

MATTR CORP.

**Formed by the amalgamation of 8404810 Canada Inc.
and the former Shawcor Ltd. (the “Amalgamated Corporation”)
The Amalgamated Corporation changed its name to Mattr Corp. effective January 8, 2024.**

AMENDED AND RESTATED

BY-LAW NO.1

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BE IT ENACTED as an amended and restated by-law of the Amalgamated Corporation as follows:

ARTICLE 1 INTERPRETATION

Section 1.1 Definitions.

As used in this by-law, the following terms have the following meanings:

“Act” means the Canada Business Corporations Act and the regulations under the Act, all as amended, re-enacted or replaced from time to time.

“Authorized Signatory” has the meaning specified in Section 2.3.

“Corporation” means 8404810 Canada Inc. as of the date hereof and means Shawcor Ltd. (the French form of which is Shawcor Ltée) after the amalgamation of the Corporation and Shawcor Ltd. and means Matr Corp. after the taking into effect Shawcor Ltd.’s name change on January 8, 2024.

“lead director” means an independent (within the meaning of applicable Canadian securities laws for audit committee purposes) director appointed by the board and designated as such.

“person” means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity.

“recorded address” means (i) in the case of a shareholder or other securityholder, the shareholder’s or securityholder’s latest address as shown in the records of the Corporation, (ii) in the case of joint shareholders or other joint securityholders, the address appearing in the records of the Corporation in respect of the joint holding or, if there is more than one address in respect of the joint holding, the first address that appears, and (iii) in the case of a director, officer or auditor, the person’s latest address as shown in the records of the Corporation or, if applicable, the last notice filed with the Director under the Act, whichever is the most recent.

“show of hands” means, in connection with a meeting, a show of hands by persons present at the meeting, the functional equivalent of a show of hands by telephonic, electronic or other means of communication and any combination of such methods.

Except as specified herein, terms used in this by-law that are defined in the Act have the meanings given to such terms in the Act.

Section 1.2 Interpretation.

The division of this by-law into Articles, Sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Words importing the singular number include the plural and vice versa. Any reference in this by-law to gender includes all genders. In this by-law the words “including”, “includes” and “include” means “including (or includes or include) without limitation”.

Section 1.3 Subject to Act and Articles.

This by-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between any provision of the Act or the articles and any provision of this by-law, the provision of the Act or the articles will govern.

Section 1.4 Conflict With Unanimous Shareholder Agreement.

If there is any conflict or inconsistency between any provision of a unanimous shareholder agreement or declaration and any provision of this by-law, the provision of such unanimous shareholder agreement or declaration will govern.

**ARTICLE 2
BUSINESS OF THE CORPORATION**

Section 2.1 Registered Office.

The registered office of the Corporation shall be in the province in Canada from time to time specified in the articles, and at such location within such province initially as is specified in the notice thereof filed with the articles and thereafter as the board may from time to time determine.

Section 2.2 Financial Year.

The financial year of the Corporation ends on such date of each year as the directors determine from time to time, and initially shall be December 31.

Section 2.3 Execution of Instruments.

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any one director or officer of the Corporation as authorized by the board from time to time, such person being an “**Authorized Signatory**” and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Notwithstanding the foregoing, the board may, by resolution, establish certain protocols and authorities for the signing of contracts, documents or instruments on behalf of the Corporation, including, without limitation, the number of directors or officers required to sign such contracts, documents or instruments.

The board is authorized from time to time, by resolution, to appoint any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term “contracts, documents or instruments in writing” as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, obligations, sureties, indemnities, bonds, guarantees, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, rights, bonds, debentures or other securities and all paper writings.

Section 2.4 Banking Arrangements.

The banking and borrowing business of the Corporation or any part of it may be transacted with such banks, trust companies or other firms or corporations as the directors determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Corporation's behalf under the agreements, instructions and delegations, and by the one or more officers and other persons, that the directors authorize from time to time. This paragraph does not limit in any way the authority granted under Section 2.3.

Section 2.5 Voting Rights in Other Bodies Corporate.

The Authorized Signatories of the Corporation under Section 2.3 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for them. In addition, the board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

Section 2.6 Corporate Seal.

The Corporation may have one or more corporate seals in a form or forms approved by the board from time to time.

ARTICLE 3 BORROWING AND SECURITY

Section 3.1 Borrowing Power.

Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the articles, the board may from time to time on behalf of the Corporation, without authorization of the shareholders:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

Nothing in this Article 3 limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

Section 3.2 Delegation.

Unless the articles otherwise provide, the board may from time to time delegate to a director, a committee of the board, or an officer of the Corporation any or all of the powers

conferred on the board by this Article 3 to such extent and in such manner as the board may determine at the time of such delegation.

ARTICLE 4 DIRECTORS

Section 4.1 Number of Directors.

If the articles specify a minimum and a maximum number of directors, the number of directors is the number within the minimum and maximum determined by the directors from time to time. No decrease in the number of directors will shorten the term of an incumbent director. Where the number of directors has not been determined as provided in this Section 4.1, the number of directors is the number of directors holding office immediately following the most recent election or appointment of directors, whether at an annual or special meeting of the shareholders, or by the directors pursuant to the Act. The board shall consist of not fewer than the minimum number of directors required by the Act for a distributing corporation, applicable Canadian securities laws and applicable stock exchange requirements.

Section 4.2 Qualification.

No person shall be qualified for election as a director if such person is less than 18 years of age, is incapable and has been so found by a court in Canada or elsewhere, is not an individual, or has the status of a bankrupt. Unless the articles otherwise provide, a director need not be a shareholder.

Section 4.3 Board Composition.

At least such number of directors as may be specified by the Act for a distributing corporation, applicable Canadian securities laws and applicable stock exchange requirements shall not be officers or employees of the Corporation or of its affiliates. Subject to the Act, at least 25% of the directors shall be resident Canadians, or if the number of directors is fewer than four, at least one director shall be a resident Canadian.

Section 4.4 Election and Term.

The election of directors shall take place at each annual meeting of shareholders and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the directors otherwise determine. If the shareholders adopt an amendment to the articles to increase the number or maximum number of directors, the shareholders may, at the meeting of shareholders at which they adopt the amendment, elect the additional number of directors authorized by the amendment. The election shall be by resolution and a separate vote of shareholders shall be taken with respect to each candidate nominated for director, provided that, subject to the Act, if there is only one candidate nominated for each position available on the board, each candidate is elected only if the number of votes cast in their favour represents a majority of the votes cast for and against them by the shareholders who are present in person or represented by proxy, unless the articles require a greater number of votes. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

Section 4.5 Removal of directors.

Subject to the Act, the shareholders may by resolution passed at a meeting of shareholders specially called for such purpose remove any director from office and the vacancy created by such removal may be filled at such meeting of shareholders, failing which it may be filled by the board.

Section 4.6 Vacation of Office.

A director ceases to hold office on death, on removal from office by the shareholders, on ceasing to be qualified for election or appointment as a director, on receipt by the Corporation of a written resignation of such director, or, if a time is specified in such resignation, at the time so specified, whichever is later.

Section 4.7 Vacancies.

Subject to the Act, a quorum of the board may appoint a qualified individual to fill a vacancy in the board.

Section 4.8 Appointment of Additional directors.

Unless the articles of the Corporation otherwise provide, the directors may, within the maximum number permitted by the articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

Section 4.9 Action by the board.

The board shall manage or supervise the management of the business and affairs of the Corporation. The powers of the board may be exercised at a meeting of the board (subject to Sections 4.10 and 4.20) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Any such resolution in writing may be signed in counterparts and if signed as of any date shall be deemed to have been passed on such date. If there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

Section 4.10 Canadian directors Present at Meetings.

Subject to the Act, the board shall not transact business at a meeting, other than filling a vacancy in the board, unless at least 25% of the directors present are resident Canadians, or if the Corporation has fewer than four directors, at least one of the directors present is a resident Canadian, except where:

- (a) a resident Canadian director who is unable to be present approves in writing, or by telephonic, electronic or other communication facility, the business transacted at the meeting; and
- (b) the required number of resident Canadians would have been present had that director been present at the meeting.

Section 4.11 Place of Meetings.

Meetings of directors may be held at any place in or outside Canada.

Section 4.12 Calling of Meetings.

The chair of the board, the vice chair of the board, the lead director or a majority of the directors may call a meeting of the directors at any time. Meetings of directors will be held at the time and place as the person(s) calling the meeting determine.

Section 4.13 Regular Meetings.

The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director.

Section 4.14 Notice of Meeting.

Subject to this Section 4.14, notice of the time and place of each meeting of directors will be given to each director in the manner provided in Section 11.1 and not less than 48 hours before the time of the meeting. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting. Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the annual meeting of shareholders.

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

Section 4.15 First Meeting of New board.

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of shareholders at which such board is elected.

Section 4.16 Adjourned Meeting.

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Section 4.17 Regular Meetings.

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director promptly after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose of the regular meeting or the business to be transacted at it to be specified.

Section 4.18 Waiver of Notice.

A director may waive notice of a meeting of directors, any irregularity in a notice of meeting of directors or any irregularity in a meeting of directors. Such waiver must be in writing and may

be given at any time either before or after the meeting to which the waiver relates, except that attendance of a director at a meeting of directors is a waiver of notice of a meeting unless the director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Waiver of any notice of a meeting of directors cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 4.19 Quorum.

Subject to Section 4.10, a majority of the number of directors in office constitutes a quorum at any meeting of directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

Section 4.20 Meeting by Telephonic, Electronic or Other Communication Facility.

Subject to the Act, if all the directors of the Corporation present at or participating in a meeting of directors consent, a director may participate in such meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in a meeting by such means is deemed to be present at the meeting. Any consent is effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors.

Section 4.21 Chair.

The chair of any meeting of directors is the first mentioned of the following officers that is a director and is present at the meeting:

- (a) the chair of the board;
- (b) the vice chair of the board;
- (c) the lead director; or
- (d) the president.

If no such person is present at the meeting, the directors present shall choose one of their number to chair the meeting.

Section 4.22 Corporate Secretary.

The corporate secretary, if any, will act as secretary at meetings of directors. If a corporate secretary has not been appointed or the corporate secretary is absent, the chair of the meeting will appoint a person, who need not be a director, to act as secretary of the meeting.

Section 4.23 Votes to Govern.

At all meetings of directors, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote.

Section 4.24 Remuneration and Expenses.

The directors may determine from time to time the remuneration, if any, to be paid to a director for his or her services as a director. The directors are also entitled to be reimbursed for travelling and other out-of-pocket expenses properly incurred by them in attending directors' meetings, committee meetings and shareholders meetings and in the performance of other duties of directors of the Corporation. The directors may also award additional remuneration to any director undertaking special services on the Corporation's behalf beyond the services ordinarily required of a director by the Corporation.

A director may be employed by or provide services to the Corporation otherwise than as a director. Such a director may receive remuneration for such employment or services in addition to any remuneration paid to the director for his or her services as a director.

Section 4.25 Conflict of Interest.

A director shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such director has in a material contract or transaction, whether made or proposed, with the Corporation, if such director (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Such a director shall not vote on any resolution to approve the same except as provided by the Act.

ARTICLE 5 COMMITTEES

Section 5.1 Committees of Directors.

The directors may appoint from their number one or more committees and delegate to such committees any of the powers of the directors except those powers that, under the Act, a committee of directors has no authority to exercise. Unless otherwise determined by the board, the following committees shall be appointed: an audit committee, a corporate governance committee, a compensation committee and an executive committee.

Section 5.2 Proceedings.

Meetings of committees of directors may be held at any place in or outside Canada. At all meetings of committees, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, each committee of directors may make, amend or repeal rules and procedures to regular its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

Subject to a committee of directors establishing rules and procedures to regulate its meetings, Sections 4.11, 4.14, 4.18, 4.20 and 4.23 apply to committees of directors, with such changes as are necessary.

Section 5.3 Audit Committee.

The board shall appoint annually, from among its number, an audit committee to be composed of not fewer than three directors who meet the applicable requirements as may be specified by the Act, applicable Canadian securities laws and applicable stock exchange requirements. The audit committee shall have the powers and duties provided in the Act and in applicable Canadian securities laws and in addition, such other powers and duties as the board may determine.

Section 5.4 Advisory Bodies.

The board may from time to time appoint such advisory bodies as it may deem advisable.

**ARTICLE 6
OFFICERS**

Section 6.1 Appointment of Officers.

The board shall appoint a chief executive officer, a chief financial officer and a secretary, and may from time to time appoint a president, one or more vice-presidents (to which title may be added words indicating seniority or function), a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. A person may hold more than one office, provided that the chief financial officer shall not be the chief executive officer. The board may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to Section 6.5, an officer may but need not be a director.

Section 6.2 Powers and Duties.

Unless the directors determine otherwise, an officer has all powers and authority that are incident to his or her office. An officer will have such other powers, authority, functions and duties that are prescribed or delegated, from time to time, by the directors. The directors may, from time to time, vary, add to or limit the powers and duties of any officer.

Section 6.3 Chair of the Board.

The board shall appoint a director as the chair of the board and shall have such other powers and duties as the board may specify. The chair of the board will preside at directors meetings and shareholders meetings in accordance with Section 4.21 and Section 8.16, respectively.

Section 6.4 Lead Director.

If the chair of the board is not an independent member of the board, as determined under applicable Canadian securities laws, the board may appoint a lead director from among the Corporation's independent directors. If appointed, the board may assign to the lead director any of the powers and duties that are by any provisions of this by-law assigned to the chair of the board.

Section 6.5 Chief Executive Officer.

Subject to the authority of the board, the chief executive officer shall have general supervision of the business of the Corporation and such other powers and duties as the board may specify.

Section 6.6 President.

The president of the Corporation will, subject to any powers and duties afforded a chief executive officer, have general powers and duties of supervision of the business and affairs of the Corporation. The President will have such other powers and duties as the directors determine.

Section 6.7 Corporate Secretary.

If appointed, the corporate secretary will have the following powers and duties: (i) the corporate secretary will give or cause to be given, as and when instructed, notices required to be given to shareholders, directors, officers, auditors and members of committees of directors; (ii) the corporate secretary shall, unless otherwise determined by the chair of the meeting, attend at and be the secretary of meetings of directors, shareholders, and committees of directors and will have the minutes of all proceedings at such meetings entered in the books and records kept for that purpose; and (iii) the corporate secretary will be the custodian of any corporate seal of the Corporation and the books, papers, records, documents, and instruments belonging to the Corporation, except when another officer or agent has been appointed for that purpose. The corporate secretary shall report to the chair of the board or to the vice chair of the board and will have such other powers and duties as the directors or the chair of the board or the vice chair of the board determine.

Section 6.8 Chief Financial Officer.

If appointed, the chief financial officer of the Corporation will have the following powers and duties: (i) the chief financial officer will ensure that the Corporation prepares and maintains adequate accounting records in compliance with the Act; (ii) the chief financial officer will also be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; and (iii) at the request of the directors, the chief financial officer will render an account of the Corporation's financial transactions and of the financial position of the Corporation. The chief financial officer will have such other powers and duties as the directors or the president of the Corporation determine.

Section 6.9 Removal of Officers.

The directors may remove an officer from office at any time, with or without cause. Such removal is without prejudice to the officer's rights under any employment contract with the Corporation.

Section 6.10 Agents and Attorneys.

The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to subdelegate) of management, administration or otherwise as the board thinks fit.

Section 6.11 Conflict of Interest.

An officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or material transaction, whether made or proposed, with the Corporation shall disclose to the Corporation the nature and extent of that interest at the time and in the manner provided by the Act.

**ARTICLE 7
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

Section 7.1 Limitation of Liability.

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity, (iii) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation to his or her office.

Section 7.2 Indemnity.

The Corporation will indemnify to the fullest extent permitted by the Act (i) any director or officer of the Corporation, (ii) any former director or officer of the Corporation, (iii) any individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity. The Corporation shall indemnify the persons listed in (i), (ii) and (iii) above against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, with a view to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful;
- (i) The Corporation is authorized to execute indemnity agreements in favour of any of the foregoing persons, which may among other things evidence the terms of the indemnity herein, but the indemnity in this Section 7.2 shall operate whether or not such an indemnity agreement has been provided. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

- (ii) The Corporation shall advance monies to a director, officer or other individual referred to in this Section 7.2 hereof for the costs, charges and expenses of a proceeding referred to in this Section 7.2. The individual shall repay the monies if the individual does not fulfil the conditions set out in paragraphs 1 (a) and (b) in this Section 7.2.
- (iii) The Corporation shall with the approval of a court authorized to give such approval by the Act, indemnify an individual referred to in this Section 7.2, or advance monies under Section 7.2.3, in respect of an action by or on behalf of the Corporation or other entity to procure a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in this Section 7.2, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in paragraphs 1. (a) and (b) in this Section 7.2.

Section 7.3 Insurance.

The Corporation shall use its reasonable best efforts to purchase and maintain insurance for the benefit of any person referred to in Section 7.2 against such liabilities and in such amounts as the directors may determine and as are permitted by the Act.

ARTICLE 8 SHAREHOLDERS

Section 8.1 Calling Annual and Special Meetings.

A majority of the directors and each of the chair of the board, the vice chair of the board and the lead director have the power to call annual meetings of shareholders and special meetings of shareholders. Subject to the Act, an annual meeting of shareholders shall be held not later than 15 months after holding the last preceding annual meeting, but no later than six months after the end of the Corporation's preceding financial year, unless such longer period is permitted under Applicable Securities Laws and applicable stock exchange requirements. The annual meeting of shareholders shall be held for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting of shareholders, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the annual meeting of shareholders.

Section 8.2 Participation in Meeting by Electronic Means.

Any person entitled to attend a meeting of shareholders may participate in it, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting of shareholders, if the Corporation makes available such a communication facility. A person participating in a meeting of shareholders by such means is deemed for the purposes of the Act to be present at the meeting of shareholders.

Section 8.3 Meetings by Electronic Means.

If the directors or the shareholders of the Corporation call a meeting of shareholders pursuant to the Act, those directors or shareholders, as the case may be, may determine that the

meeting of shareholders shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting of shareholders. The directors may establish procedures regarding the holding of meetings of shareholders by such means.

Section 8.4 Place of Meetings.

Meetings of shareholders shall be held at the registered office of the Corporation or elsewhere in Canada if the board shall so determine. A meeting of shareholders may be held at a place outside Canada if the place is specified in the articles or all the shareholders entitled to vote at the meeting of shareholders agree that the meeting of shareholders is to be held at that place. A shareholder who attends a meeting of shareholders held outside Canada is deemed to have agreed to it being held outside Canada except when the shareholder attends the meeting of shareholders for the express purpose of objecting to the transaction of any business on the grounds that the meeting of shareholders is not lawfully held. A meeting of shareholders held under Section 8.3 shall be deemed to be held at the place where the registered office of the Corporation is located.

Section 8.5 Notice of Meetings.

Notice of the time and place of each meeting of shareholders shall be given in the manner provided in Section 11.1 within the period prescribed by the Act to each director, to the auditor, and to each shareholder who at the close of business on the record date for notice is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting of shareholders. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting of shareholders.

Section 8.6 List of Shareholders Entitled to Notice.

For every meeting of shareholders, the Corporation shall prepare a list of shareholders entitled to receive notice of the meeting of shareholders, arranged in alphabetical order and showing the number of shares held by each shareholder entitled to vote at the meeting of shareholders, within the period prescribed by the Act. If a record date for notice of the meeting of shareholders is fixed pursuant to Section 8.7, the shareholders listed shall be those registered at the close of business on such record date. If no record date for notice is fixed, the shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting of shareholders is given or, if no such notice is given, on the day on which the meeting of shareholders is held. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where the central securities register is maintained, and at the meeting of shareholders for which the list was prepared. If a separate list of shareholders has not been prepared, the names of persons appearing in the securities register at the requisite time as the holder of one or more shares carrying the right to vote at such meeting of shareholders shall be deemed to be a list of shareholders.

Section 8.7 Record Date for Notice.

The board may, within the period prescribed by the Act, fix in advance a date as the record date for determination of the shareholders (a) entitled to receive notice of a meeting of shareholders and (b) entitled to vote at a meeting of shareholders. Unless waived in accordance with the Act, notice of any such record date shall be given within the period prescribed by the Act before such record date, by newspaper advertisement in the manner provided in the Act. If no record date is fixed, then such record date for the determination of the shareholders entitled to receive notice of the meeting of shareholders shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting of shareholders is held.

Section 8.8 Waiver of Notice.

A shareholder, a proxyholder, a director or the auditor and any other person entitled to attend a meeting of shareholders may waive notice of a meeting of shareholders, any irregularity in a notice of meeting of shareholders or any irregularity in a meeting of shareholders. Such waiver may be waived in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of shareholders cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 8.9 Representatives.

A representative of a shareholder that is a body corporate or an association will be recognized if (i) a certified copy of the resolution of the directors or governing body of the body corporate or association, or a certified copy of an extract from the by-laws of the body corporate or association, authorizing the representative to represent the body corporate or association is deposited with the Corporation, or (ii) the authorization of the representative is established in another manner that is satisfactory to the corporate secretary or the chair of the meeting.

Section 8.10 Persons Entitled to be Present.

The only persons entitled to be present at a meeting of shareholders are those persons entitled to vote at the meeting, the directors, the officers, the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted with the consent of the chair of the meeting.

Section 8.11 Quorum.

A quorum of shareholders is present at a meeting of shareholders if the holders of not less than 33.3% of the shares entitled to vote at the meeting are present in person or represented by proxy, and at least two (2) persons entitled to vote at the meeting are present in person or represented by proxy at the meeting. If there is only one (1) shareholder, that shareholder shall represent a quorum if present in person or represented by proxy at the meeting. If a quorum is present at the opening of any meeting of shareholders, the shareholders present or represented may proceed with the business of the meeting of shareholders notwithstanding that a quorum is not present throughout the meeting of shareholders. If a quorum is not present at the opening of any meeting of shareholders, the shareholders present or represented may adjourn the meeting of shareholders to a fixed time and place but may not transact any other business.

Section 8.12 Proxies.

A proxy shall comply with the applicable requirements of the Act and other applicable law and will be in such form as the directors may approve from time to time or such other form as may be acceptable to the chair of the meeting at which the instrument of proxy is to be used.

Section 8.13 Right to Vote.

Every person named in the list referred to in Section 8.6 shall be entitled to vote the shares shown thereon opposite such person's name at the meeting of shareholders to which such list relates.

Section 8.14 Proxyholders and Representatives.

Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, to attend and act as the shareholder's representative at the meeting of shareholders in the manner and to the extent authorized and with the authority conferred by the proxy. Alternatively, every such shareholder which is a body corporate or association may authorize by resolution of its directors or governing body an individual to represent it at a meeting of shareholders and such individual may exercise on the shareholder's behalf all the powers it could exercise if it were an individual shareholder. The authority of such an individual shall be established by depositing with the Corporation a certified copy of such resolution, or in such other manner as may be satisfactory to the secretary of the Corporation or the chair of the meeting of shareholders. Any such proxyholder or representative need not be a shareholder.

Section 8.15 Time for Deposit of Proxies.

The board may specify in a notice calling a meeting of shareholders a time not exceeding the time of such meeting of shareholders by more than 48 hours, excluding Saturdays and holidays, preceding any meeting of shareholders or adjournment of it before which time proxies to be used at such meeting of shareholders must be deposited with the Corporation or its agent. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent of it specified in such notice or if, no such time having been specified in such notice, it has been received by the secretary of the Corporation or by the chair of the meeting of shareholders or any adjournment of it prior to the time of voting.

Section 8.16 Joint Shareholders

If two or more persons hold shares jointly, any one of them present in person or duly represented at a meeting of shareholders may, in the absence of the other or others, vote the shares, but if two or more of those persons are present in person or represented and vote, they shall vote as one the shares jointly held by them.

Section 8.17 Chair, Corporate Secretary and Scrutineers.

The chair of any meeting of shareholders is the first mentioned of the following officers that is present at the meeting:

- (a) the chair of the board;

- (b) the vice chair of the board;
- (c) the lead director; or
- (d) the president.

If no such person is present at the meeting, the persons present who are entitled to vote shall choose a director who is present, or a shareholder who is present, to chair the meeting.

The corporate secretary, if any, will act as secretary at meetings of shareholders. If a corporate secretary has not been appointed or the corporate secretary is absent, the chair of the meeting will appoint a person, who need not be a shareholder, to act as secretary of the meeting.

If desired, the chair of the meeting may appoint one or more persons, who need not be shareholders, to act as scrutineers at any meeting of shareholders. The scrutineers will assist in determining the number of shares held by persons entitled to vote who are present at the meeting and the existence of a quorum. The scrutineers will also receive, count and tabulate ballots and assist in determining the result of a vote by ballot and do such acts as are necessary to conduct the vote in an equitable manner. The decision of a majority of the scrutineers shall be conclusive and binding upon the meeting and a declaration or certificate of the scrutineers will be conclusive evidence of the facts declared or stated in it.

Section 8.18 Procedure.

The chair of a meeting of shareholders will conduct the meeting and determine the procedure to be followed at the meeting. The chair of the meeting's decision on all matters or things, including any questions regarding the validity or invalidity of a form of proxy or other instrument appointing a proxy, shall be conclusive and binding upon the meeting of shareholders.

Section 8.19 Manner of Voting.

Subject to the Act and other applicable law, any question at a meeting of shareholders shall be decided by a show of hands, unless a ballot is required or demanded for such question as provided in this by-law. Upon a show of hands every person who is present and entitled to vote shall have one vote, subject to any provision of the Act restricting the ability of a proxyholder or alternate proxyholder to vote by way of show of hands where such person has conflicting instructions from more than one shareholder. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot is required or demanded for such question, a declaration by the chair of the meeting of shareholders that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting of shareholders shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the shareholders upon such question. Any vote referred to in this Section 8.18 may be held, in accordance with the Act, partly or entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility. Any person participating in a meeting of shareholders under Sections 8.2 or 8.3 and entitled to vote at that meeting of shareholders may vote by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Section 8.20 Ballots.

On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken upon such question, the chair may require a ballot or any person who is present and entitled to vote on such question at the meeting of shareholders may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the shares which such person is entitled to vote at the meeting of shareholders upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon such question.

Section 8.21 Votes to Govern.

Any question at a meeting of shareholders shall be decided by a majority of the votes cast on the question unless the articles, the by-laws, the Act or other applicable law or regulatory or stock exchange requirement requires otherwise. In case of an equality of votes either when the vote is by a show of hands or when the vote is by a ballot, the chair of the meeting is not entitled to a second or casting vote.

Section 8.22 Adjournment.

The chair at a meeting of shareholders may, with the consent of the meeting of shareholders and subject to such conditions as the meeting of shareholders may decide, adjourn the meeting of shareholders from time to time and from place to place. If a meeting of shareholders is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting of shareholders, other than by announcement at the earliest meeting of shareholders that is adjourned. Subject to the Act, if a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting of shareholders shall be given as for an original meeting of shareholders.

ARTICLE 9 SECURITIES

Section 9.1 Options or Rights.

Subject to the Act and the Articles, the board may issue or grant options or other rights to purchase the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the board shall determine, provided that no share shall be issued until it is fully paid as provided by the Act.

Section 9.2 Commissions

The board may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of such person purchasing or agreeing to purchase shares of the Corporation, whether from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.

Section 9.3 Dealing with Registered Holders.

Subject to the Act, the Corporation may treat the registered holder of any share of the Corporation as the person exclusively entitled to vote, to receive notices, to receive any dividend or other payment in respect of the share, and otherwise to exercise all the rights and powers of an owner of the share.

Section 9.4 Form of Security Certificates.

Subject to the Act, security certificates, if required, will be in the form that the directors approve from time to time or that the Corporation adopts. Any such certificate shall be signed by any one officer of the Corporation, which signature may be printed or otherwise mechanically reproduced thereon. Every such printed or mechanically reproduced signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation. A certificate executed as aforesaid shall be valid notwithstanding that the officer whose printed or mechanically reproduced signature appears thereon no longer holds office at the date of issue of the certificate. Notwithstanding the foregoing, unless the board otherwise determines, certificates in respect of which a registrar, transfer agent, branch transfer agent or issuing or other authenticating agent has been appointed shall not be valid unless countersigned by or on behalf of such registrar, transfer agent, branch transfer agent or issuing or other authenticating agent.

Section 9.5 Replacement of Security Certificates.

The board, or any officer or agent designated by the board, may direct the issue of a new share or other such certificate in lieu of and upon cancellation of a certificate that has been mutilated or in substitution for a certificate claimed to have been lost, apparently destroyed or wrongfully taken, on payment of such reasonable fee and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the board may from time to time prescribe, whether generally or in any particular case.

Section 9.6 Joint Shareholders.

If two or more persons are registered as joint holders of any share of the Corporation, the Corporation shall not be bound to issue more than one certificate in respect of such share, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect of such share or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share.

Section 9.7 Deceased Shareholders.

In the event of the death of a holder, or of one of the joint holders, of any share of the Corporation, the Corporation shall not be required to make any entry in the securities register in respect of the death or to make any dividend or other payments in respect of the share except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

Section 9.8 Transfer of Shares.

No transfer of a security issued by the Corporation will be registered except upon (i) presentation of the security certificate representing the security with an endorsement which complies with the Act, together with such reasonable assurance that the endorsement is genuine and effective as the directors and/or the Corporation's transfer agent may require, (ii) payment of all applicable taxes and fees, and (iii) if applicable, compliance with the articles of the Corporation. If no security certificate has been issued by the Corporation in respect of a security issued by the Corporation, clause (i) above may be satisfied by presentation of a duly executed security transfer power, together with such reasonable assurance that the security transfer power is genuine and effective as the directors and/or the Corporation's transfer agent may require.

Section 9.9 Transfer Agents and Registrars.

The Corporation may from time to time appoint one or more agents to maintain, for each class or series of securities issued by it in registered or other form, a central securities register and one or more branch securities registers. Such an agent may be designated as transfer agent or registrar according to their functions and one person may be designated both registrar and transfer agent. The Corporation may at any time terminate such appointment.

Section 9.10 Electronic Book-Based or Other Non-Certificated Positions.

For greater certainty, but subject to subsection 49(1) of the Act , a registered shareholder may have their holdings of shares evidenced by an electronic, book-based, direct registration service or other non-certificated entry or position on the register of shareholders to be kept by the Corporation in place of a physical share certificate pursuant to a registration system that may be adopted by the Corporation, in conjunction with its transfer agent. This by-law shall be read such that a registered holder of shares of the Corporation pursuant to any such electronic, book-based, direct registration service or other non-certificated entry or position shall be entitled to all of the same benefits, rights, entitlements and shall incur the same duties and obligations as a registered holder of shares evidenced by a physical share certificate. The Corporation and its transfer agent may adopt such policies and procedures and require such documents and evidence as they may determine necessary or desirable in order to facilitate the adoption and maintenance of a share registration system by electronic, book-based, direct registration system or other non-certificated means.

**ARTICLE 10
PAYMENTS**

Section 10.1 Payments of Dividends and Other Distributions.

Any dividend or other distribution payable in cash to shareholders will be paid by cheque or by electronic means or by such other method as the directors may determine. The payment will be made to or to the order of each registered holder of shares in respect of which the payment is to be made. Cheques will be sent to the registered holder's recorded address, unless the holder otherwise directs. In the case of joint holders, the payment will be made to the order of all such joint holders and, if applicable, sent to them at their recorded address, unless such joint holders otherwise direct. The sending of the cheque or the sending of the payment by electronic means or the sending of the payment by a method determined by the directors in an amount equal to the dividend or other distribution to be paid less any tax that the Corporation is required to withhold will satisfy and discharge the liability for the payment, unless payment is not made upon

presentation, if applicable. Subject to the articles, the board may declare dividends payable in more than one currency in such amounts as are determined to be equivalent by the board and may declare dividends payable in whole or in part in property.

Section 10.2 Non-Receipt of Payment.

In the event of non-receipt of any payment made as contemplated by Section 10.1 by the person to whom it is sent, the Corporation may issue re-payment to such person for a like amount. The directors may determine, whether generally or in any particular case, the terms on which any re-payment may be made, including terms as to indemnity, reimbursement of expenses, and evidence of non-receipt and of title.

Section 10.3 Unclaimed Dividends.

To the extent permitted by law, any dividend or other distribution that remains unclaimed after a period of 2 years from the date on which the dividend has been declared to be payable is forfeited and will revert to the Corporation.

Section 10.4 Record Date for Dividends.

The board may, within the period prescribed by the Act, fix in advance a date as the record date for the purpose of determining shareholders entitled to receive payment of a dividend. Notice of the record date shall be given within the period prescribed by the Act in the manner provided by the Act. If no record date is so fixed, the record date for the determination of the shareholders entitled to receive payment of any dividend shall be at the close of business on the day on which the board passes the resolution relating to such dividend.

ARTICLE 11 MISCELLAENOUS

Section 11.1 Notices.

Any notice, communication or document required to be given, delivered or sent by the Corporation to any director, officer, shareholder or auditor is sufficiently given, delivered or sent (a) if delivered personally, (b) if delivered to the person's recorded address, (c) if mailed to the person at the person's recorded address by prepaid mail, (d) if otherwise communicated by electronic means permitted by the Act. A notice so delivered shall be deemed to have been given and received when it is delivered personally or to the recorded address; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box and deemed received at the time it would be delivered in the ordinary course of mail; and a notice so sent by any means of transmitted or recorded communication shall be considered given and received at the times prescribed by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, shareholder or auditor by any means of communication permitted by the Act or other applicable law. The secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the board in accordance with any information believed by the secretary to be reliable.

Section 11.2 Notice to Joint Holders.

If two or more persons are registered as joint holders of any security, any notice may be addressed to all such joint holders but notice addressed to one of them constitutes sufficient notice to all of them.

Section 11.3 Computation of Time.

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

Section 11.4 Undelivered Notices.

If any notice given to a shareholder pursuant to Section 11.1 is returned on two consecutive occasions because the shareholder cannot be found, the Corporation shall not be required to give any further notices to such shareholder until informed in writing by the shareholder of a new address.

Section 11.5 Omissions and Errors.

The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on the notice.

Section 11.6 Persons Entitled by Death or Operation of Law.

Every person who, by operation of law, transfer, death of a securityholder or any other means whatsoever, becomes entitled to any security, is bound by every notice in respect of such security which has been given to the securityholder from whom the person derives title to such security. Such notices may have been given before or after the happening of the event upon which they became entitled to the security.

Section 11.7 Waiver of Notice.

Any shareholder, proxyholder, director, officer, auditor or member of a committee of the board, or any other person entitled to receive notice of a meeting of shareholders or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the articles, the by-laws or otherwise. Any such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a meeting of shareholders or of the board or a committee of the board may be given in any manner.

Section 11.8 Electronic Documents.

A requirement under the by-laws that a notice, document or other information be provided in writing may be satisfied by providing an electronic document and a requirement under the by-

laws for a signature or that a document be executed, in relation to an electronic document, may be satisfied, in each case, if the requirements in the Act in respect thereof are met.

**ARTICLE 12
EFFECTIVE DATE**

Section 12.1 Effective Date.

This by-law comes into force when made by the directors in accordance with the Act.

Section 12.2 Amendments.

This by-law may be amended as provided in the Act.

The foregoing by-law was initially made by the directors of the Corporation on the 14th day of January, 2013, and was confirmed without variation by the shareholders of the Corporation on the 14th day of January, 2013. The foregoing by-law was further amended and restated by the directors of the Corporation on the 13th day of March, 2024.



Authorized Signatory

This amended and restated by-law was confirmed by ordinary resolution of the shareholders on _____, 2024.

Authorized Signatory