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Ontario Corporation Number
Numéro de la société en Ontario



Ministère des
Services gouvernementaux

1861925

CERTIFICATE
This is to certify that these articles
are effective on

CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

DECEMBER 20 DÉCEMBRE, 2011

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF CONTINUANCE
STATUTS DE MAINTIEN**

Form 6
Business
Corporations
Act

Formule 6
Loi sur les
sociétés par
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT) :

G	R	A	S	S	L	A	N	D	S		E	N	T	E	R	T	A	I	N	M	E	N	T		I	N	C	.

2. The corporation is to be continued under the name (if different from 1) :
Nouvelle dénomination sociale de la société (si elle différente de celle inscrite ci-dessus) :

L	A	K	E	S	I	D	E		M	I	N	E	R	A	L	S		I	N	C	.							

3. Name of jurisdiction the corporation is leaving: / Nom du territoire (province ou territoire, État ou pays) que quitte la société :

Alberta
Name of jurisdiction / Nom du territoire

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

2001/07/11
Year, Month, Année / année, mois, jour

5. The address of the registered office is: / Adresse du siège social en :

95 Wellington Street West, Toronto-Dominion Centre, Suite 1200
Street & Number or R.R. Number & if Multi-Office Building give Room No.
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Toronto
Name of Municipality or Post Office / Nom de la municipalité ou du bureau de poste

ONTARIO M 5 J 2 Z 9
Postal Code/Code postal

6. Number of directors is/are:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

7. The director(s) is/are: / Administrateur(s) First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Yannis Banks	90 Admiral Rd., Toronto, Ontario, Canada M5R 2L6	Yes
Jeremy Goldman	161 Viewmount Avenue, North York, Ontario, Canada M6B 1T5	Yes
Scott Jobin-Bevans	130 King Street, Suite 3680, Toronto, Ontario, Canada M5X 1B1	Yes
Richard Allen Cleath	9101 Congdon Blvd., Duluth, Minnesota, U.S.A. 55804	No
Andres Tinajero	7 Crowling Crt., Richmond Hill, Ontario, Canada L4E 3Y6	Yes
Jean Pierre Chauvin	298 River Side Drive, Oakville, Ontario, Canada L6K 3N4	Yes
Jean-Francois Pelland	5055 Glencairn, Montreal, Quebec, Canada H3W 2B3	Yes

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

NONE

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

The corporation is authorized to issue unlimited numbers of shares in each of the classes designated as Common Shares and Preferred Shares.

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

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

1. Common Shares - The rights, privileges, restrictions and conditions that attach to the unlimited number of Common Shares (herein referred to as the "Common Provisions") and that govern the holders thereof are hereinafter specified.

a. Voting, Dividend and Dissolution Rights - The holders of Common Shares shall have the right to receive

i. notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class or series of a class of shares other than Common Shares are entitled to receive notice of and to attend and vote at;

ii. dividends declared in respect of Common Shares from time to time by the directors of the Corporation; and

iii. the assets and the capital of the Corporation remaining in the event of dissolution, liquidation or winding up of the Corporation equally on a share for share basis, subject to prior rights attaching to other shares of the Corporation.

b. Priority - The Common Shares shall rank junior to the Preferred Shares and the Common Provisions are subject to the Preferred Provisions (as hereafter defined) and the rights, privileges, restrictions and conditions attached to any other class of shares created hereafter and expressed to rank in preference to the Common Shares.

10.2 Preferred Shares - The rights, privileges, restrictions and conditions (herein referred to as "Preferred Provisions") that attach to the unlimited number of authorized Preferred Shares as a class and govern the holders thereof are as follows:

- a. Series Provisions - The Preferred Shares may be issued, at any time, and from time to time, in one or more series, each series to be assigned such designations, comprised of such number of Preferred Shares and subject to such additional rights, privileges, restrictions and conditions, not inconsistent with the Preferred Provisions, as the directors of the Corporation may determine and fix prior to the issuance of any such series.
- b. Priority - The Preferred Shares shall rank senior to the Common Shares and any other class of shares of the Corporation which by their terms rank junior to the Preferred Shares with respect to priority in the payment of dividends and in the distribution of assets or return of capital of the Corporation among its shareholders in the event of any dissolution, liquidation or winding up of the Corporation. In any distribution of assets or return of capital of the Corporation among its shareholders, the holders of Preferred Shares will be entitled to receive, in order of priority noted above, a sum equivalent to the aggregate of consideration paid for the Preferred Shares when issued and held by them respectively, together with all declared and unpaid dividends thereon.
- c. Voting Rights - Except as may be otherwise provided by law or expressly by the additional rights, privileges, restrictions and conditions attaching to any series of Preferred Shares, the holders of Preferred Shares are not entitled to receive notice of or to attend and vote at any meeting of shareholders of the Corporation and when the holders of Preferred Shares are entitled to receive notice of and to attend and vote at shareholders meetings, each such holder shall have one (1) vote for each Preferred Share registered in the name of such holder.
- d. Modifications - Except as may be otherwise provided by law, the Preferred Provisions may be amended with the approval of all of the holders of Preferred Shares given in writing or by the affirmative vote of at least two thirds of the votes cast at a meeting of the holders of such shares duly called for that purpose and a quorum for such meeting shall not be less than two (2) holders of outstanding Preferred Shares being present in person or represented by proxy.
- e. Creation of Additional Shares - So long as any Preferred Shares are outstanding, the Corporation shall not, without the approval of the holders of Preferred Shares given in the manner provided under paragraph 10.2(d) hereof, create any class of shares ranking in priority to or on a parity with the Preferred Shares with respect to the payment of dividends or the distribution of assets or return of capital of the Corporation in the event of a dissolution, liquidation or winding up of the Corporation.

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

NONE

12. Other provisions, (if any):
Autres dispositions s'il y a lieu :

NONE

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.
La société s'est conformée au paragraphe 180(3) de la Loi sur les sociétés par actions.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on
Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le

2011/DECEMBER/19

Year, Month, Day
année, mois, jour

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.
Le maintien de la société en vertu de la Loi sur les sociétés par actions a le même effet que si la société avait été constituée en vertu de cette loi.

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

GRASSLANDS ENTERTAINMENT INC.

Name of Corporation / *Dénomination sociale de la société*

By/Par

Signature / *Signature*

James Ripley

Print name of signatory / *Nom du signataire en lettres moulées*

President and CEO

Description of Office / *Fonction*

These articles must be signed by a director or officer of the corporation (e.g. president, secretary)

Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).