



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

None.

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

- (i) an unlimited number of shares, to be designated as preference shares, issuable in series; and
- (ii) an unlimited number of shares, to be designated as common shares.

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series.

*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

A. Preference Shares

1. Directors' Authority to Issue One or More Series

1.1 The board of directors of the Corporation may issue the preference shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to attach to the shares of such series including, without limiting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of preferential dividends, whether cumulative or non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which such preferential dividends shall accrue, the redemption price and terms and conditions of redemption, the rights of retraction (if any), and the prices and other terms and conditions of any rights of retraction and whether any additional rights of retraction may be vested in such holders in the future, voting rights and conversion rights (if any) and any sinking fund, purchase fund or other provisions attaching thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Director (as defined in the Business Corporations Act, 1982 (Ontario)) articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the directors.

2. Dividends

2.1 Except with the approval of the holders of the preference shares, no dividends shall at any time be declared or paid on or set apart for payment on the common shares or any other shares of the Corporation ranking junior to the preference shares unless all dividends up to and including the dividend payable for the last completed period for which such dividends shall be payable on each series of preference shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on the common shares or such other shares of the Corporation ranking junior to the preference shares nor shall the Corporation call for redemption or redeem or purchase for

cancellation or reduce or otherwise pay off any of the preference shares (less than the total amount then outstanding) or any common shares or any other shares of the Corporation ranking junior to the preference shares unless all dividends up to and including the dividends payable for the last completed period for which such dividends shall be payable on each series of preference shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment.

### 3. Dissolution

3.1 In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the preference shares of any series shall, before any amount shall be paid to or any property or assets of the Corporation distributed among the holders of the common shares or any other shares of the Corporation ranking junior to the preference shares, be entitled to receive from the property and assets of the Corporation for each preference share of such series held by them respectively, an amount specified in the rights, privileges, restrictions and conditions attaching to the preference shares of such series as set forth in the resolution of the board of directors of the Corporation and the certificate of amendment relating to such series.

### 4. Redemption and Purchase by the Corporation

4.1 The preference shares of any series may be purchased or made subject to redemption by the Corporation at such times and at such prices and upon such other terms and conditions as may be specified in the rights, privileges, restrictions and conditions attaching to the preference shares of such series as set forth in the resolution of the board of directors of the Corporation and the certificate of amendment relating to such series.

### 5. Amendment

5.1 The approval of the holders of preference shares, given in the manner described in section 6.1 below, shall be required for the creation of any new shares ranking prior to or on a parity with the preference shares, and if, but only so long as, any dividends are in arrears on any outstanding series of preference shares, for the issuance of any additional series of preference shares or of any shares ranking prior to or on a parity with the preference shares.

5.2 The provisions of sections 1.1 to 6.1, inclusive, may be deleted, amended, modified or varied in whole or in part by a certificate of amendment issued by the Director appointed under the Business Corporations Act, 1982 (Ontario), but only with the prior approval of the holders of the preference shares given as hereinafter specified in addition to any other approval required by the Business Corporations Act, 1982 (Ontario) or any other statutory provision of like or similar effect, from time to time in force.

#### 6. Approval of the Holders of the Preference Shares

6.1 The approval of the holders of the preference shares with respect to any and all matters hereinbefore referred to may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the preference shares duly called for that purpose and held upon at least 21 days' notice at which the holders of a majority of the outstanding preference shares are present or represented by proxy. If at any such meeting the holders of a majority of the outstanding preference shares are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date being not less than 30 days later and to such time and place as may be appointed by the chairman and not less than 21 days' notice shall be given of such adjourned meeting. At such adjourned meeting the holders of the preference shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by at least two-thirds (2/3) of the votes cast at such adjourned meeting shall constitute the approval of the holders of the preference shares referred to above. The formalities to be observed with respect to the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at every such meeting or adjourned meeting every holder of preference shares shall be entitled to one vote in respect of each preference share held.

#### 7. Priority

7.1 The common shares shall rank junior to the preference shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the preference shares.

B. Common Shares

1. Dividends

1.1 Subject to the prior rights of the holders of the preference shares and to any other shares ranking senior to the common shares with respect to priority in the payment of dividends, the holders of common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

2. Dissolution

2.1 In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the preference shares and to any other shares ranking senior to the common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the common shares shall be entitled to receive the remaining property and assets of the Corporation.

3. Voting Rights

3.1 Except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series, the holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each common share held at all meetings of the shareholders of the Corporation.

B. The issue, transfer or ownership of shares is ~~is not~~ restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares in the capital of the Corporation without either

- (a) the express sanction of the holders of more than 50% of the common shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by the holders of more than 50% of such shares, or
- (b) the express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

1. The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. The board of directors of the Corporation may, without authorization of the shareholders of the Corporation, from time to time, in such amounts and on such terms as it deems expedient:
  - (a) borrow money upon the credit of the Corporation;
  - (b) issue, reissue, sell or pledge 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) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired property and assets of the Corporation, including, without limiting the generality of the foregoing, real and personal property, movable and immovable property, tangible and intangible assets, book debts, rights, powers, franchise and undertaking, to secure any obligation of the Corporation.

For greater certainty the foregoing powers conferred on the directors shall be deemed to include the powers conferred on a company by Division VII of the Special Corporate Powers Act, being Chapter P-16 of the Revised Statutes of Quebec, 1977 and every statutory provision that may be substituted therefor or for any provision therein.

The board of directors may from time to time by resolution delegate to a committee of directors or to one or more of the directors or officers of the Corporation all or any of the powers hereby conferred upon the board to such extent and in such manner as the board shall determine at the time of each such delegation. Nothing in this section shall limit or restrict 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.



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

First name, initials and surname or corporate name  
*Prénom, initiale et nom de famille ou dénomination sociale*

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

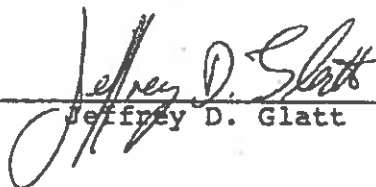
Jeffrey D. Glatt

63 Hetherington Crescent  
Thornhill, Ontario  
L4J 2M9

These articles are signed in duplicate

*Les présents statuts sont signés en double exemplaire.*

Signatures of incorporators  
*(Signature des fondateurs)*

  
Jeffrey D. Glatt



Ministère de la Consommation et du Commerce

Ontario Corporation Number / Numéro de la compagnie en Ontario

703088

CERTIFICATE This is to certify that these articles are effective on

CERTIFICAT Ceci certifie que les présents statuts entrent en vigueur le

APRIL 24 AVRIL 1987

Controller of Records Companies Branch

Contrôleur des Dossiers Direction des 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:

Table with 10 columns and 3 rows containing the text 'ROY - L M E R C H A N T G R O U P I N C .'

2. The name of the corporation is changed to (if applicable): / Nouvelle dénomination sociale de la compagnie (s'il y a lieu):

Empty table with 10 columns and 3 rows for a new company name.

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

13/02/87 (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:

- (i) to provide for a minimum of 3 and a maximum of 15 directors;
(ii) by deleting the provisions of paragraph 8 of the articles of incorporation in their entirety;
(iii) by deleting subparagraphs 1 and 2 of paragraph 9 of the articles of incorporation in their entirety;
(iv) by renumbering subparagraph 3 of paragraph 9 of the articles of incorporation as subparagraph 1; and
(v) by adding the following subparagraph to paragraph 9 of the articles of incorporation as subparagraph 2:

2. The holders of shares of any class and the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon a proposal to amend the articles to:

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

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

24 April 1987  
(Day, Month, Year)  
(jour, mois, année)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

ROY-L MERCHANT GROUP INC.

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

By/Par: [Signature] Vice President  
(Signature) (Description of Office)  
(Signature) (Fonction)

For Ministry Use Only  
À l'usage exclusif du ministère



Ministry of  
Consumer and  
Commercial  
Relations

**CERTIFICATE**

This is to certify that these  
articles are effective on

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

703088

**DECEMBER 4 DÉCEMBRE, 1991**

*Sam D. L...*

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

TRANS  
CODE

C

**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:*

ROY - L M E R C H A N T G R O U P I N C .

2. The name of the corporation is changed to (if applicable): *Nouvelle dénomination sociale de la compagnie (s'il y a lieu):*

C L A I R V E S T G R O U P I N C .

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

13/FEBRUARY/1987

(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:*

to change the name of the Corporation to:

CLAIRVEST GROUP INC.

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*

**03/DECEMBER/1991**

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

These articles are signed in duplicate.

*Les présents statuts sont signés en double exemplaire.*

**ROY-L MERCHANT GROUP INC.**

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

By/Par:

(Signature)  
(Signature)

**PRESIDENT**

(Description of Office)  
(Fonction)



## SCHEDULE "A"

## C. NON-VOTING SHARES

The Corporation is authorized to issue, as a series of preference shares, 10,000,000 non-voting shares (the "Non-Voting Shares") with the rights, privileges, restrictions and conditions set out below:

1. Dividends

The holders of the Non-Voting Shares shall be entitled to receive dividends, *pari passu* with the holders of the common shares (the "Common Shares") in the capital of the Corporation. The holders of the Non-Voting Shares and the holders of the Common Shares shall be entitled to participate equally, share for share, at the same time, in any dividend, whether in cash, in shares of the Company or otherwise, which may be declared or paid on either class of such shares, including, without limitation, with respect to the amount per share of the dividend.

2. Participation in Assets on Dissolution

In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Non-Voting Shares shall be entitled to receive, in priority to any distribution to the holders of the Common Shares or any other shares ranking junior to the Non-Voting Shares, an amount equal to \$0.01 per share, and thereafter shall participate *pari passu* with the holders of the Common Shares in all remaining property and assets of the Corporation.

3. Voting Rights

The holders of the Non-Voting Shares shall not be entitled as such (except as otherwise provided by the *Business Corporations Act* (Ontario)) to vote at any meeting of the shareholders of the Corporation; the holders of the Non-Voting Shares shall, however, be entitled to notice of meetings of shareholders and be permitted to attend in person or by proxy, and to speak at all shareholders' meetings to the extent that a holder of Common Shares would be entitled to attend and to speak at a meeting of shareholders.

4. Rights Preserved

In the event that either the Common Shares or the Non-Voting Shares are at any time subdivided, consolidated or otherwise changed in number or reclassified or exchanged for the shares of another class, the rights, privileges and restrictions attaching to the shares of the other class shall be amended at the same time so as to preserve the rights conferred hereby on each class in relation to the other class.

5. Conversion of Non-Voting Shares at the Option of the Holder

Commencing on August 21, 2011 and for a period of 90 days thereafter, upon and subject to the terms and conditions hereinafter set forth, provided that at such time the Corporation is a reporting issuer (as such term is defined in the *Securities Act* (Ontario)) in Ontario with securities

listed on The Toronto Stock Exchange or its successor (the "TSE") or an equivalent stock exchange (together with the TSE, the "Exchange"), the holders of Non-Voting Shares shall have the right (the "Conversion Right"), at any time to notify the Corporation that they wish to exchange or convert all of their Non-Voting Shares into fully paid and non-assessable Common Shares, as provided hereunder.

The Conversion Right may be exercised by completing and executing a notice of conversion (the "Conversion Notice") addressed and delivered to the Corporation substantially in the form set out below:

**CONVERSION NOTICE**

The undersigned hereby notifies you that in accordance with the terms attached to the Non-Voting Shares, the Non-Voting Shares shall be converted into Common Shares of the Corporation on \_\_\_\_\_ (the "Issue Date").

A certificate representing the Common Shares to be issued on the Issue Date shall be issued to

\_\_\_\_\_  
(Print name as name is to appear on Common Share certificate to be the same as name which appears on the Non-Voting Shares certificate)

Please deliver this certificate to the following address:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Non-Voting Shares Shareholder

The Conversion Notice shall be signed by the holder or by his duly authorized attorney or agent. The Issue Date (as defined in the Conversion Notice) shall be no earlier than ten (10) days and no later than thirty (30) business days after the date of delivery of the Conversion Notice to the Corporation (the "Notice Date"). The Corporation shall issue the Common Shares attributable to the exercise of the Conversion Right to the holder of Non-Voting Shares who delivers the Conversion Notice.



Upon the exercise of the Conversion Right, the Corporation shall issue that number of Common Shares (the "Converted Shares") equal to the number of Non-Voting Shares converted multiplied by the conversion ratio (the "Conversion Ratio") as such ratio is determined in accordance with the following formula:

$$CR = \frac{BV}{TP}$$

where:

- CR is the conversion ratio which shall in no event be less than one and, if on the Notice Date the Corporation has securities listed on the TSE, shall not be greater than 1.976;
- BV is the book value (on a fully-diluted basis) for each Common Share determined at the end of the fiscal quarter of the Corporation that has been most recently completed prior to the Notice Date; and
- TP is the weighted average trading price of the Common Shares on the Exchange determined for the days on which the Common Shares traded during the 90 day period ending on the last business day prior to the Notice Date.

The number of Converted Shares to be issued in accordance with this Section 5 shall be issued to the holder (that party so named shall be referred to as the "Converted Share Registrant") on the Issue Date.

Subject to any qualifications contained herein, on exercise of the Conversion Right, the Converted Share Registrant shall be deemed to have become the holder of record of the Converted Shares into which the corresponding Non-Voting Shares are converted, for all purposes, on the Issue Date, notwithstanding any delay in the delivery of the certificate or certificates representing the Converted Shares into which the Non-Voting Shares have been converted and, effective as of and throughout such respective dates, a Non-Voting Share holder shall cease to be registered as the holder of record of the Non-Voting Shares so converted. To the extent that any determinations are required to give effect to the Conversion Right in this Section 5, such determination shall be made by the board of directors of the Corporation which determination shall be final, conclusive and binding.

6. Coat-tail Provisions

(a) For the purposes of this Section 6:

"Conversion Period" means the period of time commencing on the 13<sup>th</sup> day after the Offer Date and terminating on the Expiry Date;

"Converted Shares" means the Common Shares resulting from the conversion of Non-Voting Shares into Common Shares pursuant to Section 6(b);

**"Exclusionary Offer"** means an offer to purchase Common Shares that:

- (i) must, pursuant to applicable securities legislation or the requirements of a stock exchange on which the Common Shares are then listed, be made to all or substantially all of the holders of the Common Shares in a province of Canada to which the requirement applies; and
- (ii) is not made concurrently with an offer to purchase Non-Voting Shares at a price per share equal to the offer price for each Common Share multiplied by the Conversion Ratio (as adjusted under Section 6(b)) and that is otherwise identical to the offer to purchase Common Shares with respect to percentage of outstanding shares for which the offer is made (exclusive of shares owned by the Offeror immediately prior to the offer) and in all other material respects, except in respect of the conditions, if any, to which the offer to purchase Common Shares may be subject, and that is unconditional except in respect of the right not to take up and pay for Non-Voting Shares tendered if no shares are purchased pursuant to the offer for the Common Shares.

and for the purposes of this definition, if an offer to purchase Common Shares would be an Exclusionary Offer except for the application of sub-clause 6(a)(ii), the varying of any term of such offer shall be deemed to constitute the making of a new offer unless an identical variation concurrently is made to the corresponding offer to purchase Non-Voting Shares;

**"Expiry Date"** means the last date upon which holders of Common Shares may accept an Exclusionary Offer;

**"Joint Actor"** means a person or company acting jointly or in concert with an Offeror, as the phrase "acting jointly or in concert" is defined in the *Securities Act* (Ontario);

**"Offer Date"** means the date on which an Exclusionary Offer is mailed by the Offeror;

**"Offeror"** means a person or company that makes an offer to purchase Common Shares, and includes any Joint Actor;

**"Transfer Agent"** means the transfer agent for the time being of the Common Shares and if no transfer agent has been appointed for the Non-Voting Shares, means the Corporation.

- (b) Subject to Section 6(c), upon an Exclusionary Offer being made, the holders of the Non-Voting Shares shall be entitled to convert the Non-Voting Shares into Common Shares at the Conversion Ratio at the option of the holder during the Conversion Period save and except that the Conversion Ratio shall be adjusted as follows:
  - (i) TP, as defined in Section 5, shall equal the consideration offered pursuant to the Exclusionary Offer for each Common Share calculated in Canadian dollars; and
  - (ii) the Notice Date, as defined in Section 5, shall be the Offer Date.

To exercise such conversion right a holder of Non-Voting Shares or such holder's attorney duly authorized in writing shall:

- (i) give written notice to the Transfer Agent of the exercise of such right in respect of all of the Non-Voting Shares held by such holder;
- (ii) deliver to the Transfer Agent the share certificate or certificates representing all of the Non-Voting Shares held by such holder;
- (iii) pay any governmental or other tax imposed on or in respect of such conversion.

Upon due exercise of the conversion right set out in this Section 6(b), a shareholder shall be issued, in accordance with Section 6(d), a share certificate representing fully-paid and non-assessable Common Shares.

- (c) A holder of Converted Shares shall be deemed to have irrevocably elected to deposit all such shares pursuant to the Exclusionary Offer subject to such holder's right to subsequently withdraw the Converted Shares from the offer. If Converted Shares are subsequently withdrawn from an offer, the holder of such shares shall be deemed to have irrevocably elected to convert the withdrawn shares back into that number of Non-Voting Shares by multiplying the number of Converted Shares by the inverse of the Conversion Ratio (or by one if that was the deemed Conversion Rate at which the Non-Voting Shares were converted into Common Shares pursuant to Section 6(b)), and the deemed election shall be effective from the time such shares are withdrawn. The holder of Converted Shares deposited pursuant to an Exclusionary Offer shall be deemed to have irrevocably elected to convert into Non-Voting Shares, on the same basis as set out in this paragraph, such Converted Shares as are not taken up pursuant to the Exclusionary Offer. The deemed election to convert into Non-Voting Shares shall be effective from the time immediately following that prescribed by applicable securities legislation for the Offeror to take up and pay for such shares as are to be acquired pursuant to the Exclusionary Offer. If, however, Converted Shares are not taken up as a result of the abandonment or withdrawal of an Exclusionary Offer, the deemed election in respect of such shares shall be effective from the time of the abandonment or withdrawal of the offer.
- (d) The Transfer Agent, on behalf of the holders of the Converted Shares, shall deposit pursuant to the Exclusionary Offer a share certificate or certificates representing the Converted Shares. No share certificate representing Converted Shares shall be delivered to the holders of the Converted Shares before such shares are deposited pursuant to the Exclusionary Offer. Upon completion of the offer, the Transfer Agent shall deliver to the holders entitled thereto all consideration paid by the Offeror for their Converted Shares pursuant to the offer. If Converted Shares are converted into Non-Voting Shares pursuant to Section 6(c), the Transfer Agent shall deliver to the holders entitled thereto share certificates representing the Non-Voting Shares resulting from the conversion. The Corporation shall make all arrangements with the Transfer Agent necessary or desirable to give effect to this Section 6(d).

(e) (A) For the purposes of this Section 6(e):

**"Certificate of Non-Participation"** means a certificate signed by or on behalf of a holder of Common Shares, confirming:

- (i) the number of Common Shares owned by the shareholder;
- (ii) that neither such shareholder nor a Joint Actor has made an Exclusionary Offer;
- (iii) that such shareholder shall not tender any shares in acceptance of any Exclusionary Offer which has been made, including any varied form of such offer, without giving the Transfer Agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date; and
- (iv) that such shareholder shall not transfer any Common Shares, directly or indirectly, prior to the Expiry Date of any Exclusionary Offer which has been made without at least seven days prior to the Expiry Date giving the Transfer Agent and the Secretary of the Corporation written notice of such transfer or intended transfer, stating the names of the transferees, if known to the transferor, and the number of Common Shares transferred or to be transferred to each transferee;

**"Certificate of Retention"** means a certificate signed by or on behalf of a holder of Common Shares confirming the number of Common Shares then owned by the holder and that such holder of Common Shares shall not:

- (i) tender any shares in acceptance of any Exclusionary Offer without giving the Transfer Agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date;
- (ii) make any Exclusionary Offer;
- (iii) act jointly or in concert with any person or company that makes any Exclusionary Offer; or
- (iv) transfer any Common Shares, directly or indirectly, during the time at which any Exclusionary Offer is outstanding without at least seven days prior to the Expiry Date giving the Transfer Agent and the Secretary of the Corporation written notice of such transfer or intended transfer, stating the names of the transferees, if known to the transferor, and the number of Common Shares transferred or to be transferred to each transferee;

**"Notice of Tender"** means a written notice given to the Transfer Agent and to the Secretary of the Corporation at least seven days prior to the Expiry Date of an Exclusionary Offer by a holder of Common Shares, which notice states that such shareholder has or intends to tender shares in acceptance of an Exclusionary Offer; and

"Notice of Transfer" means a written notice given to the Transfer Agent and to the Secretary of the Corporation at least seven days prior to the Expiry Date of an Exclusionary Offer by a holder of Common Shares, which notice states that such shareholder intends to transfer or has transferred Common Shares, directly or indirectly, during the time when the Exclusionary Offer is outstanding and which states the names of the transferees, if known to the transferor, and the number of Common Shares transferred or to be transferred to each transferee.

- (B) Subject to Section 6(e)(C), the holders of Non-Voting Shares shall not be entitled to convert such shares into Common Shares if one or more Certificates of Retention or one or more Certificates of Non-Participation or a combination of the foregoing, representing, in the aggregate, more than fifty percent (50%) of the then outstanding Common Shares, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror and any Joint Actor, have been duly delivered to the Transfer Agent and to the Secretary of the Corporation. A Certificate of Retention shall be duly delivered to the Transfer Agent and to the Secretary of the Corporation if delivered before any Exclusionary Offer has been made. A Certificate of Retention may be withdrawn at any time by written notice to the Transfer Agent and to the Secretary of the Corporation (a "Notice of Withdrawal"). A Certificate of Non-Participation shall be duly delivered to the Transfer Agent and to the Secretary of the Corporation if delivered before the end of the 12<sup>th</sup> day after any Exclusionary Offer has been made.
- (C) When, by reason of the application of Section 6(e)(B), the holders of Non-Voting Shares are not entitled to convert such shares into Common Shares, should a Notice of Tender, Notice of Withdrawal or a Notice of Transfer be given by a holder having previously provided a Certificate of Retention or a Certificate of Non-Participation, the Transfer Agent shall forthwith upon receipt of such notice or forthwith after the 12<sup>th</sup> day following the Offer Date, whichever is later, deduct the number of Common Shares to which the notice relates from the number of Common Shares represented by Certificates of Retention and Certificates of Non-Participation.

In the case of a Notice of Transfer, where the Transfer Agent is advised of the identity of the transferee, either by the Notice of Transfer or by the transferee in writing and the transferee is a person or company from whom the Transfer Agent has a subsisting Certificate of Retention or subsisting Certificate of Non-Participation, no such deduction shall be made.

If after any deduction made by the Transfer Agent in accordance with this Section 6(e)(C), the number of Common Shares represented by Certificates of Retention and Certificates of Non-Participation does not exceed 50% of the number of then outstanding Common Shares, exclusive of shares owned immediately prior to the offer by the Offeror and any Joint Actor, Section 6(e)(B) shall cease to apply and the right to convert Non-Voting Shares into Common Shares shall arise and be in effect for the remainder of the Conversion Period.

- (D) As soon as reasonably possible after the 12<sup>th</sup> day following the Offer Date, the Corporation shall send to each holder of Non-Voting Shares a notice advising each such holder whether a right to convert Non-Voting Shares into Common Shares has arisen and the reasons such a right has or has not arisen, as the case may be. If no right to convert Non-Voting Shares into Common Shares has arisen, but subsequently arises, by virtue of Section 6(e)(C) or otherwise, the Corporation shall forthwith send to the holders of Non-Voting Shares a notice advising such holders that such a right has arisen, and the reasons therefor.
- (E) If a notice referred to in Section 6(e)(D) discloses that the holders of Non-Voting Shares are entitled to convert such shares into Common Shares, the notice shall, in addition:
- (i) disclose the Conversion Ratio (as adjusted under Section 6(b)) and the procedure to be followed to effect the conversion and to have the Converted Shares tendered under the offer;
  - (ii) contain the information set out in Section 6(c); and
  - (iii) be accompanied by a copy of the offer and all other material sent to holders of Common Shares in respect of the offer.

As soon as reasonably possible after any additional material, including any notice of variation, is sent to the holders of Common Shares in respect of the offer, the Corporation shall send a copy of such additional material to each holder of Non-Voting Shares.

- (F) To the extent that any determinations are required to give effect to the coat-tail provision in this Section 6, such determination shall be made by the board of directors of the Corporation which determination shall be final, conclusive and binding.

#### 7. Right to Purchase Non-Voting Shares

Subject to the provisions of the *Business Corporations Act* (Ontario) with the agreement of the holder, the Corporation may purchase or otherwise acquire any of its issued and outstanding Non-Voting Shares.

#### 8. Variation

The holders of Non-Voting Shares shall not be entitled to vote separately as a class or series upon a proposal to amend the articles to:

- (a) increase or decrease the maximum number of authorized Non-Voting Shares, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Non-Voting Shares; and
- (b) effect an exchange, reclassification or cancellation of the Non-Voting Shares which would not be prejudicial to the holders of the Non-Voting Shares.

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*

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

*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2001, 08, 09

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

These articles are signed in duplicate.

*Les présents statuts sont signés en double exemplaire.*

**CLAIRVEST GROUP INC.**

(Name of Corporation)

*(Dénomination sociale de la société)*



By/Par:

(Signature) **KENNETH B. ROTMAN**  
(Signature)

**CO-CHIEF EXECUTIVE OFFICER**

(Description of Office)  
(Fonction)





1) To create a second series of shares of the authorized class of shares of the Corporation that are not common shares, which shall consist of 1,000,000 shares which are designated as Non-Voting Shares, Series 2 (hereinafter referred to as the "Non-Voting Series 2 Shares"); and which

2) in addition to the rights, privileges, restrictions and conditions attached to the class of shares of the Corporation that are not common shares, shall have the following rights, privileges, restrictions and conditions:

## NON-VOTING SHARES, SERIES 2

### 1. Dividends

The holders of the Non-Voting Series 2 Shares shall be entitled to receive dividends at the same time as the holders of the common shares (the “**Common Shares**”) in the capital of the Corporation provided that the holders of the Non-Voting Series 2 Shares shall be entitled to receive for each Non-Voting Series 2 Share an amount equal to two times the dividend paid on the Common Shares, whether such dividend is paid in cash, in shares of the Corporation or otherwise. No dividend shall be paid on the Non-Voting Series 2 Shares unless a dividend on the Common Shares is paid at the same time.

### 2. Participation in Assets on Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Non-Voting Series 2 Shares shall be entitled to receive, before any amount shall be paid to or any property or assets of the Corporation distributed among the holders of the Common Shares or any other shares ranking junior to the Non-Voting Series 2 Shares, for each Non-Voting Series 2 Share held an amount (the “**Dissolution Amount**”) equal to the amount that would have been distributed in respect of two Common Shares if each Non-Voting Series 2 Share were instead two Common Shares. Upon payment of the Dissolution Amount, the holders of Non-Voting Series 2 Shares shall not be entitled to share in any further distribution of the assets of the Corporation.

### 3. Voting Rights

The holders of the Non-Voting Series 2 Shares shall not be entitled as such (except as otherwise provided by the *Business Corporations Act* (Ontario)) to vote at any meeting of the shareholders of the Corporation; the holders of the Non-Voting Series 2 Shares shall, however, be entitled to notice of meetings of shareholders and be permitted to attend in person or by proxy, and to speak at all shareholders’ meetings to the extent that a holder of Common Shares would be entitled to attend and speak at a meeting of shareholders.

### 4. Rights Preserved

In the event that either the Common Shares or the Non-Voting Series 2 Shares are at any time subdivided, consolidated or otherwise changed in number or reclassified or exchanged for the shares of another class, the rights, privileges and restrictions attaching to the shares of the other class shall be amended at the same time so as to preserve the rights conferred hereby on each class in relation to the other class.

## 5. Redemption at the Option of the Corporation

- (a) The Corporation may, at any time after the second anniversary of the issuance of a Non-Voting Series 2 Share, and from time to time, upon giving notice as hereinafter provided, redeem the whole or any part of the Non-Voting Series 2 Shares so issued and then outstanding at a price per share (the "**Redemption Amount**") equal to the fair market value of a Non-Voting Share, as may be reasonably determined by the Corporation's board of directors having regard to the Dissolution Amount and such other matters as the Corporation's board of directors may reasonably consider, together with all declared and unpaid dividends thereon. In no event shall the Redemption Amount exceed the fair market value of a Non-Voting Share.
- (b) Before redeeming any Non-Voting Series 2 Shares, the Corporation shall give not less than thirty (30) days' notice in writing of such redemption to the registered holders of the shares to be redeemed; such notice shall set out the Redemption Amount, the date on which the redemption is to take place (the "**Redemption Date**") and, if only part of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the Redemption Date, the Corporation shall pay or cause to be paid to the registered holders of the shares to be redeemed the Redemption Amount in respect of each share to be redeemed, on presentation and surrender of the certificates for the shares so called for redemption at such place or places as may be specified in such notice, and the certificates for such shares shall thereupon be cancelled, and the shares represented thereby shall thereupon be redeemed. In case a part only of the outstanding Non-Voting Series 2 Shares is at any time to be redeemed, the shares to be redeemed shall be selected, at the option of the directors, either by lot in such manner as the directors in their sole discretion shall determine, or as nearly as may be pro rata (disregarding fractions) according to the number of Non-Voting Series 2 Shares held by each holder.
- (c) Payment of the aggregate Redemption Amount for such shares being redeemed shall be made by cheque payable at any branch of the Corporation's bankers for the time being in Canada.
- (d) The Corporation shall have the right, exercisable at any time, to deposit the aggregate Redemption Amount of the shares called for redemption and not yet redeemed at the date on which such deposit is made, in a special account with any chartered bank or trust company in Canada named in the notice of redemption to be paid, without interest, to or to the order of the respective holders of such shares called for redemption upon presentation and surrender of the certificates representing the same and, upon the later of the date on which such deposit is made and the Redemption Date the shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the several holders thereof, after such deposit, shall be limited to receiving, out of the moneys so deposited,

- (e) without interest, the aggregate Redemption Amount applicable to their respective shares against presentation and surrender of the certificates representing such shares. Any amounts so deposited and not claimed by a holder of Non-Voting Series 2 Shares entitled thereto within six (6) years from the date specified for redemption, shall be returned to the Corporation without prejudice to any right a shareholder may have to receive payment in respect thereof.
- (f) From and after the Redemption Date, the holders of each of the shares called for redemption shall cease to be entitled to dividends thereon and shall not be entitled to any rights in respect of such shares, except to receive the Redemption Amount, unless payment of the Redemption Amount shall not be made by the Corporation in accordance with the foregoing provisions, in which case the rights of the holders of such shares shall remain unaffected.
- (g) In the event that a Non-Voting Series 2 Share has the right to vote on a matter pursuant to the provisions of the *Business Corporations Act* (Ontario), applicable securities laws or otherwise, the Corporation may redeem such share prior to the second anniversary of its issuance, notwithstanding the restriction in paragraph (a) above.

#### 6. Variation

The holders of Non-Voting Series 2 Shares shall not be entitled to vote separately as a class or series upon a proposal to amend the articles to:

- (a) increase or decrease the maximum number of authorized Non-Voting Series 2 Shares, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Non-Voting Series 2 Shares; and
- (b) effect an exchange, reclassification or cancellation of the Non-Voting Series 2 Shares.

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

2016/05/26

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

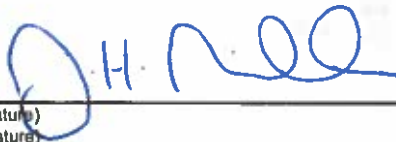
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

CLAIRVEST GROUP INC.

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

By/  
Par :

(Signature)  
(Signature)



Authorized Signing Officer  
(Description of Office)  
(Fonction)



- 1) To re-designate the existing preference shares, issuable in series, of the Corporation as special shares, issuable in series;
- 2) To declare that the authorized capital of the Corporation, after giving effect to the foregoing, shall consist of:
  - (a) an unlimited number of special shares, issuable in series;
  - (b) 10,000,000 shares of a first series of special shares, designated as Non-Voting Shares;
  - (c) 1,000,000 shares of a second series of special shares, designated as Non-Voting Shares, Series 2; and
  - (d) an unlimited number of common shares
- 3) To remove the rights, privileges, restrictions and conditions attached to the classes of common shares and special shares, issuable in series, and replace them with the rights, privileges, restrictions and conditions which follow.

## A. SPECIAL SHARES

### 1. Directors' Authority to Issue One or More Series

1.1 The board of directors of the Corporation may issue the special shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to attach to the shares of such series including, without limiting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of preferential dividends, whether cumulative or non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which such preferential dividends shall accrue, the redemption price and terms and conditions of redemption, the rights of retraction (if any), and the prices and other terms and conditions of any rights of retraction and whether any additional rights of retraction may be vested in such holders in the future, voting rights and conversion rights (if any) and any sinking fund, purchase fund or other provisions attaching thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Director (as defined in the *Business Corporations Act, 1982 (Ontario)*) articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the directors.

### 2. Dividends

2.1 Except with the approval of the holders of the special shares, no dividends shall at any time be declared or paid on or set apart for payment on the common shares or any other shares of the Corporation ranking junior to the special shares unless all dividends up to and including the dividend payable for the last completed period for which such dividends shall be payable on each series of special shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such declaration or payment or setting apart for payment on the common shares or such other shares of the Corporation ranking junior to the special shares nor shall the Corporation call for redemption or redeem or purchase for cancellation or reduce or otherwise pay off any of the special shares (less than the total amount then outstanding) or any common shares or any other shares of the Corporation ranking junior to the special shares unless all dividends up to and including the dividends payable for the last completed period for which such dividends shall be payable on each series of special shares then issued and outstanding shall have been declared and paid or set apart for payment at the date of such call for redemption, purchase, reduction or other payment.

### 3. Dissolution

3.1 In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of the special shares of any series shall, before any amount shall be paid to or any property or assets of the Corporation distributed among the holders of the common shares or



any other shares of the Corporation ranking junior to the special shares, be entitled to receive from the property and assets of the Corporation for each special share of such series held by them respectively, an amount specified in the rights, privileges, restrictions and conditions attaching to the special shares of such series as set forth in the resolution of the board of directors of the Corporation and the certificate of amendment relating to such series.

#### **4. Redemption and Purchase by the Corporation**

4.1 The special shares of any series may be purchased or made subject to redemption by the Corporation at such times and at such prices and upon such other terms and conditions as may be specified in the rights, privileges, restrictions and conditions attaching to the special shares of such series as set forth in the resolution of the board of directors of the Corporation and the certificate of amendment relating to such series.

#### **5. Amendment**

5.1 The approval of the holders of special shares, given in the manner described in section 6.1 below, shall be required for the creation of any new shares ranking prior to or on a parity with the special shares, and if, but only so long as, any dividends are in arrears on any outstanding series of special shares, for the issuance of any additional series of special shares or of any shares ranking prior to or on a parity with the special shares.

5.2 The provisions of sections 1.1 to 6.1, inclusive, may be deleted, amended, modified or varied in whole or in part by a certificate of amendment issued by the Director appointed under the *Business Corporations Act, 1982* (Ontario), but only with the prior approval of the holders of the special shares given as hereinafter specified in addition to any other approval required by the *Business Corporations Act, 1982* (Ontario) or any other statutory provision of like or similar effect, from time to time in force.

#### **6. Approval of the Holders of the Special Shares**

6.1 The approval of the holders of the special shares with respect to any and all matters hereinbefore referred to may be given by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the special shares duly called for that purpose and held upon at least 21 days' notice at which the holders of a majority of the outstanding special shares are present or represented by proxy. If at any such meeting the holders of a majority of the outstanding special shares are not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date being not less than 30 days later and to such time and place as may be appointed by the chairman and not less than 21 days' notice shall be given of such adjourned meeting. At such adjourned meeting the holders of the special shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by at least two-thirds (2/3) of the votes cast at such adjourned meeting shall constitute the approval of the holders of the special shares referred to above. The formalities to be observed with respect to the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders. On every

poll taken at every such meeting or adjourned meeting every holder of special shares shall be entitled to one vote in respect of each special share held.

**7. Priority**

7.1 The common shares shall rank junior to the special shares and shall be subject in all respects to the rights, privileges, restrictions and conditions attaching to the special shares.

**B. COMMON SHARES**

**1. Dividends**

1.1 Subject to the prior rights of the holders of the special shares and to any other shares ranking senior to the common shares with respect to priority in the payment of dividends, the holders of common shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

**2. Dissolution**

2.1 In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the special shares and to any other shares ranking senior to the common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the common shares shall be entitled to receive the remaining property and assets of the Corporation.

**3. Voting Rights**

3.1 Except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series, the holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each common share held at all meetings of the shareholders of the Corporation.

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

2016/08/10

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

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

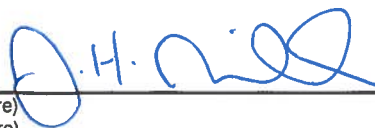
CLAIRVEST GROUP INC.

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

By/  
Par :

(Signature)  
(Signature)



Authorized Signing Officer

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(Description of Office)  
(Fonction)