

# SHARE CAPITAL - 3 CLASSES

## (Amalgamation) (QBCA)

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### SCHEDULE 1 – SHARE CAPITAL

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#### TO THE ARTICLES OF AMALGAMATION

The Corporation is authorized to issue an unlimited number of shares of each of the following classes:

**CLASS “A” SHARES  
CLASS “B” SHARES  
CLASS “C” SHARES**

The Class “A”, Class “B” and Class “C” shares include and are, respectively, subject to the following rights, privileges, conditions and restrictions:

#### **1.00 CLASS “A” SHARES (COMMON)**

##### **1.01 Voting Right**

Class “A” shares give holders the right to receive notice of, attend and vote at all meetings of shareholders of the Corporation. At such meetings, the holders of Class “A” shares are, for the purpose of electing directors and passing any resolution under their jurisdiction, entitled to ONE (1) vote per share held.

##### **1.02 Dividend**

If during a financial year of the Corporation, after providing for preferred dividends on Class “C” and Class “B” shares, there remains any profits or surplus available for the payment of dividends, the holders of Class “A” shares will be entitled to receive a dividend, to the exclusion of the other classes of shares, the terms and conditions of which may be determined by the board of directors at their entire discretion.

##### **1.03 Return of Capital**

Subject to the preferential right of return of capital to holders of Class “C” and Class “B” shares, and in the event of the winding-up or dissolution of the Corporation, whether voluntary or involuntary, or any distribution of its assets in favour of its shareholders for any reason whatsoever, holders of Class “A” shares are entitled to receive, as a return of capital, an amount equal to the amount paid-up on their respective Class “A” shares as well as any declared and unpaid dividend thereon.

[...]