MANAGEMENT INFORMATION CIRCULAR

The information contained in this Information Circular, unless otherwise indicated, is as of April 23, 2014.

This Information Circular is being mailed by the management of Seaway Energy Services Inc. ("**Seaway**" or the "**Company**") to everyone who was a shareholder of record of our company on April 23, 2014, which is the date that has been fixed by our directors as the record date to determine shareholders who are entitled to receive notice of the meeting.

We are mailing this Information Circular in connection with the solicitation of proxies by and on behalf of our management for use at the annual and special meeting of the shareholders of Seaway that is to be held on **Wednesday, May 28, 2014, at 11:00 a.m. (Mountain time)** at Seaway's registered office at **Suite 1000, 250 - 2nd Street SW, Calgary, Alberta – in the Rocky Mountain Room**. Any shareholder or any other person entitled to attend the annual and special meeting of shareholders may participate in the meeting by electronic means by attending in person at **10:00 a.m. (Pacific time)** at **Suite 1810, 1111 West Georgia Street, Vancouver, British Columbia**, where telephone conference will be available.

The solicitation of proxies will be primarily by mail. Certain officers or directors of Seaway may also solicit proxies by telephone or in person. The cost of solicitation will be borne by Seaway.

Under our By-laws, a quorum at any meeting of shareholders shall be person present not being less than two in number and holding or representing not less than 5% of the outstanding shares of the Company entitled to be voted at the meeting. If such a quorum is not present in person or by proxy, we will reschedule the meeting.

PART 1 – VOTING

HOW A VOTE IS PASSED

With the exception of the special resolution to approve the continuance of Seaway from the corporate jurisdiction of the Province of Alberta to the Province of British Columbia, all of the matters that will come to a vote at the meeting as described in the attached Notice for the meeting are ordinary resolutions that can be passed by a simple majority – that is, if more than half of the votes that are cast are in favour, then the resolution is approved. Approval of the proposed continuance of Seaway from Alberta to British Columbia requires a special resolution – that is, in order to approve the continuance, the resolutions must be passed by a majority of not less than two-thirds of the votes cast on the resolution by shareholders present in person or represented by proxy and entitled to vote at the meeting.

See Part 3 – The Business of the Meeting for details on the proposed resolutions to be put to shareholders at the meeting.

WHO CAN VOTE?

If you are a registered shareholder of Seaway as at April 23, 2014, you are entitled to attend at the meeting and cast a vote for each share registered in your name on all resolutions put before the meeting, except to the extent that, (a) any holder has transferred the ownership of any of his or her common shares after the record date, and (b) the transferee of those common shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the common shares and demands not later than ten days before the day of the meeting that his or her name be included in the list of persons entitled to vote at the meeting, in which case the transferee will be entitled to vote his or her common shares at the meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf but documentation indicating such officer's authority should be presented at the meeting. If you are a registered shareholder but do not wish to, or cannot, attend the meeting in

person, you can appoint someone who will attend the meeting and act as your proxyholder to vote in accordance with your instructions (see "Voting by Proxy" below). If your shares are registered in the name of a "nominee" (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled "Non-registered Shareholders" set out below.

It is important that your shares be represented at the meeting regardless of the number of shares you hold. If you will not be attending the meeting in person, we invite you to complete, date, sign and return your form of proxy as soon as possible so that your shares will be represented.

VOTING BY PROXY

If you do not come to the meeting, you can still make your votes count by appointing someone who will be there to act as your proxyholder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

In order to be valid, you must return the completed form of proxy by 11:00 a.m. (Mountain time) – 1:00 p.m. Central time – on Monday, May 26, 2014, to our transfer agent, Equity Financial Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1; facsimile number: (416) 595-9593). You can also vote through the Internet by following the instructions for Internet Voting in the form of proxy, which is included with the Notice for the meeting and this Circular.

What is a proxy?

A form of proxy is a document that authorizes someone to attend the meeting and cast your votes for you. We have enclosed a form of proxy with this Information Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

Appointing a proxyholder

You can choose any individual to be your proxyholder. It is not necessary for the person whom you choose to be a shareholder of Seaway. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxyholder must attend the meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy are appointed to act as your proxyholder. Those persons are directors and/or officers of Seaway.

Instructing your proxy

You may indicate on your form of proxy how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxyholder must vote your shares in accordance with the instructions you have given.

If you do not give any instructions as to how to vote on a particular issue to be decided at the meeting, your proxyholder can vote your shares as he or she thinks fit. If you have appointed the persons designated in the form of proxy as your proxyholder they will, unless you give contrary instructions, vote your shares at the meeting as follows:

- ✓ **FOR the resolution setting the number of directors at four;**
- ✓ **FOR the election of the proposed nominees as directors;**
- ✓ **FOR the re-appointment of Buchanan Barry LLP, Chartered Accountants, as Seaway's auditor;**
- ✓ **FOR the resolution authorizing the directors to fix the auditor's remuneration;**
- ✓ **FOR the continuance of Seaway from Alberta to British Columbia (as defined herein, the "Continuance Resolution"); and**

- ✓ **FOR the approval of Seaway's 10% rolling stock option plan as required annually by the policies of the TSX Venture Exchange.**

For more information about these matters, see Part 3 – The Business of the Meeting.

The enclosed form of proxy gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified on the Notice of Meeting. At the time of printing this Information Circular, we not aware of any other matter to be presented for action at the meeting. If, however, other matters do properly come before the meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

Changing your mind

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by (a) attending the meeting and voting in person; (b) signing a proxy bearing a later date; (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to the registered office of Seaway at Suite 1000, 250 – 2nd Street SW, Calgary, Alberta T2P 0C1; or (d) in any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 5:00 in the afternoon (Mountain time) on the last business day before the day of the meeting, or any adjournment thereof, or delivered to the person presiding at the meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the meeting in person.

NON-REGISTERED SHAREHOLDERS

If your shares are not registered in your own name, they will be held in the name of a "nominee," usually a bank, trust company, securities dealer or other financial institution and, as such, your nominee will be the entity legally entitled to vote your common shares and must seek your instructions as to how to vote your shares. Accordingly, unless you have previously informed your nominee that you do not wish to receive material relating to shareholders' meetings, you will have received this Information Circular from your nominee, together with a form of proxy or a request for voting instruction form. If that is the case, **it is most important that you comply strictly with the instructions that have been given to you by your nominee on the voting instruction form**. If you have voted and wish to change your voting instructions, you should contact your nominee to discuss whether this is possible and what procedures you must follow.

If your shares are not registered in your own name, our transfer agent will not have a record of your name and, as a result, unless your nominee has appointed you as a proxyholder will have no knowledge of your entitlement to vote. If you wish to vote in person at the meeting, therefore, please insert your own name in the space provided on the form of proxy or voting instruction form that you have received from your nominee. If you do this, you will be instructing your nominee to appoint you as proxyholder. Please adhere strictly to the signature and return instructions provided by your nominee. It is not necessary to complete the form in any other respect, since you will be voting at the meeting in person. Please register with representatives of our transfer agent, Olympia Trust Company, upon arrival at the meeting.

The Notice of Annual & Special Meeting, this Information Circular, a form of proxy, and the audited annual financial statements for Seaway's year ended September 30, 2013, as well as the interim financial report for Seaway's interim period ended December 31, 2013, are being sent to both registered and non-registered owners of common shares in the capital of Seaway. If you are a non-registered owner and we have sent these materials directly to you, your name and address and information about your holdings of securities of Seaway have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the securities on your behalf. By choosing to send these materials to you directly, Seaway (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your

proper voting instructions. Please return your voting instructions as specified in the request for voting instructions form that is included with this Circular.

In accordance with National Instrument 54-101 – *Communication With Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") of the Canadian Securities Administrators, Seaway has elected to send proxy-related materials directly to non-objecting beneficial owners of its common shares. As Seaway is unable to send proxy-related materials directly to the objecting beneficial owners ("**OBOs**") of its common shares (because OBOs are beneficial shareholders who have objected to the release of security ownership details to issuers), proxy-related materials for the meeting to which this Circular relates will be sent to OBOs indirectly through the intermediaries who hold securities on behalf of the OBOs. The intermediaries/brokers (or their service companies) are responsible for forwarding the proxy-related materials to their OBO clients. Management of Seaway does not intend to pay for intermediaries to forward to their OBO clients the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* under NI 54-101 and, as such, OBOs will not receive the proxy-related materials in connection with the meeting unless such OBO's intermediary assumes the cost of delivery.

PART 2 – VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Seaway has authorized capital of an unlimited number of common shares. Each shareholder is entitled to one vote for each common share registered in his or her name at the close of business on April 23, 2014, the date fixed by our directors as the record date for determining who is entitled to receive notice of and to vote at the meeting.

At the close of business on April 23, 2014, 4,102,746 common shares in the capital of Seaway were outstanding. The following table lists those persons who, as of the date of this Circular and to the knowledge of our management, beneficially owned or exercised control or direction over, directly or indirectly, 10% or more of Seaway's issued and outstanding common shares.

Name	Type of ownership	Number of common shares	Percentage
Kyle Stevenson[(1)]	Direct	718,000	17.5%

(1) Mr. Stevenson is Seaway's President, Chief Executive Officer and Corporate Secretary and he is a director of Seaway standing for election at the meeting to which this Circular relates (see Part 3 – The Business of the Meeting – Election of Directors).

PART 3 – THE BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

Our audited financial statements for the year ended September 30, 2013, as well as the unaudited interim financial report for Seaway's interim period ended December 31, 2013, will be placed before you at the meeting. These financial statements have been electronically filed with regulators and are available for viewing through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Copies of our annual financial statements and Management's Discussion and Analysis will also be available at the meeting or upon request by any shareholder who wishes to receive a copy. You can contact Seaway at Suite 2000, 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3 - telephone (604) 687-1779; facsimile (604) 602-1606.

ELECTION OF DIRECTORS

Directors of Seaway are elected for a term of one year. The term of office of each of the current directors, each of whom is a nominee proposed for election as a director at the meeting, will expire at the meeting, and each of them, if elected, will serve until the close of the next annual meeting, unless he resigns or otherwise vacates office before that time.

Number of Directors

In accordance with Seaway's Articles, the number of directors may be fixed or changed from time to time by ordinary resolution, and taking into account applicable securities legislation and the policies of the TSX Venture Exchange, shall not be fewer than three nor more than 10. We currently have four directors. Our Board of Directors is of the view that at Seaway's current stage of development four directors is a sufficient number to efficiently carry out the duties of the Board, as well as enhance the diversity of views, skills and experience the directors bring to the Board.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR setting the number of directors at four.

Nominees for Election

The following are the nominees proposed for election as directors of Seaway, together with the number of common shares of Seaway that were beneficially owned, directly or indirectly, or over which control or direction was exercised by each nominee as of the record date of the meeting to which this Circular relates. All four of the nominees are currently directors of Seaway, each having been appointed as a director by the Board of Directors to fill a casual vacancy on the Board that occurred due to resignations during the past year. Each of the nominees has agreed to stand for election and we are not aware of any intention of any of them not to do so. If, however, one or more of them should become unable to stand for election, it is likely that one or more other persons would be nominated at the meeting for election and, in that event, the persons designated in the form of proxy will vote in their discretion for a substitute nominee.

Seaway has not, as yet, adopted a majority voting policy for election of directors at uncontested shareholder meetings at which directors are to be elected. See Part 7 – Corporate Governance – Nomination and Election of Directors.

Voting for election of directors of Seaway is by individual voting and not by slate voting. You can vote your shares for the election of all of these nominees as directors of Seaway; or you can vote for some of these nominees for election as directors and withhold your votes for others; or you can withhold all of the votes attaching to the shares you own and, thus, not vote for the election of any of these nominees as directors of Seaway.

We recommend that shareholders vote in favour of these nominees for election as directors. **Unless you give other instruction, the persons named in the enclosed form of proxy intend to vote FOR the election of the four nominees as directors of Seaway for the ensuing year.**

Name and jurisdiction of residence	Principal occupation during the past five years	Director of Seaway since	Number of shares[1]
Kyle Stevenson[2][3] British Columbia, Canada *President, Chief Executive Officer, Corporate Secretary and Director*	Chief Financial Officer (since May 2013) and Chief Executive Officer (October 2010 to May 2013) of High North Resources Ltd., a junior natural resource issuer trading on the TSX Venture Exchange; Owner and President of Stevenson & Associates IR, a full-service investor relations firm specializing in raising money and marketing for early stage mining companies (since April 2007).	May 1, 2013	718,000
Brian Morrison[2][3] British Columbia, Canada *Director*	Self-employed business consultant since June 2008, Account Manager at Computershare Investor Services from January 2005 to June 2008. Director of the Company and various other reporting issuers.	April 7, 2014	33,333

Name and jurisdiction of residence	Principal occupation during the past five years	Director of Seaway since	Number of shares[1]
Richard Stevenson[2] British Columbia, Canada *Director*	Retired (since 2002) from employment with BC Hydro.	June 24, 2013	200,000
Clovis Najm British Columbia, Canada *Director*	Independent consultant (since June 2013); Chief Executive Officer (February 2009 to June 2013) of Mobio Insider, a free fan-directed social media platform; Chief Executive Officer (September 2001 to February 2009) of Cryptolex Trust Systems, a developer of identity and trust protection solutions.	April 16, 2014	Nil

(1) The information as to shares beneficially owned, not being within our knowledge, has been furnished by the respective individuals, has been extracted from the register of shareholdings maintained by our transfer agent or has been obtained from insider reports filed by the individuals and available through the Internet at the Canadian System for Electronic Disclosure by Insiders (SEDI).

(2) Member of the Audit Committee (see Part 6 – Audit Committee and Part 7 – Corporate Governance).

(3) Member of the Compensation Committee (see Part 4 – Executive Compensation and Part 7 – Corporate Governance).

Advance Notice of Nomination of Directors

On June 25, 2013, our Board of Directors approved the enactment of By-law No. 1A, which contains advance notice procedures for nominating persons for consideration to be elected as directors of Seaway, and shareholders of Seaway confirmed the enactment of By-Law No. 1A at the special meeting of shareholders held on August 12, 2013. The purpose of the advance notice procedures is to foster a variety of interests of our shareholders and of Seaway by ensuring that all shareholders, including those participating in a meeting by proxy rather than in person, receive adequate notice of those persons nominated for election as directors to be considered at a meeting and can thereby exercise their voting rights in an informed manner. In addition, the advance notice procedures are intended to provide a reasonable framework for shareholders to nominate directors and should assist in facilitating an orderly and efficient meeting process. By-Law No. 1A provides for a deadline by which holders of record of common shares must submit director nominations to Seaway prior to any annual or special meeting of shareholders at which directors are to be elected and sets forth the information that a shareholder must include in the notice to Seaway for the nomination notice to be in the proper written form.

As of the date of this Circular and in connection with the meeting to which this Circular relates, Seaway has not received any notice under the advance notice provisions for nomination of any person for election as a director of Seaway and, as such, only nominations for election of directors by or at the direction of the Board or an authorized officer of Seaway will be considered at the meeting.

The full text of By-Law No. 1A is attached as a schedule to the Management Information Circular dated July 8, 2013, prepared by Seaway's management in connection with the special meeting of shareholders held on August 12, 2103, which has been electronically filed by Seaway with regulators and is available for viewing under Seaway's issuer profile on SEDAR at www.sedar.com.

Advance Notice for Nomination of Directors in 2015

If a shareholder proposes to nominate an individual or individuals for election as a director of Seaway at the next annual meeting of shareholders to be held during calendar 2015, notice to Seaway must be given not less than 35 and not more than 65 days prior to the date of the annual meeting; provided, however, that in the event an annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting is made, notice of a director nomination may be given to Seaway in accordance with the

advance notice procedures of By-Law No. 1A not later than the close of business on the 10th day following the date of such public announcement.

APPOINTMENT OF AUDITOR

Buchanan Barry LLP, Chartered Accountants, has served as our auditor since November 30, 2007. We recommend that shareholders vote in favour of the re-appointment of Buchanan Barry LLP, Chartered Accountants, as our auditor for the ensuing year and in favour of the authorizing the directors to fix the auditor's remuneration. See Part 6 – Audit Committee – External Auditor Service Fees.

Unless you give other instruction, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Buchanan Barry LLP, Chartered Accountants, as Seaway's auditor until the close of the next annual meeting and FOR the resolution to authorize the Board of Directors to fix the auditor's remuneration.

CONTINUANCE FROM ALBERTA TO BRITISH COLUMBIA

Seaway (then known as Dolce Financial Corp.) was incorporated under the under the laws of the Province of Alberta, was subsequently party to an amalgamation under the Alberta *Business Corporations Act* (the "**ABCA**"), and as of the date of this Circular continues to be governed by the ABCA. Seaway is in the process of a change of business, subject to TSX Venture Exchange acceptance, such that a majority of directors and senior management will reside in British Columbia. Accordingly, the Board of Directors believes that the Company should be continued under the British Columbia *Business Corporations Act* (the "**BCBCA**").

At the Meeting, the shareholders will be asked to approve a special resolution (the "**Continuance Resolution**") authorizing the continuance of the Company under the BCBCA. The BCBCA and the ABCA permit the Company to continue under the BCBCA with the authority of a special resolution, the consent of the Alberta Registrar of Corporations and upon complying with certain procedures and filing certain forms. A shareholder has the right to dissent from the Continuance Resolution. See "Right of Dissent" below for a description of the right of dissent under the ABCA in connection with the proposed continuance. Upon continuance, Seaway will be treated as if it has been incorporated under the BCBCA.

Continuation under the BCBCA will not affect the application to Seaway of the securities laws, regulations, rules and policies that presently apply. There will, however, be some changes to the rights of shareholders under corporate law. These are summarized below under the heading "Comparison of Shareholder Rights."

Continuation Application, Notice of Articles and Articles

The proposed Continuation Application to be filed under the BCBCA to effect a continuation out of the jurisdiction of the ABCA and into the jurisdiction of the BCBCA is attached as Exhibit A to this Information Circular. The proposed Notice of Articles included in the Continuation Application and a Certificate of Continuation to be issued by the BC Registrar under the BCBCA will become the new charter documents of the Company, replacing the Company's current Certificate of Amalgamation and Articles under the ABCA. If the Company is continued under the BCBCA, the directors intend to adopt Articles in the form attached as Exhibit B to this Information Circular, which will replace the current By-Laws of Seaway.

Alteration of Authorized Capital – Addition of Preferred Shares

Seaway currently has authorized capital of an unlimited number of common shares. As indicated in the Continuation Application attached hereto as Exhibit A, which is proposed to be filed with the BC Registrar to effect the continuation, we are proposing that post-continuation Seaway will have authorized capital of an unlimited number of common shares without par value and an unlimited number of Preferred shares without par value, issuable in series, with special rights and restrictions attached, at the discretion of the Board of Directors.

The proposed Preferred shares as a class are entitled to priority over Seaway's common shares if:

- our Board of Directors decides to pay any dividends; and
- Seaway is dissolved, liquidated or wound up, and capital is returned to the shareholders.

If a series of Preferred shares is to be issued, the Board of Directors has a broad discretion to determine the rights to be attached to the shares in the series. For example, it can decide:

(a) the number of shares in the series;

(b) whether the shares in the series are to have voting rights and if so, whether these are to be full or limited voting rights;

(c) what dividends are to be paid on the shares of the series, and whether those dividends are to be cumulative;

(d) whether the shares in the series are to be convertible into or exchangeable for other securities, and if so, what the conversion terms will be.

The net tangible book value of our common shares could be diluted if we issue further common shares or Preferred shares, and the voting power of the existing holders of our common shares would be diluted if we were to issue additional common shares, or Preferred shares having the right to vote.

There is no present intention by our Board of Directors issue any Preferred shares – however, we do believe that our Board of Directors having the ability to issue Preferred shares provides Seaway with greater flexibility for future corporate activities, such as structuring and negotiating future acquisitions, without the need or expense of having to call a meeting of shareholders at the time for the purpose of authorizing a class of Preferred shares.

Comparison of Shareholder Rights

If the continuation is approved and completed, Seaway will be governed by the BCBCA instead of the ABCA. While the rights of shareholders under the ABCA are broadly similar to those under the BCBCA, there are a number of variations in detail. The following is a summary of certain similarities and differences between the ABCA and the BCBCA on matters pertaining to shareholder rights. This summary is not exhaustive and is of a general nature only. It is not intended to be, and should not be construed to be, legal advice to shareholders and accordingly shareholders should consult their own legal advisors with respect to the corporate law consequences to them of the continuation.

Sale of the Company's Assets

The ABCA requires approval of the holders of two-thirds of the shares of a corporation represented at a duly called meeting to approve a sale, lease or exchange of all or substantially all of the property of a corporation other than in the ordinary course of business. Each share of the corporation carries the right to vote in respect of a sale, lease or exchange of all or substantially all of the property of a corporation whether or not it otherwise carries the right to vote. Holders of shares of a class or series can vote separately only if that class or series is affected by the sale, lease or exchange in a manner different from the shares of another class or series.

Under the BCBCA, the directors of a company may dispose of all or substantially all of the business or undertaking of the company only if it is in the ordinary course of the company's business or with shareholder approval authorized by a special resolution. Under the BCBCA, a special resolution will need to be approved by a "special majority", which means the majority specified in a company's articles of at least two-thirds and not more than three-quarters of the votes cast by those shareholders voting in person or by proxy at a meeting of the shareholders of the company. It is proposed that Seaway's Articles will require two-thirds of the votes cast by those shareholders voting in person or by proxy to be cast in favour of the resolution in order for it to be a special resolution.

Amendments to the Charter Documents of a Corporation

Under the ABCA, substantive changes to the charter documents of a corporation require a resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the alteration and,

where the certain specified rights of the holders of a class of shares are affected differently by the alteration than the rights of the holders of other classes of shares, a resolution passed by not less than two-thirds of the votes cast by the holders of all of the shares of a corporation, whether or not they carry the right to vote, and a special resolution of each class, or series, as the case may be, even if such class or series is not otherwise entitled to vote. A resolution to amalgamate an ABCA corporation requires a special resolution passed by the holders of each class of shares or series of shares, whether or not such shares otherwise carry the right to vote, if such class or series of shares are affected differently. Changes to a company's by-laws may be made by the directors and the changes will remain in effect until the next annual meeting of the shareholders; if the shareholders then confirm the changes by ordinary resolution, the changes will continue in effect but if the changes are not confirmed by the shareholders they will cease to be in effect.

Under the BCBCA changes to the share structure of a company or its articles will be effected by the type of resolution specified by the BCBCA, or if not specified by the BCBCA, then the type of resolution specified in the articles of the company which, for many alternations, including change of name or alterations to the articles, could provide for approval solely by a resolution of the directors. In the absence of anything in the BCBCA or the articles, most corporate alternations will require a special resolution. Alteration of the special rights and restrictions attached to issued shares requires, in addition to any resolution provided for by the articles, consent by a special resolution of the holders of the class or series of shares affected. A proposed amalgamation or continuation of a company out of the jurisdiction requires a special resolution as described above.

Rights of Dissent and Appraisal

The BCBCA provides that shareholders, including beneficial holders, who dissent from certain actions being taken by a company may exercise a right of dissent and require the company to purchase the shares held by such shareholder at the fair value of such shares. The dissent right is applicable where the company proposes to (i) continue out of the jurisdiction, (ii) sell the whole or substantially the whole of the company's undertaking or business, (iii) enter into a statutory amalgamation other than with an affiliated corporation or (iv) amend its articles to add, change or remove any restriction on the business or business that the company may carry on.

The ABCA contains a similar dissent remedy. However, the procedure for exercising this remedy is different than that contained in the BCBCA. See "*Right of Dissent*" below for a summary of the dissent rights under the ABCA.

Oppression Remedies

Under the ABCA, a shareholder, former shareholder, director, former director, officer, former officer or a creditor of a corporation or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy may apply to a court for an order to rectify the matters complained of where in respect of a corporation or any of its affiliates any act or omission of a corporation or its affiliates effects a result, the business or affairs of a corporation or its affiliates are or have been carried on or conducted in a manner, or the powers of the directors of the corporation or any of its affiliates are or have been exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interest of, any security holder, creditor, director or officer.

Under the BCBCA, a shareholder, including a beneficial owner of a share of a company, and any other person the court considers to be an appropriate person, can make an application to the court on the ground (i) that the affairs of the company are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, or (ii) that some act of the company has been done or is threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders. On such an application the court may make any interim or final order it considers appropriate including an order to prohibit any act proposed by the company.

Shareholder Derivative Actions

Under the BCBCA, a shareholder, including a beneficial shareholder or a director of a company may, with leave of the court, bring an action in the name and on behalf of the company to enforce a right, duty or obligation owed to

that company that could be enforced by the company itself or to obtain damages for any breach of such a right, duty or obligation. An applicant may also, with leave of the court, defend a legal proceeding brought against a corporation.

A broader right to bring a derivative action is contained in the ABCA and this right extends to shareholders, former shareholders, directors, former directors, officers, former officers or creditors of a corporation or its affiliates, and any person who, in the discretion of the court, is a proper person to make an application to court to bring a derivative action. In addition, the ABCA permits derivative actions to be commenced in the name and on behalf of a corporation or any of its subsidiaries.

Requisition of Meetings

The ABCA permits the holders of not less than 5% of the issued shares that carry the right to vote at a meeting sought to be held to require the directors to call and hold a meeting of the shareholders of the corporation for the purposes stated in the requisition. If the directors do not call a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting.

The BCBCA provides that one or more shareholders of a company holding not less than 5% of the issued voting shares of the company may give notice to the directors requiring them to call and hold a general meeting which meeting must be held within four months. If the directors do not call a meeting within 21 days of receiving the requisition, the requisitioning shareholders, or any one or more requisitioning shareholders holding in the aggregate more than 2.5% of the issued voting shares of the company, may call the meeting.

Form of Proxy and Information Circular

The BCBCA does not provide for the mandatory solicitation of proxies and delivery of a management proxy circular for reporting issuers such as Seaway and leaves such matters to be dealt with by applicable securities laws.

The ABCA, on the other hand, contains provisions which do require the mandatory solicitation of proxies and delivery of a management proxy circular.

Place of Meetings

The ABCA provides that a meeting of shareholders may be held outside Alberta where the Articles so provide or where all shareholders entitled to vote at such a meeting so agree.

The BCBCA requires all meetings of shareholders to be held in British Columbia unless (i) a location outside the province is provided for in the company's articles, or (ii) the articles do not restrict the company from approving a location outside of the province and the location is approved by the type of resolution required by the articles for such purpose or, if no type of resolution is specified in the articles, by ordinary resolution of the shareholders or (iii) approved in writing by the Registrar of Companies before the meeting is held.

Directors

The ABCA requires that at least one-quarter of the directors be resident Canadians and requires that for distributing corporations at least two of the directors not be officers or employees of the corporation or its affiliates.

The BCBCA requires that a public company must have at least three directors but does not have any residency requirements for the directors.

Right of Dissent

Section 191 of the ABCA provides shareholders with certain rights of dissent and provides certain procedures to be followed in respect of dissents. Pursuant to Section 191(1)(d) of the ABCA a shareholder has a right of dissent in respect of the Continuance Resolution. Pursuant to section 191(5) of the ABCA a shareholder who wishes to dissent must send written notice of dissent to Seaway at or before any meeting of shareholders at which the

resolution is to be voted on; as such, a notice of dissent must be received by Seaway by no later than 11:00 a.m. (Mountain time) on Wednesday, May 28, 2014. A shareholder wishing to give a notice of dissent should send it to Seaway at its registered and records office, c/o Davis LLP, Suite 1000, 250 – 2nd Street S.W., Calgary, Alberta T2P 0C1.

Generally, a shareholder who gives a notice of dissent and complies with the requirements of Section 191 of the ABCA is entitled to be paid by Seaway the fair value of the Seaway shares held by him or her, determined as of the close of business on the last business day before the day on which the resolution from which the shareholder dissents is adopted. If the Continuance Resolution is adopted, either Seaway or the dissenting shareholder may apply to Court to fix the fair value of the dissenting shareholder's Seaway shares. If an application is made to the Court, Seaway shall send to each dissenting shareholder a written offer to pay the shareholder an amount considered by the directors to be the fair value of the shares. The written offer shall be sent at least 10 days before the application is to be heard by the Court, if Seaway is the applicant, or at least 10 days after Seaway is served with a copy of the application, if a dissenting shareholder is the applicant. All of the written offers are to be made on the same terms. A dissenting shareholder may accept Seaway's offer at any time before the Court makes its determination. On the earliest of (i) the continuation of Seaway into British Columbia becoming effective, (ii) the dissenting shareholder accepting Seaway's offer and (iii) the Court making an order as to the fair value of the shares, the dissenting shareholder will case to have any rights as a shareholder other than the right to be paid the fair value of his or her Seaway shares in the amount agreed to between Seaway and the shareholder or in the amount ordered by the Court, as the case may be.

Notwithstanding that a dissenting shareholder has accepted Seaway's written offer or the Court has made a determination, Seaway shall not make a payment to a dissenting shareholder if there are reasonable grounds for believing that Seaway is or would after the payment be unable to pay its liabilities as they become due or that the realizable value of its assets would by reason of the payment be less than the aggregate of its liabilities. In that case, Seaway shall, within 10 days after the pronouncement of the Court order or the acceptance of Seaway's offer by the dissenting shareholder, notify each dissenting shareholder that it is unable lawfully to pay the dissenting shareholders for their shares. In that case, a dissenting shareholder may withdraw his or her notice of dissent within 30 days after receiving such notice and be reinstated as a shareholder. If a dissenting shareholder does not withdraw his or notice of dissent, he or she will retain his or her status as a claimant against Seaway, to be paid as soon as Seaway is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors but in priority to its shareholders.

A shareholder may not dissent for only part of the Seaway shares owned by him or her. A person who beneficially owns Seaway shares must cause the shareholder to whom such Seaway shares are registered to exercise the dissent rights with respect to such Seaway shares and the dissent rights must be exercised with respect to all of the Seaway shares beneficially owned by such beneficial owner. Accordingly, a beneficial owner of Seaway shares desiring to exercise his or her dissent right must make arrangements for the registered holder of his or her shares to dissent on his or her behalf.

The giving of a notice of dissent does not deprive a shareholder of the right to vote his or her Seaway shares. A vote either in person or by proxy against the Continuance Resolution or an abstention does not constitute a notice of dissent.

The foregoing summary is not exhaustive of the provisions of the ABCA. The provisions of Section 191 of the ABCA are complex and technical and failure to comply strictly with them may prejudice the exercise of the right of dissent. This summary of dissent Rights is qualified in its entirety by reference to the full text of Section 191 of the ABCA, a copy of which is attached to this Information Circular as Exhibit C. **An Seaway shareholder wishing to exercise the dissent rights should seek independent legal advice.**

The Continuance Resolution

The text of the Continuance Resolution is as follows:

"RESOLVED, AS A SPECIAL RESOLUTION, THAT:

(1) the Company apply to the Registrar of Corporations (Alberta) to permit the continuation of the Company from Alberta to British Columbia pursuant to section 189 of the *Business Corporations Act* (Alberta) (the "ABCA");

(2) the Company apply to the Registrar of Companies to continue as a British Columbia company pursuant to section 302 of the *Business Corporations Act* (British Columbia) (the "BCBCA");

(3) the Continuation Application (the "Continuation Application") in the form attached as Exhibit A to the Information Circular of the Company dated April 23, 2014 is hereby approved;

(4) effective upon such continuation from Alberta to British Columbia, the Company adopt, in substitution for the existing Articles and Bylaws of the Company, the Notice of Articles (the "Notice of Articles") attached to the Continuation Application and the Articles (the "Articles") in the form attached as Exhibit B to the Information Circular of the Company dated April 23, 2014;

(5) effective upon such continuation from Alberta to British Columbia, the Company's share capital be altered by the creation of an unlimited number of Preferred shares without par value, as described in the Notice of Articles, having the special rights or restrictions attached thereto set out in Part 27 of the Articles;

(6) the directors of the Company are authorized, in their discretion, by resolution, to abandon the application for continuation of the Company under the BCBCA without further approval, ratification or confirmation by the shareholders of the Company; and

(7) any one director or officer of the Company is authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable to carry out the foregoing."

TSX Venture Exchange Approval

Notwithstanding the Continuance Resolution is passed by Seaway's shareholders, in accordance with the policies of the TSX Venture Exchange continuance of Seaway from Alberta to British Columbia requires prior approval by the TSX Venture Exchange, which Seaway's management proposes to seek following receipt of shareholder approval at the meeting to which this Circular relates.

Recommendation

Seaway's management and the Board of Directors recommend that shareholders approve the continuance of Seaway into British Columbia under the BCBCA by voting in favour of the Continuance Resolution. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Continuance Resolution as set out above.**

ANNUAL APPROVAL OF STOCK OPTION PLAN

TSX Venture Exchange policy require that rolling stock option plans that set the number of shares issuable under the plan at a maximum of 10% of the issued and outstanding shares from time to time must be approved and ratified by shareholders and submitted to the Exchange for approval on an annual basis. At the meeting, shareholders will be asked to consider and, if thought advisable, pass, by way of an ordinary resolution, approval and ratification of our 2011 Stock Option Plan, (the "**Option Plan**") as required annually by the policies of the Exchange.

Summary of the Option Plan

The Option Plan shall be administered by the Board or if appointed, by a special committee of directors appointed from time to time by the Board. The aggregate number of common shares that may be reserved for issuance under options granted in accordance with the terms of the Option Plan shall not exceed 10% of Seaway's issued and outstanding common shares at the time of grant. The number of common shares subject to an option granted to a "Participant" (as such term is defined in the Option Plan) shall be determined by the Board, but no Participant shall be granted an option that exceeds the maximum number of shares permitted by any stock exchange on which the common shares are then listed or by any other regulatory body having jurisdiction (as defined collectively in the Option Plan as the "Exchange"). The exercise price for purchase of the common shares underlying each option shall be determined by the Board, provided however, that the exercise price shall not be less than the minimum price permitted by the Exchange. Subject to any applicable approvals required by the Exchange, the Board has the absolute discretion to suspend or terminate the Option Plan; and, subject to any required Exchange approval, the Board may also amend or revise the terms of the Option Plan provided that no such amendment or revision shall result in a material adverse change to the terms of any options granted under the Option Plan, unless shareholder approval is obtained for such amendments or revisions.

The maximum term of any option granted under the Option Plan shall be ten years from the date the option is granted. Notwithstanding the above, options will expire 90 days after an individual ceases to qualify as a Participant under the Option Plan for any reason other than death, subject to extension at the discretion of the Board. Options granted to a Participant that provides investor relations activities will expire 30 days after the Participant ceases to provide investor relations services to the Company, subject to the individual otherwise qualifying as a Participant under the Option Plan. In the event of the death of a Participant, options previously granted to the Participant shall be exercisable by the Participant's estate for one year from the date of death if and to the extent that such option had vested and was exercisable at the date of death.

Pursuant to Seaway's practise respecting restrictions on trading, there are a number of periods each year during which directors, officers and certain employees are precluded from trading in Seaway's securities. These periods are referred to as "black-out periods". A black out period is designed to prevent a person from trading while in possession of material information that is not yet available to the public. The Option Plan includes provision that should an option expiration date fall within a black out period or immediately following a black-out period, the expiration date will automatically be extended for ten business days following the end of the black-out period.

The Option Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion or exchange of the common shares of Seaway; and includes provisions related to withholding tax obligations of Seaway on exercise of options by Participants.

Our directors may, at their discretion at the time of any grant, impose a schedule over which period of time an option will vest and become exercisable by a Participant.

As of the date of this Circular, there are options outstanding under the Option Plan entitling the purchase of an aggregate 280,000 common shares of Seaway at a per share price of $0.135 until March 21, 2019, which options are held by two of Seaway's directors and one consultant to Seaway. Based on the number of common shares of Seaway issued and outstanding as of the date of this Circular, the balance of the Option Plan reserve provides for further grants of options entitling the purchase of 130,274 common shares of Seaway.

Seaway's Option Plan was most recently approved by our shareholders on February 28, 2013. A copy of the Option Plan is available for viewing on SEDAR, attached as Schedule "H" to the Information Circular dated January 6, 2012, prepared by Seaway's management in connection with the annual and special meeting of shareholders held on February 2, 2012. A copy of the Option Plan will also be available for inspection at the meeting to which this Circular relates. There have been no changes to the terms of the Option Plan since it was last approved by shareholders.

Shareholder Approval

Shareholders will be asked at the meeting to vote on the following resolution:

"RESOLVED THAT:

(1) the Company's 2011 Stock Option Plan (the "Option Plan"), all as more particularly described in the Company's Information Circular dated April 23, 2014, with such changes to the Option Plan as may be required by the TSX Venture Exchange, is approved, ratified and confirmed; and

(2) any director or officer of the Company is hereby authorized for and on behalf of the Company to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement these resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions."

Recommendation

We believe the Option Plan provides incentive to and enables us to better align the interests of our directors and officers with those of our shareholders. Our Board of Directors recommend that shareholders vote FOR the resolution approving the Option Plan. **Unless you give other instruction, the persons named in the enclosed form of proxy intend to vote FOR the resolution approving the Option Plan.**

PART 4 – EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The primary goal of our executive compensation program is to attract and retain the key executives necessary for Seaway's long term success, to encourage executives to further the development of Seaway and our operations, to motivate skilled and experienced executives, and to reward management for their contributions to Seaway's achievements on both an annual and long term basis.. The key elements of the executive compensation program are base salary or management fees and incentive stock options, and the Company may, from time to time, make cash bonuses a component of compensation, taking into consideration performance by both the Company and the respective personnel. Though the Company has not, as yet, adopted a formal bonus plan or non-equity incentive plan, all personnel, including executive officers, are eligible to receive bonuses. Our directors are of the view that all elements of the total compensation program should be considered, rather than any single element.

During the fiscal year ended September 30, 2013, no executive bonus compensation was awarded or paid.

Compensation Process, the Role of the Compensation Committee and Compensation Governance

Seaway relies solely on its Board of Directors, through discussion without any formal objectives, criteria or analysis, in determining the compensation of its executive officers. The Board of Directors is responsible for determining all forms of compensation, including long-term incentives in the form of incentive stock options that may be granted to directors, officers, employees and consultants, and for reviewing the recommendations of the Compensation Committee respecting compensation for Seaway's executive officers to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of Seaway's executive officers, the Board of Directors considers: (i) recruiting and retaining executives critical to the success of Seaway and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and Seaway's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

In order to assist the Board in fulfilling its oversight responsibilities with respect to human resources matters, the Board has established a Compensation Committee, the responsibilities of which include, among others, making recommendations to the Board of Directors relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the Chief Operating Officer; reviewing and approving the Chief Executive Officer's recommendations respecting the compensation of the other officers and employees of, and consultants to, Seaway;

approving compensation of the directors; and making recommendations to the Board of Directors for option-based awards to be granted under Seaway's stock option incentive plan.

The members of the Compensation Committee have experience relevant to executive compensation gained during their professional careers and they bring a broad base of skills and experience that contributes to their abilities to make decisions on Seaway's compensation policies and practices, including knowledge of the industry and operational experience. See Part 3 – The Business of the Meeting – Election of Directors.

As part of its review and evaluation processes the Compensation Committee may engage independent third party executive compensation consultants and be guided in part on reports prepared by such consultants. During the fiscal year ended September 30, 2013, neither the Compensation Committee nor the Board retained or engaged a compensation consultant or advisor to assist them in determining compensation for any of Seaway's executive officers or directors.

Option-based Awards

Options to purchase common shares of Seaway are intended to align the interests of our directors and executive officers with those of our shareholders and to provide a long term incentive that rewards these individuals for their contribution to the creation of shareholder value. Seaway's stock option incentive plan is administered by the Board of Directors (see Part 3 – The Business of the Meeting – Annual Approval of Stock Option Incentive Plan). In establishing the number of the incentive stock options to be granted, the Board of Directors will consider any previous grants of options and the overall number of options that are outstanding relative to the number of outstanding common shares in determining whether to make any new grants of options, and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience and level of commitment of the executive officer in determining the level of incentive stock option compensation.

During the fiscal year ended September 30, 2013, no incentive stock options were granted by Seaway.

Benefits and Perquisites

As of the date of this Circular, our executive officers do not receive any benefits or perquisites that are not generally available to all of our officers and employees.

Pension Plan Benefits and Deferred Compensation Plans

As of the date of this Circular, Seaway does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Risks Associated with Compensation Practises

Our Board of Directors has not, as yet, specifically considered the implications of any risks to Seaway associated with decisions regarding compensation of its executive officers. However, as compensation of executive officers is determined by negotiation of set, monthly amounts between the Board of Directors and the individual, or at the discretion of the Board as relates to any bonus potential or stock option incentive plan awards, and compensation of Seaway's executive officers is not based on quantitative performance criteria, management is of the view that there is no material risk of Seaway's executive officers or directors taking, as a result of compensation process or potential, inappropriate or excessive risks during the performance of their duties that are reasonably likely to have a material adverse effect on Seaway or its business and operations.

Hedging by Executive Officers or Directors

Seaway has not, as yet, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted or awarded as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this

Circular, entitlement to grants of incentive stock options under Seaway's stock option plan is the only equity security element awarded by Seaway to its executive officers and directors.

NAMED EXECUTIVE OFFICERS – SUMMARY COMPENSATION TABLE

During our fiscal year ended September 30, 2013, the following individuals were Seaway's only "Named Executive Officers", as that term is defined by applicable securities legislation:

- Kyle Stevenson, President and Chief Executive Officer (since June 24, 2013);
- Michal J. Holub, Chief Financial Officer (since September 30, 2008);
- Jerry Budziak, President and Chief Executive Officer (September 30, 2008 to June 24, 2013).

The following table provides a summary of the compensation earned by, paid to, or accrued and payable to, each of those individuals who served as a Named Executive Officers during the fiscal years ended September 30, 2013, 2012 and 2011. Amounts reported in the table below are in Canadian dollars.

					Non-equity incentive plan compensation ($)			
Name and principal position	**Year ended Sep30**	**Salary/ Fee ($)**	**Share-based awards ($)**	**Option-based awards ($)**	**Annual incentive plans**	**Long-term incentive plans**	**All other compensation ($)**	**Total Compensation ($)**
Kyle Stevenson[1]	2013	25,000[2]	Nil	Nil	Nil	Nil	Nil	25,000
Chief Executive Officer	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2011	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Michal J. Holub	2013	25,781	Nil	Nil	Nil	Nil	Nil	25,781
Chief Financial Officer	2012	30,505	Nil	Nil	3,487	Nil	Nil	30,505
	2011	18,539	Nil	Nil	Nil	Nil	Nil	18,539
Jerry Budziak[3]	2013	68,750[4]	Nil	Nil	Nil	Nil	214,405[5]	283,155
Past Chief Executive Officer	2012	150,000	Nil	Nil	3,487	Nil	Nil	153,487
	2011	150,000	Nil	Nil	Nil	Nil	Nil	150,000

(1) Kyle Stevenson was appointed as the President and Chief Executive Officer of Seaway on June 24, 2013, on the resignation of Jerry Budziak as an officer and director of Seaway.

(2) Consulting fees for Mr. Stevenson's services as President and Chief Executive Officer from June to September 2013, at $7,500 per month prorated.

(3) Jerry Budziak resigned as the President and Chief Executive Officer and as a director of Seaway effective June 24, 2013.

(4) Salary paid in accordance with the terms of the Budziak Agreement for the period October 1, 2013 to March 15, 2014. See "Termination and Change of Control Benefits – The Budziak Agreement" in this Part 4.

(5) Of this amount, $160,375 relates to severance paid to Mr. Budziak in accordance with the termination provisions of the Budziak Agreement, $44,712 relates to payment of previously accrued vacation pay, and $9,318 relates to consulting fees paid to Spirit Resource Management Ltd., a private company owned and controlled by Jerry Budziak, for the period March to June 2013. See "Termination and Change of Control Benefits – The Budziak Agreement" in this Part 4.

Incentive Plan Awards – Outstanding Awards

Seaway did not grant any incentive stock options during the fiscal year ended September 30, 2013, and no previously granted options were outstanding at September 30, 2013.

Incentive Plan Awards – Value Vested or Earned During the Year

As there were no option-based awards, share-based awards or non-equity incentive plan compensation that vested or was earned during the most recently completed financial year ended September 30, 2013, there was no value vested in favour of or earned by any executive officer or by any non-executive director of Seaway during the most recently completed financial year.

As there were no stock options outstanding during the fiscal year ended September 30, 2013, no incentive stock options to purchase common shares of Seaway were exercised during the fiscal year ended September 30, 2013, and, as such, no value was earned by executive officers or by the non-executive directors as a result of exercise of incentive stock options during the fiscal year ended September 30, 2013.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Other than as set out below, Seaway is not a party to any contract, agreement, plan or arrangement with its Named Executive Officers that provide for payments to Named Executive Officers at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement, or as a result of a change in control of Seaway or a change in a Named Executive Officer's responsibilities.

The Budziak Agreement

Seaway was party to an employment agreement (the "**Budziak Agreement**") effective May 1, 2006, with Jerry J. Budziak, the President and Chief Executive Officer of the Company from September 30, 2008 to June 24, 2013. Pursuant to the Budziak Agreement, the Company paid $12,500.00 per month to Mr. Budziak for the services performed in his capacity as President and Chief Executive Officer. In accordance with the terms of the Budziak Agreement, in the event of termination of the Budziak Agreement by the Company without just cause, or in the event of a merger, amalgamation, acquisition of the Company by another person, acquisition of substantially all the assets of the Company, or a change in control of the Company, Mr. Budziak was entitled to a termination payment of six months' salary plus one additional month's salary for each year of service not to exceed 18 months. During the fiscal year ended September 30, 2013, a severance payment aggregating $160,375 was paid to Mr. Budziak in accordance with the terms of the Budziak Agreement.

By resolutions of our directors on May 1, 2013, the Budziak Agreement was terminated effective March 15, 2013, in accordance with the terms of a Termination Agreement entered into by Seaway and Mr. Budziak, in favour of an executive consulting agreement (the "**Spirit Agreement**") between Seaway and Spirit Resource Management Ltd., a company owned and controlled by Mr. Budziak. Pursuant to the terms of the Spirit Agreement, Mr. Budziak continued to provide consulting services to Seaway from March until June 2013. The Spirit Agreement is no longer in effect as of the date of this Circular.

See Part 4 – Executive Compensation.

MANAGEMENT CONTRACTS

Except as otherwise disclosed herein, the management functions of Seaway are performed by our executive officers.

DIRECTOR COMPENSATION

During the fiscal year ended September 30, 2013, Seaway did not pay its directors any fees for acting as such. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors and may, from time to time, be granted options to purchase common shares.

See "Incentive Plan Awards – Outstanding Option-based Awards" and "Incentive Plan Awards – Value Vested or Earned During the Year" above under heading "Named Executive Officer – Summary Compensation Table".

PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following information is as of September 30, 2013, Seaway's most recently completed financial year.

Plan Category	Number of securities[1] to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders[2]	Nil	N/A	2,887,747[1][2]
Equity compensation plans not approved by securityholders	N/A	N/A	N/A

(1) Underlying securities are pre-consolidation common shares in the capital of Seaway Energy Services Inc. as of September 30, 2013, based on 28,877,470 common shares then issued and outstanding. Effective March 20, 2014, Seaway consolidated its issued common shares on the basis of 10 pre-consolidation common shares for one post-consolidation common share.

(2) See Part 3 – The Business of the Meeting – Annual Approval of Stock Option Plan.

PART 6 – AUDIT COMMITTEE

Audit Committee Charter

The charter for the Audit Committee of our Board of Directors is attached to this Circular as Exhibit D.

Audit Committee Members

The members of Seaway's Audit Committee are Brian Morrison, Kyle Stevenson and Richard Stevenson. Brian Morrison and Richard Stevenson are considered by Seaway's Board to be independent of management, having applied the guidelines contained in applicable securities legislation, and all three of the Audit Committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by Seaway's financial statements. Kyle Stevenson is not independent of management as he is Seaway's President, Chief Executive Officer and Corporate Secretary.

The mandate of the Audit Committee is to assist the Board of Directors of Seaway in fulfilling its financial oversight responsibilities. The Committee's primary duties and responsibilities include overseeing Seaway's accounting and financial reporting processes and serving as an independent and objective party to monitor preparation of Seaway's audited financial statements and other financial information. See Exhibit D.

Relevant Education and Experience

All of the Audit Committee members are businessmen with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, internal controls and procedures necessary for financial reporting, which has been garnered from working in their individual fields of endeavor.

Brian Morrison

Brian Morrison is a self-employed management consultant to public companies and has provided services in a variety of management and financial oversight roles. He holds and has held directorships in numerous public companies. Mr. Morrison has an in-depth knowledge of securities markets, regulatory affairs and investor/public

relations. From January 2005 to May 2008, Mr. Morrison was an Account Manager with Computershare Investor Services Inc., an international full service financial services, corporate trust and stock transfer company. Mr. Morrison obtained a Bachelor of Commerce degree from the University of Northern British Columbia in 2004 and completed the Canadian Securities Course in 2006.

Kyle Stevenson

Mr. Stevenson obtained a Bachelor of Commerce from the University of Victoria in 1997 and began his career in the financial industry while working with a national brokerage firm. Since 2004, Mr. Stevenson has managed his own investor relations firm, specializing in raising money and marketing for early stage public companies. In additional to his roles with Seaway, Mr. Stevenson is also a director and/or officer several other publicly traded reporting issuers including High North Resources Ltd., Letho Resources Corp. and Noor Energy Corporation.

Richard Stevenson

Mr. Stevenson has 40 years of diverse senior management experience in both the utility and engineering business, including managing Construction and Operations at BC Hydro and overseeing projects overseas. Mr. Stevenson retired from BC Hydro in 2002. Mr. Stevenson has consulted to SNC Lavalin as a Senior Construction Manager on major projects in both Alberta and British Columbia.

Pre-Approved Policies and Procedures for Non-Audit Services

Our Audit Committee Charter provides that management seek approval from the Audit Committee for all non-audit services to be provided to Seaway by our external auditor, prior to engaging the external auditor to perform those non-audit services. The Audit Committee has not adopted specific policies or procedures for the engagement of non-audit services.

External Auditor Service Fees

The table that follows sets out the aggregate fees billed for services during the last two fiscal years by our external auditor, Buchanan Barry LLP, Chartered Accountants. See Part 3 – The Business of the Meeting – Appointment of Auditor.

	Fiscal year ended September 30, 2013	**Fiscal year ended September 30, 2012**
Audit fees	$18,000[(1)]	$42,000[(2)]
Audit related fees	Nil	Nil
Tax fees	Nil	Nil
Other fees	Nil	Nil

(1) Estimate only; final invoicing not yet received.

(2) Actual audit fees invoiced for the fiscal year ended September 30, 2012. Disclosure in the Information Circular prepared by Seaway's management in connection with the annual general and special meeting of shareholders held on February 28, 2013, estimated audit fees for the fiscal year ended September 30, 2012, at $33,000.

Audit Committee Oversight

At no time since the commencement of Seaway's most recently completed fiscal year ended September 30, 2013, has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board of Directors.

Reliance on Exemptions

As Seaway is a "venture issuer" pursuant to relevant securities legislation, we are relying on the exemption in Section 6.1 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") from the Audit Committee composition requirements of Part 3 and the reporting obligations of Part 5 of NI 52-110.

At no time since the commencement of Seaway's most recently completed fiscal year ended September 30, 2013, has Seaway relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-Audit Services) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

PART 7 – CORPORATE GOVERNANCE

Composition of Board of Directors

The Board of Directors of Seaway facilitates its exercise of independent supervision over management by ensuring that there are directors on the Board who are independent of management. The Board, at present, is comprised of four directors, three of whom, Brian Morrison, Clovis Najm and Richard Stevenson, are considered to be independent of management, having applied the guidelines contained in applicable securities legislation. In determining whether a director is independent, in addition to complying with the requirements of applicable securities legislation and stock exchange policy, the Board considers, for example, whether a director has a relationship which could, or could be perceived to, interfere with the director's ability to objectively assess the performance of management. On this basis, Kyle Stevenson, as President, Chief Executive Officer and Corporate Secretary, is not considered to be independent of management.

Board consideration and approval is required for all material contracts, business transactions and all debt and equity financing proposals. The Board delegates to management, through the Chief Executive Officer, responsibility for meeting defined corporate objectives, evaluating new business opportunities and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives.

The directors believe that, at Seaway's present stage of development, the current composition of the Board of Directors adequately facilitates its exercise of independent supervision over management. The Board facilitates independent supervision of management through meetings of the Board and through informal discussions among independent members of the Board and management. In addition, the independent directors have access to the Company's external auditors, legal counsel and to any of the Company's officers. As Seaway matures as a business enterprise and as may be required to ensure there are a sufficient number of directors to efficiently carry out the duties of the Board, as well as enhance the diversity of views, skills and experience the directors bring to the Board, Seaway's Board of Directors will identify additional qualified candidates that have experience relevant to Seaway's needs and who are independent of management for recommendation for election as additional directors of Seaway. See "Nomination and Election of Directors" below.

Directorships in other Public Companies

Certain of the directors of Seaway are also directors of other reporting issuers as of the date of this Circular, as follows:

Name	Reporting Issuer
Brian Morrison	Decade Resources Ltd. Letho Resources Corp. Redhill Resources Corp. Windfire Capital Corp.

Name	Reporting Issuer
Clovis Najm	None
Kyle Stevenson	High North Resources Ltd. Letho Resources Corp. Noor Energy Corporation
Richard Stevenson	None

Orientation and Continuing Education

As of the date of this Circular, Seaway does not have an official orientation or training program for new directors. New directors will be provided, through discussions and meetings with other directors, officers, employees and consultants, with a thorough overview of Seaway's business. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

Management endeavours to provide a continuous flow of information to our directors for continuing education purposes relating to Seaway's business and operations, as well as information and other initiatives intended to keep the Board abreast of new developments and challenges that Seaway may face. Directors are expected to meet with management to discuss and better understand Seaway's business, operations and issues, and are encouraged to discuss with legal counsel their legal obligations as directors of Seaway.

Ethical Business Conduct

Our Board monitors the ethical conduct of Seaway and endeavours to ensure that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found that the fiduciary duties placed on individual directors by our governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of Seaway and its shareholders.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as the directors of Seaway also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of its governing corporate law, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

Nomination and Election of Directors

The Board of Directors will consider its size each year when it considers the number of directors to recommend to its shareholders for election at annual meetings, taking into account the number required to carry out the Board's duties effectively and to maintain diversity of view and experience. The Board has not, as yet, appointed a nominating committee and these functions will, in the near term, be performed by the Board as a whole, although no formal process has been adopted. Nominees are generally the result of recruitment efforts by the Board including both formal and informal discussions among the directors and Seaway's officers.

Seaway has adopted advance notice procedures for nomination of directors, which requires that a shareholder proposing to nominate a person for election as a director at a meeting of shareholders must provide Seaway with advance notice of, and prescribed details concerning, the proposed nominee. See Part 3 – The Business of the Meeting – Election of Directors.

Voting for election of directors of Seaway is by individual voting and not by slate voting. Seaway has not, as yet, adopted a majority voting policy such that procedures would be in place requiring the resignation of a director should the director receive more "withheld" votes than votes "for" at any uncontested meeting of shareholders at which directors are elected.

Committees of the Board of Directors

As of the date of this Information Circular, our Board of Directors has two committees, the Audit Committee and the Compensation Committee. The previously appointed Safety and Environmental Committee has disbanded, due to resignations as directors of Seaway by each of the members, and there is no present intention to re-appoint a Safety and Environmental Committee and the committee's purpose is no longer relevant to Seaway's operations.

Audit Committee

The members of the Audit Committee are Brian Morrison, Kyle Stevenson and Richard Stevenson (see Part 6 – Audit Committee).

Compensation Committee

The members of the Compensation Committee are Brian Morrison and Kyle Stevenson (see "Compensation", which follows). See Part 4 – Executive Compensation – Compensation Discussion and Analysis - Compensation Process, the Role of the Compensation Committee and Compensation Governance.

Assessments

The Board does not formally review the contributions of individual directors; however it believes that its current size facilitates informal discussion and evaluation of members' contributions within that framework.

PART 8 – OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the most recently completed fiscal year ended September 30, 2013, and as at the date of this Information Circular, no director, executive officer or employee or former director, executive officer or employee of Seaway, nor any nominee for election as a director of the Seaway, nor any associate of any such person, was indebted to Seaway, nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Seaway.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed below, no proposed nominee for election as a director, and no director or officer of the Company who has served in such capacity since the beginning of the Company's most recently completed fiscal year ended September 30, 2013, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of the Company's outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had or has any interest in any transaction with the Company, or in any proposed transaction, that has materially affected the Company or is likely to do so.

Proposed Acquisition of Peeppl Media Inc. and Appointment of Clovis Najm as a Director

Seaway has entered into a non-binding, arm's length letter of intent dated April 16, 2014 (the "**LOI**"), with Peeppl Media Inc. ("**Peeppl**") pursuant to which Seaway will acquire all of the issued and outstanding securities of Peeppl in exchange for common shares in the capital of Seaway and Peeppl will become a wholly-owned subsidiary of Seaway (the "**Transaction**"). The Transaction may constitute a "Change of Business" ("**COB**") under the policies of the TSX Venture Exchange (the "**Exchange**") and is subject to the prior Exchange approval. Assuming

completion of the Transaction, Seaway will be listed as a Tier 2 Technology issuer pursuant to the initial listing requirements of the Exchange.

In accordance with the LOI, Seaway will acquire an aggregate of approximately 2,398,872 common shares in the capital of Peeppl, which aggregate includes common shares proposed to be issued by Peeppl on exercise of outstanding stock options anticipated to be exercised following accelerated vesting just prior to closing, as well as common shares proposed to be issued by Peeppl on conversion of outstanding convertible notes in exchange for approximately 8,800,000 common shares in the capital of Seaway (an approximate 3.67 for one basis) (the "**Payment Shares**"), at a deemed per share price of $0.34 for an aggregate consideration of $2,992,000. The Payment Shares issued by Seaway to the Peeppl shareholders will be subject to a hold period of four months and one day from the date of issuance and the Payment Shares issued by Seaway to the principals of Peeppl may be subject to escrow or seed share resale restrictions in accordance with the policies of the Exchange.

Closing of the Transaction is subject to the following conditions:

(a) the entering into of a definitive share exchange agreement between Seaway and the Peeppl shareholders;

(b) completion of a financing as disclosed below;

(c) completion of satisfactory due diligence by each of Seaway and Peeppl;

(d) receipt of all required approvals and third-party consents of the Boards of Directors and shareholders of Seaway and Peeppl, customers, lenders, lessors and regulatory authorities;

(e) final acceptance by the Exchange of the Transaction, the financing by Seaway, Seaway's name change and all other items in connection with the COB; and

(f) other conditions precedent that are customary for a transaction of this nature.

Seaway proposes obtaining approval of the Transaction and consent to the COB from its shareholders by way of written consent.

On execution of the LOI, Seaway paid a CDN$25,000 non-refundable deposit to Peeppl as consideration for entering into the LOI.

Under the terms of the LOI, Seaway and Peeppl have agreed to a 60-day exclusivity period until June 15, 2014, in order to conduct due diligence and Peeppl has agreed that it will not enter into any discussions concerning or otherwise pursue in any manner any transactions involving the sale of its common shares or the sale of its assets, except in the ordinary course of business. Seaway intends to seek an exemption from the sponsorship requirements, if required, pursuant to the policies of the Exchange but there is no assurance that this exemption will be granted. The trading of Seaway's shares has been halted in accordance with the policies of the Exchange and will resume when the Exchange's requirements for reinstatement of trading have been met.

Financial information with respect to Peeppl's business and operations, as well as other detail with respect to the Transaction, will be included in the Filing Statement that will be prepared by Seaway and filed with the Exchange and then available for viewing through SEDAR (www.sedar.com).

Concurrently with closing of the Transaction and subject to receipt of Exchange acceptance:

- Seaway intends to pay a finder's fee to an arms' length party for introducing Seaway to Peeppl, the payment of the finder's fee to be satisfied by the issuance of shares of Seaway in the maximum amount permitted under the policies of the Exchange;
- Seaway will change its name to a suitable name as is agreed to by the parties; and
- Seaway will conduct a financing on terms to be decided between Seaway and Peeppl.

Subject to prior approval by the Exchange, Seaway has agreed to provide Peeppl with a secured loan evidenced by a convertible note (the "**Note**") in the amount of CDN$125,000. If the Transaction completes as intended, the Note

will constitute, and will be booked on the financial statements of Seaway, as debt between Seaway and its wholly-owned subsidiary. If the Transaction does not complete as intended, within five business days of Seaway notifying Peeppl that the Transaction will not complete, Seaway will assign the Note to a third party acceptable to both parties (the "**Assignment**"). Upon the Assignment, the Note will become unsecured and will convert into common shares of Peeppl to be issued to the assignee based on a conversion rate that presumes that Peeppl's fully diluted market capitalization is CDN$8 million. In the event that the Assignment does not occur within five business days of Seaway notifying Peeppl that the Transaction will not complete, the Note will convert into common shares of Peeppl to be issued to Seaway based on a conversion rate that presumes that Peeppl's fully diluted market capitalization is CDN$8 million.

Upon execution of LOI, Clovis Najm of Vancouver, British Columbia, was appointed as a director of Seaway. Mr. Najm is the sole director, President, Chief Executive Officer and controlling shareholder of Peeppl, holding approximately 75.5% of Peeppl's currently issued and outstanding shares. In accordance with the terms of the LOI, Mr. Najm has provided a signed and undated resignation that is held in escrow by Seaway's counsel in the event that the Transaction does not complete as intended. Assuming completion of the Transaction and the COB as intended, the Board of Directors of the "Resulting Issuer" will consist of Kyle Stevenson (the President, Chief Executive Officer and Corporate Secretary of Seaway), Richard Stevenson, Brian Morrison and Clovis Najm, each a current director of Seaway standing for election at the meeting to which this Circular relates. It is proposed that Clovis Najm will become the Chief Executive Officer of the "Resulting Issuer" on completion of the Transaction. It is proposed that Lisa Dea, currently an employee of Peeppl, will be appointed as Chief Financial Officer of the Resulting Issuer concurrent with closing of the Transaction.

The Budziak Debenture

During the fiscal year ended September 30, 2013, the Company was indebted to Jerry J. Budziak, a former director and the past-President and Chief Executive Officer (from September 30, 2008 to June 24,2013) of Seaway, and formerly a principal shareholder of Seaway, in the principal amount of $275,000 pursuant to an unsecured debenture financing bearing interest at 12% per annum, convertible into common shares of the Company at a price per pre-consolidation share of $0.15 (which was subsequently converted to a loan with interest at 9% per annum), initially due and payable by April 4, 2010, which due date was extended, ultimately, until April 4, 2013. The loan and all accrued interest was repaid in full by January 29, 2013. The Company paid Mr. Budziak an aggregate of approximately $2,885 in interest during the fiscal year ended September 30, 2013, and no portion of the loan was converted into common shares of the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON AT THE MEETING

None of the directors or executive officers of Seaway who have served in such capacity since the beginning of our most recently completed fiscal year ended September 30, 2013, no proposed nominee for election as a director of Seaway, nor any associate or affiliate of any of those individuals, has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting other than the election of directors and annual approval of the Option Plan, details of which are disclosed at Part 3 – The Business of the Meeting.

PENALTIES AND SANCTIONS

As at the date of this Information Circular, no proposed nominee for election as a director of Seaway (nor any personal holding company of a proposed director) has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

CEASE TRADE ORDERS AND BANKRUPTCY

As at the date of this Information Circular, no proposed nominee for election as a director of Seaway is, or has been, within 10 years before the date of this Information Circular:

1. a director, chief executive officer or chief financial officer of any company (including Seaway and any personal holding company of the proposed director) that, while that person was acting in that capacity:

   (a) was subject to:

      (i) a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order), or

      (ii) an order similar to a cease trade order, or

      (iii) an order that denied the relevant company access to any exemption under securities legislation,

      that was in effect for a period of more than 30 consecutive days (an "**Order**"); or

   (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

2. a director or executive officer of any company (including Seaway and any personal holding company of the proposed director) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

PERSONAL BANKRUPTCY

No proposed nominee for election as a director of Seaway has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

OTHER MATTERS

Management of Seaway is not aware of any other matters to come before the meeting other than as set forth in the Notice that accompanies this Information Circular. If any other matter properly comes before the meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

You may obtain additional financial information about Seaway Energy Services Inc. in our comparative financial statements and Management's Discussion and Analysis for the fiscal year ended September 30, 2013, which have been electronically filed with regulators and are available for viewing through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Additional copies may be obtained without charge upon request to us at Suite 2000, 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3 - telephone (604) 687-1779; facsimile (604) 602-1606. You may also access Seaway's disclosure documents through the Internet on SEDAR at www.sedar.com.

EXHIBIT A

CONTINUATION APPLICATION

BC Registry Services

CONTINUATION APPLICATION

FORM 16 – BC COMPANY

Section 302 *Business Corporations Act*

Telephone: 1 877 526-1526
www.bcregistryservices.gov.bc.ca

DO NOT MAIL THIS FORM to BC Registry Services unless you are instructed to do so by registry staff. The Regulation under the *Business Corporations Act* requires the electronic version of this form to be filed on the Internet at www.corporateonline.gov.bc.ca

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the *FOIPPA* and the *Business Corporations Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

If you are continuing a company into BC and want the BC incorporation number as its name, you will need to file this form on paper. Complete this form and mail to the Corporate Registry, along with a letter from the corporation's home jurisdiction authorizing the continuation in. For information on the content of the authorization letter, see the Corporate Online Help Centre at www.corporateonline.gov.bc.ca for "Continuation Application" and "Authorization for Continuation In."

A NAME OF COMPANY – *Choose **one** of the following:*

☑ The name SEAWAY ENERGY SERVICES INC. is the name reserved for the foreign corporation to be continued in. The name reservation number is: NR 5952626 , *OR*

☐ The foreign corporation is to be continued in with a name created by adding "B.C. Ltd." after the incorporation number of the company.

B FOREIGN CORPORATION'S CURRENT JURISDICTION

1. Corporate number assigned by the foreign corporation's jurisdiction 2014291328
2. Corporation's name in the foreign corporation's jurisdiction SEAWAY ENERGY SERVICES INC.
3. Foreign corporation's date of incorporation or the most recent date of amalgamation or continuation YYYY / MM / DD 2008/09/30
4. Foreign corporation's jurisdiction of incorporation, amalgamation or continuation

   ALBERTA

C AUTHORIZATION FOR CONTINUATION

Authorization for the continuation from the foreign corporation's jurisdiction is:

☐ ATTACHED ☐ ALREADY FILED

D REGISTRATION AS AN EXTRAPROVINCIAL COMPANY

Is the foreign corporation currently registered in BC as an extraprovincial company?

☐ YES ☑ NO

If YES, enter the BC registration number and name of the extraprovincial company below:

Extraprovincial Registration Number in BC _____

Extraprovincial Company Name in BC _____

(Including assumed name, if any, approved for use in BC) _____

E CERTIFIED CORRECT – I have read this form and found it to be correct.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE FOREIGN CORPORATION	SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE FOREIGN CORPORATION	DATE SIGNED YYYY / MM / DD
KYLE STEVENSON	X	

NOTICE OF ARTICLES

A NAME OF COMPANY

Set out the name of the company as set out in Item A of the Continuation Application.

SEAWAY ENERGY SERVICES INC.

B TRANSLATION OF COMPANY NAME

Set out every translation of the company name that the company intends to use outside of Canada.

C DIRECTOR NAME(S) AND ADDRESS(ES)

Set out the full name, delivery address and mailing address (if different) of every director of the company. The director may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9 a.m. and 4 p.m. on business days or (b) the delivery address and, if different, the mailing address of the individual's residence. The delivery address must not be a post office box. Attach an additional sheet if more space is required.

LAST NAME	FIRST NAME	MIDDLE NAME
STEVENSON	KYLE	

	PROVINCE/STATE	COUNTRY	POSTAL CODE/ZIP CODE
DELIVERY ADDRESS REDACTED FOR CONFIDENTIALITY	BC	CANADA	
MAILING ADDRESS REDACTED FOR CONFIDENTIALITY	BC	CANADA	

LAST NAME	FIRST NAME	MIDDLE NAME
STEVENSON	RICHARD	

	PROVINCE/STATE	COUNTRY	POSTAL CODE/ZIP CODE
DELIVERY ADDRESS REDACTED FOR CONFIDENTIALITY	BC	CANADA	
MAILING ADDRESS REDACTED FOR CONFIDENTIALITY	BC	CANADA	

LAST NAME	FIRST NAME	MIDDLE NAME
MORRISON	BRIAN	

	PROVINCE/STATE	COUNTRY	POSTAL CODE/ZIP CODE
DELIVERY ADDRESS REDACTED FOR CONFIDENTIALITY	BC	CANADA	
MAILING ADDRESS REDACTED FOR CONFIDENTIALITY	BC	CANADA	

LAST NAME	FIRST NAME	MIDDLE NAME
NAJM	CLOVIS	

	PROVINCE/STATE	COUNTRY	POSTAL CODE/ZIP CODE
DELIVERY ADDRESS REDACTED FOR CONFIDENTIALITY	BC	CANADA	
MAILING ADDRESS REDACTED FOR CONFIDENTIALITY	BC	CANADA	

D REGISTERED OFFICE ADDRESSES

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE

	PROVINCE	POSTAL CODE
SUITE 1810 - 1111 WEST GEORGIA STREET	BC	V6E 4M3

MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE

	PROVINCE	POSTAL CODE
SUITE 1810 - 1111 WEST GEORGIA STREET	BC	V6E 4M3

E RECORDS OFFICE ADDRESSES

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE

	PROVINCE	POSTAL CODE
SUITE 1810 - 1111 WEST GEORGIA STREET	BC	V6E 4M3

MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE

	PROVINCE	POSTAL CODE
SUITE 1810 - 1111 WEST GEORGIA STREET	BC	V6E 4M3

F AUTHORIZED SHARE STRUCTURE

Identifying name of class or series of shares	Maximum number of shares of this class or series of shares that the company is authorized to issue, or indicate there is no maximum number.		Kind of shares of this class or series of shares.			Are there special rights or restrictions attached to the shares of this class or series of shares?	
	THERE IS NO MAXIMUM (✔)	MAXIMUM NUMBER OF SHARES AUTHORIZED	WITHOUT PAR VALUE (✔)	WITH A PAR VALUE OF ($)	Type of currency	YES (✔)	NO (✔)
COMMON	✓		✓				✓
PREFERRED	✓		✓			✓	

BC Registry Services

REQUEST FOR YOUR BUSINESS NUMBER

FORM 1

Section 7 *Business Number Act*

Telephone: 1 877 526-1526
www.bcregistryservices.gov.bc.ca

Mailing Address: PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

Location: 200 - 940 Blanshard Street
Victoria BC V8W 3E6

INSTRUCTIONS:

Please type or print clearly in block letters.

The Province of British Columbia has entered into a partnership with the Canada Revenue Agency (CRA) to use the national Business Number (BN) as a convenient way for corporations to identify themselves when communicating with federal and provincial governments.

The Corporate Registry, under the authority of the *Business Number Act*, is therefore collecting the BN from both corporations applying for registration in British Columbia and corporations currently registered in British Columbia. This will allow corporations to use their BN as an identifier the next time they communicate with the Corporate Registry.

You will already have a BN if you have been incorporated federally or if you are incorporated in another Canadian jurisdiction.

You may have also received a BN from CRA if you:

- collect GST/HST;
- have employees;
- import or export goods to or from Canada;
- operate a taxi or limo service;
- are registered with WorkSafeBC, and/or;
- are registered to do business in another Canadian jurisdiction

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the *FOIPPA* and the *Business Number Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

COMPLETE ITEM A OR B

A BUSINESS NUMBER

Your **Business Number** (e.g., GST/HST account) would be displayed as a 15 character identifier, for example: **82123 5679 RT 0001**. The first nine numbers uniquely identify your business – it's those numbers we need.

Please enter the first 9 digits here:

B DIRECTOR NAME

If you do not have a Business Number please enter the name of a director of your corporation (as per CRA requirements) so that we can request one for you. The director's name is confidential information and is collected under the authority of the *Business Number Act*.

LAST NAME	FIRST NAME
STEVENSON	KYLE

EXHIBIT B

PROPOSED BC ARTICLES

EXHIBIT B

Incorporation number: [♦number]

SEAWAY ENERGY SERVICES INC.

(the "Company")

ARTICLES

1. Interpretation

1.1 Definitions

In these Articles, unless the context otherwise requires:

(1) **"appropriate person"** has the meaning assigned in the *Securities Transfer Act*;

(2) **"board of directors"**, **"directors"** and **"board"** mean the directors or sole director of the Company for the time being;

(3) **"Business Corporations Act"** means the *Business Corporations Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;

(4) **"Interpretation Act"** means the *Interpretation Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;

(5) **"legal personal representative"** means the personal or other legal representative of a shareholder;

(6) **"protected purchaser"** has the meaning assigned in the *Securities Transfer Act*;

(7) **"registered address**" of a shareholder means the shareholder's address as recorded in the central securities register;

(8) **"seal"** means the seal of the Company, if any;

(9) **"securities legislation"** means statutes concerning the regulation of securities markets and trading in securities and the regulations, rules, forms and schedules under those statutes, all as amended from time to time, and the blanket rulings and orders, as amended from time to time issued by the securities commissions or similar regulatory authorities appointed under or pursuant to those statutes; **"Canadian securities legislation"** means the securities legislation in any province or territory of Canada and includes the *Securities Act* (British Columbia); and **"U.S. securities legislation**" means the securities legislation in the federal jurisdiction of the United States and in any state of the United States and includes the *Securities Act of 1933* and the *Securities Exchange Act of 1934*;

(10) **"Securities Transfer Act"** means the *Securities Transfer Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act.

1.2 Business Corporations Act and Interpretation Act Definitions Applicable

The definitions in the Business Corporations Act and the definitions and rules of construction in the *Interpretation Act*, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these Articles as if they were an enactment. If there is a conflict between a definition in the Business Corporations Act and a definition or rule in the *Interpretation Act* relating to a term used in these Articles, the definition in the Business Corporations Act will prevail in relation to the use of the term in these Articles. If there is a conflict or inconsistency between these Articles and the Business Corporations Act, the Business Corporations Act will prevail.

2. Shares and Share Certificates

2.1 Authorized Share Structure

The authorized share structure of the Company consists of shares of the class or classes and series, if any, described in the Notice of Articles of the Company.

2.2 Form of Share Certificate

Each share certificate issued by the Company must comply with, and be signed as required by, the Business Corporations Act.

2.3 Shareholder Entitled to Certificate or Acknowledgment

Unless the shares of which the shareholder is the registered owner are uncertified shares within the meaning of the Business Corporations Act, each shareholder is entitled, without charge, to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder's name or (b) a non-transferable written acknowledgment of the shareholder's right to obtain such a share certificate, provided that in respect of a share held jointly by several persons, the Company is not bound to issue more than one share certificate or acknowledgment and delivery of a share certificate or an acknowledgment to one of several joint shareholders or to a duly authorized agent of one of the joint shareholders will be sufficient delivery to all.

2.4 Delivery by Mail

Any share certificate or non-transferable written acknowledgment of a shareholder's right to obtain a share certificate may be sent to the shareholder by mail at the shareholder's registered address and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate or acknowledgement is lost in the mail or stolen.

2.5 Replacement of Worn Out or Defaced Certificate or Acknowledgement

If the directors are satisfied that a share certificate or a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate is worn out or defaced, they must, on production to them of the share certificate or acknowledgment, as the case may be, and on such other terms, if any, as they think fit:

(1) order the share certificate or acknowledgment, as the case may be, to be cancelled; and

(2) issue a replacement share certificate or acknowledgment, as the case may be.

2.6 Replacement of Lost, Destroyed or Wrongfully Taken Certificate

If a person entitled to a share certificate claims that the share certificate has been lost, destroyed or wrongfully taken, the Company must issue a new share certificate if that person:

(1) so requests before the Company has notice that the share certificate has been acquired by a protected purchaser;

(2) provides the Company with an indemnity bond sufficient in the Company's judgment to protect the Company from any loss that the Company may suffer by issuing a new certificate; and

(3) satisfies any other reasonable requirements imposed by the directors.

A person entitled to a share certificate may not assert against the Company a claim for a new share certificate where a share certificate has been lost, apparently destroyed or wrongfully taken if that person fails to notify the Company of that fact within a reasonable time after that person has notice of it and the Company registers a transfer of the shares represented by the certificate before receiving a notice of the loss, apparent destruction or wrongful taking of the share certificate.

2.7 Recovery of New Share Certificates

If, after the issue of a new share certificate, a protected purchaser of the original share certificate presents the original share certificate for the registration of transfer, then in addition to any rights under the indemnity bond, the Company may recover the new share certificate from a person to whom it was issued or any person taking under that person other than a protected purchaser.

2.8 Splitting Share Certificates

If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name two or more share certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as represented by the share certificate so surrendered, the Company must cancel the surrendered share certificate and issue replacement share certificates in accordance with that request.

2.9 Certificate Fee

There must be paid to the Company, in relation to the issue of any share certificate under Articles 2.5, 2.6 or 2.8, the amount, if any and which must not exceed the amount prescribed under the Business Corporations Act, determined by the directors.

2.10 Recognition of Trusts

Except as required by law or statute or these Articles, no person will be recognized by the Company as holding any share upon any trust, and the Company is not bound by or compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or fraction of a share or (except as required by law or statute or these Articles or as ordered by a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the shareholder.

3. Issue of Shares

3.1 Directors Authorized

Subject to the Business Corporations Act and the rights, if any, of the holders of issued shares of the Company, the Company may issue, allot, sell or otherwise dispose of the unissued shares and issued shares held by the Company, at the times, to the persons, including directors, in the manner, on the terms and conditions and for the issue prices (including any premium at which shares with par value may be issued) that the directors may determine. The issue price for a share with par value must be equal to or greater than the par value of the share.

3.2 Commissions and Discounts

The Company may at any time pay a reasonable commission or allow a reasonable discount to any person in consideration of that person purchasing or agreeing to purchase shares of the Company from the Company or any other person or procuring or agreeing to procure purchasers for shares of the Company.

3.3 Brokerage

The Company may pay such brokerage fee or other consideration as may be lawful for or in connection with the sale or placement of its securities.

3.4 Conditions of Issue

Except as provided for by the Business Corporations Act, no share may be issued until it is fully paid. A share is fully paid when:

(1) consideration is provided to the Company for the issue of the share by one or more of the following:

(a) past services performed for the Company;

(b) property;

(c) money; and

(2) the value of the consideration received by the Company equals or exceeds the issue price set for the share under Article 3.1.

3.5 Share Purchase Warrants and Rights

Subject to the Business Corporations Act, the Company may issue share purchase warrants, options and rights upon such terms and conditions as the directors determine, which share purchase warrants, options and rights may be issued alone or in conjunction with debentures, debenture stock, bonds, shares or any other securities issued or created by the Company from time to time.

4. Share Registers

4.1 Central Securities Register

As required by and subject to the Business Corporations Act, the Company must maintain a central securities register. The directors may, subject to the Business Corporations Act, appoint an agent to maintain the central securities register. The directors may also appoint one or more agents, including the agent which keeps the central securities register, as transfer agent for its shares or any class or series of its shares, as the case may be, and the same or another agent as registrar for its shares or such class or series of its shares, as the case may be. The directors may terminate such appointment of any agent at any time and may appoint another agent in its place.

4.2 Closing Register

The Company must not at any time close its central securities register.

5. Share Transfers

5.1 Registering Transfers

The Company must register a transfer of a share of the Company if either:

(1) the Company or the transfer agent or registrar for the class or series of share to be transferred has received:

(a) in the case where the Company has issued a share certificate in respect of the share to be transferred, that share certificate and a written instrument of transfer (which may be on a separate document or endorsed on the share certificate) made by the shareholder or other appropriate person or by an agent who has actual authority to act on behalf of that person;

(b) in the case of a share that is not represented by a share certificate (including an uncertified share with the meaning of the Business Corporations Act and including the case where the Company has issued a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate in respect of the share to be transferred), a written instrument of transfer made by the shareholder or other appropriate person or by an agent who has actual authority to act on behalf of that person; and

(c) such other evidence, if any, as the Company or the transfer agent or registrar for the class or series of share to be transferred may require to prove the title of the transferor or the transferor's right to transfer the share, that the written instrument of transfer is genuine and authorized and that the transfer is rightful or to a protected purchaser.

(2) all the preconditions for a transfer of a share under the *Securities Transfer Act* have been met and the Company is required under the *Securities Transfer Act* to register the transfer.

5.1A Waivers of Requirements for Transfer

The Company may waive any of the requirements set out in Article 5.1(1) and any of the preconditions referred to in Articles 5.1(2).

5.2 Form of Instrument of Transfer

The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates or in any other form that may be approved by the Company or the transfer agent for the class or series of shares to be transferred.

5.3 Transferor Remains Shareholder

Except to the extent that the Business Corporations Act otherwise provides, the transferor of shares is deemed to remain the holder of the shares until the name of the transferee is entered in a securities register of the Company in respect of the transfer.

5.4 Signing of Instrument of Transfer

If a shareholder, or other appropriate person or an agent who has actual authority to act on behalf of that person signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified but the share certificates are deposited with the instrument of transfer, all the shares represented by such share certificates:

(1) in the name of the person named as transferee in that instrument of transfer; or

(2) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered.

5.5 Enquiry as to Title Not Required

Neither the Company nor any director, officer or agent of the Company is bound to inquire into the title of the person named in the instrument of transfer as transferee or, if no person is named as transferee in the instrument of transfer, of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered or is liable for any claim related to registering the transfer by the shareholder or by any intermediate owner or holder of the shares, of

any interest in the shares, of any share certificate representing such shares or of any written acknowledgment of a right to obtain a share certificate for such shares.

5.6 Transfer Fee

There must be paid to the Company, in relation to the registration of any transfer, the amount, if any, determined by the directors.

6. Transmission of Shares

6.1 Legal Personal Representative Recognized on Death

In the case of the death of a shareholder, the legal personal representative of the shareholder or in the case of shares registered in the shareholder's name and the name of another person in joint tenancy, the surviving joint holder, will be the only person recognized by the Company as having any title to the shareholder's interest in the shares. Before recognizing a person as a legal personal representative of a shareholder, the directors may require the original grant of probate or letters of administration or a court certified copy of them or the original or a court certified or authenticated copy of the grant of representation, will, order or other instrument or other evidence of the death under which title to the shares or securities is claimed to vest.

6.2 Rights of Legal Personal Representative

The legal personal representative of a shareholder has the rights, privileges and obligations that attach to the shares held by the shareholder, including the right to transfer the shares in accordance with these Articles, if the appropriate evidence of appointment or incumbency within the meaning of s. 87 of the *Securities Transfer Act* has been deposited with the Company. This Article 6.2 does not apply in the case of the death of a shareholder with respect to shares registered in the shareholder's name and the name of another person in joint tenancy.

7. Acquisition of the Company's Shares

7.1 Company Authorized to Purchase or Otherwise Acquire Shares

Subject to Article 7.2, the special rights or restrictions attached to the shares of any class or series of shares and the Business Corporations Act, the Company may, if authorized by the directors, purchase or otherwise acquire any of its shares at the price and upon the terms determined by the directors.

7.2 No Purchase, Redemption or Other Acquisition When Insolvent

The Company must not make a payment or provide any other consideration to purchase, redeem or otherwise acquire any of its shares if there are reasonable grounds for believing that:

(1) the Company is insolvent; or

(2) making the payment or providing the consideration would render the Company insolvent.

7.3 Sale and Voting of Purchased, Redeemed or Otherwise Acquired Shares

If the Company retains a share redeemed, purchased or otherwise acquired by it, the Company may sell, gift or otherwise dispose of the share, but, while such share is held by the Company, it:

(1) is not entitled to vote the share at a meeting of its shareholders;

(2) must not pay a dividend in respect of the share; and

(3) must not make any other distribution in respect of the share.

8. Borrowing Powers

The Company, if authorized by the directors, may:

(1) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the directors consider appropriate;

(2) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person and at such discounts or premiums and on such other terms as the directors consider appropriate;

(3) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and

(4) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Company.

9. Alterations

9.1 Alteration of Authorized Share Structure

Subject to the Business Corporations Act, the Company may by directors resolution subdivide or consolidate all or any of its unissued, or fully paid issued, shares and if applicable, alter its Notice of Articles and, if applicable, Articles, accordingly; and subject to Articles 9.2 and the Business Corporations Act, the Company may by special resolution:

(1) create one or more classes or series of shares;

(2) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;

(3) if the Company is authorized to issue shares of a class of shares with par value:

  (a) decrease the par value of those shares; or

  (b) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;

(4) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;

(5) alter the identifying name of any of its shares; or

(6) otherwise alter its shares or authorized share structure when required or permitted to do so by the Business Corporations Act;

and if applicable, alter its Notice of Articles and, if applicable, Articles, accordingly.

9.2 Cancellation of Class or Series of Shares

Subject to the Business Corporations Act, the Company may by resolution of the directors eliminate a class or series of shares if none of the shares of the class or series of shares are allotted or issued and if applicable, alter its Notice of Articles and, if applicable, Articles, accordingly.

9.3 Special Rights or Restrictions

Subject to the Business Corporations Act, the Company may by special resolution:

(1) create special rights or restrictions for, and attach those special rights or restrictions to, the shares of any class or series of shares, whether or not any or all of those shares have been issued; or

(2) vary or delete any special rights or restrictions attached to the shares of any class or series of shares, whether or not any or all of those shares have been issued;

and alter its Articles and Notice of Articles accordingly.

9.4 Change of Name

The Company may by directors resolution authorize an alteration to its Notice of Articles in order to change its name or adopt or change any translation of that name.

9.5 Other Alterations

If the Business Corporations Act does not specify the type of resolution and these Articles do not specify another type of resolution, the Company may by special resolution alter these Articles.

10. Meetings of Shareholders

10.1 Annual General Meetings

Unless an annual general meeting is deferred or waived in accordance with the Business Corporations Act, the Company must hold its first annual general meeting within 18 months after the date on which it was incorporated or otherwise recognized and after that must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual reference date at such time and place as may be determined by the directors.

10.2 Resolution Instead of Annual General Meeting

If all the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date of the unanimous resolution. The shareholders must, in any unanimous resolution passed under this Article 10.2, select as the Company's annual reference date a date that would be appropriate for the holding of the applicable annual general meeting.

10.3 Calling of Meetings of Shareholders

The directors may, at any time, call a meeting of shareholders to be held at such time and place as may be determined by the directors.

10.4 Notice for Meetings of Shareholders

The Company must send notice of the date, time and location of any meeting of shareholders, (including, without limitation, any notice specifying the intention to propose a resolution as an exceptional resolution, a special resolution or a special separate resolution, and any notice to consider approving an amalgamation into a foreign jurisdiction, an arrangement or the adoption of an amalgamation agreement, and any notice of a general meeting, class meeting or series meeting), in the manner provided in these Articles or in such other manner, if any, as may be prescribed by ordinary resolution (whether previous notice of the resolution has been given or not), to each shareholder entitled to attend the meeting, to each director and to the auditor of the Company, unless these Articles otherwise provide, at least the following number of days before the meeting:

(1) if and for so long as the Company is a public company, 21 days;

(2) otherwise, 10 days.

10.5 Notice of Resolution to Which Shareholders May Dissent

The Company must send to each of its shareholders, whether or not their shares carry the right to vote, a notice of any meeting of shareholders at which a resolution entitling shareholders to dissent is to be considered specifying the date of the meeting and containing a statement advising of the right to send a notice of dissent together with a copy of the proposed resolution at least the following number of days before the meeting:

(1) if and for so long as the Company is a public company, 21 days;

(2) otherwise, 10 days.

10.6 Record Date for Notice

The directors may set a date as the record date for the purpose of determining shareholders entitled to notice of any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the Business Corporations Act, by more than four months. The record date must not precede the date on which the meeting is held by fewer than:

(1) if and for so long as the Company is a public company, 21 days;

(2) otherwise, 10 days.

If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

10.7 Record Date for Voting

The directors may set a date as the record date for the purpose of determining shareholders entitled to vote at any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the Business Corporations Act, by more than four months. If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

10.8 Failure to Give Notice and Waiver of Notice

The accidental omission to send notice of any meeting of shareholders to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at that meeting. Any person entitled to notice of a meeting of shareholders may, in writing or otherwise, waive that entitlement or agree to reduce the period of that notice. Attendance of a person at a meeting of shareholders is a waiver of entitlement to notice of the meeting unless that person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10.9 Notice of Special Business at Meetings of Shareholders

If a meeting of shareholders is to consider special business within the meaning of Article 11.1, the notice of meeting must:

(1) state the general nature of the special business; and

(2) if the special business includes considering, approving, ratifying, adopting or authorizing any document or the signing of or giving of effect to any document, have attached to it a copy of the document or state that a copy of the document will be available for inspection by shareholders:

   (a) at the Company's records office, or at such other reasonably accessible location in British Columbia as is specified in the notice; and

   (b) during statutory business hours on any one or more specified days before the day set for the holding of the meeting.

11. Proceedings at Meetings of Shareholders

11.1 Special Business

At a meeting of shareholders, the following business is special business:

(1) at a meeting of shareholders that is not an annual general meeting, all business is special business except business relating to the conduct of or voting at the meeting;

(2) at an annual general meeting, all business is special business except for the following:

   (a) business relating to the conduct of or voting at the meeting;

   (b) consideration of any financial statements of the Company presented to the meeting;

   (c) consideration of any reports of the directors or auditor;

   (d) the setting or changing of the number of directors;

   (e) the election or appointment of directors;

   (f) the appointment of an auditor;

   (g) the setting of the remuneration of an auditor;

   (h) business arising out of a report of the directors not requiring the passing of a special resolution or an exceptional resolution;

(i) any other business which, under these Articles or the Business Corporations Act, may be transacted at a meeting of shareholders without prior notice of the business being given to the shareholders.

11.2 Special Majority

The majority of votes required for the Company to pass a special resolution at a general meeting of shareholders is two-thirds of the votes cast on the resolution.

11.3 Quorum

Subject to the special rights or restrictions attached to the shares of any class or series of shares and to Articles 11.4, the quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

11.4 One Shareholder May Constitute Quorum

If there is only one shareholder entitled to vote at a meeting of shareholders:

(1) the quorum is one person who is, or who represents by proxy, that shareholder, and

(2) that shareholder, present in person or by proxy, may constitute the meeting.

11.5 Persons Entitled to Attend Meeting

In addition to those persons who are entitled to vote at a meeting of shareholders, the only other persons entitled to be present at the meeting are the directors, the president (if any), the secretary (if any), the assistant secretary (if any), any lawyer for the Company, the auditor of the Company, any persons invited to be present at the meeting by the directors, or by the chair of the meeting and any persons entitled or required under the Business Corporations Act or these Articles to be present at the meeting; but if any of those persons does attend the meeting, that person is not to be counted in the quorum and is not entitled to vote at the meeting unless that person is a shareholder or proxyholder entitled to vote at the meeting.

11.6 Requirement of Quorum

No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting, but such quorum need not be present throughout the meeting.

11.7 Lack of Quorum

If, within one-half hour from the time set for the holding of a meeting of shareholders, a quorum is not present:

(1) in the case of a general meeting requisitioned by shareholders, the meeting is dissolved, and

(2) in the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place.

11.8 Lack of Quorum at Succeeding Meeting

If, at the meeting to which the meeting referred to in Article 11.7(2) was adjourned, a quorum is not present within one-half hour from the time set for the holding of the meeting, the person or persons present and being, or representing by proxy, one or more shareholders entitled to attend and vote at the meeting constitute a quorum.

11.9 Chair

The following individual is entitled to preside as chair at a meeting of shareholders:

(1) the chair of the board, if any; or

(2) if the chair of the board is absent or unwilling to act as chair of the meeting, the president, if any.

11.10 Selection of Alternate Chair

If, at any meeting of shareholders, there is no chair of the board or president present within 15 minutes after the time set for holding the meeting, or if the chair of the board and the president are unwilling to act as chair of the meeting, or if the chair of the board and the president have advised the secretary, if any, or any director present at the meeting, that they will not be present at the meeting, the directors present must choose one of their number to be chair of the meeting or if all of the directors present decline to take the chair or fail to so choose or if no director is present, the shareholders entitled to vote at the meeting who are present in person or by proxy may choose any person present at the meeting to chair the meeting.

11.11 Adjournments

The chair of a meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.12 Notice of Adjourned Meeting

It is not necessary to give any notice of an adjourned meeting of shareholders or of the business to be transacted at an adjourned meeting of shareholders except that, when a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

11.13 Decisions by Show of Hands or Poll

Subject to the Business Corporations Act, every motion put to a vote at a meeting of shareholders will be decided on a show of hands unless a poll, before or on the declaration of the result of the vote by show of hands, is directed by the chair or demanded by any shareholder entitled to vote who is present in person or by proxy.

11.14 Declaration of Result

The chair of a meeting of shareholders must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and that decision must be entered in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the chair or

demanded under Article 11.13, conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against the resolution.

11.15 Motion Need Not be Seconded

No motion proposed at a meeting of shareholders need be seconded unless the chair of the meeting rules otherwise, and the chair of any meeting of shareholders is entitled to propose or second a motion.

11.16 Casting Vote

In the case of an equality of votes, the chair of a meeting of shareholders does not, either on a show of hands or on a poll, have a second or casting vote in addition to the vote or votes to which the chair may be entitled as a shareholder.

11.17 Manner of Taking Poll

Subject to Article 11.18, if a poll is duly demanded at a meeting of shareholders:

(1) the poll must be taken:

(a) at the meeting, or within seven days after the date of the meeting, as the chair of the meeting directs; and

(b) in the manner, at the time and at the place that the chair of the meeting directs;

(2) the result of the poll is deemed to be the decision of the meeting at which the poll is demanded; and

(3) the demand for the poll may be withdrawn by the person who demanded it.

11.18 Demand for Poll on Adjournment

A poll demanded at a meeting of shareholders on a question of adjournment must be taken immediately at the meeting.

11.19 Chair Must Resolve Dispute

In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the dispute, and his or her determination made in good faith is final and conclusive.

11.20 Casting of Votes

On a poll, a shareholder entitled to more than one vote need not cast all the votes in the same way.

11.21 No Demand for Poll on Election of Chair

No poll may be demanded in respect of the vote by which a chair of a meeting of shareholders is elected.

11.22 Demand for Poll Not to Prevent Continuance of Meeting

The demand for a poll at a meeting of shareholders does not, unless the chair of the meeting so rules, prevent the continuation of the meeting for the transaction of any business other than the question on which a poll has been demanded.

11.23 Retention of Ballots and Proxies

The Company must, for at least three months after a meeting of shareholders, keep each ballot cast on a poll and each proxy voted at the meeting, and, during that period, make them available for inspection during normal business hours by any shareholder or proxyholder entitled to vote at the meeting. At the end of such three month period, the Company may destroy such ballots and proxies.

12. Votes of Shareholders

12.1 Number of Votes by Shareholder or by Shares

Subject to any special rights or restrictions attached to any shares and to the restrictions imposed on joint shareholders under Article 12.3:

(1) on a vote by show of hands, every person present who is a shareholder or proxyholder and entitled to vote on the matter has one vote; and

(2) on a poll, every shareholder entitled to vote on the matter has one vote in respect of each share entitled to be voted on the matter and held by that shareholder and may exercise that vote either in person or by proxy.

12.2 Votes of Persons in Representative Capacity

A person who is not a shareholder may vote at a meeting of shareholders, whether on a show of hands or on a poll, and may appoint a proxyholder to act at the meeting, if, before doing so, the person satisfies the chair of the meeting, or the directors, that the person is a legal personal representative or a trustee in bankruptcy for a shareholder who is entitled to vote at the meeting.

12.3 Votes by Joint Holders

If there are joint shareholders registered in respect of any share:

(1) any one of the joint shareholders may vote at any meeting of shareholders, personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it; or

(2) if more than one of the joint shareholders is present at any meeting of shareholders, personally or by proxy, and more than one of them votes in respect of that share, then only the vote of the joint shareholder present whose name stands first on the central securities register in respect of the share will be counted.

12.4 Legal Personal Representatives as Joint Shareholders

Two or more legal personal representatives of a shareholder in whose sole name any share is registered are, for the purposes of Article 12.3, deemed to be joint shareholders registered in respect of that share.

12.5 Representative of a Corporate Shareholder

If a corporation, that is not a subsidiary of the Company, is a shareholder, that corporation may appoint a person to act as its representative at any meeting of shareholders of the Company, and:

(1) for that purpose, the instrument appointing a representative must be received:

(a) at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice for the receipt of proxies, or if no number of days is specified, two business days before the day set for the holding of the meeting or any adjourned meeting; or

(b) at the meeting, or any adjourned meeting, by the chair of the meeting or adjourned meeting or by a person designated by the chair of the meeting or adjourned meeting;

(2) if a representative is appointed under this Article 12.5:

(a) the representative is entitled to exercise in respect of and at that meeting, the same rights on behalf of the corporation that the representative represents as that corporation could exercise if it were a shareholder who is an individual, including, without limitation, the right to appoint a proxyholder; and

(b) the representative, if present at the meeting, is to be counted for the purpose of forming a quorum and is deemed to be a shareholder present in person at the meeting.

Evidence of the appointment of any such representative may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

12.6 When Proxyholder Need Not Be Shareholder

A person must not be appointed as a proxyholder unless the person is a shareholder, although a person who is not a shareholder may be appointed as a proxyholder if:

(1) the person appointing the proxyholder is a corporation or a representative of a corporation appointed under Article 12.5;

(2) the Company has at the time of the meeting for which the proxyholder is to be appointed, only one shareholder entitled to vote at the meeting;

(3) the shareholders present in person or by proxy at and entitled to vote at the meeting for which the proxyholder is to be appointed, by a resolution on which the proxyholder is not entitled to vote but in respect of which the proxyholder is to be counted in the quorum, permit the proxyholder to attend and vote at the meeting; or

(4) the Company is a public company or is a pre-existing reporting company which has the Statutory Report Company Provisions as part of these Articles or to which the Statutory Reporting Company Provisions apply.

12.7 When Proxy Provisions Do Not Apply to the Company

If and for so long as the Company is a public company or is a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of these Articles or to which the Statutory Reporting Company Provisions apply, Articles 12.8 to 12.16 apply only insofar as they

are not inconsistent with any Canadian securities legislation applicable to the Company, any U.S. securities legislation applicable to the Company or any rules of an exchange on which securities of the Company are listed.

12.8 Appointment of Proxyholders

Every shareholder of the Company, including a corporation that is a shareholder but not a subsidiary of the Company, entitled to vote at a meeting of shareholders may, by proxy, appoint one or more proxyholders to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

12.9 Alternate Proxyholders

A shareholder may appoint one or more alternate proxyholders to act in the place of an absent proxyholder.

12.10 Deposit of Proxy

A proxy for a meeting of shareholders must:

(1) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting or any adjourned meeting; or

(2) unless the notice provides otherwise, be received, at the meeting, or any adjourned meeting, by the chair of the meeting or adjourned meeting or by a person designated by the chair of the meeting or adjourned meeting.

A proxy may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

12.11 Validity of Proxy Vote

A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the shareholder giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

(1) at the registered office of the Company, at any time up to and including the last business day before the day set for the holding of the meeting or any adjourned meeting at which the proxy is to be used; or

(2) at the meeting or any adjourned meeting, by the chair of the meeting or adjourned meeting, before any vote in respect of which the proxy has been given has been taken.

12.12 Form of Proxy

A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

[name of company]
(the "Company")

The undersigned, being a shareholder of the Company, hereby appoints *[name]* or, failing that person, *[name]*, as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of shareholders of the Company to be held on *[month, day, year]* and at any adjournment of that meeting.

Number of shares in respect of which this proxy is given (if no number is specified, then this proxy is given in respect of all shares registered in the name of the undersigned):

Signed *[month, day, year]*

_____

[Signature of shareholder]

_____

[Name of shareholder—printed]

12.13 Revocation of Proxy

Subject to Article 12.14, every proxy may be revoked by an instrument in writing that is received:

(1) at the registered office of the Company at any time up to and including the last business day before the day set for the holding of the meeting or any adjourned meeting at which the proxy is to be used; or

(2) at the meeting, or any adjourned meeting, by the chair of the meeting or any adjourned meeting, before any vote in respect of which the proxy has been given has been taken.

12.14 Revocation of Proxy Must Be Signed

An instrument referred to in Article 12.13 must be signed as follows:

(1) if the shareholder for whom the proxyholder is appointed is an individual, the instrument must be signed by the shareholder or his or her legal personal representative or trustee in bankruptcy;

(2) if the shareholder for whom the proxyholder is appointed is a corporation, the instrument must be signed by the corporation or by a representative appointed for the corporation under Article 12.5.

12.15 Chair May Determine Validity of Proxy

The chair of any meeting of shareholders may determine whether or not a proxy deposited for use at the meeting, which may not strictly comply with the requirements of this Part 12 as to form, execution, accompanying documentation, time of filing or otherwise, shall be valid for use at such meeting and any such determination made in good faith shall be final, conclusive and binding upon such meeting.

12.16 Production of Evidence of Authority to Vote

The chair of any meeting of shareholders may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

13. Directors

13.1 First Directors; Number of Directors

The first directors are the persons designated as directors of the Company in the Notice of Articles that applies to the Company when it is recognized under the Business Corporations Act. The number of directors, excluding additional directors appointed under Article 14.8, is set at:

(1) subject to paragraphs (2) and (3), the number of directors that is equal to the number of the Company's first directors;

(2) if the Company is a public company, the greater of three and the most recently set of:

(a) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and

(b) the number of directors set under Article 14.4;

(3) if the Company is not a public company, the most recently set of:

(a) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and

(b) the number of directors set under Article 14.4.

13.2 Change in Number of Directors

If the number of directors is set under Articles 13.1(2)(a) or 13.1(3)(a):

(1) the shareholders may elect or appoint the directors needed to fill any vacancies in the board of directors up to that number;

(2) if the shareholders do not elect or appoint the directors needed to fill any vacancies in the board of directors up to that number contemporaneously with the setting of that number, then the directors may, subject to Articles 14.8, may appoint, or the shareholders may elect or appoint, directors to fill those vacancies.

13.3 Directors' Acts Valid Despite Vacancy

An act or proceeding of the directors is not invalid merely because fewer than the number of directors set or otherwise required under these Articles is in office.

13.4 Qualifications of Directors

A director is not required to hold a share of the Company as qualification for his or her office but must be qualified as required by the Business Corporations Act to become, act or continue to act as a director.

13.5 Remuneration of Directors

The directors are entitled to the remuneration for acting as directors, if any, as the directors may from time to time determine. If the directors so decide, the remuneration of the directors, if any, will be determined by the shareholders. That remuneration may be in addition to any salary or other remuneration paid to any officer or employee of the Company as such, who is also a director.

13.6 Reimbursement of Expenses of Directors

The Company must reimburse each director for the reasonable expenses that he or she may incur in and about the business of the Company.

13.7 Special Remuneration for Directors

If any director performs any professional or other services for the Company that in the opinion of the directors are outside the ordinary duties of a director, or if any director is otherwise specially occupied in or about the Company's business, he or she may be paid remuneration fixed by the directors, or, at the option of that director, fixed by ordinary resolution, and such remuneration may be either in addition to, or in substitution for, any other remuneration that he or she may be entitled to receive.

13.8 Gratuity, Pension or Allowance on Retirement of Director

Unless otherwise determined by ordinary resolution, the directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any salaried office or place of profit with the Company or to his or her spouse or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

14. Election and Removal of Directors

14.1 Election at Annual General Meeting

At every annual general meeting and in every unanimous resolution contemplated by Article 10.2:

(1) the shareholders entitled to vote at the annual general meeting for the election of directors must elect, or in the unanimous resolution appoint, a board of directors consisting of the number of directors for the time being set under these Articles; and

(2) all the directors cease to hold office immediately before the election or appointment of directors under paragraph (1), but are eligible for re-election or re-appointment.

14.2 Consent to be a Director

No election, appointment or designation of an individual as a director is valid unless:

(1) that individual consents to be a director in the manner provided for in the Business Corporations Act;

(2) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director; or

(3) with respect to first directors, the designation is otherwise valid under the Business Corporations Act.

14.3 Failure to Elect or Appoint Directors

If:

(1) the Company fails to hold an annual general meeting, and all the shareholders who are entitled to vote at an annual general meeting fail to pass the unanimous resolution

contemplated by Article 10.2, on or before the date by which the annual general meeting is required to be held under the Business Corporations Act; or

(2) the shareholders fail, at the annual general meeting or in the unanimous resolution contemplated by Article 10.2, to elect or appoint any directors;

then each director then in office continues to hold office until the earlier of:

(3) when his or her successor is elected or appointed; and

(4) when he or she otherwise ceases to hold office under the Business Corporations Act or these Articles.

14.4 Places of Retiring Directors Not Filled

If, at any meeting of shareholders at which there should be an election of directors, the places of any of the retiring directors are not filled by that election, those retiring directors who are not re-elected and who are asked by the newly elected directors to continue in office will, if willing to do so, continue in office to complete the number of directors for the time being set pursuant to these Articles until further new directors are elected at a meeting of shareholders convened for that purpose. If any such election or continuance of directors does not result in the election or continuance of the number of directors for the time being set pursuant to these Articles, the number of directors of the Company is deemed to be set at the number of directors actually elected or continued in office.

14.5 Directors May Fill Casual Vacancies

Any casual vacancy occurring in the board of directors may be filled by the directors.

14.6 Remaining Directors' Power to Act

The directors may act notwithstanding any vacancy in the board of directors, but if the Company has fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the directors may only act for the purpose of appointing directors up to that number or of calling a meeting of shareholders for the purpose of filling any vacancies on the board of directors or, subject to the Business Corporations Act, for any other purpose.

14.7 Shareholders May Fill Vacancies

If the Company has no directors or fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the shareholders may elect or appoint directors to fill any vacancies on the board of directors.

14.8 Additional Directors

Notwithstanding Articles 13.1 and 13.2, between annual general meetings or unanimous resolutions contemplated by Article 10.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Article 14.8 must not at any time exceed:

(1) one-third of the number of first directors, if, at the time of the appointments, one or more of the first directors have not yet completed their first term of office; or

(2) in any other case, one-third of the number of the current directors who were elected or appointed as directors other than under this Article 14.8.

Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Article 14.1(1), but is eligible for re-election or re-appointment.

14.9 Ceasing to be a Director

A director ceases to be a director when:

(1) the term of office of the director expires;

(2) the director dies;

(3) the director resigns as a director by notice in writing provided to the Company or a lawyer for the Company; or

(4) the director is removed from office pursuant to Articles 14.10 or 14.11.

14.10 Removal of Director by Shareholders

The Company may remove any director before the expiration of his or her term of office by special resolution. In that event, the shareholders may elect, or appoint by ordinary resolution, a director to fill the resulting vacancy. If the shareholders do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the directors may appoint or the shareholders may elect, or appoint by ordinary resolution, a director to fill that vacancy.

14.11 Removal of Director by Directors

The directors may remove any director before the expiration of his or her term of office if the director is convicted of an indictable offence, or if the director ceases to be qualified to act as a director of a company and does not promptly resign, and the directors may appoint a director to fill the resulting vacancy.

15. Alternate Directors

15.1 Appointment of Alternate Director

Any director (an "appointor") may by notice in writing received by the Company appoint any person (an "appointee") who is qualified to act as a director to be his or her alternate to act in his or her place at meetings of the directors or committees of the directors at which the appointor is not present unless (in the case of an appointee who is not a director) the directors have reasonably disapproved the appointment of such person as an alternate director and have given notice to that effect to his or her appointor within a reasonable time after the notice of appointment is received by the Company.

15.2 Notice of Meetings

Every alternate director so appointed is entitled to notice of meetings of the directors and of committees of the directors of which his or her appointor is a member and to attend and vote as a director at any such meetings at which his or her appointor is not present.

15.3 Alternate for More Than One Director Attending Meetings

A person may be appointed as an alternate director by more than one director, and an alternate director:

(1) will be counted in determining the quorum for a meeting of directors once for each of his or her appointors and, in the case of an appointee who is also a director, once more in that capacity;

(2) has a separate vote at a meeting of directors for each of his or her appointors and, in the case of an appointee who is also a director, an additional vote in that capacity;

(3) will be counted in determining the quorum for a meeting of a committee of directors once for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, once more in that capacity;

(4) has a separate vote at a meeting of a committee of directors for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, an additional vote in that capacity.

15.4 Consent Resolutions

Every alternate director, if authorized by the notice appointing him or her, may sign in place of his or her appointor any resolutions to be consented to in writing.

15.5 Alternate Director Not an Agent

Every alternate director is deemed not to be the agent of his or her appointor.

15.6 Revocation of Appointment of Alternate Director

An appointor may at any time, by notice in writing received by the Company, revoke the appointment of an alternate director appointed by him or her.

15.7 Ceasing to be an Alternate Director

The appointment of an alternate director ceases when:

(1) his or her appointor ceases to be a director and is not promptly re-elected or re-appointed;

(2) the alternate director dies;

(3) the alternate director resigns as an alternate director by notice in writing provided to the Company or a lawyer for the Company;

(4) the alternate director ceases to be qualified to act as a director; or

(5) his or her appointor revokes the appointment of the alternate director.

15.8 Remuneration and Expenses of Alternate Director

The Company may reimburse an alternate director for the reasonable expenses that would be properly reimbursed if he or she were a director, and the alternate director is entitled to receive from the Company such proportion, if any, of the remuneration otherwise payable to the appointor as the appointor may from time to time direct.

16. Powers and Duties of Directors

16.1 Powers of Management

The directors must, subject to the Business Corporations Act and these Articles, manage or supervise the management of the business and affairs of the Company and have the authority to exercise all such powers of the Company as are not, by the Business Corporations Act or by these Articles, required to be exercised by the shareholders of the Company.

16.2 Appointment of Attorney of Company

The directors may from time to time, by power of attorney or other instrument, under seal if so required by law, appoint any person to be the attorney of the Company for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles and excepting the power to fill vacancies in the board of directors, to remove a director, to change the membership of, or fill vacancies in, any committee of the directors, to appoint or remove officers appointed by the directors and to declare dividends) and for such period, and with such remuneration and subject to such conditions as the directors may think fit. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the directors think fit. Any such attorney may be authorized by the directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him or her.

17. Interests of Directors and Officers

17.1 Obligation to Account for Profits

A director or senior officer who holds a disclosable interest (as that term is used in the Business Corporations Act) in a contract or transaction into which the Company has entered or proposes to enter is liable to account to the Company for any profit that accrues to the director or senior officer under or as a result of the contract or transaction only if and to the extent provided in the Business Corporations Act.

17.2 Restrictions on Voting by Reason of Interest

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter is not entitled to vote on any directors' resolution to approve that contract or transaction, unless all the directors have a disclosable interest in that contract or transaction, in which case any or all of those directors may vote on such resolution.

17.3 Interested Director Counted in Quorum

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter and who is present at the meeting of directors at which the contract or transaction is considered for approval may be counted in the quorum at the meeting whether or not the director votes on any or all of the resolutions considered at the meeting.

17.4 Disclosure of Conflict of Interest or Property

A director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer, must disclose the nature and extent of the conflict as required by the Business Corporations Act.

17.5 Director Holding Other Office in the Company

A director may hold any office or place of profit with the Company, other than the office of auditor of the Company, in addition to his or her office of director for the period and on the terms (as to remuneration or otherwise) that the directors may determine.

17.6 No Disqualification

No director or intended director is disqualified by his or her office from contracting with the Company either with regard to the holding of any office or place of profit the director holds with the Company or as vendor, purchaser or otherwise, and no contract or transaction entered into by or on behalf of the Company in which a director is in any way interested is liable to be voided for that reason.

17.7 Professional Services by Director or Officer

Subject to the Business Corporations Act, a director or officer, or any person in which a director or officer has an interest, may act in a professional capacity for the Company, except as auditor of the Company, and the director or officer or such person is entitled to remuneration for professional services as if that director or officer were not a director or officer.

17.8 Director or Officer in Other Corporations

A director or officer may be or become a director, officer or employee of, or otherwise interested in, any person in which the Company may be interested as a shareholder or otherwise, and, subject to the Business Corporations Act, the director or officer is not accountable to the Company for any remuneration or other benefits received by him or her as director, officer or employee of, or from his or her interest in, such other person.

18. Proceedings of Directors

18.1 Meetings of Directors

The directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the directors held at regular intervals may be held at the place, at the time and on the notice, if any, as the directors may from time to time determine.

18.2 Voting at Meetings

Questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.

18.3 Chair of Meetings

The following individual is entitled to preside as chair at a meeting of directors:

(1) the chair of the board, if any;

(2) in the absence of the chair of the board, the president, if any, if the president is a director; or

(3) any other director chosen by the directors if:

  (a) neither the chair of the board nor the president, if a director, is present at the meeting within 15 minutes after the time set for holding the meeting;

(b) neither the chair of the board nor the president, if a director, is willing to chair the meeting; or

(c) the chair of the board and the president, if a director, have advised the secretary, if any, or any other director, that they will not be present at the meeting.

18.4 Meetings by Telephone or Other Communications Medium

A director may participate in a meeting of the directors or of any committee of the directors:

(1) in person;

(2) by telephone; or

(3) with the consent of all directors who wish to participate in the meeting by other communications medium;

if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director who participates in a meeting in a manner contemplated by this Article 18.4 is deemed for all purposes of the Business Corporations Act and these Articles to be present at the meeting and to have agreed to participate in that manner**.**

18.5 Calling of Meetings

A director may, and the secretary or an assistant secretary of the Company, if any, on the request of a director must, call a meeting of the directors at any time.

18.6 Notice of Meetings

Other than for meetings held at regular intervals as determined by the directors pursuant to Article 18.1 or as provided in Article 18.7, reasonable notice of each meeting of the directors, specifying the place, day and time of that meeting must be given to each of the directors and the alternate directors by any method set out in Article 24.1 or orally or by telephone.

18.7 When Notice Not Required

It is not necessary to give notice of a meeting of the directors to a director or an alternate director if:

(1) the meeting is to be held immediately following a meeting of shareholders at which that director was elected or appointed, or is the meeting of the directors at which that director is appointed; or

(2) the director or alternate director, as the case may be, has waived notice of the meeting.

18.8 Meeting Valid Despite Failure to Give Notice

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any director or alternate director, does not invalidate any proceedings at that meeting.

18.9 Waiver of Notice of Meetings

Any director or alternate director may send to the Company a document signed by him or her waiving notice of any past, present or future meeting or meetings of the directors and may at any time withdraw that waiver with respect to meetings held after that withdrawal. After sending a

waiver with respect to all future meetings and until that waiver is withdrawn, no notice of any meeting of the directors need be given to that director unless the director otherwise requires by notice in writing to the Company, to his or her alternate director, and all meetings of the directors so held are deemed not to be improperly called or constituted by reason of notice not having been given to such director or alternate director. Attendance of a director or alternate director at a meeting of the directors is a waiver of notice of the meeting unless that director or alternate director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

18.10 Quorum

The quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is deemed to be set at two directors or, if the number of directors is set at one, is deemed to be set at one director, and that director may constitute a meeting.

18.11 Validity of Acts Where Appointment Defective

Subject to the Business Corporations Act, an act of a director or officer is not invalid merely because of an irregularity in the election or appointment or a defect in the qualification of that director or officer.

18.12 Consent Resolutions in Writing

A resolution of the directors or of any committee of the directors may be passed without a meeting:

(1) in all cases, if each of the directors entitled to vote on the resolution consents to it in writing; or

(2) in the case of a resolution to approve a contract or transaction in respect of which a director has disclosed that he or she has or may have a disclosable interest, if each of the other directors who have not made such a disclosure consents in writing to the resolution.

A consent in writing under this Article 18.12 may be by any written instrument, fax, email or any other method of transmitting legibly recorded messages in which the consent of the director is evidenced, whether or not the signature of the director is included in the record. A consent in writing may be in two or more counterparts which together are deemed to constitute one consent in writing. A resolution of the directors or of any committee of the directors passed in accordance with this Article 18.12 is effective on the date stated in the consent in writing or on the latest date stated on any counterpart and is deemed to be a proceeding at a meeting of directors or of the committee of the directors and to be as valid and effective as if it had been passed at a meeting of the directors or of the committee of the directors that satisfies all the requirements of the Business Corporations Act and all the requirements of these Articles relating to meetings of the directors or of a committee of the directors.

19. Executive and Other Committees

19.1 Appointment and Powers of Executive Committee

The directors may, by resolution, appoint an executive committee consisting of the director or directors that they consider appropriate, and during the intervals between meetings of the board of directors, all of the directors' powers are delegated to the executive committee, except:

(1) the power to fill vacancies in the board of directors;

(2) the power to remove a director;

(3) the power to change the membership of, or fill vacancies in, any committee of the directors; and

(4) such other powers, if any, as may be set out in the resolution or any subsequent directors' resolution.

19.2 Appointment and Powers of Other Committees

The directors may, by resolution:

(1) appoint one or more committees (other than the executive committee) consisting of the director or directors that they consider appropriate;

(2) delegate to a committee appointed under paragraph (1) any of the directors' powers, except:

(a) the power to fill vacancies in the board of directors;

(b) the power to remove a director;

(c) the power to change the membership of, or fill vacancies in, any committee of the directors; and

(d) the power to appoint or remove officers appointed by the directors; and

(3) make any delegation referred to in paragraph (2) subject to the conditions set out in the resolution or any subsequent directors' resolution.

19.3 Obligations of Committees

Any committee appointed under Articles 19.1 or 19.2, in the exercise of the powers delegated to it, must:

(1) conform to any rules that may from time to time be imposed on it by the directors; and

(2) report every act or thing done in exercise of those powers at such times as the directors may require.

19.4 Powers of Board

The directors may, at any time, with respect to a committee appointed under Articles 19.1 or 19.2:

(1) revoke or alter the authority given to the committee, or override a decision made by the committee, except as to acts done before such revocation, alteration or overriding;

(2) terminate the appointment of, or change the membership of, the committee; and

(3) fill vacancies in the committee.

19.5 Committee Meetings

Subject to Article 19.3(1) and unless the directors otherwise provide in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under Articles 19.1 or 19.2:

(1) the committee may meet and adjourn as it thinks proper;

(2) the committee may elect a chair of its meetings but, if no chair of a meeting is elected, or if at a meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the committee may choose one of their number to chair the meeting;

(3) a majority of the members of the committee constitutes a quorum of the committee; and

(4) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting does not have a second or casting vote.

20. Officers

20.1 Directors May Appoint Officers

The directors may, from time to time, appoint such officers, if any, as the directors determine and the directors may, at any time, terminate any such appointment.

20.2 Functions, Duties and Powers of Officers

The directors may, for each officer:

(1) determine the functions and duties of the officer;

(2) delegate to the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors think fit; and

(3) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officer.

20.3 Qualifications

No officer may be appointed unless that officer is qualified in accordance with the Business Corporations Act. One person may hold more than one position as an officer of the Company. Any person appointed as the chair of the board or as a managing director must be a director. Any other officer need not be a director.

20.4 Remuneration and Terms of Appointment

All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) that the directors thinks fit and are subject to termination at the pleasure of the directors, and an officer may in addition to such remuneration be entitled to receive, after he or she ceases to hold such office or leaves the employment of the Company, a pension or gratuity.

21. Indemnification

21.1 Definitions

In this Article 21:

(1) "eligible penalty" means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;

(2) "eligible proceeding" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which a director, former director or alternate director of the Company (an "eligible party") or any of the heirs and legal personal representatives of the eligible party, by reason of the eligible party being or having been a director or alternate director of the Company:

(a) is or may be joined as a party; or

(b) is or may be liable for or in respect of a judgment, penalty or fine in, or expenses related to, the proceeding;

(3) "expenses" has the meaning set out in the Business Corporations Act.

21.2 Mandatory Indemnification of Directors

Subject to the Business Corporations Act, the Company must indemnify a director, former director or alternate director of the Company and his or her heirs and legal personal representatives against all eligible penalties to which such person is or may be liable, and the Company must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each director and alternate director is deemed to have contracted with the Company on the terms of the indemnity contained in this Article 21.2.

21.3 Permitted Indemnification

Subject to any restrictions in the Business Corporations Act, the Company may indemnify any person.

21.4 Non-Compliance with Business Corporations Act

The failure of a director, alternate director or officer of the Company to comply with the Business Corporations Act or these Articles or, if applicable, any former *Companies Act* or former Articles, does not invalidate any indemnity to which he or she is entitled under this Part.

21.5 Company May Purchase Insurance

The Company may purchase and maintain insurance for the benefit of any person (or his or her heirs or legal personal representatives) who:

(1) is or was a director, alternate director, officer, employee or agent of the Company;

(2) is or was a director, alternate director, officer, employee or agent of a corporation at a time when the corporation is or was an affiliate of the Company;

(3) at the request of the Company, is or was a director, alternate director, officer, employee or agent of a corporation or of a partnership, trust, joint venture or other unincorporated entity;

(4) at the request of the Company, holds or held a position equivalent to that of a director, alternate director or officer of a partnership, trust, joint venture or other unincorporated entity;

against any liability incurred by him or her as such director, alternate director, officer, employee or agent or person who holds or held such equivalent position.

22. Dividends

22.1 Payment of Dividends Subject to Special Rights

The provisions of this Part 22 are subject to the rights, if any, of shareholders holding shares with special rights as to dividends.

22.2 Declaration of Dividends

Subject to the Business Corporations Act, the directors may from time to time declare and authorize payment of such dividends as they may consider appropriate.

22.3 No Notice Required

The directors need not give notice to any shareholder of any declaration under Article 22.2.

22.4 Record Date

The directors may set a date as the record date for the purpose of determining shareholders entitled to receive payment of a dividend. The record date must not precede the date on which the dividend is to be paid by more than two months. If no record date is set, the record date is 5 p.m. on the date on which the directors pass the resolution declaring the dividend.

22.5 Manner of Paying Dividend

A resolution declaring a dividend may direct payment of the dividend wholly or partly in money or by the distribution of specific assets or of fully paid shares or of bonds, debentures or other securities of the Company or any other corporation, or in any one or more of those ways.

22.6 Settlement of Difficulties

If any difficulty arises in regard to a distribution under Article 22.5, the directors may settle the difficulty as they deem advisable, and, in particular, may:

(1) set the value for distribution of specific assets;

(2) determine that money in substitution for all or any part of the specific assets to which any shareholders are entitled may be paid to any shareholders on the basis of the value so fixed in order to adjust the rights of all parties; and

(3) vest any such specific assets in trustees for the persons entitled to the dividend.

22.7 When Dividend Payable

Any dividend may be made payable on such date as is fixed by the directors.

22.8 Dividends to be Paid in Accordance with Number of Shares

All dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

22.9 Receipt by Joint Shareholders

If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.

22.10 Dividend Bears No Interest

No dividend bears interest against the Company.

22.11 Fractional Dividends

If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.

22.12 Payment of Dividends

Any dividend or other distribution payable in money in respect of shares may be paid by cheque, made payable to the order of the person to whom it is sent, and mailed to the registered address of the shareholder, or in the case of joint shareholders, to the registered address of the joint shareholder who is first named on the central securities register, or to the person and to the address the shareholder or joint shareholders may direct in writing. The mailing of such cheque will, to the extent of the sum represented by the cheque (plus the amount of the tax required by law to be deducted), discharge all liability for the dividend unless such cheque is not paid on presentation or the amount of tax so deducted is not paid to the appropriate taxing authority.

22.13 Capitalization of Retained Earnings or Surplus

Notwithstanding anything contained in these Articles, the directors may from time to time capitalize any retained earnings or surplus of the Company and may from time to time issue, as fully paid, shares or any bonds, debentures or other securities of the Company as a dividend representing the retained earnings or surplus so capitalized or any part thereof.

23. Accounting Records and Auditors

23.1 Recording of Financial Affairs

The directors must cause adequate accounting records to be kept to record properly the financial affairs and condition of the Company and to comply with the Business Corporations Act.

23.2 Inspection of Accounting Records

Unless the directors determine otherwise, or unless otherwise determined by ordinary resolution, no shareholder of the Company is entitled to inspect or obtain a copy of any accounting records of the Company.

23.3 Remuneration of Auditors

The directors may set the remuneration of the auditor of the Company.

24. Notices

24.1 Method of Giving Notice

Unless the Business Corporations Act or these Articles provides otherwise, a notice, statement, report or other record required or permitted by the Business Corporations Act or these Articles to be sent by or to a person may be sent by any one of the following methods:

(1) mail addressed to the person at the applicable address for that person as follows:

   (a) for a record mailed to a shareholder, the shareholder's registered address;

   (b) for a record mailed to a director or officer, the prescribed address for mailing shown for the director or officer in the records kept by the Company or the mailing address provided by the recipient for the sending of that record or records of that class;

   (c) in any other case, the mailing address of the intended recipient;

(2) delivery at the applicable address for that person as follows, addressed to the person:

   (a) for a record delivered to a shareholder, the shareholder's registered address;

   (b) for a record delivered to a director or officer, the prescribed address for delivery shown for the director or officer in the records kept by the Company or the delivery address provided by the recipient for the sending of that record or records of that class;

   (c) in any other case, the delivery address of the intended recipient;

(3) unless the intended recipient is the auditor of the Company, sending the record by fax to the fax number provided by the intended recipient for the sending of that record or records of that class;

(4) unless the intended recipient is the auditor of the Company, sending the record by email to the email address provided by the intended recipient for the sending of that record or records of that class;

(5) physical delivery to the intended recipient.

24.2 Deemed Receipt

A notice, statement, report or other records that is:

(1) mailed to a person by ordinary mail to the applicable address for that person referred to in Articles 24.1 is deemed to be received by the person to whom it was mailed on the day (Saturdays, Sundays and holidays excepted) following the date of mailing;

(2) faxed to a person to the fax number provided by that person referred to in Article 24.1 is deemed to be received by the person to whom it was faxed on the day it was faxed; and

(3) e-mailed to a person to the e-mail address provided by that person referred to in Article 24.1 is deemed to be received by the person to whom it was e-mailed on the day it was e-mailed.

24.3 Certificate of Sending

A certificate signed by the secretary, if any, or other officer of the Company or of any other corporation acting in that capacity on behalf of the Company stating that a notice, statement, report or other record was sent in accordance with Article 24.1 is conclusive evidence of that fact.

24.4 Notice to Joint Shareholders

A notice, statement, report or other record may be provided by the Company to the joint shareholders of a share by providing such record to the joint shareholder first named in the central securities register in respect of the share.

24.5 Notice to Legal Personal Representatives and Trustees

A notice, statement, report or other record may be provided by the Company to the persons entitled to a share in consequence of the death, bankruptcy or incapacity of a shareholder by:

(1) mailing the record, addressed to them:

(a) by name, by the title of the legal personal representative of the deceased or incapacitated shareholder by the title of trustee of the bankrupt shareholder or by any similar description; and

(b) at the address, if any, supplied to the Company for that purpose by the persons claiming to be so entitled; or

(2) if an address referred to in paragraph (1)(b) has not been supplied to the Company, by giving the notice in a manner in which it might have been given if the death, bankruptcy or incapacity had not occurred.

24.6 Undelivered Notices

If on two consecutive occasions a notice, statement, report or other record is sent to a shareholder pursuant to Article 24.1 and on each of those occasions any such record is returned because the shareholder cannot be located, the Company shall not be required to send any further records to the shareholder until the shareholder informs the Company in writing of his or her new address.

25. Seal

25.1 Who May Attest Seal

Except as provided in Articles 25.2 and 25.3, the Company's seal, if any, must not be impressed on any record except when that impression is attested by the signatures of:

(1) any two directors;

(2) any officer, together with any director;

(3) if the Company only has one director, that director; or

(4) any one or more directors or officers or persons as may be determined by the directors.

25.2 Sealing Copies

For the purpose of certifying under seal a certificate of incumbency of the directors or officers of the Company or a true copy of any resolution or other document, despite Article 25.1, the impression of the seal may be attested by the signature of any director or officer or the signature of any other person as may be determined by the directors.

25.3 Mechanical Reproduction of Seal

The directors may authorize the seal to be impressed by third parties on share certificates or bonds, debentures or other securities of the Company as they may determine appropriate from time to time. To enable the seal to be impressed on any share certificates or bonds, debentures or other securities of the Company, whether in definitive or interim form, on which facsimiles of any of the signatures of the directors or officers of the Company are, in accordance with the Business Corporations Act or these Articles, printed or otherwise mechanically reproduced, there may be delivered to the person employed to engrave, lithograph or print such definitive or interim share certificates or bonds, debentures or other securities one or more unmounted dies reproducing the seal and such persons as are authorized under Article 25.1 to attest the Company's seal may in writing authorize such person to cause the seal to be impressed on such definitive or interim share certificates or bonds, debentures or other securities by the use of such dies. Share certificates or bonds, debentures or other securities to which the seal has been so impressed are for all purposes deemed to be under and to bear the seal impressed on them.

26. Prohibitions

26.1 Definitions

In this Part 26:

(1) "security" has the meaning assigned in the *Securities Act* (British Columbia);

(2) "transfer restricted security" means:

(a) a share of the Company;

(b) a security of the Company convertible into shares of the Company;

(c) any other security of the Company which must be subject to the restrictions on transfer in order for the Company to satisfy the requirements for restrictions on transfer under the "private issuer" exemption of Canadian securities legislation or under any other exemption from prospectus or registration requirements of Canadian securities legislation similar in scope and purpose to the "private issuer" exemption.

26.2 Application

Article 26.3 does not apply to the Company if and for so long as it is a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of these Articles or to which the Statutory Reporting Company Provisions apply.

26.3 Consent Required for Transfer of Shares or Transfer Restricted Securities

No share or other transfer restricted security may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.

27. Special Rights or Restrictions Attached to the Preferred Shares

(1) The Preferred shares as a class shall have attached to them the special rights or restrictions specified in this Article.

(2) The Preferred shares may include one or more series.

(3) Subject to the Business Corporations Act, the directors may from time to time, by resolution, alter the Articles of the Company and authorize the alteration of the Notice of Articles of the Company, as the case may be, to do one or more of:

(a) determine the maximum number of shares of that series that the Company is authorized to issue, determine that there is no such maximum number, or alter any such determination;

(b) create an identifying name for the shares of that series, or alter any such identifying name;

(c) attach special rights or restrictions to the shares of that series, including, but without limiting or restricting the generality of the foregoing, the rate or amount of dividends (whether cumulative, non-cumulative or partially cumulative), the dates and places of payment thereof, the consideration for, and the terms and conditions of, any purchase for cancellation or redemption thereof (including redemption after a fixed term or at a premium), conversion or exchange rights, the terms and conditions of any share purchase plan or sinking fund, restrictions respecting payment of dividends on, or the repayment of capital in respect of, any other shares of the Company and voting rights and restrictions; or alter any such special rights or restrictions; but no such special right or restriction shall contravene the provisions of subclause (4) of this Article.

(4) The holders of Preferred shares shall be entitled, on the liquidation or dissolution of the Company, whether voluntary or involuntary, or on any other distribution of its assets among its shareholders for the purpose of winding up its affairs, to receive, before any distribution is made to the holders of Common shares or any other shares of the Company ranking junior to the Preferred shares with respect to repayment of capital on the liquidation or dissolution of the Company, whether voluntary or involuntary, or on any other distribution of its assets among its shareholders for the purpose of winding up its affairs, the amount paid up with respect to each Preferred share held by them, together with the fixed premium (if any) thereon, all accrued and unpaid cumulative dividends (if any and if preferential) thereon, which for such purpose shall be calculated as if such dividends were accruing on a day-to-day basis up to the date of such distribution, whether or not earned or declared, and all declared and unpaid non-cumulative dividends (if any and if preferential) thereon. After payment to the holders of Preferred shares of the amounts so payable to them, they shall not, as such, be entitled to share in any further distribution of the property or assets of the Company except as specifically provided in the special rights or restrictions attached to any particular series.

28. Advance Notice Provisions for Nomination of Directors

(1) Subject only to the Business Corporations Act and the constating documents of the Company, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election as directors of the Company may be made at any annual general meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:

(a) by or at the direction of the board or an authorized officer of the Company, including pursuant to a notice of meeting;

(b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Business Corporations Act or a requisition of the shareholders made in accordance with the provisions of the Business Corporations Act; or

(c) by any person (a "**Nominating Shareholder**") who:

(i) at the close of business on the date of the giving of the notice (the "**Nominating Shareholder Notice**") provided for below and on the record date for notice of such meeting, is entered in the central securities register as a registered holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and

(ii) complies with the following notice procedures:

(A) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder Notice must be given in a timely manner and in proper written form to the Company using the contact name and coordinates noted on the Company's SEDAR Issuer Profile.

To be timely, a Nominating Shareholder Notice must be given to the Company by a Nominating Shareholder:

(1) In the case of an annual general meeting of shareholders, not less than 40 and not more than 65 days prior to the date of the annual general meeting of shareholders; provided, however, that in the event that the annual general meeting of shareholders is called for a date that is less than 50 days after the date (the "**Notice Date**") on which the first Public Announcement (as defined below) of the date of the annual general meeting was made, notice by the Nominating Shareholder may be given to the Company not later than the close of business on the 10th day following the Notice Date.

(2) In the case of a special meeting of shareholders (which is not also an annual general meeting) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which the first Public Announcement (as defined below) of the date of the special meeting of shareholders was made.

For purposes of sections (1)(c)(ii)(A)(1) and (2), "**Public Announcement**" means disclosure in a news release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com.

(B) Notwithstanding the foregoing, the Company's board of directors may, in its sole discretion, waive any requirement in the above sections (1)(c)(ii)(A)(1) and (2) to ensure that shareholders fully participate in the director election process in an informed and effective manner.

(C) In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder Notice as described above.

(D) To be in proper written form, a Nominating Shareholder Notice must set forth:

(1) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:

a) a written consent to act as a director of the Company including confirmation that the person is not disqualified from becoming a director of the Company under the Business Corporations Act;

b) a completed, signed and notarized Personal Information Form as required by the policies of the stock exchange on which the common shares of the Company are then listed;

c) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by such person as of the date of the Nominating Shareholder Notice;

d) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Business Corporations Act and applicable securities laws; and

(2) as to the Nominating Shareholder giving the Nominating Shareholder Notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be included in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Business Corporations Act and applicable securities laws.

(2) The Company may require any proposed nominee to furnish such other information to determine eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

(3) No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Article 28; provided, however, that nothing in this Article 28 shall be deemed to preclude discussion by a shareholder (as distinct from nominating directors) at a meeting of shareholders of any matter in respect of which the shareholder would have been entitled to submit a proposal pursuant to the provisions of the Business Corporations Act. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

(4) Notwithstanding any other provision of the Articles of the Company, a Nominating Shareholder Notice given pursuant to this Article 28 may only be given by personal delivery, facsimile transmission or by email (at such email address as is noted on the Company's SEDAR Issuer Profile), and shall be deemed to have been given and made only at the time it is served on the Company; provided that if such delivery or electronic communication is made on a day that is not a business day or later than 5:00 p.m. (Pacific time) on a day that is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day. For the purposes hereof "business

day" means a day other than a Saturday, Sunday or statutory holiday in the province of British Columbia.

Full name and signature of a director of the Company	**Date of signing**

EXHIBIT C

DISSENT RIGHTS

Section 191 as extracted from the Alberta *Business Corporations Act* and reproduced in its entirety"

Shareholder's right to dissent

191(1) Subject to sections 192 and 242, a holder of shares of any class of a corporation may dissent if the corporation resolves to

(a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue or transfer of shares of that class,

(b) amend its articles under section 173 to add, change or remove any restrictions on the business or businesses that

the corporation may carry on,

(b.1) amend its articles under section 173 to add or remove an express statement establishing the unlimited liability of shareholders as set out in section 15.2(1),

(c) amalgamate with another corporation, otherwise than under section 184 or 187,

(d) be continued under the laws of another jurisdiction under section 189, or

(e) sell, lease or exchange all or substantially all its property under section 190.

(2) A holder of shares of any class or series of shares entitled to vote under section 176, other than section 176(1)(a), may dissent if the corporation resolves to amend its articles in a manner described in that section.

(3) In addition to any other right the shareholder may have, but subject to subsection (20), a shareholder entitled to dissent under this section and who complies with this section is entitled to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the shareholder dissents was adopted.

(4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

(5) A dissenting shareholder shall send to the corporation a written objection to a resolution referred to in subsection (1) or (2)

(a) at or before any meeting of shareholders at which the resolution is to be voted on, or

(b) if the corporation did not send notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent, within a reasonable time after the shareholder learns that the resolution was adopted and of the shareholder's right to dissent.

(6) An application may be made to the Court after the adoption of a resolution referred to in subsection (1) or (2),

(a) by the corporation, or

(b) by a shareholder if the shareholder has sent an objection to the corporation under subsection (5), to fix the fair value in accordance with subsection (3) of the shares of a shareholder who dissents under this section, or to fix the time at which a shareholder of an unlimited liability corporation who dissents under this section ceases to become liable for any new liability, act or default of the unlimited liability corporation.

(7) If an application is made under subsection (6), the corporation shall, unless the Court otherwise orders, send to each dissenting shareholder a written offer to pay the shareholder an amount considered by the directors to be the fair value of the shares.

(8) Unless the Court otherwise orders, an offer referred to in subsection (7) shall be sent to each dissenting shareholder

(a) at least 10 days before the date on which the application is returnable, if the corporation is the applicant, or

(b) within 10 days after the corporation is served with a copy of the application, if a shareholder is the applicant.

(9) Every offer made under subsection (7) shall

(a) be made on the same terms, and

(b) contain or be accompanied with a statement showing how the fair value was determined.

(10) A dissenting shareholder may make an agreement with the corporation for the purchase of the shareholder's shares by the corporation, in the amount of the corporation's offer under subsection (7) or otherwise, at any time before the Court pronounces an order fixing the fair value of the shares.

(11) A dissenting shareholder

(a) is not required to give security for costs in respect of an application under subsection (6), and

(b) except in special circumstances must not be required to pay the costs of the application or appraisal.

(12) In connection with an application under subsection (6), the Court may give directions for

(a) joining as parties all dissenting shareholders whose shares have not been purchased by the corporation and for the

representation of dissenting shareholders who, in the opinion of the Court, are in need of representation,

(b) the trial of issues and interlocutory matters, including pleadings and questioning under Part 5 of the *Alberta Rules of Court*,

(c) the payment to the shareholder of all or part of the sum offered by the corporation for the shares,

(d) the deposit of the share certificates with the Court or with the corporation or its transfer agent,

(e) the appointment and payment of independent appraisers, and the procedures to be followed by them,

(f) the service of documents, and

(g) the burden of proof on the parties.

(13) On an application under subsection (6), the Court shall make an order

(a) fixing the fair value of the shares in accordance with subsection (3) of all dissenting shareholders who are parties to the application,

(b) giving judgment in that amount against the corporation and in favour of each of those dissenting shareholders,

(c) fixing the time within which the corporation must pay that amount to a shareholder, and

(d) fixing the time at which a dissenting shareholder of an unlimited liability corporation ceases to become liable for

any new liability, act or default of the unlimited liability corporation.

(14) On

(a) the action approved by the resolution from which the shareholder dissents becoming effective,

(b) the making of an agreement under subsection (10) between the corporation and the dissenting shareholder as

to the payment to be made by the corporation for the shareholder's shares, whether by the acceptance of the corporation's offer under subsection (7) or otherwise, or

(c) the pronouncement of an order under subsection (13), whichever first occurs, the shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shareholder's shares in the amount agreed to between the corporation and the shareholder or in the amount of the judgment, as the case may be.

(15) Subsection (14)(a) does not apply to a shareholder referred to in subsection (5)(b).

(16) Until one of the events mentioned in subsection (14) occurs,

(a) the shareholder may withdraw the shareholder's dissent, or

(b) the corporation may rescind the resolution,

and in either event proceedings under this section shall be discontinued.

(17) The Court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder, from the date on which the shareholder ceases to have any rights as a shareholder by reason of subsection (14) until the date of payment.

(18) If subsection (20) applies, the corporation shall, within 10 days after

(a) the pronouncement of an order under subsection (13), or

(b) the making of an agreement between the shareholder and the corporation as to the payment to be made for the

shareholder's shares, notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

(19) Notwithstanding that a judgment has been given in favour of a dissenting shareholder under subsection (13)(b), if subsection (20) applies, the dissenting shareholder, by written notice delivered to the corporation within 30 days after receiving the notice under subsection (18), may withdraw the shareholder's notice of objection, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to the shareholder's full rights as a shareholder, failing which the shareholder retains a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

(20) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that

(a) the corporation is or would after the payment be unable to pay its liabilities as they become due, or

(b) the realizable value of the corporation's assets would by reason of the payment be less than the aggregate of its liabilities.

EXHIBIT D

SEAWAY ENERGY SERVICES INC.

AUDIT COMMITTEE CHARTER

1. **Establishment of Audit Committee**: The directors of the Company (the "Directors") hereby establish an audit committee (the "Audit Committee").

2. **Membership**: The membership of the Audit Committee shall be as follows:

   (a) The Audit Committee shall be composed of three members or such greater number as the Directors may from time to time determine.

   (b) The majority of the members of the Audit Committee shall be independent Directors

   (c) Each member of the Audit Committee shall be financially literate. For purposes hereof "financially literate" has the meaning set forth under NI 52-110 (as amended from time to time) and currently means the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can be reasonably be expected to be raised by the Company's financial statements.

   (d) Members shall he appointed annually from among members of the Directors. A member of the Audit Committee shall ipso facto cease to be a member of the Audit Committee upon ceasing to be a Director of the Company.

3. **Oversight Responsibility**: The external auditor is ultimately accountable to the Directors and the Audit Committee, as representatives of the shareholders and such shareholders representatives have the ultimate authority and responsibility to select, evaluate, and where appropriate, replace the external auditors (or to nominate the external auditors to be proposed for shareholder approval in any management information circular and proxy statement). The external auditor shall report directly to the Audit Committee and shall have the responsibilities as set forth herein.

4. **Mandate**: The Audit Committee shall have responsibility for overseeing:

   (a) the accounting and financial reporting processes of the Company; and

   (b) audits of the financial statements of the Company.

In addition to any other duties assigned to the Audit Committee by the Directors, from time to time, the role of the Audit Committee shall include meeting with the external auditor and the senior financial management of the Company to review all financial statements of the Company which require approval by the Directors, including year-end audited financial statements. Specifically, the Audit Committee shall have authority and responsibility for:

   (a) reviewing the Company's financial statements, MD&A and earnings press releases before the information is publicly disclosed;

   (b) overseeing the work of the external auditors engaged for purposes of preparing or issuing, an audit report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditors regarding financial reporting;

   (c) reviewing annually and recommending to the Directors:

      (i) the external auditors to be nominated for purposes of preparing or issuing an audit report or performing other audit, review or attest services for the Company; and

      (ii) the compensation of the external auditors.

   (d) discussing with the external auditor:

      (i) the scope of the audit, in particular their view of the quality of the Company's accounting principles as applied in the financials in terms of disclosure quality and evaluation methods, inclusive of the clarity of the Company's financial disclosure and reporting,

degree of conservatism or aggressiveness of the Company's accounting principles and underlying estimates and other significant decisions made by management in preparing the financial disclosure and reviewed by the auditors;

(ii) significant changes in the Company's accounting principles, practices or policies; and

(iii) new developments in accounting principles, reporting matters or industry practices which may materially affect the Company.

(e) reviewing with the external auditor and the Company's senior financial management the results of the annual audit regarding:

(i) the financial statements;

(ii) MD&A and related financial disclosure contained in continuous disclosure documents;

(iii) significant changes, if any, to the initial audit plan;

(iv) accounting and reporting decisions relating to significant current year events and transactions;

(v) the management letter, if any, outlining the auditor's findings and recommendations, together with management's response, with respect to internal controls and accounting procedures; and

(vi) any other matters relating to the conduct of the audit, including such other matters which should be communicated to the Audit Committee under Canadian generally accepted auditing standards.

(f) reviewing and discussing with the Company's senior financial management and, if requested by the Audit Committee, the external auditor:

(i) the interim financial statements;

(ii) the interim MD&A; and

(iii) any other material matters relating to the interim financial statements, including, inter alia, any significant adjustments, management judgments or estimates, new or amended accounting policies.

(g) receipt from external auditor of a formal written statement delineating all relationships between the auditor and the Company and considering whether the advisory services performed by the external auditor during the course of the year have impacted their independence, and also ensuring that no relationship or services between the external auditor and the Company is in existence which may affect the objectivity and independence of the auditor or recommending appropriate action to ensure the independence of the external auditor.

(h) pre-approval of all non-audit services to be provided to the Company or its subsidiary entities by the external auditors or the external auditors of the Company's subsidiary entities, unless such pre-approval is otherwise appropriately delegated or if appropriate specific policies and procedures for the engagement of non-audit services have been adopted by the Audit Committee.

(i) reviewing and discussing with the external auditors and senior financial management the adequacy of procedures for review of disclosure of financial information extracted or derived from financial statements, other than the disclosure referred to in subparagraph (a) above.

(j) establishing and reviewing of procedures for:

(i) receipt, retention and treatment of complaints received by the Company and its subsidiary entities regarding internal accounting controls, or auditing matters;

(ii) anonymous submission by employees of the corporation and its subsidiary entities of concerns regarding questionable accounting or auditing matters; and

(iii) hiring policies regarding employees and former employees of present and former external auditors of the Company and its subsidiary entities.

(k) reviewing with the external auditor, the adequacy of management's internal control over financial reporting relating to financial information and management information systems and inquiring of management and the external auditor about significant risks and exposures to the Company that may have a material adverse impact on the Company's financial statements, and inquiring of the external auditor as to the efforts of management to mitigate such risks and exposures.

(l) reviewing and/or considering that, with regard to the previous fiscal year,

- management has reviewed the Company's audited financial statements with the Audit Committee, including a discussion of the quality of the accounting principles as applied and significant judgments affecting the financial statements;
- the external auditors and the Audit Committee have discussed the external auditors' judgments of the quality of the accounting principles applied and the type of judgments made with respect to the Company's financial statements;
- the Audit Committee, on its own (without management or the external auditors present), has considered and discussed all the information disclosed to the Audit Committee from the Company's management and the external auditor; and
- in reliance on review and discussions conducted with senior financial management and the external auditors, the Audit Committee believes that the Company's financial statements are fairly presented in conformity with Canadian Generally Accepted Accounting Principles (GAAP) in all material respects and that the financial statements fairly reflect the financial condition of the Company.

5. **Administrative Matters**: The following general provisions shall have application to the Audit Committee:

(a) A quorum of the Audit Committee shall be the attendance of a majority of the members thereof. No business may be transacted by the Audit Committee except at a meeting of its members at which a quorum of the Audit Committee is present or by a resolution in writing signed by all the members of the Audit Committee.

(b) Any member of the Audit Committee may be removed or replaced at any time by resolution of the Directors of the Company. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, each member of the Audit Committee shall hold such office until the close of the annual meeting of shareholders next following the date of appointment as a member of the Audit Committee or until a successor is duly appointed.

(c) The Audit Committee may invite such directors, officers and employees of the Company or affiliates thereof as it may see fit from time to time to attend at meetings of the Audit Committee and to assist thereat in the discussion of matters being considered by the Audit Committee, The independent auditor is to appear before the Audit Committee when requested to do so by the Audit Committee.

(d) The time and place for the Audit Committee meetings, the calling and the procedure at such meetings shall be determined by the Audit Committee having regard to the Articles and By-Laws of the Company.

(e) The Chair shall preside at all meetings of the Audit Committee and shall have a second and deciding vote in the event of a tie. In the absence of the Chair, the other members of the Audit Committee shall appoint a representative amongst them to act as Chair for that particular meeting.

(f) Notice of meetings of the Audit Committee may be given to the independent auditor and shall be given in respect of meetings relating to the annual audited financial statements. The independent auditor has the right to appear before and to be heard at any meeting of the Audit Committee. Upon the request of the independent auditor, the Chair of the Audit Committee shall convene a meeting of the Audit Committee to consider any matters which the external auditor believes should be brought to the attention of the Directors or shareholders of the Company.

(g) The Audit Committee shall report to the Directors of the Company on such matters and questions relating to the financial position of the Company or any affiliates of the Company as the Directors of the Company may from time to time refer to the Audit Committee.

(h) The members of the Audit Committee shall, for the purpose of performing their duties, have the right to inspect all the hooks and records of the Company and its affiliates, and to discuss such books and records that are in any way related to the financial position of the Company with the directors, officers, employees and independent auditor of the Company and its affiliates.

(i) Minutes of the Audit Committee meetings shall be recorded and maintained. The Chair of the Audit Committee will report to the Directors on the activities of the Audit Committee and/or the minutes of the Audit Committee meetings will be promptly circulated to the Directors or otherwise made available at the next meeting of Directors.

(j) The Audit Committee shall, upon the approval of the Directors, adopt a formal written charter, which sets out the Audit Committee's responsibilities, the way they should he implemented and any other requirement such as membership and structure of the Audit Committee. The Audit Committee shall review and reassess the adequacy of the charter on an annual basis.

(k) The Audit Committee shall ensure and/or consider that, with regard to the previous fiscal year,

(i) management has reviewed the Company's audited financial statements with the Audit Committee, including a discussion of the quality of the accounting principles as applied and significant judgments affecting the financial statements;

(ii) the external auditor and the Audit Committee have discussed the independent auditor's judgments of the quality of the accounting principles applied and the type of judgments made with respect to the Company's and/or the Company's financial statements;

(iii) the Audit Committee, on its own (without management or the independent auditors present), has considered and discussed all the information disclosed to the Audit Committee from the Company's management and the external auditor; and

(iv) in reliance on review and discussions conducted with management and outside auditors, the Audit Committee believes that the Company's financial statements are fairly presented in conformity with Canadian Generally Accepted Accounting Principles (GAAP) in all material respects.

(l) The Audit Committee shall have the authority to:

(i) engage independent counsel and other advisors or consultants as it determines necessary to carry out its duties;

(ii) set and pay the compensation for any advisors employed by the Audit Committee; and

(iii) communicate directly with the internal (if any) and external auditors and qualified reserves evaluators or auditors.