



Industry Canada

Industrie Canada

**Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution**

**Loi canadienne sur
les sociétés par actions**

3848574 CANADA INC.

384857-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

Director - Directeur

December 21, 2000 / le 21 décembre 2000

Date of Incorporation - Date de constitution

Canada

Holdco.



Industry Canada

Industrie Canada

ELECTRONIC TRANSACTION
REPORT

RAPPORT DE LA TRANSACTION
ÉLECTRONIQUE

Canada Business
Corporations Act

Loi canadienne sur les
sociétés par actions

ARTICLES OF
INCORPORATION
(SECTION 6)

STATUTS CONSTITUTIFS
(ARTICLE 6)

Processing Type - Mode de Traitement: E-Commerce/Commerce électronique

1. Name of Corporation - Dénomination de la société
3848574 CANADA INC.

2. The place in Canada where the registered office is to be situated - Lieu au Canada où doit être situé le siège social
CITY OF TORONTO

3. The classes and any maximum number of shares that the corporation is authorized to issue -
Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
SEE ATTACHED ANNEX / VOIR L'ANNEXE CI-ATTACHÉE 'A'

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu
SEE ATTACHED ANNEX / VOIR L'ANNEXE CI-ATTACHÉE 'B'

5. Number (or minimum and maximum number) of directors - Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum: 1 Maximum: 10

6. Restrictions, if any, on business the corporation may carry on -
Limites imposées à l'activité commerciale de la société, s'il y a lieu
SEE ATTACHED ANNEX / VOIR L'ANNEXE CI-ATTACHÉE 'C'

7. Other provisions, if any - Autres dispositions, s'il y a lieu
SEE ATTACHED ANNEX / VOIR L'ANNEXE CI-ATTACHÉE 'D'

8. Incorporators - Fondateurs

Names(s) - Nom(s)	Address (including postal code) - Adresse (inclure le code postal)	Signature
LAURA S. UYENAKA	88 CHARLES STREET EAST, UNIT 502, TORONTO, ONTARIO, CANADA, M4Y 1V4	LAURA S. UYENAKA

Canada

ANNEX/ANNEXE A

The Corporation is authorized to issue an unlimited number of common shares with the following rights, privileges, restrictions and conditions:

(a) Payment of Dividends: The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.

(c) Voting Rights: The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each common share held at all such meetings.

ANNEX/ANNEXE B

No share in the capital of the Corporation shall be transferred without the consent of the directors expressed by the votes of a majority of the directors at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.

ANNEX/ANNEXE C

None

ANNEX/ANNEXE D

(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 actual number of directors within the minimum and maximum number set out in paragraph 5 may be determined from time to time by resolution of the directors. Any vacancy among the directors resulting from an increase in the number of directors as so determined may be filled by resolution of the directors.



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**Certificate
of Amendment****Canada Business
Corporations Act****Certificat
de modification****Loi canadienne sur
les sociétés par actions**

3848574 CANADA INC.

384857-4

Name of corporation-Dénomination de la société

I hereby certify that the articles of the
above-named corporation were amended:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

Corporation number-Numéro de la société

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- ☐ a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- ☒ c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- ☐ d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Director - Directeur

January 10, 2001 / le 10 janvier 2001

Date of Amendment - Date de modification

Canada

JAN. 11. 2001 3:10PM

MCCARTHY TETRAULT 613 563 7313

NO. 6811 P. 2



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Canada Business
Corporations ActLoi canadienne sur
les sociétés par actionsFORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 - Name of corporation - Dénomination de la société

3848574 CANADA INC.

2 - Corporation No. - N° de la société

384857-4

3 - The articles of the above-named corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la
façon suivante :

The annexed Schedule I is incorporated in this form.

Date

January 10, 2001

Signature

Title - Titre

President

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT
Filed - Déposée

JAN 11 2001

Canada

SCHEDULE I

1. Paragraph 3 of the Articles be amended to create an unlimited number of Class A common Shares (the "Class A common Shares") with the following rights, privileges, restrictions and conditions:

CLASS A COMMON SHARES

1. **Voting.** The holders of the Class A common Shares will be entitled to vote, together with other voting shares as a single class, on the election of members to the board of directors of the Corporation. The holders of Class A common Shares will not be entitled to vote at any meetings of shareholders of the Corporation except in respect of the election of members of the board of directors or as prescribed by law.

To the extent that holders of Class A common Shares will be entitled to vote on any matter, each Class A common share will carry one (1) vote in respect of each Class A common Share held.

The holder of Class A common Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation.

2. **Dividends.** The holders of the Class A common Shares will be entitled to receive dividends (whether in cash, shares or other property) if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and in such manner as the board of directors may from time to time determine in a ratio of one to two thousand seven hundred and thirty (1:2,730) with the holders of the Preferred Shares of the Corporation and the Common Shares of the Corporation, in the same form, at the same time and subject to the same terms and conditions, without preference between classes.
3. **Participation on Dissolution.** The holders of the Class A common Shares will be entitled, subject to the rights of the holders of the Preferred Shares, to receive on a Distribution Event (as defined in the terms attaching to the Preferred Shares), the remaining property of the Corporation available for distribution to the holders of the Common Shares, in the ratio of one to two thousand seven hundred and thirty (1:2,730) with the holders of the Common Shares, without preference.
4. **Conversion Rights.** The Class A common Shares will be convertible into Voting Common Shares of the Corporation on the basis of 2,730 Class A common Shares for each Voting Common Share and otherwise on a basis *mutatis mutandis* with the conversion provisions attaching to the Non-Voting Common Shares.

2. Paragraph 3 of the Articles be amended to create an unlimited number of voting common shares (the "Voting Common Shares") and an unlimited number of

non-voting common shares (the "Non-Voting Common Shares") (The Voting Common Shares and Non-Voting Common Shares are together, the "Common Shares") with the following rights, privileges, restrictions and conditions:

COMMON SHARES

1. **Payment of Dividends.** The holders of the Common Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine, subject to any other provision of the Articles of the Corporation and provided that, if, at any time or from time to time, a dividend (whether in cash, shares or property) is paid on shares of one class of Common Shares, a dividend in an equal amount will be paid on each share of the other class in the same form, at the same time, and subject to the same terms and conditions without distinction or preference among classes.

2. **Voting Rights.** The holders of the Voting Common Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) vote at all such meetings in respect of each Voting Common Share held.

The holders of Non-Voting Common Shares will not be entitled to vote at any meetings of shareholders of the Corporation except as prescribed by law. To the extent that the holders of Non-Voting Common Shares will be entitled to vote on any matter, each Non-Voting Common Share will carry one (1) vote in respect of each Non-Voting Common Share held. The holders of Non-Voting Common Shares will be entitled to receive notice of and to attend annual and special meetings of shareholders of the Corporation.

3. **Ranking and Liquidation.** Except as described above, the Non-Voting Common Shares and the Voting Common Shares will have the same rights, are equal in all respects and will be treated by the Corporation as if they were shares of one class only.

In the event of the liquidation or dissolution of the Corporation or any other distribution of its assets among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, the holders of Common Shares will be entitled, subject to the rights of the holders of any Preferred Shares, to participate equally on a share-for-share basis in the remaining property and assets of the Corporation available for distribution to its shareholders without preference or distinction.

4. **Conversion Rights.** The holders of the Non-Voting Common Shares will have the following rights with respect to the conversion of the Non-Voting Common Shares into Voting Common Shares (the "Common Share Conversion Rights").

- (a) **Canadian Investor Conversion.** The Non-Voting Common Shares will be convertible in whole at any time or in part from time to time into Voting Common Shares on a share-for-share basis by holders of Non-Voting Common Shares who provide the Corporation with evidence satisfactory to the Corporation that such shareholder is a Canadian within the meaning of the Canadian Telecommunication Common Carrier Ownership and Control Regulations established under the *Telecommunications Act*.
- (b) **Removal of Canadian Restrictions.** If at any time all of the restrictions on the ownership of voting shares and control in fact of the Corporation by non-Canadians under the *Telecommunications Act*, the *Radiocommunication Act* and any other statute applicable to the Corporation with restrictions on Canadian ownership and control of the Corporation or any of its affiliates are eliminated and non-Canadian ownership and control of the Corporation not otherwise restricted or expected to be restricted by law, holders of Non-Voting Common Shares may convert each Non-Voting Common Share held into a Voting Common Share on a one-for-one basis.
- (c) **Transfer.** Upon the transfer of a Voting Common Share, if the transferee does not provide to the Board of Directors evidence satisfactory to it that the transferee is a Canadian within the meaning of the Canadian Telecommunication Common Carrier Ownership and Control Regulations established under the *Telecommunications Act*, the Board of Directors may convert the Voting Common Shares being transferred into Non-Voting Common Shares. Further transfer restrictions are contained in Section 5.
- (d) **Mechanics of Conversion.** Each holder of a Non-Voting Common Share who desires to convert the same into Voting Common Shares pursuant to this Section 4 will surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Common Shares and will give written notice to the Corporation that such holder elects to convert the same. Such notice will state the number of Non-Voting Common Shares being converted. Thereupon, the Corporation will promptly issue and deliver at such office to such holder a certificate or certificates for the number of Voting Common Shares to which such holder is entitled. Such conversion will be deemed to have been made at the close of business on the date of such surrender of the certificates representing the Non-Voting Common Shares to be converted, and the person entitled to receive the Voting Common Shares issuable upon such conversion will be treated for all purposes as the registered holder of such Voting Common Shares on such date.

- (e) **Subdivision and Consolidation.** In the event that the Common Shares of either class are at any time subdivided, consolidated or otherwise reclassified or exchanged for the shares of another class, except as a result of the exercise of the Common Share Conversion Rights set forth herein, the rights, privileges and restrictions attached to the shares of the other class of Common Shares will be amended at the same time so as to preserve the rights conferred herein on each class in relation to the other class.
- (f) **Reservation of Shares Issuable Upon Conversion.** The Corporation will at all times reserve and keep available out of its authorized but unissued Voting Common Shares, solely for the purpose of effecting the conversion of the Non-Voting Common Shares, such number of its Voting Common Shares as will from time to time be sufficient to effect the conversion of all outstanding Non-Voting Common Shares. If at any time the number of authorized but unissued Voting Common Shares will not be sufficient to effect the conversion of all then outstanding Non-Voting Common Shares, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued Voting Common Shares to such number of shares as will be sufficient for such purpose.
- (g) **Notices.** Any notice required by the provisions of this Section 4 will be in writing and will be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) business day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices will be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.
- (h) **Payment of Taxes.** The Corporation will pay all taxes (other than taxes based upon income or withholding taxes) and other governmental charges that may be imposed with respect to the issue or delivery of Voting Common Shares upon conversion of Non-Voting Common Shares, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of Voting Common Shares in a name other than that in which the Non-Voting Common Shares so converted were registered.
- (i) **Idem.** All shares resulting from any conversion of issued and fully paid Non-Voting Common Shares into Voting Common Shares will be deemed to be fully paid and non-assessable.

5. **Restrictions on the Issue, Transfer and Ownership of Voting Common Shares.**

The issue, transfer and ownership of Voting Common Shares in the capital of the Corporation are restricted as follows:

The Corporation may, in connection with the issue, transfer or ownership of Voting Common Shares in the capital of the Corporation, take any action, or refuse to take any action, as the case may be, in accordance with the provisions contained in the *Telecommunications Act* and Regulations thereunder or any amendment, re-enactment or consolidation thereof or the *Radiocommunication Act* and Regulations thereunder or any amendment, re-enactment or consolidation thereof (all of the foregoing collectively referred to as the "Foreign Ownership Restrictions"); and may hereby constrain the issue, transfer and ownership of voting shares in the capital of the Corporation to the extent permitted by the *Canada Business Corporations Act* and Regulations thereunder or any amendment, re-enactment or consolidation thereof and, for the purpose of the *Canada Business Corporations Act*:

"Constrained Class" means the class of persons that are not "Canadians" as defined in the Foreign Ownership Restrictions; and

"Maximum Aggregate Holdings" means the maximum percentage of voting shares that may be owned by persons in the Constrained Class in accordance with the Foreign Ownership Restrictions.

to the extent necessary to ensure that any subsidiary of the Corporation is and continues to be eligible to operate as a telecommunications common carrier under the *Telecommunications Act* and a radiocommunication carrier under the *Radiocommunication Act* or otherwise carry on business under the Foreign Ownership Restrictions if and only to the extent that the business activities of such subsidiary require such eligibility. For such purposes, in particular but without limitation, the Corporation may, in accordance with the provisions, if any, contained in the Foreign Ownership Restrictions to the extent applicable:

- A. refuse to accept any subscription for any Voting Common Shares in the capital of the Corporation;
- B. refuse to allow any transfer of Voting Common Shares in the capital of the Corporation to be recorded in the Corporation's share register;
- C. suspend the rights of a holder of Voting Common Shares in the capital of the Corporation to vote at a meeting of the shareholders of the Corporation; and

- D. sell, convert, repurchase or redeem any Voting Common Shares in the capital of the Corporation

notwithstanding any contrary or inconsistent provisions in the *Canada Business Corporations Act*. Further, in addition to any other powers it may have, whether arising out of the *Canada Business Corporations Act* or otherwise conferred upon it, the board of directors of the Corporation may make such by-laws and pass such resolutions as it considers necessary or desirable to administer and otherwise give effect to the foregoing powers and authorities to achieve the foregoing purposes. In the case of any inconsistency among the applicable provisions of the Foreign Ownership Restrictions, and the *Canada Business Corporations Act*, the provisions of the Foreign Ownership Restrictions will prevail.

If the Corporation shall invoke any of the foregoing remedies against a holder of Voting Common Shares, such holder shall be entitled to convert the Voting Common Shares held by such holder into Non-Voting Common Shares.

3. Paragraph 3 of the Articles be amended to create an unlimited number of voting preferred shares (the "Voting Preferred shares") and an unlimited number of non-voting preferred shares (the "Non-Voting Preferred Shares") (the Voting Preferred Shares and Non-Voting Preferred Shares are together, the "Preferred Shares") with the following rights, privileges, restrictions and conditions:

PREFERRED SHARES

1. **Payment of Dividends.** The holders of the voting common shares of the Corporation ("Voting Common Shares") and the non-voting common shares of the Corporation (the "Non-Voting Common Shares") (the Voting Common Shares and the Non-Voting Common Shares are together, the "Common Shares") and the holders of the Preferred Shares will be entitled to receive dividends (whether in cash, shares or other property) if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine in an equal amount on each Common Share and on an as-converted basis on each Preferred Share, in the same form, at the same time and subject to the same terms and conditions, without distinction or preference among or between classes.
2. **Voting Rights.** The holders of the Voting Preferred Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) vote at all such meetings in respect of each Voting Preferred Share held.

The holders of Non-Voting Preferred Shares will not be entitled to vote at any meetings of shareholders of the Corporation except as prescribed by law. To the extent that the holders of Non-Voting Preferred Shares will be entitled to vote on

any matter, each Non-Voting Preferred Share will carry one (1) vote in respect of each Non-Voting Preferred Share held. The holders of Non-Voting Preferred Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation.

3. **Ranking.** Except as described herein, the Non-Voting Preferred Shares and the Voting Preferred Shares will have the same rights, are equal in all respects and will be treated by the Corporation as if they were shares of one class only.
4. **Liquidation, Dissolution or Winding Up.** In the event of the liquidation, dissolution or winding up of the Corporation or any Merger (as defined below) involving the Corporation or other distribution of all or substantially all of the assets of the Corporation (each a "Distribution Event") among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares will be entitled to receive from the assets of the Corporation for each Preferred Share held by them, the aggregate of the original issue prices for which all the Preferred Shares were issued, divided by the aggregate number of Preferred Shares issued during the period up to and including the time of the Distribution Event (including in both cases Preferred Shares previously reacquired by the Corporation) (as adjusted for stock splits or combinations) plus all declared but unpaid dividends thereon before any amount will be paid or any assets of the Corporation distributed to the holders of any Common Shares or any other shares ranking junior to the Preferred Shares. "Merger" means (i) any merger, amalgamation, consolidation, reorganization or other business combination involving the Corporation and any other corporation or other entity or person in which the persons who were the shareholders of the Corporation immediately prior to such merger, amalgamation, consolidation, reorganization or business combination own less than 50% of the outstanding shares of the Corporation or the successor to the business of the Corporation after such merger, amalgamation, consolidation, reorganization or other business combination, and (ii) any sale or other disposition of all or substantially all the assets of the Corporation. Written notice of any proposed Distribution Event stating the estimated payment date and the amount of the payment to be made to the holders of the Preferred Shares as set out above, shall be delivered to the holders of the Preferred Shares not less than 30 days prior to the proposed date of such Distribution Event. After payment of the full amount of the liquidation preference, the holders of Preferred Shares shall not participate in any further distributions by the Corporation.
5. **Conversion Rights.** The holders of the Preferred Shares will have the following rights with respect to the conversion of the Preferred Shares (the "Conversion Rights").
 - (a) **Optional Conversion.** The Voting Preferred Shares will at the option of the holder be convertible in whole at any time or in part from time to time without the payment of any additional consideration by the holder into

Voting Common Shares on the basis of the calculation set out in (d) below.

- (b) The Non-Voting Preferred Shares will at the option of the holder be convertible in whole at any time or in part from time to time without the payment of any additional consideration by the holder into Non-Voting Common Shares on the basis of the calculation set out in (d) below.
- (c) The Non-Voting Preferred Shares will be convertible in whole at any time or in part from time to time without the payment of any additional consideration by the holder into Voting Preferred Shares on a share-for-share basis by holders of Non-Voting Preferred Shares who provide the Corporation with evidence satisfactory to the Corporation that such shareholder is a Canadian within the meaning of the Telecommunications Act.
- (d) With respect to conversion of Voting Preferred Shares and Non-Voting Preferred Shares into, respectively, Voting Common Shares and Non-Voting Common Shares pursuant to paragraphs (a) and (b) above, each Preferred Share shall be converted into that number of Common Shares determined by multiplying each Preferred Share by the ratio determined by dividing Cdn. \$10.32 ("Original Issue Price") by the Preferred Share Conversion Price (as described in paragraph (e) below) in effect at the time of conversion.
- (e) **Preferred Share Conversion Price.** The conversion price for the Preferred Shares (the "Preferred Share Conversion Price") will initially be the Original Issue Price. Such initial Preferred Share Conversion Price will be adjusted from time to time in accordance with this Section 5. All references to the Preferred Share Conversion Price herein will mean the Preferred Share Conversion Price as so adjusted.
- (f) **Mechanics of Conversion.** Each holder of a Preferred Share who desires to convert the same into Common Shares pursuant to this Section 5 will surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Preferred Shares and will give written notice to the Corporation that such holder elects to convert the same. Such notice will state the number of Preferred Shares being converted. Thereupon, the Corporation will promptly issue and deliver at such office to such holder a certificate or certificates for the number of Common Shares (or Voting Preferred Shares in the case of conversion of Non-Voting Preferred Shares under paragraph (c) above) to which such holder is entitled.
- (g) **Fractional Shares.** No fractional Common Shares will be issued upon conversion of Preferred Shares. All Common Shares (including fractions

thereof) issuable upon conversion of more than one Preferred Share by a holder thereof will be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation will, in lieu of issuing any fractional share, pay cash in Canadian dollars equal to the product of such fraction multiplied by the Common Share's fair market value (as determined by the Board of Directors) on the date of conversion. Such conversion will be deemed to have been made at the close of business on the date of such surrender of the certificates representing the Preferred Shares to be converted, and the person entitled to receive the Common Shares issuable upon such conversion will be treated for all purposes as the registered holder of such Common Shares on such date.

- (h) **Adjustment for Stock Splits and Combinations.** The term "Preferred Share Original Issue Date" will mean the date the Preferred Share is issued. If the Corporation at any time or from time to time after the Preferred Share Original Issue Date effects a subdivision of the outstanding Common Shares without a corresponding subdivision of the Preferred Shares, the Preferred Share Conversion Price in effect immediately before that subdivision will be proportionately decreased. Conversely, if the Corporation at any time or from time to time after the Preferred Share Original Issue Date combines the outstanding Common Shares, the Preferred Share Conversion Price in effect immediately before the combination will be proportionately increased. Any adjustment under this Section 5(h) will become effective at the close of business on the date the subdivision or combination becomes effective.
- (i) **Adjustment for Reclassification, Exchange and Substitution.** If at any time or from time to time after the Preferred Share Original Issue Date, the Common Shares issuable upon the conversion of the Preferred Shares are changed into the same or a different number of shares of any class or classes, whether by recapitalization, reclassification or otherwise (other than by way of a Merger, or a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 5), in any such event each holder of a Preferred Share will have the right thereafter to convert such shares into the kind and amount of shares and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the maximum number of Common Shares into which such shares of Preferred Shares could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

- (j) **Reorganizations, Mergers or Consolidations.** If at any time or from time to time after the Preferred Share Original Issue Date, there is a capital reorganization of the Common Shares or the merger or consolidation of the Corporation with or into another corporation or another entity or person (other than by way of a Merger or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 5), as a part of such capital reorganization, provision will be made so the holders of the Preferred Shares will thereafter be entitled to receive upon conversion of the Preferred Shares the number of shares or other securities or property of the Corporation to which a holder of the number of Preferred Shares deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustments will be made in the application of the provisions of this Section 5 with respect to the rights of the holders of Preferred Shares after the capital reorganization to the end that the provisions of this Section 5 (including adjustment of the Preferred Share Conversion Price then in effect and the number of shares issuable upon conversion of the Preferred Shares) will be applicable after that event and be as nearly equivalent as practicable.
- (k) **Sale of Shares Below the Preferred Share Conversion Price.**
- (i) If at any time or from time to time after the Preferred Share Original Issue Date, the Corporation issues or sells, or is deemed by the express provisions of this Section 5 to have issued or sold, Additional Shares (as defined below), other than as a dividend or other distribution on any class of stock as provided in Section 1 above, and other than a subdivision or combination of Preferred Shares as provided in Section 5(h) above, for an Effective Price (as defined below) less than the then effective Preferred Share Conversion Price then and in each such case the then existing Preferred Share Conversion Price will be reduced as of the opening of business on the date of such issue or sale, to a price determined by multiplying the Preferred Share Conversion Price by a fraction (i) the numerator of which will be (A) the number of Common Shares deemed outstanding (as defined below) immediately prior to such issue or sale, plus (B) the number of Common Shares which the aggregate consideration received (as defined below) by the Corporation for the total number of Additional Shares so issued would purchase at such Preferred Share Conversion Price, and (ii) the denominator of which will be the number of Common Shares deemed outstanding immediately prior to such issue or sale plus the total number of Additional Shares so issued. For the purposes of the preceding sentence, the number of Common Shares deemed

to be outstanding as of a given date will be the number of Common Shares actually outstanding.

- (ii) For the purpose of making any adjustment required under this Section 5(k), the consideration received by the Corporation for any issue or sale of securities will (A) to the extent it consists of cash, be computed at the net amount of cash received by the Corporation after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Corporation in connection with such issue or sale but without deduction of any expenses payable by the Corporation, (B) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors, and (C) if Additional Shares, Convertible Securities (as defined below) or rights or options to purchase either Additional Shares or Convertible Securities are issued or sold together with other stock or securities or other assets of the Corporation for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board of Directors to be allocable to such Additional Shares, Convertible Securities or rights or options.
- (iii) For the purpose of the adjustment required under this Section 5(k), if the Corporation issues or sells (i) stock or other securities convertible into, Additional Shares (such convertible stock or securities being herein referred to as "Convertible Securities") other than as a dividend or other distribution as provided in Section 1 hereof or (ii) rights or options for the purchase of Additional Shares or Convertible Securities and if the Effective Price of such Additional Shares is less than or greater than the Preferred Share Conversion Price, in each case the Corporation will be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Corporation for the issuance of such rights or options or Convertible Securities, plus, in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such rights or options, plus, in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion thereof; provided that if in the case of Convertible Securities the minimum amounts of

such consideration cannot be ascertained, but are a function of anti-dilution or similar protective clauses, the Corporation will be deemed to have received the minimum amounts of consideration without reference to such clauses; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of rights, options or Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of antidilution adjustments, the Effective Price will be recalculated using the figure to which such minimum amount of consideration is reduced; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities is subsequently increased, the Effective Price will be again recalculated using the increased minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities. No further adjustment of the Preferred Share Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities, will be made as a result of the actual issuance of Additional Shares on the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities will expire without having been exercised, the Preferred Share Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities will be readjusted to the Preferred Share Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares so issued were the Additional Shares, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities, and such Additional Shares, if any, were issued or sold for the consideration actually received by the Corporation upon such exercise, plus the consideration, if any, actually received by the Corporation for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities, provided that such readjustment will not apply to prior conversions of Preferred Shares.

- (iv) "Additional Shares" will mean all Common Shares issued by the Corporation or deemed to be issued pursuant to this Section 5 other than (i) Common Shares, options and other rights to acquire

Common Shares and Common Shares issuable upon exercise of such options and other rights issued to officers, directors, employees, consultants or service providers; (ii) Common Shares and securities convertible into or exchangeable for Common Shares and options or other rights to acquire the foregoing issued in connection with the acquisition of (a) another entity; (b) a business; or (c) other assets or rights. References to Common Shares above will mean all Common Shares issued by the Corporation or deemed to be issued pursuant to this Section 5(k). The "Effective Price" of Additional Shares will mean the quotient determined by dividing the total number of Additional Shares issued or sold, or deemed to have been issued or sold by the Corporation under this Section 5(k), into the aggregate consideration received, or deemed to have been received by the Corporation for such issue under this Section 5(k), for such Additional Shares. The value of the consideration received, when used to determine the Effective Price, will be adjusted to Canadian dollars when used in relation to the Common Shares, if necessary.

- (l) **Certificate of Adjustment.** In each case of an adjustment or readjustment of the Preferred Share Conversion Price for the number of Common Shares or other securities issuable upon conversion of the Preferred Shares, if the Preferred Shares are then convertible pursuant to this Section 5, the Corporation, at its expense, will compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and will mail such certificate, by first class mail, postage prepaid, to each registered holder of Preferred Shares at the holder's address as shown in the Corporation's books. The certificate will set forth such adjustment or readjustment, showing in reasonable detail the facts upon which such adjustment or readjustment is based.
- (m) **Notice of Record Date.** Upon the fixing by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive (i) any dividend or other distribution, or (ii) notice of and vote on any Merger or other capital reorganization of the Corporation, any reclassification or recapitalization of the shares of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation will mail to each holder of Common Shares and Preferred Shares at least ten (10) days prior to the record date specified therein (or such shorter period approved (by vote or written consent) by holders of 90% of the outstanding Common Shares and 90% of the outstanding Preferred Shares each voting as a class) notice specifying (A) the date on

which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (B) the date of which any such Merger, reorganization, reclassification, capitalization, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (C) the date, if any, that is to be fixed as to when the holders of record of Common Shares or Preferred Shares (or other securities) will be entitled to exchange their Common Shares or Preferred Shares (or other securities) for securities or other property deliverable upon such Merger, reorganization, reclassification, capitalization, consolidation, merger, dissolution, liquidation or winding up.

(n) Automatic Conversion.

- (i) All of the Voting Preferred Share will automatically be converted into Voting Common Shares and all of the Non-Voting Preferred Share will automatically be converted into Non-Voting Common Shares pursuant to the provisions of this Section 5, immediately upon the closing of (A) a Merger of (B) a public offering pursuant to an effective registration statement under the United States Securities Act of 1933, as amended, or a prospectus under securities legislation of any applicable jurisdiction in Canada, in either case covering the offering and sale of either Voting Common Shares or Non-Voting Common Shares for the account of the Corporation ("Public Offering") at a price for each such share that is greater than or equal to 200% of the Original Issue Price (as adjusted for any share splits, consolidations, recapitalizations, stock dividends or other similar events) and that results in proceeds (prior to underwriting discounts, commissions and expenses) of at least Twenty-Five Million Dollars (\$25,000,000) in Canadian dollars.
- (ii) Upon the occurrence of the event specified in (i) above, the outstanding Preferred Shares will be converted automatically, subject to the provisions of this Section 5(n), without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation will not be obliged to issue certificates evidencing the Common Shares issuable upon such conversion unless the certificates evidencing such Preferred Shares are either delivered to the Corporation or its transfer agent as provided below, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such

certificates. Upon the occurrence of such automatic conversion of the Preferred Shares, the holders of Preferred Shares will surrender the certificates representing such shares at the office of the Corporation or any transfer agent for the Preferred Shares. Thereupon, there will be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of Common Shares into which the Preferred Shares surrendered were convertible on the date on which such automatic conversion occurred, and any accrued and unpaid dividends will be paid in accordance with the provisions of Section 1.

- (iii) If such certificates are accompanied by evidence satisfactory to the Corporation that the holder is a Canadian, the Corporation will issue to the holder Voting Common Shares, failing which the Corporation will issue to the holder Non-Voting Common Shares.

(n.1) Special Adjustments.

- (i) On a Merger, if the value of the consideration received for a Common Share is less than three times the Original Issue Price (as adjusted for stock splits, consolidations, recapitalizations or other like events but not pursuant to paragraph (k) above), the Preferred Share Conversion Price shall be adjusted downward so that the value of the consideration received on conversion of a Preferred Share is equal to three times the Original Issue Price (as so adjusted), provided that in no circumstances shall the Preferred Share Conversion Price be reduced to less than \$3.44 (as so adjusted). The value of the consideration will be determined by the Board of Directors of the Corporation acting reasonably and in good faith.
- (ii) On the closing of a Public Offering, if the per share price in such Public Offering is less than three times the Original Issue Price (as adjusted for stock splits, consolidations, recapitalizations or other like events but not pursuant to paragraph (k) above), the Preferred Share Conversion Price shall be adjusted downward so that the value of the Common Shares received on conversion of a Preferred Share is equal to three times the Original Issue Price (as so adjusted), provided that in no circumstances shall the Preferred Share Conversion Price be reduced to less than \$3.44 (as so adjusted). The value of the Common Shares will be the per share price on the Public Offering.
- (o) **Transfer.** Upon the transfer of a Voting Preferred Share, if the transferee does not provide to the Board of Directors evidence satisfactory to it that

the transferee is a Canadian within the meaning of the Canadian Telecommunication Common Carrier Ownership and Control Regulations established under the Telecommunications Act, the Board of Directors may convert the Voting Preferred Shares being transferred into Non-Voting Preferred Shares. Further transfer restrictions are contained in Section 6.

- (p) **Change of Law.** If at any time all of the restrictions on the ownership of voting shares and control in fact of the Corporation by non-Canadians under the Telecommunications Act, the Radiocommunication Act and any other statute applicable to the Corporation with restrictions on Canadian ownership and control of the Corporation or any of its affiliates are eliminated and non-Canadian ownership and control of the Corporation not otherwise restricted or expected to be restricted by law, holders of Non-Voting Preferred Shares may convert each Non-Voting Preferred Share held into a Voting Preferred Share on a one-for-one basis.
- (q) **Reservation of Shares Issuable Upon Conversion.** The Corporation will at all times reserve and keep available out of its authorized but unissued Common Shares, solely for the purpose of effecting the conversion of the Preferred Shares, such number of its Common Shares as will from time to time be sufficient to effect the conversion of all outstanding Preferred Shares. If at any time the number of authorized but unissued Common Shares will not be sufficient to effect the conversion of all then outstanding Preferred Shares, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued Common Shares to such number of shares as will be sufficient for such purpose.
- (r) **Notices.** Any notice required by the provisions of this Section 5 will be in writing and will be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) business day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices will be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.
- (s) **Payment of Taxes.** The Corporation will pay all taxes (other than taxes based upon income or withholding taxes) and other governmental charges that may be imposed with respect to the issue or delivery of Common Shares upon conversion of Preferred Shares, excluding any tax or other charge imposed in connection with any transfer involved in the issue and

delivery of Common Shares in a name other than that in which the shares of Preferred Shares so converted were registered.

- (t) **Idem.** All shares resulting from any conversion of issued and fully paid Preferred Shares into Common Shares, as applicable, will be deemed to be fully paid and non-assessable.

6. **Restrictions on the Issue, Transfer and Ownership of Voting Preferred Shares.** The issue, transfer and ownership of Voting Preferred Shares in the capital of the Corporation are restricted as follows:

The Corporation may, in connection with the issue, transfer or ownership of Voting Preferred Shares in the capital of the Corporation, take any action, or refuse to take any action, as the case may be, in accordance with the provisions contained in the Telecommunications Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof or the Radiocommunication Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof (all of the foregoing collectively referred to as the "Foreign Ownership Restrictions"); and may hereby constrain the issue, transfer and ownership of voting shares in the capital of the Corporation to the extent permitted by the Canada Business Corporations Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof and, for the purpose of the Canada Business Corporations Act:

"Constrained Class" means the class of persons that are not "Canadians" as defined in the Foreign Ownership Restrictions; and

"Maximum Aggregate Holdings" means the maximum percentage of voting shares that may be owned by persons in the Constrained Class in accordance with the Foreign Ownership Restrictions;

to the extent necessary to ensure that any subsidiary of the Corporation is and continues to be eligible to operate as a telecommunications common carrier under the Telecommunications Act and a radiocommunication carrier under the Radiocommunication Act or otherwise carry on business under the Foreign Ownership Restrictions if and only to the extent that the business activities of such subsidiary require such eligibility. For such purposes, in particular but without limitation, the Corporation may, in accordance with the provisions, if any, contained in the Foreign Ownership Restrictions to the extent applicable:

- (i) refuse to accept any subscription for any Voting Preferred Shares in the capital of the Corporation;
- (ii) refuse to allow any transfer of Voting Preferred Shares in the capital of the Corporation to be recorded in the Corporation's share register;

- (iii) suspend the rights of a holder of Voting Preferred Shares in the capital of the Corporation to vote at a meeting of the shareholders of the Corporation; and
- (iv) sell, convert, repurchase or redeem any Voting Preferred Shares in the capital of the Corporation

Notwithstanding any contrary or inconsistent provisions in the Canada Business Corporations Act. Further, in addition to any other powers it may have, whether arising out of the Canada Business Corporations Act or otherwise conferred upon it, the board of directors of the Corporation may make such by-laws and pass such resolutions as it considers necessary or desirable to administer and otherwise give effect to the foregoing powers and authorities to achieve the foregoing purposes. In the case of any inconsistency among the applicable provisions of the Foreign Ownership Restrictions, and the Canada Business Corporations Act, the provisions of the Foreign Ownership Restrictions will prevail.

If the Corporation shall invoke any of the foregoing remedies against a holder of Voting Preferred Shares, such holder shall be entitled to convert the Voting Preferred Shares held by such holder into Non-Voting Preferred Shares.

4. To cancel the one issued and outstanding common share and provide that the authorized class of shares previously designated as common shares, an unlimited number of which were authorized for issuance, shall be deleted from the authorized capital and that, after giving effect to the foregoing, the authorized capital of the Corporation shall consist of an unlimited number of Class A Common Shares, an unlimited number of Voting Common Shares, an unlimited number of Non-Voting common Shares, an unlimited number of Voting Preferred Shares and an unlimited number of Non-Voting Preferred Shares.



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

3848574 CANADA INC.

384857-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- ☐ a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- ☒ c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- ☐ d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Director - Directeur

February 21, 2002 / le 21 février 2002

Date of Amendment - Date de modification

Canada



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION REPORT RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

Canada Business Corporations Act
Loi canadienne sur les sociétés par actions

ARTICLES OF AMENDMENT CLAUSES MODIFICATRICES
(SECTIONS 27 OR 177) (ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société 3848574 CANADA INC.	2. Corporation No. - N° de la société 384857-4
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The articles of the Corporation are amended subject to Section 173 (1) (c) and (g) of the Canada Business Corporations Act as described on Schedule "I" below:

SCHEDULE I

1. Paragraph 3 of the Articles be amended subject to Section 173 (1) (g) of the Canada Business Corporations Act to change the existing rights, privileges and conditions attaching to the Class A common Shares (the "Class A Common Shares") by substituting same with the following rights, privileges, restrictions and conditions:

CLASS A COMMON SHARES

1. Voting. The holders of the Class A Common Shares will be entitled to vote, together with other voting shares as a single class, on the election of members to the board of directors of the Corporation. The holders of Class A Common Shares will not be entitled to vote at any meetings of shareholders of the Corporation except in respect of the election of members of the board of directors or as prescribed by law. To the extent that holders of Class A Common Shares will be entitled to vote on any matter, each Class A common share will carry one (1) vote in respect of each Class A common Share held. The holder of Class A Common Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation.

2. Dividends. The holders of the Class A Common Shares will be entitled to receive dividends (whether in cash, shares or other property) if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and in such manner as the board of directors may from time to time determine in a ratio of one to two thousand seven hundred and thirty (1:2,730) with the holders of the Senior Preferred Shares, the Preferred Shares and the Common Shares of the Corporation, in the same form, at the same time and subject to the same terms and conditions, without preference between classes.

3. Participation on Dissolution. The holders of the Class A Common Shares will be entitled, subject to the rights of the holders of the Preferred Shares and the Senior Preferred Shares, to receive on a Distribution Event (as defined in the terms attaching to the Preferred Shares), the remaining property of the Corporation available for distribution to the holders of the Common Shares, in the ratio of one to two thousand seven hundred and thirty (1:2,730) with the holders of the Common Shares, without preference.

4. Conversion Rights. The Class A Common Shares will be convertible into Voting Common Shares of the Corporation on the basis of 2,730 Class A Common Shares for each Voting Common Share and otherwise on a basis mutatis mutandis with the conversion provisions attaching to the Non-Voting Common Shares.

2. Paragraph 3 of the Articles be amended subject to Section 173 (1) (g) of the Canada Business Corporations Act to change the existing rights, privileges and conditions attaching to the voting common shares (the "Voting Common Shares") and non-voting common shares (the "Non-Voting Common Shares") (The Voting Common Shares and Non-Voting Common Shares are together, the "Common Shares") by substituting same with the following rights, privileges, restrictions and conditions:

COMMON SHARES

1. Payment of Dividends. The holders of the Common Shares and the Preferred Shares and the Senior Preferred Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine, subject to any other provision of the Articles of the Corporation and provided that, if, at any time or from time to time, a dividend (whether in cash, shares or property) is paid on shares of one class of Common Shares, a dividend in an equal amount will be paid on each share of the other class, and on an as-converted basis on each Preferred Share and each Senior Preferred Share, in the same form, at the same time, and subject to the same terms and conditions without distinction or preference among classes.

2. **Voting Rights.** The holders of the Voting Common Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) vote at all such meetings in respect of each Voting Common Share held. The holders of Non-Voting Common Shares will not be entitled to vote at any meetings of shareholders of the Corporation except as prescribed by law. To the extent that the holders of Non-Voting Common Shares will be entitled to vote on any matter, each Non-Voting Common Share will carry one (1) vote in respect of each Non-Voting Common Share held. The holders of Non-Voting Common Shares will be entitled to receive notice of and to attend annual and special meetings of shareholders of the Corporation.

3. **Ranking and Liquidation.** Except as described above, the Non-Voting Common Shares and the Voting Common Shares will have the same rights, are equal in all respects and will be treated by the Corporation as if they were shares of one class only. In the event of the liquidation or dissolution of the Corporation or any other distribution of its assets among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, the holders of Common Shares will be entitled, subject to the rights of the holders of any Preferred Shares or any Senior Preferred Shares, to participate equally on a share-for-share basis in the remaining property and assets of the Corporation available for distribution to its shareholders without preference or distinction.

4. **Conversion Rights.** The holders of the Non-Voting Common Shares will have the following rights with respect to the conversion of the Non-Voting Common Shares into Voting Common Shares (the "Common Share Conversion Rights").

(a) **Canadian Investor Conversion.** The Non-Voting Common Shares will be convertible in whole at any time or in part from time to time into Voting Common Shares on a share-for-share basis by holders of Non-Voting Common Shares who provide the Corporation with evidence satisfactory to the Corporation that such shareholder is a Canadian within the meaning of the Canadian Telecommunication Common Carrier Ownership and Control Regulations established under the Telecommunications Act.

(b) **Removal of Canadian Restrictions.** If at any time all of the restrictions on the ownership of voting shares and control in fact of the Corporation by non-Canadians under the Telecommunications Act, the Radiocommunication Act and any other statute applicable to the Corporation with restrictions on Canadian ownership and control of the Corporation or any of its affiliates are eliminated and non-Canadian ownership and control of the Corporation not otherwise restricted or expected to be restricted by law, holders of Non-Voting Common Shares may convert each Non-Voting Common Share held into a Voting Common Share on a one-for-one basis.

(c) **Transfer.** Upon the transfer of a Voting Common Share, if the transferee does not provide to the Board of Directors evidence satisfactory to it that the transferee is a Canadian within the meaning of the Canadian Telecommunication Common Carrier Ownership and Control Regulations established under the Telecommunications Act, the Board of Directors may convert the Voting Common Shares being transferred into Non-Voting Common Shares. Further transfer restrictions are contained in Section 5.

(d) **Mechanics of Conversion.** Each holder of a Non-Voting Common Share who desires to convert the same into Voting Common Shares pursuant to this Section 4 will surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Common Shares and will give written notice to the Corporation that such holder elects to convert the same. Such notice will state the number of Non-Voting Common Shares being converted. Thereupon, the Corporation will promptly issue and deliver at such office to such holder a certificate or certificates for the number of Voting Common Shares to which such holder is entitled. Such conversion will be deemed to have been made at the close of business on the date of such surrender of the certificates representing the Non-Voting Common Shares to be converted, and the person entitled to receive the Voting Common Shares issuable upon such conversion will be treated for all purposes as the registered holder of such Voting Common Shares on such date.

(e) **Subdivision and Consolidation.** In the event that the Common Shares of either class are at any time subdivided, consolidated or otherwise reclassified or exchanged for the shares of another class, except as a result of the exercise of the Common Share Conversion Rights set forth herein, the rights, privileges and restrictions attached to the shares of the other class of Common Shares will be amended at the same time so as to preserve the rights conferred herein on each class in relation to the other class.

(f) **Reservation of Shares Issuable Upon Conversion.** The Corporation will at all times reserve and keep available out of its authorized but unissued Voting Common Shares, solely for the purpose of effecting the conversion of the Non-Voting Common Shares, such number of its Voting Common Shares as will from time to time be sufficient to effect the conversion of all outstanding Non-Voting Common Shares. If at any time the number of authorized but unissued Voting Common Shares will not be sufficient to effect the conversion of all then outstanding Non-Voting Common Shares, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued Voting Common Shares to such number of shares as will be sufficient for such purpose.

(g) **Notices.** Any notice required by the provisions of this Section 4 will be in writing and will be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) business day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices will be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

(h) **Payment of Taxes.** The Corporation will pay all taxes (other than taxes based upon income or withholding taxes) and other governmental charges that may be imposed with respect to the issue or delivery of Voting Common Shares upon conversion of Non-Voting Common Shares, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of Voting Common Shares in a name other than that in which the Non-Voting Common Shares so converted were registered.

(i) **Idem.** All shares resulting from any conversion of issued and fully paid Non-Voting Common Shares into Voting Common Shares will be deemed to be fully paid and non-assessable.

5. **Restrictions on the Issue, Transfer and Ownership of Voting Common Shares.**

The issue, transfer and ownership of Voting Common Shares in the capital of the Corporation are restricted as follows: The Corporation may, in connection with the issue, transfer or ownership of Voting Common Shares in the capital of the Corporation, take any action, or refuse to take any action, as the case may be, in accordance with the provisions contained in the Telecommunications Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof or the Radiocommunication Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof (all of the foregoing collectively referred to as the "Foreign Ownership Restrictions"); and may hereby constrain the issue, transfer and ownership of voting shares in the capital of the Corporation to the extent permitted by the Canada Business Corporations Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof and, for the purpose of the Canada Business Corporations Act:

"Constrained Class" means the class of persons that are not "Canadians" as defined in the Foreign Ownership Restrictions; and

"Maximum Aggregate Holdings" means the maximum percentage of voting shares that may be owned by persons in the Constrained Class in accordance with the Foreign Ownership Restrictions.

to the extent necessary to ensure that any subsidiary of the Corporation is and continues to be eligible to operate as a telecommunications common carrier under the Telecommunications Act and a radiocommunication carrier under the Radiocommunication Act or otherwise carry on business under the Foreign Ownership Restrictions if and only to the extent that the business activities of such subsidiary require such eligibility. For such purposes, in particular but without limitation, the Corporation may, in accordance with the provisions, if any, contained in the Foreign Ownership Restrictions to the extent applicable:

- A. refuse to accept any subscription for any Voting Common Shares in the capital of the Corporation;
- B. refuse to allow any transfer of Voting Common Shares in the capital of the Corporation to be recorded in the Corporation's share register;
- C. suspend the rights of a holder of Voting Common Shares in the capital of the Corporation to vote at a meeting of the shareholders of the Corporation; and
- D. sell, convert, repurchase or redeem any Voting Common Shares in the capital of the Corporation notwithstanding any contrary or inconsistent provisions in the Canada Business Corporations Act. Further, in addition to any other powers it may have, whether arising out of the Canada Business Corporations Act or otherwise conferred upon it, the board of directors of the Corporation may make such by-laws and pass such resolutions as it considers necessary or desirable to administer and otherwise give effect to the foregoing powers and authorities to achieve the foregoing purposes. In the case of any inconsistency among the applicable provisions of the Foreign Ownership Restrictions, and the Canada Business Corporations Act, the provisions of the Foreign Ownership Restrictions will prevail.

If the Corporation shall invoke any of the foregoing remedies against a holder of Voting Common Shares, such holder shall be entitled to convert the Voting Common Shares held by such holder into Non-Voting Common Shares.

3. Paragraph 3 of the Articles be amended subject to Section 173 (1) (g) of the Canada Business Corporations Act to change the existing rights, privileges and conditions attaching to the voting preferred shares (the "Voting Preferred Shares") and non-voting preferred shares (the "Non-Voting Preferred Shares") (The Voting Preferred Shares and Non-Voting Preferred Shares are together, the "Preferred Shares") by substituting same with the following rights, privileges, restrictions and conditions:

PREFERRED SHARES

1. **Payment of Dividends.** The holders of the voting common shares of the Corporation ("Voting Common Shares") and the non-voting common shares of the Corporation (the "Non-Voting Common Shares") (the Voting Common Shares and the Non-Voting Common Shares are together, the "Common Shares"), and the holders of the Preferred Shares and the holders of the Senior Preferred Shares will be entitled to receive dividends (whether in cash, shares or other property) if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine in an equal amount on each Common Share and on an as-converted basis on each Preferred Share and each Senior Preferred Share, in the same form, at the same time and subject to the same terms and conditions, without distinction or preference among or between classes.
2. **Voting Rights.** The holders of the Voting Preferred Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) vote at all such meetings in respect of each Voting Preferred Share held. The holders of Non-Voting Preferred Shares will not be entitled to vote at any meetings of shareholders of the Corporation except as prescribed by law. To the extent that the holders of Non-Voting Preferred Shares will be entitled to vote on any matter, each Non-Voting Preferred Share will carry one (1) vote in respect of each Non-Voting Preferred Share held. The holders of Non-Voting Preferred Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation.
3. **Ranking.** Except as described herein, the Non-Voting Preferred Shares and the Voting Preferred Shares will have the same rights, are equal in all respects and will be treated by the Corporation as if they were shares of one class only.
4. **Liquidation, Dissolution or Winding Up.** In the event of the liquidation, dissolution or winding up of the Corporation or any Merger (as defined below) involving the Corporation or other distribution of all or substantially all of the assets of the Corporation (each a "Distribution Event") among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares, subject to the rights of the holders of Senior Preferred Shares, will be entitled to receive from the assets of the Corporation for each Preferred Share held by them, the aggregate of the original issue prices for which all the Preferred Shares were issued, divided by the aggregate number of Preferred Shares issued during the period up to and including the time of the Distribution Event (including in both cases Preferred Shares previously reacquired by the Corporation) (as adjusted for stock splits or combinations) plus all declared but unpaid dividends thereon

before any amount will be paid or any assets of the Corporation distributed to the holders of any Common Shares or any other shares ranking junior to the Preferred Shares. "Merger" means (i) any merger, amalgamation, consolidation, reorganization or other business combination involving the Corporation and any other corporation or other entity or person in which the persons who were the shareholders of the Corporation immediately prior to such merger, amalgamation, consolidation, reorganization or business combination own less than 50% of the outstanding shares of the Corporation or the successor to the business of the Corporation after such merger, amalgamation, consolidation, reorganization or other business combination, and (ii) any sale or other disposition of all or substantially all the assets of the Corporation. Written notice of any proposed Distribution Event stating the estimated payment date and the amount of the payment to be made to the holders of the Preferred Shares as set out above, shall be delivered to the holders of the Preferred Shares not less than 30 days prior to the proposed date of such Distribution Event. After payment of the full amount of the liquidation preference, the holders of Preferred Shares shall not participate in any further distributions by the Corporation.

5. Conversion Rights. The holders of the Preferred Shares will have the following rights with respect to the conversion of the Preferred Shares (the "Conversion Rights").

(a) Optional Conversion. The Voting Preferred Shares will at the option of the holder be convertible in whole at any time or in part from time to time without the payment of any additional consideration by the holder into Voting Common Shares on the basis of the calculation set out in (d) below.

(b) The Non-Voting Preferred Shares will at the option of the holder be convertible in whole at any time or in part from time to time without the payment of any additional consideration by the holder into Non-Voting Common Shares on the basis of the calculation set out in (d) below.

(c) The Non-Voting Preferred Shares will be convertible in whole at any time or in part from time to time without the payment of any additional consideration by the holder into Voting Preferred Shares on a share-for-share basis by holders of Non-Voting Preferred Shares who provide the Corporation with evidence satisfactory to the Corporation that such shareholder is a Canadian within the meaning of the Telecommunications Act.

(d) With respect to conversion of Voting Preferred Shares and Non-Voting Preferred Shares into, respectively, Voting Common Shares and Non-Voting Common Shares pursuant to paragraphs (a) and (b) above, each Preferred Share shall be converted into that number of Common Shares determined by multiplying each Preferred Share by the ratio determined by dividing Cdn. \$10.32 ("Original Issue Price") by the Preferred Share Conversion Price (as described in paragraph (e) below) in effect at the time of conversion.

(e) Preferred Share Conversion Price. The conversion price for the Preferred Shares (the "Preferred Share Conversion Price") will initially be the Original Issue Price. Such initial Preferred Share Conversion Price will be adjusted from time to time in accordance with this Section 5. All references to the Preferred Share Conversion Price herein will mean the Preferred Share Conversion Price as so adjusted.

(f) Mechanics of Conversion. Each holder of a Preferred Share who desires to convert the same into Common Shares pursuant to this Section 5 will surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Preferred Shares and will give written notice to the Corporation that such holder elects to convert the same. Such notice will state the number of Preferred Shares being converted. Thereupon, the Corporation will promptly issue and deliver at such office to such holder a certificate or certificates for the number of Common Shares (or Voting Preferred Shares in the case of conversion of Non-Voting Preferred Shares under paragraph (c) above) to which such holder is entitled.

(g) Fractional Shares. No fractional Common Shares will be issued upon conversion of Preferred Shares. All Common Shares (including fractions thereof) issuable upon conversion of more than one Preferred Share by a holder thereof will be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation will, in lieu of issuing any fractional share, pay cash in Canadian dollars equal to the product of such fraction multiplied by the Common Share's fair market value (as determined by the Board of Directors) on the date of conversion. Such conversion will be deemed to have been made at the close of business on the date of such surrender of the certificates representing the Preferred Shares to be converted, and the person entitled to receive the Common Shares issuable upon such conversion will be treated for all purposes as the registered holder of such Common Shares on such date.

(h) Adjustment for Stock Splits and Combinations. The term "Preferred Share Original Issue Date" will mean the date the Preferred Share is issued. If the Corporation at any time or from time to time after the Preferred Share Original Issue Date effects a subdivision of the outstanding Common Shares without a corresponding subdivision of the Preferred Shares, the Preferred Share Conversion Price in effect immediately before that subdivision will be proportionately decreased. Conversely, if the Corporation at any time or from time to time after the Preferred Share Original Issue Date combines the outstanding Common Shares, the Preferred Share Conversion Price in effect immediately before the combination will be proportionately increased. Any adjustment under this Section 5(h) will become effective at the close of business on the date the subdivision or combination becomes effective.

(i) Adjustment for Reclassification, Exchange and Substitution. If at any time or from time to time after the Preferred Share Original Issue Date, the Common Shares issuable upon the conversion of the Preferred Shares are changed into the same or a different number of shares of any class or classes, whether by recapitalization, reclassification or otherwise (other than by way of a Merger, or a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 5), in any such event each holder of a Preferred Share will have the right thereafter to convert such shares into the kind and amount of shares and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the maximum number of Common Shares into which such shares of Preferred Shares could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

(j) Reorganizations, Mergers or Consolidations. If at any time or from time to time after the Preferred Share Original Issue Date, there is a capital reorganization of the Common Shares or the merger or consolidation of the Corporation with or in to another corporation or another entity or person (other than by way of a Merger or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 5), as a part of such capital reorganization, provision will be made so the holders of the Preferred Shares will thereafter be entitled to receive upon conversion of the Preferred Shares the number of shares or other securities or property of the Corporation to which a holder of the number of Preferred Shares deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustments will be made in the application of the provisions of this Section 5 with respect to the rights of the holders of Preferred Shares after the capital reorganization to the end that the provisions of this Section 5 (including adjustment of the Preferred Share Conversion Price then in effect and the number of shares issuable upon conversion of the Preferred Shares) will be applicable after that event and be as nearly equivalent as practicable.

(k) Sale of Shares Below the Preferred Share Conversion Price.

(i) If at any time or from time to time after the Preferred Share Original Issue Date, the Corporation issues or sells, or is deemed by the express provisions of this Section 5 to have issued or sold, Additional Shares (as defined below), other than as a dividend or other distribution on any class of stock as provided in Section 1 above, and other than a subdivision or combination of Preferred Shares as provided in Section 5(h) above, for an Effective Price (as defined below) less than the then effective Preferred Share Conversion Price then and in each such case the then existing Preferred Share Conversion Price will be reduced as of the opening of business on the date of such issue or sale, to a price determined by multiplying the Preferred Share Conversion Price by a fraction (i) the numerator of which will be (A) the number of Common Shares deemed outstanding (as defined below) immediately prior to such issue or sale, plus (B) the number of Common Shares which the aggregate consideration received (as defined below) by the Corporation for the total number of Additional Shares so issued would purchase at such Preferred Share Conversion Price, and (ii) the denominator of which will be the number of Common Shares deemed outstanding immediately prior to such issue or sale plus the total number of Additional Shares so issued. For the purposes of the preceding sentence, the number of Common Shares deemed to be outstanding as of a given date will be the number of Common Shares actually outstanding.

(ii) For the purpose of making any adjustment required under this Section 5(k), the consideration received by the Corporation for any issue or sale of securities will (A) to the extent it consists of cash, be computed at the net amount of cash received by the Corporation after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Corporation in connection with such issue or sale but without deduction of any expenses payable by the Corporation, (B) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors, and (C) if Additional Shares, Convertible Securities (as defined below) or rights or options to purchase either Additional Shares or Convertible Securities are issued or sold together with other stock or securities or other assets of the Corporation for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board of Directors to be allocable to such Additional Shares, Convertible Securities or rights or options.

(iii) For the purpose of the adjustment required under this Section 5(k), if the Corporation issues or sells (i) stock or other securities convertible into, Additional Shares (such convertible stock or securities being herein referred to as "Convertible Securities") other than as a dividend or other distribution as provided in Section 1 hereof or (ii) rights or options for the purchase of Additional Shares or Convertible Securities and if the Effective Price of such Additional Shares is less than or greater than the Preferred Share Conversion Price, in each case the Corporation will be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Corporation for the issuance of such rights or options or Convertible Securities, plus, in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such rights or options, plus, in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion thereof; provided that if in the case of Convertible Securities the minimum amounts of such consideration cannot be ascertained, but are a function of anti-dilution or similar protective clauses, the Corporation will be deemed to have received the minimum amounts of consideration without reference to such clauses; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of rights, options or Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of antidilution adjustments, the Effective Price will be recalculated using the figure to which such minimum amount of consideration is reduced; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities is subsequently increased, the Effective Price will be again recalculated using the increased minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities. No further adjustment of the Preferred Share Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities, will be made as a result of the actual issuance of Additional Shares on the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities will expire without having been exercised, the Preferred Share Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities will be readjusted to the Preferred Share Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares so issued were the Additional Shares, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities, and such Additional Shares, if any, were issued or sold for the consideration actually received by the Corporation upon such exercise, plus the consideration, if any, actually received by the Corporation for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities, provided that such readjustment will not apply to prior conversions of Preferred Shares.

(iv) "Additional Shares" will mean all Common Shares issued by the Corporation or deemed to be issued pursuant to this Section 5 other than (i) Common Shares, options and other rights to acquire Common Shares and Common Shares issuable upon exercise of such options and other rights issued to officers, directors, employees, consultants or service providers; (ii) Common Shares and securities convertible

into or exchangeable for Common Shares and options or other rights to acquire the foregoing issued in connection with the acquisition of (a) another entity; (b) a business; or (c) other assets or rights. References to Common Shares above will mean all Common Shares issued by the Corporation or deemed to be issued pursuant to this Section 5(k). The "Effective Price" of Additional Shares will mean the quotient determined by dividing the total number of Additional Shares issued or sold, or deemed to have been issued or sold by the Corporation under this Section 5(k), into the aggregate consideration received, or deemed to have been received by the Corporation for such issue under this Section 5(k), for such Additional Shares. The value of the consideration received, when used to determine the Effective Price, will be adjusted to Canadian dollars when used in relation to the Common Shares, if necessary.

(l) Certificate of Adjustment. In each case of an adjustment or readjustment of the Preferred Share Conversion Price for the number of Common Shares or other securities issuable upon conversion of the Preferred Shares, if the Preferred Shares are then convertible pursuant to this Section 5, the Corporation, at its expense, will compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and will mail such certificate, by first class mail, postage prepaid, to each registered holder of Preferred Shares at the holder's address as shown in the Corporation's books. The certificate will set forth such adjustment or readjustment, showing in reasonable detail the facts upon which such adjustment or readjustment is based.

(m) Notice of Record Date. Upon the fixing by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive (i) any dividend or other distribution, or (ii) notice of and vote on any Merger or other capital reorganization of the Corporation, any reclassification or recapitalization of the shares of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation will mail to each holder of Common Shares and Preferred Shares and Senior Preferred Shares at least ten (10) days prior to the record date specified therein (or such shorter period approved (by vote or written consent) by holders of 90% of the outstanding Common Shares and 90% of the outstanding Preferred Shares and 90% of the outstanding Senior Preferred Shares each voting as a class) notice specifying (A) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (B) the date of which any such Merger, reorganization, reclassification, capitalization, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (C) the date, if any, that is to be fixed as to when the holders of record of Common Shares or Preferred Shares or Senior Preferred Shares (or other securities) will be entitled to exchange their Common Shares or Preferred Shares or Senior Preferred Shares (or other securities) for securities or other property deliverable upon such Merger, reorganization, reclassification, capitalization, consolidation, merger, dissolution, liquidation or winding up.

(n) Automatic Conversion.

(i) All of the Voting Preferred Shares will automatically be converted into Voting Common Shares and all of the Non-Voting Preferred Shares will automatically be converted into Non-Voting Common Shares pursuant to the provisions of this Section 5, immediately upon the closing of (A) a Merger or (B) a public offering pursuant to an effective registration statement under the United States Securities Act of 1933, as amended, or a prospectus under securities legislation of any applicable jurisdiction in Canada, in either case covering the offering and sale of either Voting Common Shares or Non-Voting Common Shares for the account of the Corporation ("Public Offering") at a price for each such share that is greater than or equal to 200% of the Original Issue Price (as adjusted for any share splits, consolidations, recapitalizations, stock dividends or other similar events) and that results in proceeds (prior to underwriting discounts, commissions and expenses) of at least Twenty-Five Million Dollars (\$25,000,000) in Canadian dollars.

(ii) Upon the occurrence of the event specified in (i) above, the outstanding Preferred Shares will be converted automatically, subject to the provisions of this Section 5(n), without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation will not be obliged to issue certificates evidencing the Common Shares issuable upon such conversion unless the certificates evidencing such Preferred Shares are either delivered to the Corporation or its transfer agent as provided below, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Preferred Shares, the holders of Preferred Shares will surrender the certificates representing such shares at the office of the Corporation or any transfer agent for the Preferred Shares. Thereupon, there will be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of Common Shares into which the Preferred Shares surrendered were convertible on the date on which such automatic conversion occurred, and any accrued and unpaid dividends will be paid in accordance with the provisions of Section 1.

(iii) If such certificates are accompanied by evidence satisfactory to the Corporation that the holder is a Canadian, the Corporation will issue to the holder Voting Common Shares, failing which the Corporation will issue to the holder Non-Voting Common Shares.

(o) Transfer. Upon the transfer of a Voting Preferred Share, if the transferee does not provide to the Board of Directors evidence satisfactory to it that the transferee is a Canadian within the meaning of the Canadian Telecommunication Common Carrier Ownership and Control Regulations established under the Telecommunications Act, the Board of Directors may convert the Voting Preferred Shares being transferred into Non-Voting Preferred Shares. Further transfer restrictions are contained in Section 6.

(p) Change of Law. If at any time all of the restrictions on the ownership of voting shares and control in fact of the Corporation by non-Canadians under the Telecommunications Act, the Radiocommunication Act and any other statute applicable to the Corporation with restrictions on Canadian ownership and control of the Corporation or any of its affiliates are eliminated and non-Canadian ownership and control of the Corporation not otherwise restricted or expected to be restricted by law, holders of Non-Voting Preferred Shares may convert each Non-Voting Preferred Share held into a Voting Preferred Share on a one-for-one basis.

(q) Reservation of Shares Issuable Upon Conversion. The Corporation will at all times reserve and keep available out of its authorized but unissued Common Shares, solely for the purpose of effecting the conversion of the Preferred Shares, such number of its Common Shares as will from time to time be sufficient to effect the conversion of all outstanding Preferred Shares. If at any time the number of authorized but unissued Common Shares will not be sufficient to effect the conversion of all then outstanding Preferred Shares, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued Common Shares to such

number of shares as will be sufficient for such purpose.

(r) Notices. Any notice required by the provisions of this Section 5 will be in writing and will be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) business day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices will be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

(s) Payment of Taxes. The Corporation will pay all taxes (other than taxes based upon income or withholding taxes) and other governmental charges that may be imposed with respect to the issue or delivery of Common Shares upon conversion of Preferred Shares, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of Common Shares in a name other than that in which the shares of Preferred Shares so converted were registered.

(t) Idem. All shares resulting from any conversion of issued and fully paid Preferred Shares into Common Shares, as applicable, will be deemed to be fully paid and non-assessable.

6. Restrictions on the Issue, Transfer and Ownership of Voting Preferred Shares. The issue, transfer and ownership of Voting Preferred Shares in the capital of the Corporation are restricted as follows:
The Corporation may, in connection with the issue, transfer or ownership of Voting Preferred Shares in the capital of the Corporation, take any action, or refuse to take any action, as the case may be, in accordance with the provisions contained in the Telecommunications Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof or the Radiocommunication Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof (all of the foregoing collectively referred to as the "Foreign Ownership Restrictions"); and may hereby constrain the issue, transfer and ownership of voting shares in the capital of the Corporation to the extent permitted by the Canada Business Corporations Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof and, for the purpose of the Canada Business Corporations Act:

"Constrained Class" means the class of persons that are not "Canadians" as defined in the Foreign Ownership Restrictions; and

"Maximum Aggregate Holdings" means the maximum percentage of voting shares that may be owned by persons in the Constrained Class in accordance with the Foreign Ownership Restrictions;

to the extent necessary to ensure that any subsidiary of the Corporation is and continues to be eligible to operate as a telecommunications common carrier under the Telecommunications Act and a radiocommunication carrier under the Radiocommunication Act or otherwise carry on business under the Foreign Ownership Restrictions if and only to the extent that the business activities of such subsidiary require such eligibility. For such purposes, in particular but without limitation, the Corporation may, in accordance with the provisions, if any, contained in the Foreign Ownership Restrictions to the extent applicable:

(i) refuse to accept any subscription for any Voting Preferred Shares in the capital of the Corporation;

(ii) refuse to allow any transfer of Voting Preferred Shares in the capital of the Corporation to be recorded in the Corporation's share register;

(iii) suspend the rights of a holder of Voting Preferred Shares in the capital of the Corporation to vote at a meeting of the shareholders of the Corporation; and

(iv) sell, convert, repurchase or redeem any Voting Preferred Shares in the capital of the Corporation
Notwithstanding any contrary or inconsistent provisions in the Canada Business Corporations Act. Further, in addition to any other powers it may have, whether arising out of the Canada Business Corporations Act or otherwise conferred upon it, the board of directors of the Corporation may make such by-laws and pass such resolutions as it considers necessary or desirable to administer and otherwise give effect to the foregoing powers and authorities to achieve the foregoing purposes. In the case of any inconsistency among the applicable provisions of the Foreign Ownership Restrictions, and the Canada Business Corporations Act, the provisions of the Foreign Ownership Restrictions will prevail.

If the Corporation shall invoke any of the foregoing remedies against a holder of Voting Preferred Shares, such holder shall be entitled to convert the Voting Preferred Shares held by such holder into Non-Voting Preferred Shares.

4. Paragraph 3 of the Articles be amended subject to Section 173 (1) (e) of the Canada Business Corporations Act to create an unlimited number of senior voting preferred shares (the "Senior Voting Preferred shares") and an unlimited number of senior non-voting preferred shares (the "Senior Non-Voting Preferred Shares") (the Senior Voting Preferred Shares and Senior Non-Voting Preferred Shares are together, the "Senior Preferred Shares") with the following rights, privileges, restrictions and conditions:

SENIOR PREFERRED SHARES

1. Payment of Dividends. The holders of the voting common shares of the Corporation ("Voting Common Shares") and the non-voting common shares of the Corporation (the "Non-Voting Common Shares") (the Voting Common Shares and the Non-Voting Common Shares are together, the "Common Shares"), and the holders of the Preferred Shares and the holders of the Senior Preferred Shares will be entitled to receive dividends (whether in cash, shares or other property) if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine in an equal amount on each Common Share and on an as-converted basis on each Preferred Share and Senior Preferred Share, in the same form, at the same time and subject to the same terms and conditions, without distinction or preference among or between classes.

2. **Voting Rights.** The holders of the Senior Voting Preferred Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) vote at all such meetings in respect of each Senior Voting Preferred Share held.

The holders of Senior Non-Voting Preferred Shares will not be entitled to vote at any meetings of shareholders of the Corporation except as prescribed by law. To the extent that the holders of Senior Non-Voting Preferred Shares will be entitled to vote on any matter, each Senior Non-Voting Preferred Share will carry one (1) vote in respect of each Senior Non-Voting Preferred Share held. The holders of Senior Non-Voting Preferred Shares will be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation.

3. **Ranking.** Except as described herein, the Senior Non-Voting Preferred Shares and the Senior Voting Preferred Shares will have the same rights, are equal in all respects and will be treated by the Corporation as if they were shares of one class only.

4. **Liquidation, Dissolution or Winding Up.** In the event of the liquidation, dissolution or winding up of the Corporation or any Merger (as defined below) involving the Corporation or other distribution of all or substantially all of the assets of the Corporation (each a "Distribution Event") among its shareholders for the purpose of winding up its affairs, the holders of the Senior Preferred Shares will be entitled to receive from the assets of the Corporation for each Senior Preferred Share held by them, the aggregate of three times the original issue price for which the Senior Preferred Shares were issued, divided by the aggregate number of Senior Preferred Shares issued during the period up to and including the time of the Distribution Event (including in both cases Senior Preferred Shares previously reacquired by the Corporation) (as adjusted for stock splits or combinations) plus all declared but unpaid dividends thereon before any amount will be paid or any assets of the Corporation distributed to the holders of any Common Shares, the Preferred Shares or any other shares ranking junior to the Senior Preferred Shares. "Merger" means (i) any merger, amalgamation, consolidation, reorganization or other business combination involving the Corporation and any other corporation or other entity or person in which the persons who were the shareholders of the Corporation immediately prior to such merger, amalgamation, consolidation, reorganization or business combination own less than 50% of the outstanding shares of the Corporation or the successor to the business of the Corporation after such merger, amalgamation, consolidation, reorganization or other business combination, and (ii) any sale or other disposition of all or substantially all the assets of the Corporation. Written notice of any proposed Distribution Event stating the estimated payment date and the amount of the payment to be made to the holders of the Senior Preferred Shares as set out above, shall be delivered to the holders of the Senior Preferred Shares not less than 30 days prior to the proposed date of such Distribution Event. After payment of the full amount of the liquidation preference, the holders of Senior Preferred Shares shall not participate in any further distributions by the Corporation.

5. **Conversion Rights.** The holders of the Senior Preferred Shares will have the following rights with respect to the conversion of the Senior Preferred Shares (the "Conversion Rights").

(a) **Optional Conversion.** The Senior Voting Preferred Shares will at the option of the holder be convertible in whole at any time or in part from time to time without the payment of any additional consideration by the holder into Voting Common Shares on the basis of the calculation set out in (d) below.

(b) The Senior Non-Voting Preferred Shares will at the option of the holder be convertible in whole at any time or in part from time to time without the payment of any additional consideration by the holder into Non-Voting Common Shares on the basis of the calculation set out in (d) below.

(c) The Senior Non-Voting Preferred Shares will be convertible in whole at any time or in part from time to time without the payment of any additional consideration by the holder into Senior Voting Preferred Shares on a share-for-share basis by holders of Senior Non-Voting Preferred Shares who provide the Corporation with evidence satisfactory to the Corporation that such shareholder is a Canadian within the meaning of the Telecommunications Act.

(d) With respect to conversion of Senior Voting Preferred Shares and Senior Non-Voting Preferred Shares into, respectively, Voting Common Shares and Non-Voting Common Shares pursuant to paragraphs (a) and (b) above, each Senior Preferred Share shall be converted into that number of Common Shares determined by multiplying each Senior Preferred Share by the ratio determined by dividing Cdn. \$2.00 ("Original Issue Price") by the Senior Preferred Share Conversion Price (as described in paragraph (e) below) in effect at the time of conversion.

(e) **Senior Preferred Share Conversion Price.** The conversion price for the Senior Preferred Shares (the "Senior Preferred Share Conversion Price") will initially be fixed at Cdn. \$2.00. Such initial Senior Preferred Share Conversion Price will be adjusted from time to time in accordance with this Section 5. All references to the Senior Preferred Share Conversion Price herein will mean the Senior Preferred Share Conversion Price as so adjusted.

(f) **Mechanics of Conversion.** Each holder of a Senior Preferred Share who desires to convert the same into Common Shares pursuant to this Section 5 will surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Senior Preferred Shares and will give written notice to the Corporation that such holder elects to convert the same. Such notice will state the number of Senior Preferred Shares being converted. Thereupon, the Corporation will promptly issue and deliver at such office to such holder a certificate or certificates for the number of Common Shares (or Senior Voting Preferred Shares in the case of conversion of Senior Non-Voting Preferred Shares under paragraph (c) above) to which such holder is entitled.

(g) **Fractional Shares.** No fractional Common Shares will be issued upon conversion of Senior Preferred Shares. All Common Shares (including fractions thereof) issuable upon conversion of more than one Senior Preferred Share by a holder the roof will be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation will, in lieu of issuing any fractional share, pay cash in Canadian dollars equal to the product of such fraction multiplied by the Common Share's fair market value (as determined by the Board of Directors) on the date of conversion. Such conversion will be deemed to have been made at the close of business on the date

of such surrender of the certificates representing the Senior Preferred Shares to be converted, and the person entitled to receive the Common Shares issuable upon such conversion will be treated for all purposes as the registered holder of such Common Shares on such date.

(h) Adjustment for Stock Splits and Combinations. The term "Senior Preferred Share Original Issue Date" will mean the date the Senior Preferred Share is issued. If the Corporation at any time or from time to time after the Senior Preferred Share Original Issue Date effects a subdivision of the outstanding Common Shares without a corresponding subdivision of the Senior Preferred Shares, the Senior Preferred Share Conversion Price in effect immediately before that subdivision will be proportionately decreased. Conversely, if the Corporation at any time or from time to time after the Senior Preferred Share Original Issue Date combines the outstanding Common Shares, the Senior Preferred Share Conversion Price in effect immediately before the combination will be proportionately increased. Any adjustment under this Section 5(h) will become effective at the close of business on the date the subdivision or combination becomes effective.

(i) Adjustment for Reclassification, Exchange and Substitution. If at any time or from time to time after the Senior Preferred Share Original Issue Date, the Common Shares issuable upon the conversion of the Senior Preferred Shares are changed into the same or a different number of shares of any class or classes, whether by recapitalization, reclassification or otherwise (other than by way of a Merger, or a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 5), in any such event each holder of a Senior Preferred Share will have the right thereafter to convert such shares into the kind and amount of shares and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the maximum number of Common Shares into which such shares of Senior Preferred Shares could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

(j) Reorganizations, Mergers or Consolidations. If at any time or from time to time after the Senior Preferred Share Original Issue Date, there is a capital reorganization of the Common Shares or the merger or consolidation of the Corporation with or into another corporation or another entity or person (other than by way of a Merger or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 5), as a part of such capital reorganization, provision will be made so the holders of the Senior Preferred Shares will thereafter be entitled to receive upon conversion of the Senior Preferred Shares the number of shares or other securities or property of the Corporation to which a holder of the number of Senior Preferred Shares deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustments will be made in the application of the provisions of this Section 5 with respect to the rights of the holders of Senior Preferred Shares after the capital reorganization to the end that the provisions of this Section 5 (including adjustment of the Senior Preferred Share Conversion Price then in effect and the number of shares issuable upon conversion of the Senior Preferred Shares) will be applicable after that event and be as nearly equivalent as practicable.

(k) Sale of Shares Below the Senior Preferred Share Conversion Price.

(i) If at any time or from time to time after the Senior Preferred Share Original Issue Date, the Corporation issues or sells, or is deemed by the express provisions of this Section 5 to have issued or sold, Additional Shares (as defined below), other than as a dividend or other distribution on any class of stock as provided in Section 1 above, and other than a subdivision or combination of Senior Preferred Shares as provided in Section 5(h) above, for an Effective Price (as defined below) less than the then effective Senior Preferred Share Conversion Price then and in each such case the then existing Senior Preferred Share Conversion Price will be reduced as of the opening of business on the date of such issue or sale, to a price equal to the Effective Price.

(ii) For the purpose of making any adjustment required under this Section 5(k), the consideration received by the Corporation for any issue or sale of securities will (A) to the extent it consists of cash, be computed at the net amount of cash received by the Corporation after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Corporation in connection with such issue or sale but without deduction of any expenses payable by the Corporation, (B) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors, and (C) if Additional Shares, Convertible Securities (as defined below) or rights or options to purchase either Additional Shares or Convertible Securities are issued or sold together with other stock or securities or other assets of the Corporation for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board of Directors to be allocable to such Additional Shares, Convertible Securities or rights or options.

(iii) For the purpose of the adjustment required under this Section 5(k), if the Corporation issues or sells (i) stock or other securities convertible into, Additional Shares (such convertible stock or securities being herein referred to as "Convertible Securities") other than as a dividend or other distribution as provided in Section 1 hereof or (ii) rights or options for the purchase of Additional Shares or Convertible Securities and if the Effective Price of such Additional Shares is less than or greater than the Senior Preferred Share Conversion Price, in each case the Corporation will be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Corporation for the issuance of such rights or options or Convertible Securities, plus, in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such rights or options, plus, in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion thereof; provided that if in the case of Convertible Securities the minimum amounts of such consideration cannot be ascertained, but are a function of anti-dilution or similar protective clauses, the Corporation will be deemed to have received the minimum amounts of consideration without reference to such clauses; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of rights, options or Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of antidilution adjustments, the Effective Price will be recalculated using the figure to which such minimum amount of consideration is reduced; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities is subsequently increased, the Effective Price will be again recalculated using the increased minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities. No further adjustment of the Senior Preferred Share Conversion

Price as adjusted upon the issuance of such rights, options or Convertible Securities, will be made as a result of the actual issuance of Additional Shares on the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities will expire without having been exercised, the Senior Preferred Share Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities will be readjusted to the Senior Preferred Share Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares so issued were the Additional Shares, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities, and such Additional Shares, if any, were issued or sold for the consideration actually received by the Corporation upon such exercise, plus the consideration, if any, actually received by the Corporation for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities, provided that such readjustment will not apply to prior conversions of Senior Preferred Shares.

(iv) "Additional Shares" will mean all Common Shares issued by the Corporation or deemed to be issued pursuant to this Section 5 other than (i) Common Shares, options and other rights to acquire Common Shares and Common Shares issuable upon exercise of such options and other rights issued to officers, directors, employees, consultants or service providers; (ii) Common Shares and securities convertible into or exchangeable for Common Shares and options or other rights to acquire the foregoing issued in connection with the acquisition of (a) another entity; (b) a business; or (c) other assets or rights. References to Common Shares above will mean all Common Shares issued by the Corporation or deemed to be issued pursuant to this Section 5(k). The "Effective Price" of Additional Shares will mean the quotient determined by dividing the total number of Additional Shares issued or sold, or deemed to have been issued or sold by the Corporation under this Section 5(k), into the aggregate consideration received, or deemed to have been received by the Corporation for such issue under this Section 5(k), for such Additional Shares. The value of the consideration received, when used to determine the Effective Price, will be adjusted to Canadian dollars when used in relation to the Common Shares, if necessary.

(l) Certificate of Adjustment. In each case of an adjustment or readjustment of the Senior Preferred Share Conversion Price for the number of Common Shares or other securities issuable upon conversion of the Senior Preferred Shares, if the Senior Preferred Shares are then convertible pursuant to this Section 5, the Corporation, at its expense, will compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and will mail such certificate, by first class mail, postage prepaid, to each registered holder of Senior Preferred Shares at the holder's address as shown in the Corporation's books. The certificate will set forth such adjustment or readjustment, showing in reasonable detail the facts upon which such adjustment or readjustment is based.

(m) Notice of Record Date. Upon the fixing by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive (i) any dividend or other distribution, or (ii) notice of and vote on any Merger or other capital reorganization of the Corporation, any reclassification or recapitalization of the shares of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation will mail to each holder of Common Shares and Preferred Shares and Senior Preferred Shares at least ten (10) days prior to the record date specified therein (or such shorter period approved (by vote or written consent) by holders of 90% of the outstanding Common Shares and 90% of the outstanding Preferred Shares and 90% of the outstanding Senior Preferred Shares each voting as a class) notice specifying (A) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (B) the date of which any such Merger, reorganization, reclassification, capitalization, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (C) the date, if any, that is to be fixed as to when the holders of record of Common Shares or Preferred Shares or Senior Preferred Shares (or other securities) will be entitled to exchange their Common Shares or Preferred Shares or Senior Preferred Shares (or other securities) for securities or other property deliverable upon such Merger, reorganization, reclassification, capitalization, consolidation, merger, dissolution, liquidation or winding up.

(n) Automatic Conversion.

(i) All of the Senior Voting Preferred Shares will automatically be converted into Voting Common Shares and all of the Senior Non-Voting Preferred Shares will automatically be converted into Non-Voting Common Shares pursuant to the provisions of this Section 5, immediately upon the closing of (A) a Merger or (B) a public offering pursuant to an effective registration statement under the United States Securities Act of 1933, as amended, or a prospectus under securities legislation of any applicable jurisdiction in Canada, in either case covering the offering and sale of either Voting Common Shares or Non-Voting Common Shares for the account of the Corporation ("Public Offering") at a price for each such share that is greater than or equal to 200% of the Original Issue Price (as adjusted for any share splits, consolidations, recapitalizations, stock dividends or other similar events) and that results in proceeds (prior to underwriting discounts, commissions and expenses) of at least Twenty-Five Million Dollars (\$25,000,000) in Canadian dollars.

(ii) Upon the occurrence of the event specified in (i) above, the outstanding Senior Preferred Shares will be converted automatically, subject to the provisions of this Section 5(n), without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation will not be obliged to issue certificates evidencing the Common Shares issuable upon such conversion unless the certificates evidencing such Senior Preferred Shares are either delivered to the Corporation or its transfer agent as provided below, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Senior Preferred Shares, the holders of Senior Preferred Shares will surrender the certificates representing such shares at the office of the Corporation or any transfer agent for the Senior Preferred Shares. Thereupon, there will be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of Common Shares into which the Senior Preferred Shares surrendered were convertible on the date on which such automatic conversion occurred, and any accrued and unpaid dividends will be paid in accordance with the provisions of Section 1.

(iii) If such certificates are accompanied by evidence satisfactory to the Corporation that the holder is a Canadian, the Corporation will issue to the holder Senior Voting Common Shares, failing which the Corporation will issue to the holder Senior Non-Voting Common

Shares.

(o) Transfer. Upon the transfer of a Senior Voting Preferred Share, if the transferee does not provide to the Board of Directors evidence satisfactory to it that the transferee is a Canadian within the meaning of the Canadian Telecommunication Common Carrier Ownership and Control Regulations established under the Telecommunications Act, the Board of Directors may convert the Senior Voting Preferred Shares being transferred into Senior Non-Voting Preferred Shares. Further transfer restrictions are contained in Section 6.

(p) Change of Law. If at any time all of the restrictions on the ownership of voting shares and control in fact of the Corporation by non-Canadians under the Telecommunications Act, the Radiocommunication Act and any other statute applicable to the Corporation with restrictions on Canadian ownership and control of the Corporation or any of its affiliates are eliminated and non-Canadian ownership and control of the Corporation not otherwise restricted or expected to be restricted by law, holders of Senior Non-Voting Preferred Shares may convert each Senior Non-Voting Preferred Share held into a Senior Voting Preferred Share on a one-for-one basis.

(q) Reservation of Shares Issuable Upon Conversion. The Corporation will at all times reserve and keep available out of its authorized but unissued Common Shares, solely for the purpose of effecting the conversion of the Senior Preferred Shares, such number of its Common Shares as will from time to time be sufficient to effect the conversion of all outstanding Senior Preferred Shares. If at any time the number of authorized but unissued Common Shares will not be sufficient to effect the conversion of all then outstanding Senior Preferred Shares, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued Common Shares to such number of shares as will be sufficient for such purpose.

(r) Notices. Any notice required by the provisions of this Section 5 will be in writing and will be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) business day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices will be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

(s) Payment of Taxes. The Corporation will pay all taxes (other than taxes based upon income or withholding taxes) and other governmental charges that may be imposed with respect to the issue or delivery of Common Shares upon conversion of Senior Preferred Shares, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of Common Shares in a name other than that in which the shares of Senior Preferred Shares so converted were registered.

(t) Idem. All shares resulting from any conversion of issued and fully paid Senior Preferred Shares into Common Shares, as applicable, will be deemed to be fully paid and non-assessable.

6. Restrictions on the Issue, Transfer and Ownership of Senior Voting Preferred Shares. The issue, transfer and ownership of Senior Voting Preferred Shares in the capital of the Corporation are restricted as follows:

The Corporation may, in connection with the issue, transfer or ownership of Senior Voting Preferred Shares in the capital of the Corporation, take any action, or refuse to take any action, as the case may be, in accordance with the provisions contained in the Telecommunications Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof or the Radiocommunication Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof (all of the foregoing collectively referred to as the "Foreign Ownership Restrictions"); and may hereby constrain the issue, transfer and ownership of voting shares in the capital of the Corporation to the extent permitted by the Canada Business Corporations Act and Regulations thereunder or any amendment, re-enactment or consolidation thereof and, for the purpose of the Canada Business Corporations Act:

"Constrained Class" means the class of persons that are not "Canadians" as defined in the Foreign Ownership Restrictions; and

"Maximum Aggregate Holdings" means the maximum percentage of voting shares that may be owned by persons in the Constrained Class in accordance with the Foreign Ownership Restrictions;

to the extent necessary to ensure that any subsidiary of the Corporation is and continues to be eligible to operate as a telecommunications common carrier under the Telecommunications Act and a radiocommunication carrier under the Radiocommunication Act or otherwise carry on business under the Foreign Ownership Restrictions if and only to the extent that the business activities of such subsidiary require such eligibility. For such purposes, in particular but without limitation, the Corporation may, in accordance with the provisions, if any, contained in the Foreign Ownership Restrictions to the extent applicable:

(i) refuse to accept any subscription for any Senior Voting Preferred Shares in the capital of the Corporation;

(ii) refuse to allow any transfer of Senior Voting Preferred Shares in the capital of the Corporation to be recorded in the Corporation's share register;

(iii) suspend the rights of a holder of Senior Voting Preferred Shares in the capital of the Corporation to vote at a meeting of the shareholders of the Corporation; and

(iv) sell, convert, repurchase or redeem any Senior Voting Preferred Shares in the capital of the Corporation. Notwithstanding any contrary or inconsistent provisions in the Canada Business Corporations Act. Further, in addition to any other powers it may have, whether arising out of the Canada Business Corporations Act or otherwise conferred upon it, the board of directors of the Corporation may make such by-laws and pass such resolutions as it considers necessary or desirable to administer and otherwise give effect to the foregoing powers and authorities to achieve the foregoing purposes. In the case of any inconsistency among the applicable provisions of the Foreign Ownership Restrictions, and the Canada Business Corporations Act, the provisions of the Foreign Ownership Restrictions will prevail.

If the Corporation shall invoke any of the foregoing remedies against a holder of Senior Voting Preferred Shares, such holder shall be entitled to convert the Senior Voting Preferred Shares held by such holder into Senior Non-Voting Preferred Shares.

Date	Name - Nom	Signature	Capacity of - en qualité
2002-02-21	ALLEN KIRK		AUTHORIZED OFFICER

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Canada

**Certificate
of Amendment****Canada Business
Corporations Act****Certificat
de modification****Loi canadienne sur
les sociétés par actions**

3848574 CANADA INC.

384857-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- ☐ a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- ☒ c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- ☐ d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

July 12, 2006 / le 12 juillet 2006

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION
REPORT

RAPPORT DE LA TRANSACTION
ÉLECTRONIQUE

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1.	Name of Corporation - Dénomination de la société 3848574 CANADA INC.	2.	Corporation No. - N° de la société 384857-4
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

- (1) to convert each issued and outstanding Senior Voting Preferred Share into one Voting Common Share;
- (2) to remove from the articles, the class of shares designated as the Senior Voting Preferred Shares and the rights, privileges, restrictions and conditions attaching to such series;
- (3) to convert each issued and outstanding Senior Non-Voting Preferred Share into one Non-Voting Common Share;
- (4) to remove from the articles, the class of shares designated as the Senior Non-Voting Preferred Shares and the rights, privileges, restrictions and conditions attaching to such series;
- (5) to convert each issued and outstanding Voting Preferred Share into four warrants to purchase Voting Common Shares;
- (6) to remove from the articles, the class of shares designated as Voting Preferred Shares and the rights, privileges, restrictions and conditions attaching to such class;
- (7) to convert each issued and outstanding Non-Voting Preferred Share into four warrants to purchase Non-Voting Common Shares;
- (8) to remove from the articles, the class of shares designated as the Non-Voting Preferred Shares and the rights, privileges, restrictions and conditions attaching to such class; and
- (9) to remove from the articles, the class of shares designated as the Class A Common Shares and the rights, privileges, restrictions and conditions attaching to such class.

Date	Name - Nom	Signature	Capacity of - en qualité
2006-07-12	GERRY O'REILLY		AUTHORIZED OFFICER

Page 1 of 1

Canada



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

Terago Inc.

384857-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- ☐ a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- ☒ c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- ☐ d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

May 16, 2007 / le 16 mai 2007

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION
REPORT

RAPPORT DE LA TRANSACTION
ÉLECTRONIQUE

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1.	Name of Corporation - Dénomination de la société 3848574 CANADA INC.	2.	Corporation No. - N° de la société 384857-4
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The corporation changes its name to:
Terago Inc.

Date	Name - Nom	Signature	Capacity of - en qualité
2007-05-16	GERRY O'REILLY		AUTHORIZED OFFICER

Page 1 of 1

Canada



Industry Canada Industrie Canada
Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

FORMULAIRE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 -- Name of the Corporation - Dénomination sociale de la société
3848574 Canada Inc.

2 -- Corporation No. - N° de la société
384857-4

3 -- The articles of the above-named corporation are amended as follows:
to change the name of the Corporation to Terago Inc.

Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

Signature

Printed Name - Nom en lettres moulées

Gerry O'Reilly

4 -- Capacity of - En qualité de

Chief Financial Officer

5 -- Tel. No. - N° de tél.

905-707-5280

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Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

Terago Inc.

384857-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- ☐ a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- ☒ c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- ☐ d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

June 25, 2007 / le 25 juin 2007

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION
REPORT

RAPPORT DE LA TRANSACTION
ÉLECTRONIQUE

Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société Terago Inc.	2. Corporation No. - N° de la société 384857-4
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

(i) to change the designation of the Corporation from private to public by deleting the provisions (A) restricting the number of shareholders, (B) restricting the transfer of shares and (C) prohibiting the Corporation from inviting the public to subscribe for securities;

(ii) to change the designation of the Voting Common Shares and Non-Voting Common Shares by:

(A) changing the Voting Common Shares to Common Shares; and

(B) changing the Non-Voting Common Shares to Class A Non-Voting Shares;

(iii) to modify the rights, privileges, restrictions and conditions attaching to the Common Shares and the Class A Non-Voting Shares as set out in Appendix "A" annexed hereto;

(iv) to amend the issued capital of the Corporation by:

(A) changing the issued and outstanding Common Shares on the basis of one Common Share for every ten Common Shares issued; and

(B) changing the issued and outstanding Class A Non-Voting Shares on the basis of one Class A Non-Voting Share for every ten Class A Non-Voting Shares issued; and

(v) to increase the authorized capital of the Corporation by the creation of a new class of Class B Voting Shares consisting of two shares having the rights, privileges, restrictions and conditions set out in Appendix "A" annexed hereto.

Appendix "A"

ARTICLE 1 GENERAL

1.1 Definitions

In this Appendix, the following terms and expressions shall have the meaning ascribed thereto, unless specifically otherwise stated:

"Act" means the Canada Business Corporations Act and the Regulations enacted thereunder as amended from time to time.

"Affiliate" has the meaning ascribed thereto in the Act as amended from time to time, provided that for purposes of applying the definition, any partnership will be considered to be a company the shareholders of which are the shareholders of its general partner or managing partner.

"Articles" means the articles of incorporation of the Corporation, as amended, to which are attached this Appendix "A".

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"Associate" has the meaning ascribed thereto in the Act as amended from time to time.

"Board" means the board of directors of the Corporation as elected or appointed from time to time.

"Business Day" means a day, other than Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, Ontario.

"Canadian" means a Canadian within the meaning of such term in the Canadian Telecommunications Common Carrier Ownership and Control Regulations SOR/94-667 enacted pursuant to the Telecommunications Act.

"Canadian Carrier" has the meaning ascribed thereto in the Telecommunications Act.

"Canadian Ownership and Control Provisions" means Canadian ownership and control provisions established in the Telecommunications Act, in the Radiocommunications Act, and related regulations.

"Class A Non-Voting Shares" has the meaning ascribed thereto in Section 3.3.

"Class B Voting Shares" has the meaning ascribed thereto in Section 3.4.

"Common Shares" has the meaning ascribed thereto in Section 3.2.

"Constrained Class" means persons who are not Canadians.

"Corporation" means TeraGo Inc.

"Corporation Transaction Notice" means a written notice from the Corporation to each person who, at the date of such mailing or delivery or on the record date fixed for such purpose, is the person registered in the records of the Corporation as the holder of the Transaction Shares to be redeemed, converted or exchanged, as the case may be. Such notice shall be delivered to, or mailed by ordinary prepaid post addressed to, the last address of such holder as it appears in the records of the Corporation, or in the event of the address of any such holder not appearing in the records of the Corporation, then to the last address of such holder known to the Corporation, at least ten (10) Business Days before the date specified for redemption, conversion or exchange, as the case may be. Such notice shall describe the redemption, conversion or exchange being effected, as the case may be, the date on which same is to take place and, if part only of the Transaction Shares held by the person to whom it is addressed is to be redeemed, converted or exchanged, as the case may be, the number thereof to be so redeemed, converted or exchanged, as the case may be.

"Holder Transaction Notice" means a written notice to the Transfer Agent executed by the person registered in the records of the Corporation as the holder of the Transaction Shares, or by his or her attorney duly authorized in writing and specifying the number of Transaction Shares which the holder thereof desires to have exchanged or converted, as the case may be, and accompanied by: (a) if share certificates were issued to such holder, the share certificate or certificates representing the Transaction Shares which such holder desires to exchange or convert; (b) letters of transmittal, directions, transfers, powers of attorney and other documentation duly completed and executed by the person registered in the records of the Corporation as the holder of the Transaction Shares to be exchanged or converted or by his or her attorney duly authorized in writing as is specified by the Transfer Agent, acting reasonably, as being required to give full effect to the exchange or conversion; (c) a statement as to the class or series of securities into which the Transaction Shares are being exchanged or converted; and (d) a duly completed and executed Residency Declaration, if applicable.

"ITA" means the Income Tax Act (Canada) and the regulations enacted thereunder, as amended from time to time.

"Liquidation Event" means a winding-up, liquidation or dissolution of the Corporation or any other distribution of its assets for the purpose of winding-up its affairs or otherwise.

"Maximum Aggregate Holdings" means 33 1/3% of the aggregate of all of the Common Shares and Class B Voting Shares outstanding (or such other maximum percentage of the aggregate of all of the Common Shares and Class B Voting Shares that may be permitted to be held by or on behalf of persons in the Constrained Class under the Canadian Ownership and Control Provisions without resulting in a contravention of the Canadian Ownership and Control Provisions applicable to any Canadian Carrier in which the Corporation has an ownership interest), which is the maximum total number of Common Shares and Class B Voting Shares that

may be held from time to time by or on behalf of persons in the Constrained Class.

"Radiocommunications Act" means the Radiocommunications Act (Canada) R.S.C., c. R-2 and the regulations thereunder, as amended from time to time.

"Regulations" means the regulations under the Act as now enacted or as the same may from time to time be amended, varied, replaced, restated, re-enacted or supplemented.

"Residency Declaration" means a declaration by a person attesting that such person is Canadian in the form approved by the Corporation from time to time.

"Telecommunications Act" means the Telecommunications Act (Canada) S.C. 1993, c. 38 and the regulations thereunder, as amended from time to time.

"Transfer Agent" means the transfer agent from time to time for such type or class of securities of the Corporation as the context may require.

"Transaction Shares" means shares of any class or series in the capital of the Corporation being redeemed, exchanged or converted, as the case may be, pursuant to any of the provisions hereof.

"TSX" means the Toronto Stock Exchange, or its successor in interest or permitted assign as the context may require.

ARTICLE 2 NOTICES

2.1 On or after the date specified for a redemption, conversion or exchange in any Corporation Transaction Notice, the Corporation shall give effect to the proposed redemption, conversion or exchange, as the case may be, upon presentation and surrender of the certificates for the Transaction Shares so affected at the registered office of the Corporation or at such other place or places as may be specified in such notice, and such certificates shall thereupon be cancelled, and the Transaction Shares represented thereby shall thereupon be redeemed, converted or exchanged, as the case may be. From and after the date specified in such notice, the holders of the Transaction Shares called for redemption, exchange or conversion, as the case may be, shall not be entitled to exercise any of the rights of the holders thereof, except the right to receive the consideration for such redemption, exchange or conversion, as the case may be, unless the Corporation shall not proceed with such transaction, in which case the rights of the holders of such Transaction Shares shall remain unaffected. On or before the date specified in such notice, the Corporation shall have the right to deposit such consideration with any trust company in Canada named in the notice, to be remitted to or to the order of the respective holders of such Transaction Shares upon presentation and surrender of the certificates representing the same and, upon such deposit being made or upon the date specified for redemption, conversion or exchange, as the case may be, whichever is later, the Transaction Shares in respect whereof such deposit shall have been made, shall be deemed to be redeemed, exchanged or converted, as the case may be, and the rights of the respective holders thereof, after such deposit or after such date, as the case may be, shall be limited to receiving the consideration to which they are entitled in respect of their respective Transaction Shares against presentation and surrender of the certificates representing such Transaction Shares.

ARTICLE 3 CLASSES AND MAXIMUM NUMBER OF SHARES

3.1 The classes and maximum number of shares in the capital of the Corporation that the Corporation is authorized to issue are:

- (a) an unlimited number of Common Shares;
- (b) an unlimited number of Class A Non-Voting Shares; and
- (c) two Class B Voting Shares.

3.2 Common Shares

Subject to the Articles, the Common Shares shall have attached thereto the rights, privileges, restrictions and conditions set forth in this Section 3.2.

(a) Voting

Subject to the Articles, each Common Share entitles the holder to receive notice of, to attend and to exercise (in person or by proxy) one vote at any meeting of shareholders of the Corporation (except meetings at which only holders of another specified class or series of shares are entitled to vote pursuant to the provisions hereof or pursuant to the Act). The holders of the Common Shares shall not be entitled to a separate class vote either at any meeting of shareholders of the Corporation or by way of a resolution in writing with respect to an amendment of the Articles pursuant to paragraphs 176(1)(a), (b) or (e) of the Act. In the event that the Act, together with the Articles, requires a vote by class of the holders of the Class A Non-Voting Shares and the Common Shares with respect to any matter, the Corporation will (at the same meeting of shareholders and prior to and in addition to holding the separate class votes of the holders of the Class A Non-Voting Shares and the holders of the Common Shares) hold a vote of the holders of the Common Shares and the Class A Non-Voting Shares, voting together as a single class.

(b) Dividends

The Board may declare and cause to be paid dividends to the holders of the Common Shares from any assets at the time properly applicable to the payment of dividends, *pari passu* with the holders of the Class A Non-Voting Shares, on a per share basis. For purposes of the foregoing, the payment of dividends by way of a stock dividend in Common Shares on Common Shares and in Class A Non-Voting Shares on Class A Non-Voting Shares in the same number per share shall be considered to be a *pari passu* payment of dividends.

(c) Liquidation Event

Subject to the Articles, the holders of the Common Shares shall be entitled to receive the remaining assets of the Corporation upon any Liquidation Event, *pari passu* with the holders of the Class A Non-Voting Shares, on a per share basis.

(d) Adjustment

The Corporation shall not subdivide its Common Shares into a greater number of shares or issue in exchange for such Common Shares a greater number of Common Shares without, concurrently therewith, effecting a subdivision or exchange of the Class A Non-Voting Shares in the same proportion; and the Corporation shall not reduce the number of Common Shares by combination or consolidation of shares or issue in exchange for its outstanding Common Shares a smaller number of Common Shares without effecting concurrently therewith a combination, consolidation or exchange of shares of the Class A Non-Voting Shares in the same proportion.

3.3 Class A Non-Voting Shares

Subject to the Articles, the Class A Non-Voting Shares shall have attached thereto the rights, privileges, conditions and restrictions set forth in this Section 3.3.

(a) Voting

The holders of the Class A Non-Voting Shares shall be entitled to receive notice of and to attend any meeting of shareholders at which the holders of Common Shares are entitled to vote. Notwithstanding the foregoing, the Class A Non-Voting Shares shall not entitle the holders thereof to any voting rights either to vote at any meeting of the shareholders of the Corporation or to sign a resolution in writing, except as otherwise expressly provided in these Articles or in the Act. The holders of the Class A Non-Voting Shares shall not be entitled to vote either at any meeting of shareholders of the Corporation or by way of a resolution in writing with respect to an amendment of the Articles pursuant to paragraphs 176(1)(a), (b) or (e) of the Act. In the event that the Act, together with the Articles, requires a vote by class of the holders of the Class A Non-Voting Shares and the Common Shares with respect to any matter, the Corporation will (at the same meeting of shareholders and prior to and in addition to holding the separate class votes of the holders of the Class A Non-Voting Shares and the holders of the Common Shares) hold a vote of the holders of the Class A Non-Voting Shares and the Common Shares, voting together as a single class.

(b) Dividends

The Board may declare and cause to be paid dividends to the holders of the Class A Non-Voting Shares from any assets at the time properly applicable to the payment of dividends, *pari passu* with the holders of the Common Shares, on a per share basis. For purposes of the foregoing, the payment of dividends by way of a stock dividend in Common Shares on Common Shares and in Class A Non-Voting Shares on Class A Non-Voting Shares in the same number per share shall be considered to be a *pari passu* payment of dividends.

(c) Liquidation Event

The holders of the Class A Non-Voting Shares shall be entitled to receive the remaining assets of the Corporation upon any Liquidation Event, *pari passu* with the holders of the Common Shares, on a per share

basis.

(d) Conversion

Each Class A Non-Voting Share may be or will be, as the case may be, converted into one Common Share, subject to the provisions of Article 4:

(i) at the option of the holder exercisable at any time and from time to time by giving a Holder Transaction Notice accompanied by a Residency Declaration whereby such holder attests that it has irrevocably agreed to transfer the Class A Non-Voting Shares to a Canadian, subject only to the conversion of such Class A Non-Voting Shares into Common Shares. Upon receipt by the Transfer Agent of such duly completed Holder Transaction Notice and a Residency Declaration from the transferee, the Corporation will give effect to such conversion and issue or cause to be issued a share certificate representing fully paid and non-assessable Common Shares to such transferee;

(ii) at the option of the holder exercisable at any time and from time to time by giving a Holder Transaction Notice accompanied by a Residency Declaration whereby such holder attests that it is Canadian. Upon receipt by the Transfer Agent of such duly completed Holder Transaction Notice and a Residency Declaration from the holder, the Corporation will give effect to such conversion and issue or cause to be issued a share certificate representing fully paid and non-assessable Common Shares to such holder;

(iii) automatically, if and to the extent that the Canadian Ownership and Control Provisions are amended or repealed such that persons in the Constrained Class are permitted to hold Common Shares without resulting in a contravention of the Canadian Ownership and Control Provisions provided, however, that no conversion shall occur until at least 1% of the then outstanding Class A Non-Voting Shares can be converted;

(iv) if at any time a person or company, together with any person or company acting jointly or in concert with such person or company acquires beneficial ownership of not less than two-thirds, in the aggregate of the then issued and outstanding Common Shares and Class A Non-Voting Shares (a "Change of Control Event") then, provided that it would not result in a contravention of the Canadian Ownership and Control Provisions, all or any portion of the Class A Non-Voting Shares which remain outstanding after such Change of Control Event may be converted, at the option of the Corporation, at any time thereafter, into Common Shares, on a share-for-share basis, by way of a Corporation Transaction Notice to such effect; or

(v) in the circumstances described in paragraph 3.3(f) hereof, but only in the manner set out therein.

(e) Conversion

The Corporation shall not subdivide the Class A Non-Voting Shares into a greater number of shares or issue in exchange for the Class A Non-Voting Shares a greater number of Class A Non-Voting Shares without, concurrently therewith, effecting a subdivision or exchange of the Common Shares in the same proportion; and the Corporation shall not reduce the number of Class A Non-Voting Shares by combination or consolidation of shares or issue in exchange for its outstanding Class A Non-Voting Shares a smaller number of Class A Non-Voting Shares without effecting concurrently therewith a combination, consolidation or exchange of shares of the Common Shares in the same proportion.

(f) Coattails

(i) In paragraphs 3.3(f)(ii) through 3.3(f)(x) hereof, the following terms shall have the following meanings:

"Conversion Period" means the period of time commencing on the eighth day after the Offer Date and terminating on the Expiry Date;

"Converted Shares" means Common Shares resulting from the conversion of Class A Non-Voting Shares into Common Shares pursuant to paragraph 3.3(f)(ii) hereof;

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

A. must, by reason of applicable securities legislation or the requirements of the TSX or the requirements of the Act, be made to all or substantially all holders of Common Shares who are in a province of Canada to which the requirements apply; and

B. is not made concurrently with an offer to purchase Class A Non-Voting Shares that is identical to the offer to purchase Common Shares in terms of price per share and percentage of outstanding shares to be taken

up exclusive of shares owned immediately prior to the offer by the Offeror, and in all other material respects (except with respect to the conditions that may be attached to the offer for Common Shares), and that has no condition attached thereto other than the right not to take up and pay for Class A Non-Voting Shares tendered if no Common Shares are purchased pursuant to the offer for Common Shares; for the purposes of this definition, if an offer to purchase Common Shares would be an Exclusionary Offer but for the provisions of clause B, 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 Class A Non-Voting Shares;

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

"Offer Date" means the date on which an Exclusionary Offer is made;

"Offeror" means a person or company that makes an offer to purchase Common Shares (the "Bidder"), and includes any Associate or Affiliate of the Bidder or any person or company that is acting jointly or in concert with the Bidder (whether or not disclosed in the offering document relating to such offer); and

(ii) Subject to paragraph 3.3(f)(v) hereof, if an Exclusionary Offer is made, each outstanding Class A Non-Voting Share shall be convertible into one fully paid Common Share at the option of the holder thereof provided however, that in the event any such conversion would result in the Corporation not meeting the Canadian Ownership and Control Provisions, such conversion shall be deemed not to have taken place until immediately prior to the expiry time of an Exclusionary Offer in the event that and, at the time that, the Offeror who has made such Exclusionary Offer picks up and pays for shares deposited pursuant to the Exclusionary Offer. The conversion is exercisable by giving a Holder Transaction Notice at any time during the Conversion Period accompanied by: (a) the share certificate or certificates representing the Class A Non-Voting Shares which the holder desires to convert; and (b) the letters of transmittal, directions, transfers, powers of attorney and other documentation duly executed by the holder or by his or her attorney duly authorized in writing as is specified by the Transfer Agent for the Common Shares, acting reasonably, as being required to give full effect to the reconversion into Class A Non-Voting Shares of the Converted Shares as contemplated by paragraphs 3.3(f)(iii) and 3.3(f)(iv). Upon receipt by the Transfer Agent of such notice and share certificate or certificates, the Corporation will give effect to such conversion and issue or cause to be issued a share certificate representing fully-paid and non-assessable Common Shares as prescribed above and in accordance with paragraph 3.3(f)(iv). If less than all of the Class A Non-Voting Shares represented by any share certificate are to be converted, the holder shall be entitled to receive a new share certificate representing in the aggregate the number of Class A Non-Voting Shares represented by the original share certificate which are not to be converted.

Notwithstanding the conversion rights provided for under this paragraph 3.3(f)(ii), no holder of Class A Non-Voting Shares shall be entitled to exercise such conversion right if the Offeror under any Exclusionary Offer is acting in concert with such holder, is an associate or an affiliate of such holder or if under any applicable securities laws the shares of such holder and the Offeror are deemed to be held by the same person.

(iii) An election by a holder of Class A Non-Voting Shares to exercise the conversion right provided for in paragraph 3.3(f)(ii) shall be deemed to also constitute irrevocable elections by such holder (i) to deposit the Converted Shares in acceptance of the Exclusionary Offer (subject to such holder's rights to subsequently withdraw the shares from the offer in accordance with the terms thereof and applicable law); and (ii) to exercise the right to convert into Class A Non-Voting Shares all Converted Shares in respect of which such holder exercises his or her right of withdrawal from the Exclusionary Offer or which are not otherwise ultimately taken up and paid for under the Exclusionary Offer. Any conversion of Converted Shares into Class A Non-Voting Shares pursuant to such deemed election in respect of which the holder exercises his or her right of withdrawal from the Exclusionary Offer shall become effective at the time such right of withdrawal is exercised. If the right of withdrawal is not exercised, any conversion into Class A Non-Voting Shares pursuant to such deemed election shall become effective as follows:

A. in respect of an Exclusionary Offer which is completed, any shares which are not otherwise ultimately taken up and paid for under the Exclusionary Offer, immediately following the time by which the Offeror is required under applicable securities legislation to take up and pay for all shares to be acquired by the Offeror under the Exclusionary Offer; and

B. in respect of an Exclusionary Offer which is abandoned or withdrawn, at the time at which the Exclusionary Offer is abandoned or withdrawn.

(iv) No share certificates representing Converted Shares shall be delivered to or to the order of the holders

of such shares before such shares are deposited pursuant to the Exclusionary Offer; the Transfer Agent, on behalf of the holders of the Converted Shares, shall deposit pursuant to the Exclusionary Offer a certificate or certificates representing the Converted Shares. Upon completion of the Exclusionary Offer, the Transfer Agent shall deliver or cause to be delivered to the holders entitled thereto all consideration paid by the Offeror pursuant to the Exclusionary Offer in respect of the Converted Shares. If Converted Shares are converted into Class A Non-Voting Shares in accordance with the deemed election in paragraph 3.3(f)(iii), the Transfer Agent shall deliver to the holders entitled thereto a share certificate representing the Class A 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 paragraph 3.3(f)(iv).

(v) Subject to paragraph 3.3(f)(vi) hereof, the conversion right provided for in paragraph 3.3(f)(ii) hereof shall not come into effect if:

A. prior to the time at which the Exclusionary Offer is made there is delivered to the Transfer Agent and to the Secretary of the Corporation a certificate or certificates signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate, as at the time the Exclusionary Offer is made, more than 50% of the then outstanding Common Shares, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror, which certificate or certificates shall confirm, in the case of each such shareholder, that such shareholder shall not:

(1) tender any shares in acceptance of the 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;

(2) make any Exclusionary Offer;

(3) act jointly or in concert with any person or company that makes any Exclusionary Offer; or

(4) transfer any Common Shares, directly or indirectly, during the time at which any Exclusionary Offer is outstanding without giving the Transfer Agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Common Shares transferred or to be transferred to each transferee;

or

B. as of the end of the seventh day after the Offer Date, there has been delivered to the Transfer Agent and to the Secretary of the Corporation a certificate or certificates signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate more than 50% of the then outstanding Common Shares, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror, which certificate or certificates shall confirm, in the case of each such shareholder:

(1) the number of Common Shares owned by the shareholder;

(2) that such shareholder is not making the Exclusionary Offer and is not an associate or affiliate of, or acting jointly or in concert with, the person or company making the offer;

(3) that such shareholder shall not tender any shares in acceptance of the offer, including any varied form of the 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

(4) that such shareholder shall not transfer any Common Shares, directly or indirectly, prior to the Expiry Date without giving the Transfer Agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least seven days prior to the Expiry Date, which notice shall state, if known to the transferor, the names of the transferees and the number of Common Shares transferred or to be transferred to each transferee;

or

C. as of the end of the seventh day after the Offer Date a combination of certificates that comply with either clause A or B from shareholders of the Corporation owning in the aggregate more than 50% of the then outstanding Common Shares, exclusive of shares owned immediately prior to the Offer Date by the Offeror,

has been delivered to the Transfer Agent and to the Secretary of the Corporation.

(vi) If a notice referred to in clause 3.3(f)(v)A or 3.3(f)(v)B hereof is given and the conversion right provided for in paragraph 2.5 hereof has not come into effect, the Transfer Agent shall either forthwith upon receipt of the notice or forthwith after the seventh day following the Offer Date, whichever is later, determine the number of Common Shares in respect of which there are subsisting certificates that comply with either clause 3.3(f)(v)A or 3.3(f)(v)B hereof. For the purpose of this determination, certificates in respect of which such a notice has been filed shall not be regarded as subsisting insofar as the Common Shares to which the notice relates are concerned; the transfer that is the subject of any notice referred to in sub-clause 3.3(f)(v)A(4) or 3.3(f)(v)B(4) hereof shall be deemed to have already taken place at the time of the determination; and the transferee in the case of any notice referred to in sub-clause 3.3(f)(v)A(4) or 3.3(f)(v)B(4) hereof shall be deemed to be a person or company from whom the Transfer Agent does not have a subsisting certificate unless the Transfer Agent is advised of the identity of the transferee, either by such notice or by the transferee in writing, and such transferee is a person or company from whom the Transfer Agent has a subsisting certificate. If the number of Common Shares so determined does not exceed 50% of the number of then outstanding Common Shares, exclusive of shares owned immediately prior to the offer by the Offeror, paragraph 3.3(f)(v) hereof shall cease to apply and the conversion right provided for in paragraph 3.3(f)(ii) hereof shall be in effect for the remainder of the Conversion Period.

(vii) As soon as reasonably possible after the seventh day after the Offer Date, the Corporation shall send to each holder of Class A Non-Voting Shares a notice advising the holders as to whether they are entitled to convert their Class A Non-Voting Shares into Common Shares and the reasons therefor. If such notice discloses that they are not so entitled but it is subsequently determined that they are so entitled by virtue of paragraph 3.3(f)(vi) or otherwise, the Corporation shall forthwith send another notice to them advising them of that fact and the reasons therefor. Failure to send such notice will not adversely affect the rights of the holders of Class A Non-Voting Shares hereunder.

(viii) If a notice referred to in paragraph 3.3(f)(vi) discloses that the conversion right has come into effect, the notice shall:

A. include a description of the procedure to be followed to effect the conversion and to have the Converted Shares tendered under the offer;

B. include the information set out in paragraph 3.3(f)(iii) hereof; and

C. be accompanied by a copy of the Exclusionary Offer and all other material sent to holders of Common Shares in respect of such offer, and 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 Class A Non-Voting Shares.

(ix) Forthwith after sending any notice referred to in paragraph 3.3(f)(vi), the Corporation shall cause a press release to be issued to a Canadian national news-wire service, describing the contents of the notice.

(x) Notwithstanding the provisions of the Act, in the event that any Converted Shares are reconverted into Class A Non-Voting Shares pursuant to the provisions of paragraph 3.3(f)(iii) above, the stated capital account in respect of such Class A Non-Voting Shares shall be increased by the amount by which the stated capital account maintained for such shares was reduced by the conversion of such shares into Converted Shares.

3.4 Class B Voting Shares

Subject to the Articles, the Class B Voting Shares shall have attached thereto the rights, privileges, restrictions and conditions set forth in this Section 3.4.

(a) Voting

Except as expressly provided for in the Articles or the Act, holders of Class B Voting Shares are not entitled to vote at any meetings of shareholders. The holders of the Class B Voting Shares shall not be entitled to vote either at any meeting of the shareholders of the Corporation or by way of resolution in writing with respect to an amendment of the Articles pursuant to paragraphs 176(1)(a), (b) or (e) of the Act. The holders of the Class B Voting Shares shall be entitled to nominate and elect annually, voting separately as a class, one director for each Class B Voting Share held. The holders of Class B Voting Shares are entitled to receive notice of and to attend meetings of the holders of Common Shares. Each Class B Voting Share confers the right to one vote (in person or by proxy) at any meeting at which the holders of Class B Voting Shares are entitled to vote.

(b) Dividends

The holders of the Class B Shares are not entitled to receive dividends.

(c) Liquidation Event

The holders of the Class B Voting Shares shall not be entitled to receive any assets of the Corporation upon any Liquidation Event.

(d) Redemption Right

If the holder of the Class B Voting Shares at any time owns less than 20%, and at least 10%, in the aggregate of the issued and outstanding Common Shares and Class A Non-Voting Shares, then the Corporation will redeem one Class B Voting Share for \$1.00. If the holder of the Class B Voting Share at any time owns less than 10% in the aggregate of the issued and outstanding Common Shares and Class A Non-Voting Shares, then the Corporation will redeem the remaining Class B Voting Share for \$1.00.

Notwithstanding the foregoing, in the event the Corporation exercises its right under Section 3.3(d)(iv) and converts all of Class A Non-Voting Shares into Common Shares, then the Corporation will redeem any Class B Voting Shares outstanding for \$1.00 per share.

(e) Non-Transferable

The Class B Voting Shares are not transferable by the holder except with the approval of the Board.

ARTICLE 4

CONSTRAINED CLASS RESTRICTIONS

4.1 Definitions

All terms used in this Article 4 which are defined in the Act or the Regulations shall have the meanings ascribed thereto in the Act or the Regulations, except as otherwise expressly provided for herein.

For the purposes of this Article 4, where a Common Share is held, beneficially owned or controlled jointly, and one or more of the joint holders, beneficial owners or persons controlling the Common Share is a member of the Constrained Class, the Common Share is deemed to be held, beneficially owned or controlled, as the case may be, by such member of the Constrained Class.

4.2 Issue And Transfer Restrictions, Etc.

(a) The Board shall not issue (provided that a conversion pursuant to paragraph 3.3(f) hereof shall not represent an issue of Common Shares, as the case may be for this purpose, although, for certainty, all other conversions represent such an issue) a Common Share and shall refuse to register a transfer of a Common Share to a person who is a member of the Constrained Class, if:

(i) the total number of shares held by or on behalf of persons in the Constrained Class does not exceed the Maximum Aggregate Holdings and the issuance or transfer, as the case may be, of such Common Shares would cause the number of shares held by persons in the Constrained Class to exceed the Maximum Aggregate Holdings; or

(ii) the total number of shares held by or on behalf of persons in the Constrained Class exceeds the Maximum Aggregate Holdings and the issuance or transfer, as the case may be, of such Common Shares is to a person in the Constrained Class.

In the event that, for whatever reason, the Maximum Aggregate Holdings of Common Shares by members of the Constrained Class is exceeded, the Corporation shall enjoy the rights and privileges set out in Section 46 of the Act, subject to the provisions of the Act and the Regulations namely, that it may sell, as if it were the owner thereof, any Common Shares that are owned by members of the Constrained Class for the purpose of ensuring that the Maximum Aggregate Holdings of shares by members of the Constrained Class is not exceeded.

The Board may refuse to issue or register a transfer of a Common Share if the issue or transfer, as the case may be, is to a person who may be a member of a Constrained Class and who, in respect of the issue or registration of the transfer of such Common Share has been requested by the Corporation to furnish it with any information which may be requested by the directors as contemplated by subsection 86(1) of the Regulations, and has not furnished such information.

Subject to the Act and the Regulations, the Board may establish, amend or repeal any procedures required to administer the constrained share provisions set out in this Article 4 and to require any affidavit, declaration or other statement required under the Canadian Ownership and Control Provisions.

(b) No shareholder of the Corporation nor any other interested person shall have any claim or action against the Corporation or against any director or officer of the Corporation nor shall the Corporation have any claim or action against any director or officer of the Corporation arising out of any act (including any omission to act) performed pursuant to or in intended pursuance of the provisions of this Article 4 or any breach or alleged breach by the Corporation of any of the provisions of this Article 4, and, for greater certainty, no such person shall be liable for any damages or losses related to or as a consequence of any such act or any such breach or alleged breach of such provisions.

In the administration of the provisions of this Article 4, the Board shall have, in addition to the powers explicitly set forth herein, all of the powers necessary or desirable, to carry out the intent and purpose hereof, including but not limited to all powers contemplated by the provisions relating to constrained share corporations in the Act and the Regulations and all power contemplated by the Canadian Ownership and Control Provisions with respect to the ownership of shares of a telecommunications common carrier, or a carrier holding corporation by non-Canadians.

(c) In the event of any conflict between the provisions of this Article 4 and of the provisions in the Act and the Regulations relating to constrained share corporations or the Canadian Ownership and Control Provisions with respect to the ownership of shares of a telecommunications common carrier, or a carrier holding corporation, the provisions in the Act and Regulations or the Canadian Ownership and Control Provisions, as the case may be, shall prevail, and the provisions of this Article 4 shall be deemed to be amended accordingly and shall be retroactive in effect, as so amended.

(d) The Board shall ensure that share certificates in respect of Common Shares shall have conspicuously noted thereon a reference to the constraints contained herein, in accordance with Section 49(10) of the Act.

(e) The invalidity or unenforceability of any provision, in whole or in part, of this Article 4 for any reason shall not affect the validity or enforceability of any other provision thereof.

Date	Name - Nom	Signature	Capacity of - en qualité
2007-06-25	GERRY O'REILLY		AUTHORIZED OFFICER

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Canada



Industry Canada
Canada Business
Corporations Act

Industrie Canada
Loi canadienne sur les
sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

FORMULAIRE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 -- Name of the Corporation - Dénomination sociale de la société Terago Inc.	2 -- Corporation No. - N° de la société 384857-4
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3 -- The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

The articles of the Corporation be amended as follows:

(i) to change the designation of the Corporation from private to public by deleting the provisions (A) restricting the number of shareholders, (B) restricting the transfer of shares and (C) prohibiting the Corporation from inviting the public to subscribe for securities;

(ii) to change the designation of the Voting Common Shares and Non-Voting Common Shares by:

(A) changing the Voting Common Shares to Common Shares; and

(B) changing the Non-Voting Common Shares to Class A Non-Voting Shares;

(iii) to modify the rights, privileges, restrictions and conditions attaching to the Common Shares and the Class A Non-Voting Shares as set out in Appendix "A" annexed hereto;

(iv) to amend the issued capital of the Corporation by:

(A) changing the issued and outstanding Common Shares on the basis of one Common Share for every ten Common Shares issued; and

(B) changing the issued and outstanding Class A Non-Voting Shares on the basis of one Class A Non-Voting Share for every ten Class A Non-Voting Shares issued; and

(v) to increase the authorized capital of the Corporation by the creation of a new class of Class B Voting Shares consisting of two shares having the rights, privileges, restrictions and conditions set out in Appendix "A" annexed hereto.

Signature 	Printed Name - Nom en lettres moulées Gerry O'Reilly	4 -- Capacity of - En qualité de Chief Financial Officer	5 -- Tel. No. - N° de tél. 905-707-5280
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