be added to, removed or changed but only with the approval of the holders of the Class B Shares given in accordance with the requirements of the Act.
- (b) Limitation: Notwithstanding paragraph (a) above, the rights, privileges, restrictions and conditions attached to the Class B Shares as a class shall not be added to, removed or changed unless, at the same time, the rights, privileges, restrictions and conditions attached to the Class A Special Shares as a class are added to, removed or changed in the same manner.

Section 6.12 Election under the Income Tax Act (Canada): The amount of \$8.50 is hereby specified for each of the Class B Shares for the purpose of subsection 191(4) of the Income Tax Act (Canada).

11. The issue, transfer of 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:*

There shall be no restrictions on the transfer of any shares of the Corporation.

12. Other provisions (if any):

Autres dispositions, s'il y a lieu:

Without restricting any of the powers and capacities of the Corporation, whether derived from Business Corporations Act (Ontario) or otherwise, the Corporation may mortgage, hypothecate, pledge or otherwise create a security interest in all or any present or future, real or personal, movable or immovable, legal or equitable, property of the Corporation, including, without limitation, its book debts, rights, powers, franchises and undertaking, for any purpose whatsoever.

13. The corporation has complied with subsection 179(3) of the Business Corporations Act.

La compagnie s'est conformée aux dispositions du paragraphe 179 (3) de la Loi sur les compagnies

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on

La prorogation de la compagnie en vertu des lois de la province de l'Ontario a été dûment autorisée en vertu des lois de l'autorité législative sous le régime de laquelle la compagnie a été constituée ou fusionnée ou prorogée le

6th March, 1992

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

15. The corporation is to be continued under the Business Corporations Act to the same extent as if it had been incorporated thereunder.

La prorogation de la compagnie en vertu de la Loi sur les compagnies a le même effet que si la compagnie avait été constituée en vertu de cette Loi.

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

DELTA STAR RESOURCES INC.

(Name of Corporation)
(Dénomination sociale de la compagnie)

By/Par:



President

(Signature)
(Signature)

(Description of Office)
(Fonction)

Robert J. Beutel