

5. The director(s) is/are: First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Administrateur(s): Address for service, giving Street & No. or R.R. No., Municipality and Postal Code. <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident canadien Oui/Non</i>
Yevgen (Eugene) Konaryev	137 Dundas Street, London, Ontario, Canada N6A 1E9	Yes
Kevin Ernst	137 Dundas Street, London, Ontario, Canada N6A 1E9	No
Jack Smit	137 Dundas Street, London, Ontario, Canada N6A 1E9	Yes
Nicole Holden	137 Dundas Street, London, Ontario, Canada N6A 1E9	No

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

None

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

- (a) an unlimited number of common shares**
- (b) one million (1,000,000) Class A special shares**
- (c) one million (1,000,000) Class B special shares**

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

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

See pages 3(a) to 3(f) annexed hereto and forming part of these articles.

NERDS ON SITE INC.**SHARE TERMS****1 Common Shares**

The common shares shall have attached thereto the following preferences, rights, conditions, restrictions, limitations or prohibitions:

(a) Subject to Class A Special Shares and Class B Special Shares

The common shares shall be subject to the prior preferences, rights, conditions, restrictions, limitations and prohibitions attaching to the Class A special shares and Class B special shares.

(b) Dividend Rights

If in any year, after providing for the full dividend on the Class A special shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to dividends on the common shares.

(c) Liquidation

In the event of a liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, after payment of all amounts to be paid to the holders of Class A special shares, the holders of the common shares shall participate equally, on a per share basis, in any further distribution of the property or assets of the Corporation.

(d) Voting Rights

The holders of common shares shall be entitled to notice of and to attend and to cast one vote for each common share held by them at all meetings of shareholders of the Corporation.

2 Class A Special Share Provisions

The Class A special shares shall have attached thereto the following preferences, rights, conditions, restrictions, limitations or prohibitions:

(a) Dividend Rights

The holders of the Class A special shares shall be entitled to receive and the Corporation shall pay thereon out of the monies of the Corporation properly applicable to the payment of dividends, fixed preferential cumulative cash dividends at the rate of seven and one-quarter percent (7.25%) per annum on the Class A Redemption Amount thereof, payable quarterly on the last business day of each calendar quarter (March, June, September and December) in each year following the first dividend payment date, as provided herein. Such dividend shall accrue from the later of the 1st day of April, 2016, and the date on which each respective Class A special share is allotted and issued, with the first dividend to be paid on the last business day of June, 2016, in the amount of \$0.016125 per Class A special share. Cheques of the Corporation payable at par in the branch of the Corporation's banker for the time being in Canada shall be issued in respect of such dividend and payment thereof shall satisfy such dividends. If on any dividend payment date the dividend payable on such date is not paid in full on all of the Class A special shares then issued and outstanding, such dividends or the unpaid part thereof shall be paid on a subsequent date or dates, determined by the Board of Directors of the Corporation, on which the Corporation shall have sufficient monies property applicable to the payment of the same. The holders of the

Class A special shares shall not be entitled to any dividends other than or in excess of the cash dividends hereinbefore provided for.

(b) Priority of Dividends and Upon Winding-Up

The Class A special shares shall rank, both as regards to dividends and repayment of capital, in priority to the common shares and Class B special shares of the Corporation.

(c) Liquidation

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class A special shares as a class shall be entitled to receive out of the assets and property of the Corporation, before any amount is paid or any property or assets of the Corporation are distributed to the holders of common shares, the aggregate Class A Redemption Amount of the issued and outstanding Class A special shares, together with all accrued and unpaid preferential cumulative cash dividends thereon; after payment to the holders of Class A special shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

(d) Purchase for Cancellation

The Corporation may at any time or times purchase for cancellation all or any part of the Class A special shares outstanding from time to time on the open market, or by invitation for tenders addressed to the holders of record of the Class A special shares outstanding, or (with the consent of all the holders of the Class A special shares) by private contract at the lowest price or prices at which, in the opinion of the directors, such shares are obtainable but not exceeding the Class A Redemption Amount plus costs of purchase and an amount equal to all dividends accrued thereon and remaining unpaid; where, in response to any invitation to tender, two or more shareholders submit tenders at the same price and such tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each such tender in proportion as nearly as may be to the total number of shares offered in each such tender.

(e) Redemption

The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole, or from time to time, any part of the then outstanding Class A special shares on payment for each share to be redeemed of the Class A Redemption Amount, together with an amount equal to all dividends accrued thereon and remaining unpaid (the aggregate amount to be paid for each Class A special share to be redeemed being hereinafter called the **Class A Redemption Price**).

(f) Redemption Procedure

In any case of redemption of Class A special shares under the provisions of paragraph (e) hereof, the Corporation shall, at least 10 days before the date specified for redemption, mail to each person who, at the date of mailing is a registered holder of Class A special shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class A special shares (a **Class A Redemption Notice**); the Class A Redemption Notice shall be mailed in a prepaid letter addressed to each such shareholder at his address as it appears on the books of the Corporation, or, in the event of the address of any such shareholder not so appearing, then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to any one or more of such holders shall not affect the validity of such redemption; the Class A Redemption Notice shall set out the Class A Redemption Price and the date on which redemption is to take place (the **Class A Redemption Date**) and, if part only of the shares held

by the person to whom such Class A Redemption Notice is addressed is to be redeemed, the number thereof so to be redeemed; on or after the Class A Redemption Date, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A special shares to be redeemed the Class A Redemption Price on presentation and surrender at the head office of the Corporation, or any other place designated in such notice, of the certificates representing the Class A special shares called for redemption; such Class A special shares shall thereupon be redeemed; if a part only of the Class A special shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the Class A Redemption Date, the Class A special shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class A Redemption Price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected; the Corporation shall have the right, at any time after the mailing of the Class A Redemption Notice to deposit the Class A Redemption Price of the Class A special shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, to a special account in any chartered bank or any trust company in Canada designated in such notice to be paid without interest to or to the order of the respective holders of such Class A special shares called for redemption. Upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon such deposit being made or the Class A Redemption Date, whichever is the later, the Class A special shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such Class A Redemption Date, as the case may be, shall be limited to receiving without interest the proportionate part of the total Class A Redemption Price so deposited against presentation and surrender of the said certificates.

(g) Retraction of Class A Special Shares

At any time after June 30, 2016, a holder of Class A special shares may, at such holder's option, require the Corporation to redeem any or all Class A special shares held by such holder at the Class A Redemption Price by sending to the registered office of the Corporation, by prepaid mail, a notice executed by the registered holder of Class A special shares (a **Class A Retraction Notice**), stating the number of Class A special shares to be redeemed, the address to which the Class A Redemption Price is to be sent and the date (not to be less than ten (10) days following the mailing of the notice) such redemption is to occur (the **Class A Retraction Date**) together with the certificate or certificates representing the Class A special shares to be so redeemed; in the event that a portion of the Class A special shares represented by such certificate or certificates are to be redeemed, the Corporation shall, upon the redemption, deliver a certificate representing the balance of Class A special shares not so redeemed; on the Class A Retraction Date, the Corporation shall send by prepaid mail to the holder of the Class A special shares at the address set forth in the Class A Retraction Notice a cheque for the aggregate Class A Redemption Price and a certificate representing the balance, if any, of Class A special shares not so redeemed whereupon the Class A special shares for which the Class A Redemption Price has been paid shall be redeemed; in the event that the Class A Redemption Price is not so paid, the rights of the holder of Class A special shares shall remain unaffected until payment is made and no dividends of any kind, redemptions or purchases for cancellation in respect of any other shares of any class of the Corporation shall be paid or occur until the outstanding arrears of the Class A Redemption Price have been paid in full for all Class A special shares for which the Corporation has received a Class A Retraction Notice.

(h) Minimum Issue Price

The Class A special shares shall not, in any circumstances, be allotted and issued for a subscription price of less than \$1.00 per Class A special share.

(i) Restriction on Common Share Dividends

The Corporation shall not pay any dividends on common shares or any other class of shares ranking junior to the Class A special shares nor shall the Corporation redeem or purchase for cancellation any other class of shares, if the dividend, or redemption or purchase for cancellation might impair the ability of the Corporation to pay dividends on the Class A special shares or if any payments of dividends on the Class A special shares are in arrears or if such dividend, or redemption or purchase for cancellation might impair the ability of the Corporation to redeem or retract the Class A special shares.

(j) Class A Redemption Amount

For the purpose of paragraphs (a), (c), (d) and (e), the **Class A Redemption Amount** of each Class A special share shall be \$1.00.

(k) Voting Rights

Subject to the provisions of the *Business Corporations Act (Ontario)*, the holders of the Class A special shares shall not be entitled to notice of, to attend or to vote at any meetings of the shareholders of the Corporation.

3 Class B Special Share Provisions

The Class B special shares shall have attached thereto the following preferences, rights, conditions, restrictions, limitations or prohibitions:

(a) Dividends

The holders of the Class B special shares shall not be entitled to receive any dividends in respect of the Class B special shares.

(b) Rights On Liquidation

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, the holders of the Class B special shares as a class shall not be entitled to receive any of the assets or property of the Corporation.

(c) Purchase for Cancellation

The Corporation may at any time or times purchase for cancellation all or any part of the Class B special shares outstanding from time to time on the open market, or by invitation for tenders addressed to the holders of record of the Class B special shares outstanding, or (with the consent of all the holders of the Class B special shares) by private contract at the lowest price or prices at which, in the opinion of the directors, such shares are obtainable but not exceeding the Class B Redemption Amount plus costs of purchase; where, in response to any invitation to tender, two or more shareholders submit tenders at the same price and such tenders are accepted by the Corporation as to part only of the shares offered, the Corporation shall accept part of the shares offered in each such tender in proportion as nearly as may be to the total number of shares offered in each such tender.

(d) Redemption

The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole, or from time to time, any part of the then outstanding Class B special shares on payment for each share to be redeemed of the Class B Redemption Amount.

(e) Redemption Procedure

In any case of redemption of Class B special shares under the provisions of paragraph (d) hereof, the Corporation shall, at least 10 days before the date specified for redemption, mail to each person who, at the date of mailing is a registered holder of Class B special shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Class B special shares (a **Class B Redemption Notice**); the Class B Redemption Notice shall be mailed in a prepaid letter addressed to each such shareholder at his address as it appears on the books of the Corporation, or, in the event of the address of any such shareholder not so appearing, then to the last known address of such shareholder; provided, however, that accidental failure to give any such notice to any one or more of such holders shall not affect the validity of such redemption; the Class B Redemption Notice shall set out the Class B Redemption Amount and the date on which redemption is to take place (the **Class B Redemption Date**) and, if part only of the shares held by the person to whom the Class B Redemption Notice is addressed is to be redeemed, the number thereof so to be redeemed; on or after the Class B Redemption Date, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class B special shares to be redeemed the Class B Redemption Amount on presentation and surrender at the head office of the Corporation, or any other place designated in the Class B Redemption Notice, of the certificates representing the Class B special shares called for redemption; such Class B special shares shall thereupon be redeemed; if a part only of the Class B special shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified in any Class B Redemption Notice, the Class B special shares called for redemption shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Class B Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected; the Corporation shall have the right, at any time after the mailing of the Class B Redemption Notice to deposit the Class B Redemption Amount of the Class B special shares so called for redemption, or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption, to a special account in any chartered bank or any trust company in Canada designated in the Class B Redemption Notice to be paid without interest to or to the order of the respective holders of such Class B special shares called for redemption. Upon presentation and surrender to such bank or trust company of the certificates representing the same, and upon the later of such deposit being made or the Class B Redemption Date, the Class B special shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such Class B Redemption Date, as the case may be, shall be limited to receiving without interest the proportionate part of the total Class B Redemption Amount so deposited against presentation and surrender of the said certificates.

(f) Retraction of Class B Special Shares

A holder of Class B special shares may, at such holder's option, require the Corporation to redeem any or all Class B special shares held by such holder at the Class B Redemption Amount by sending to the registered office of the Corporation, by prepaid mail, a notice executed by the registered holder of Class B special shares (a **Class B Retraction Notice**), stating the number of Class B special shares to be redeemed, the

address to which the Class B Redemption Amount is to be sent and the date (not to be less than ten (10) days following the mailing of the notice) such redemption is to occur (the **Class B Retraction Date**) together with the certificate or certificates representing the Class B special shares to be so redeemed; in the event that a portion of the Class B special shares represented by such certificate or certificates are to be redeemed, the Corporation shall, upon the redemption, deliver a certificate representing the balance of Class B special shares not so redeemed; on the Class B Retraction Date, the Corporation shall send by prepaid mail to the holder of the Class B special shares at the address set forth in the Class B Retraction Notice a cheque for the aggregate Class B Redemption Amount and a certificate representing the balance, if any, of Class B special shares not so redeemed whereupon the Class B special shares for which the Class B Redemption Amount has been paid shall be redeemed; in the event that the Class B Redemption Amount is not so paid, the rights of the holder of Class B special shares shall remain unaffected until payment is made and other than in connection with a liquidation, dissolution or winding-up of the Corporation, no dividends, redemptions or purchases for cancellation in respect of the common shares shall be paid or occur until the outstanding arrears of the Class B Redemption Amount have been paid in full for all Class B special shares for which the Corporation has received a Class B Retraction Notice.

(g) Issue Price

The Class B special shares shall be allotted and issued for such subscription price as is determined by the Board of Directors.

(h) Class B Redemption Amount

For the purpose of paragraphs (c), (d), (e) and (f) the **Class B Redemption Amount** of each Class B special share shall be the paid up capital amount of the Class B special shares divided by the number of issued and outstanding Class B special shares then outstanding.

(i) Voting

Subject to the provisions of the *Business Corporations Act* (Ontario), the holders of the Class B special shares shall be entitled to notice of and to attend and to cast ten (10) votes for each Class B special share held by them at all meetings of shareholders of the Corporation.

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

None

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

None

11. These restated articles of incorporation correctly set out the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation and all the amendments thereto.
Les présents statuts constitutifs mis à jour énoncent correctement les dispositions correspondantes des statuts constitutifs telles qu'elles sont modifiées et remplacent les statuts constitutifs et les modifications qui y ont été apportées.

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

Nerds On Site Inc.

Name of Corporation / *Dénomination sociale de la société*

By/
Par

(signed) "John Harbarenko"

Signature / *Signature*

John Harbarenko

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

President

Description of Office / *Fonction*

These articles must be signed by an officer or director of the corporation (e.g. president, secretary)
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).