

BY-LAW 1997-1, AS AMENDED

A by-law relating generally to the transaction of the business and affairs of

KWG RESOURCES INC./

RESSOURCES KWG INC.

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION I INTERPRETATION

1.1 **Definitions** - In the by-laws of the Corporation, unless the context otherwise requires:

“**Act**” means the *Business Corporations Act* (Québec) and any act that may be substituted therefor, as from time to time amended;

“**appoint**” includes “elect” and vice versa;

“**articles**” means the articles attached to the certificate of incorporation of the Corporation as from time to time amended or restated;

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

“**by-laws**” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“**meeting of shareholders**” means an annual meeting of shareholders and a special meeting of shareholders; “special meeting of shareholders” means a special meeting of all shareholders entitled to vote at an annual meeting of shareholders;

“**recorded address**” means in the case of a shareholder his address as recorded in the securities register; and in the case of a director, officer, auditor or member of a committee of the board, his latest address as recorded in the records of the Corporation; “address” includes in all cases a telex number;

“**signing officer**” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by subsection 2.4 or by a resolution passed pursuant thereto.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the

masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

SECTION II **BUSINESS OF THE COMPANY**

- 2.1 **Head Office** - Until changed in accordance with the Act, the head office of the Corporation shall be in the judicial district specified in its articles and at such location therein as the board may from time to time determine.
- 2.2 **Corporate Seal** - Unless the Corporation adopts one by resolution of the board, the Corporation shall have no corporate seal.
- 2.3 **Financial Year** - Until changed by the board, the financial year of the Corporation shall end on December 31 of each year.
- 2.4 **Execution of Instruments** - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the chairman of the board, president, managing director, director, secretary or as the directors may otherwise authorize, from time to time, by resolution. Any such authorization may be general or confined to specific instances. In addition, the board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.
- 2.5 **Declarations** - The president, any vice-president, treasurer, secretary, secretary-treasurer, general manager, chairman of the board, managing-director, or any other officer or person nominated for the purpose by the president or any vice-president are, and any one of them is, authorized and empowered to appear and make answer for, on behalf and in the name of the Corporation to all writs, orders and interrogatories upon articulated facts issued out of any court and to declare for, on behalf and in the name of the Corporation any answer to writs of attachment by way of garnishment in which the Corporation is garnishee and to make all affidavits and sworn declarations in connection therewith or in connection with any and all judicial proceedings to which the Corporation is a party and to make demands of abandonment or petitions for winding-up or bankruptcy orders upon any debtor of the Corporation and to attend and vote at all meetings of creditors of the Corporation's debtors and grant proxies in connection therewith, and may generally do all such things in respect thereof as they deem to be in the best interests of the Corporation.
- 2.6 **Banking Arrangements** - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the board may from time to time prescribe or authorize.
- 2.7 **Voting Rights in Other Bodies Corporate** - Except as otherwise provided by the directors, the president has the full power to represent the Corporation, and more particularly to vote all of the shares or other securities carrying voting rights of any other Corporation or Corporations held from time to time by this Corporation, at any and all meetings of shareholders, bondholders, debentureholders, debenture stockholders or holders of other securities (as the case may be) of such other Corporation or Corporations and exercise all other rights attached to the said shares as if he were the owner thereof. The board of directors of this Corporation may, from time to time, appoint any other officer for the same purpose.

SECTION III **BORROWING**

- 3.1 **Borrowing Power** - The directors may, when they deem it expedient:

- (a) borrow money upon the credit of the Corporation;
- (b) issue debentures or other securities of the Corporation, and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- (c) hypothecate the immovable and movable or otherwise affect the movable property of the Corporation.

3.2 **Delegation** - The board may, from time to time, delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board by subsection 3.1 to such extent and in such manner as the board shall determine at the time of each such delegation.

SECTION IV **DIRECTORS**

4.1 **Number of Directors and Quorum** - Until changed in accordance with the Act, the board shall consist of not fewer than four (4) and not more than twenty (20) directors. The directors may, from time to time, fix by resolution the quorum for meetings of the Board of Directors and until otherwise fixed, a quorum for all meetings of the Board of Directors shall consist of a majority of the number of directors elected by the shareholders at the last shareholders meeting held for this purpose.

Until modified by the shareholders of the Corporation and subject to the articles of incorporation, the board of directors shall consist of the number of directors elected by the shareholders at the last shareholders meeting held for this purpose or of the number of directors elected pursuant to a resolution in writing adopted in lieu of such meeting.

4.2 **Qualification** - No person shall be qualified for election as a director if he is less than eighteen (18) years of age; if he is of unsound mind and has been so found by a court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt. A director need not be a shareholder.

4.3 **Election, Number and Term** - The election of directors shall take place at the first meeting of shareholders and at each annual meeting of shareholders and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the shareholders otherwise determine. The election shall be by resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

4.4 **Removal of Directors** - Subject to the provisions of the Act the shareholders may by ordinary resolution passed at a special meeting remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the directors.

4.5 **Vacation of Office** - A director ceases to hold office when: he dies; he is removed from office by the shareholders in accordance with subsection 4.4; he ceases to be qualified for election as a director; or his written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later.

4.6 **Vacancies** - Subject to the Act, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the minimum number of directors or from a failure of the shareholders to elect the minimum number of directors. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the shareholders to elect the minimum number of directors, the board shall forthwith call a special meeting of shareholders to fill the vacancy. If the board fails to call such meeting or if there are no such directors then in office, any shareholder may call the meeting.

- 4.7 **Appointment of Additional Directors** - If the Corporation's articles so permit, the board may appoint one or more additional directors to hold office for a term expiring not later than the close of the next annual shareholders meeting following their appointment.
- 4.8 **Action by the Board** - The board shall manage the business and affairs of the Corporation. Subject to subsection 4.9, the powers of the board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.
- 4.9 **Meetings by Telephone** - If all the directors consent, a director may participate in a meeting of the board or of a committee of the board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.
- 4.10 **Place of Meetings** - Meetings of the board may be held at any place in or outside Canada unless the directors decide otherwise by unanimous resolution.
- 4.11 **Calling of Meetings** - Meetings of the board shall be held from time to time and at such place as the board, the chairman of the board, the managing director, the president or any two directors may determine.
- 4.12 **Notice of Meeting** - Notice of the time and place of each meeting of the board shall be given in the manner provided in subsection 10.1 to each director not less than forty-eight (48) hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:
- (a) submit to the shareholders any question or matter requiring approval of the shareholders;
 - (b) fill a vacancy among the directors or in the office of auditor;
 - (c) issue securities;
 - (d) declare dividends;
 - (e) purchase, redeem or otherwise acquire shares of the Corporation;
 - (f) approve a management proxy circular;
 - (g) approve a take-over bid circular or directors' circular;
 - (h) approve any annual financial statements; or
 - (i) adopt, amend or repeal by-laws.

A director may in any manner waive notice of or otherwise consent to a meeting of the board and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- 4.13 **First Meeting of New Board** - Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of shareholders at which such board is elected.

- 4.14 **Adjourned Meeting** - Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 4.15 **Regular Meetings** - The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 4.16 **Chairman** - The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chairman of the board, president, or a vice-president who is a director. If no such officer is present, the directors present shall choose one from amongst them to be chairman.
- 4.17 **Votes to Govern** - At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In the event of a tie the chairman of the meeting shall not be entitled to a second or casting vote.
- 4.18 **Only One Director** - Where the Corporation has only one director, that director shall constitute the board and a meeting.
- 4.19 **Remuneration and Expenses** - The directors shall be paid such remuneration for their services as the board may from time to time determine. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

SECTION V **COMMITTEES**

- 5.1 **Committee of Directors** - When the board consists of more than six (6) directors, it may elect from among its members an executive committee composed of at least three (3) directors, and delegate to such committee any of the powers of the board except those which, under the Act, a committee of directors has no authority to exercise.
- 5.2 **Transaction of Business** - Subject to the provisions of subsection 4.9, the powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

SECTION VI **OFFICERS**

- 6.1 **Appointment** - The board may from time to time appoint a president, a chairman of the board, a managing director, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to subsections 6.2 and 6.3, an officer may but need not be a director and one person may hold more than one office.
- 6.2 **Chairman of the Board** - The board may from time to time also appoint a chairman of the board who shall be a director. If appointed, the board may assign to him any of the powers and duties that are by any provisions of this by-law assigned to the managing director or to the president, and he shall, subject to the provisions of the Act, have such other powers and duties as the board may specify. During the absence or disability of the chairman of the board, his duties shall be performed and his powers exercised by the managing director, if any, or by the president.

- 6.3 **Managing Director** - The board may from time to time appoint a managing director. When appointed, the managing director will be chief executive officer and, as authorized by the board, will have the general supervision of the business and affairs of the Corporation. Subject to the provisions of the Act, the managing director will have such other powers and duties as the board may specify. In the absence or disability of the president, or if no president has been appointed, the managing director will also have the powers and duties related to that office.
- 6.4 **President** - If appointed, the president shall be the chief operating officer and, subject to the authority of the board, shall have general supervision of the business of the Corporation; and he shall have such other powers and duties as the board may specify. During the absence or disability of the managing director, or if no managing director has been appointed, the president shall also have the powers and duties of that office.
- 6.5 **Vice-President** - A vice-president shall have such powers and duties as the board or the chief executive officer may specify.
- 6.6 **Secretary** - The secretary shall attend and be the secretary of all meetings of the board, shareholders and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the board or the chief executive officer may specify.
- 6.7 **Treasurer** - The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall have such other powers and duties as the board or the chief executive officer may specify.
- 6.8 **Powers and Duties of Other Officers** - The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board or the chief executive officer may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.
- 6.9 **Variation of Powers and Duties** - The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.
- 6.10 **Term of Office** - The board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer appointed by the board shall hold office until his successor is appointed.
- 6.11 **Terms of Employment and Remuneration** - The terms of employment and the remuneration of officers appointed by the board shall be settled by it from time to time.
- 6.12 **Agents and Attorneys** - The board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management or otherwise including the power to sub-delegate as may be thought fit.

SECTION VII **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

- 7.1 **Limitation of Liability** - Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a

person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if he acted honestly and in good faith with a view to the best interests of the Corporation; and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, if he had reasonable grounds for believing that his conduct was lawful.

- 7.2 **Indemnity** - The directors of the Corporation are hereby authorized from time to time to cause the Corporation to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any Corporation controlled by it and to secure such director or other person against loss by hypothec and charge upon the whole or any part of the moveable and immovable property of the Corporation by way of security.

SECTION VIII **SHARES**

- 8.1 **Allotment** - The board may from time to time allot or grant options to purchase the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the board shall determine.
- 8.2 **Commissions** - The board may from time to time authorize the Corporation to pay a commission to any person in consideration of his purchasing or agreeing to purchase shares of the Corporation, whether from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.
- 8.3 **Registration of Transfer** - Subject to the provisions of the Act, no transfer of shares shall be registered in a securities register except upon presentation of a transfer duly executed by the registered holder or by his attorney or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board may from time to time prescribe or upon presentation of the certificate representing such shares with a transfer endorsed thereon or delivery therewith duly executed by the registered holder or by his attorney or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board may from time to time prescribe, upon payment of all applicable taxes and any fees prescribed by the board, upon compliance with such restrictions on transfer as are authorized by the articles and the by-laws.

Furthermore, no transfer of shares, whereof the whole amount has not been paid in full, shall be made without the consent of the directors, and in no case shall a share be transferable before full payment shall have been made on all calls payable at the time of transfer.

- 8.4 **Share Certificates** - Every holder of one or more shares of the Corporation shall be entitled, at his option, to a share certificate, or to a non-transferable written acknowledgement of his right to obtain a share certificate, stating the number and class or series of shares held by him as shown on the securities register. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as the board shall from time to time approve. Any share certificate shall be signed in accordance with subsection 2.4 and need not be under the corporate seal; unless the board otherwise determines that certificates representing shares in respect of which a transfer agent and/or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and/or registrar. The signature of one of the signing officers or, in the case of share certificates which are not valid unless countersigned by or on behalf of a transfer agent and/or registrar, the signatures of both signing officers, may be printed or mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation

- 8.5 **Replacement of Share Certificates** - The board or any officer or agent designated by the board may in its or his discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken, upon providing for the indemnification and reimbursement of expenses and upon proof of loss of said share certificate as the board may from time to time prescribe, whether generally or in any particular case.
- 8.6 **Joint Shareholders** - If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them.
- 8.7 **Deceased Shareholders** - In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.
- 8.8 **Record Date** - The board shall, in such manner as it may specify, fix a date in advance as the record date for the purpose of determining the shareholders entitled to receive notice of a meeting of shareholders, receive payment of a dividend, participate in a liquidation distribution and vote at a meeting of shareholders or for any other purpose. For the purpose of determining which shareholders are entitled to receive notice of a meeting of shareholders or vote at such meeting, the record date must be not less than 21 days and not more than 60 days before the meeting. Only shareholders of record on the record date so fixed shall be entitled to receive such notice of meeting or payment of dividend, participate in such distribution and vote at such meeting or for any other purpose, as the case may be, notwithstanding any transfer of any shares in the securities register of the Corporation after such record date.

SECTION IX **MEETINGS OF SHAREHOLDERS**

- 9.1 **Annual Meetings** - The annual meeting of shareholders shall be held at such time in each year and, subject to subsection 9.3, at such place as the board may from time to time determine for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditors except in the case where the shareholders waive such nomination pursuant to the terms of the Act and for the transaction of such other business as may properly be brought before the meeting.
- 9.2 **Special Meetings** - The board, the chairman of the board, the managing director, or the president shall have power to call a special meeting of shareholders at any time.
- 9.3 **Place of Meetings** - Meetings of shareholders shall be held in the judicial district in which the head office of the Corporation is situated or elsewhere in or outside the Province of Québec if the board shall so determine.
- 9.4 **Notice of Meetings** - Notice of the time and place of each meeting of shareholders shall be given in the manner provided in subsection 10.1 not less than ten (10) nor more than fifty (50) days before the date of the meeting to each shareholder who at the close of business on the record date for notice, if any, is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. A shareholder and any other person entitled to attend a meeting of shareholders may in any manner waive notice of or otherwise consent to a meeting of shareholders, and attendance of any such person at a meeting of shareholders is a waiver of notice of the meeting, except when he attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- 9.5 **Meetings without Notice** - A meeting of shareholders may be held without notice at any time and place permitted by the Act if all the shareholders entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of shareholders may transact. If the meeting is held at a place outside Québec, shareholders not present or represented by proxy, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.
- 9.6 **Chairman, Secretary and Scrutineers** - The chairman of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: president, managing director, chairman of the board, or a vice-president who is a shareholder. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one from amongst them to be chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chairman with the consent of those present at the meeting.
- 9.7 **Persons Entitled to be Present** - The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and auditors of the Corporation and others who, although not entitled to vote, are entitled to or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of those present at the meeting.
- 9.8 **Quorum** - A quorum for the transaction of business at any meeting of shareholders shall be composed of those persons who are shareholders entitled to vote thereat or a duly appointed proxyholder for an absent shareholder so entitled, and together holding or representing by proxy more than ten percent (10%) of the outstanding shares of the Corporation entitled to vote at the meeting. If a quorum is present at the opening of any meeting of shareholders, the shareholders present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of shareholders, the shareholders present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.
- 9.9 **Right to Vote** - Every person shall be entitled to vote at the meeting who at the time is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting but no shareholder in arrears in respect of any call shall be entitled to vote at any meeting.
- 9.10 **Proxies** - Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, who need not be a shareholder, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or his attorney and shall conform with the requirements of the Act. A proxy for an absent shareholder shall not have the right to vote on a show of hands.
- 9.11 **Time for Deposit of Proxies** - The board may specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting by not more than forty-eight (48) hours excluding non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, unless it has been received by the secretary of the Corporation or by the chairman of the meeting or any adjournment thereof prior to the time of voting.
- 9.12 **Joint Shareholders** - If two or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, exercise the rights attached to the shares; but if two or more of those persons are present, in person or by proxy vote, they shall vote as one on the shares jointly held by them.

- 9.13 **Votes to Govern** - At any meeting of shareholders every question shall, unless otherwise required by the articles or by-laws, be determined by the majority of the votes cast on the question. Upon a show of hands or upon a poll, neither the chairman of the meeting nor any other director or officer shall be entitled to a second or casting vote in the event of a tie.
- 9.14 **Show of Hands** - Subject to the provisions of the Act, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the shareholders upon the said question.
- 9.15 **Ballots** - On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares which he is entitled to vote, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.
- 9.16 **Adjournment** - If a meeting of shareholders is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.
- 9.17 **Resolution in Writing** - A resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders.
- 9.18 **Only One Shareholder** - Where the Corporation has only one shareholder or only one holder of any class or series of shares, the shareholder present in person or by proxy constitutes a meeting.

SECTION X **NOTICES**

- 10.1 **Method of Giving Notices** - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary or air mail or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication Corporation or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the board in accordance with any information believed by him to be reliable.
- 10.2 **Notice to Joint Shareholders** - If two or more persons are registered as joint holders of any share, any notice shall be addressed to all of such joint holders but notice to one of such persons shall be sufficient notice to all of them.

- 10.3 **Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 10.4 **Undelivered Notices** - If any notice given to a shareholder pursuant to subsection 10.1 is returned on three (3) consecutive occasions because he cannot be found, the Corporation shall not be required to give any further notices to such shareholder until he informs the Corporation in writing of his new address.
- 10.5 **Omissions and Errors** - The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 10.6 **Persons Entitled by Death or Operation of Law** - Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the shareholder from whom he derives his title to such share prior to his name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which he became so entitled) and prior to his furnishing to the Corporation the proof of authority or evidence of his entitlement prescribed by the Act.
- 10.7 **Waiver of Notice** - Any shareholder (or his duly appointed proxyholder), director, officer, auditor or member of a committee of the board may at any time waive notice, or waive or abridge the time for any notice, required to be given to him under provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board which may be given in any manner.

SECTION XI
EFFECTIVE DATE

- 11.1 **Effective Date** - This by-law shall come into force when confirmed by the shareholders in accordance with the Act.

ENACTED by the board on the 26th day of January 2012, and CONFIRMED by the shareholders in accordance with the Act on the 29th day of February, 2012.