

BANKRUPTCY AND INSOLVENCY
FAILLITE ET INSOLVABILITE

FILED
CLERK'S STAMP

JAN - 4 2017

JUDICIAL CENTRE
OF CALGARY

FORM 49
[RULE 13.19]

COURT FILE NUMBER 25 - 2172984
ESTATE NUMBER 25 - 2172984
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *BANKRUPTCY
AND INSOLVENCY ACT*, R.S.C. 1985, C. B-3,
AS AMENDED

AND IN THE MATTER OF MICROPLANET
TECHNOLOGY CORP.

DOCUMENT

AFFIDAVIT

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS
DOCUMENT

BENNETT JONES LLP
Barristers and Solicitors
4500 Bankers Hall East
855 - 2nd Street SW
Calgary, Alberta T2P 4K7

Attention: Alexis Teasdale
Telephone No.: (403) 298-3067
Fax No.: (403) 265-7219
Client File No.: 55088.16

AFFIDAVIT NO. 4 OF WOLFGANG STRUSS

Sworn on January 4, 2017.

I, Wolfgang Struss, of Redmond, Washington, Businessman, SWEAR AND SAY THAT:

1. I am the President, CEO, and sole director of MicroPlanet Technology Corp. ("MTC" or the "**Company**"). I am also President, CEO, and sole director of MTC's wholly-owned US subsidiary, MicroPlanet, Inc. ("**MI**"). As such, I have personal knowledge of the matters hereinafter deposed to, except where stated to be based on information and belief, in which case I verily believe the same to be true.
2. I swear this Affidavit in addition to three Affidavits I swore in this matter on December 5, 2016, (the "**Struss Affidavit No. 1**"), December 14, 2016 (the "**Struss Affidavit No. 2**"), and December 21, 2016 (the "**Struss Affidavit No. 3**"), to respond to allegations made on behalf of Brett Ironside by his counsel, namely that I am not properly a director of MTC,

WS

that I did not have the power to commence proposal proceedings under the *Bankruptcy and Insolvency Act*, and that I have a vested interest in EVI.

3. All capitalized terms not otherwise defined in this Affidavit bear the meaning given to them in the Struss Affidavit No. 1, the Struss Affidavit No. 2, or the Struss Affidavit No. 3, as the case may be.
4. Attached hereto and collectively marked as **Exhibit "1"** is a true copy of an email and attached letter sent on December 24, 2016 by David Mann of Dentons Canada LLP, counsel to Brett Ironside, to Alexis Teasdale of Bennett Jones LLP, counsel to MTC.
5. Attached hereto and marked as **Exhibit "2"** is a true copy of an email and attached letter both dated December 29, 2016, sent by Ms. Teasdale to Mr. Mann in response to Mr. Mann's letter at Exhibit "1".
6. Attached hereto and marked as **Exhibit "3"** is a true copy of an email dated December 31, 2016 and the attached letter dated December 24, 2016, sent by Mr. Mann to Ms. Teasdale in response to Ms. Teasdale's letter at Exhibit "2".
7. Attached hereto and marked as **Exhibit "4"** is a true copy of an email and attached letter both dated January 2, 2017 sent by Ms. Teasdale to Mr. Mann in response to Mr. Mann's letter at Exhibit "3".

My Appointment as a Director of MTC

8. On December 26, 2016, I called Alan Richardson, who was a director of MTC when I was appointed to the Board of Directors, and asked him if he had any written records showing that I had been appointed as a director. Mr. Richardson confirmed that I was appointed to the Board and said he would look for records in that regard. On December 27, 2016, Mr. Richardson sent me the email attached hereto and marked as **Exhibit "5"**, which indicates that I was appointed to MTC's Board of Directors on May 22, 2015 by Mr. Richardson, John M. Fluke Jr., and David Andrews, who all resigned after appointing me.
9. On December 31, 2016, I left a voicemail for Mr. Richardson, asking whether he would swear an Affidavit to confirm that he, Mr. Andrews, and Mr. Fluke appointed me as a director of MTC on May 22, 2015. I also sent Mr. Richardson an email on December 31,

2016, requesting that he swear an affidavit to that effect. I have received no response to my voicemail or email. The only written evidence I have of my appointment as a director is the email at Exhibit "5".

10. The Schedule of Other Provisions to MTC's Articles of Incorporation states:

The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 the number of directors who held office at the expiration of the last annual meeting of the Corporation.

11. If they were validly appointed, Mr. Richardson, Mr. Andrews, and Mr. Fluke had the authority to appoint me to the Board of Directors. These individuals were validly elected or appointed to MTC's Board of Directors, as follows.

12. Mr. Andrews and Mr. Richardson were nominated for election as directors at the June 25, 2013 Annual and Special Meeting of Shareholders, as evidenced by the excerpt from the Information Circular and Proxy Statement for that meeting, a true copy of which is attached and marked as **Exhibit "6"**.

13. The date of the 2013 Annual and Special Meeting of MTC's shareholders was moved to July 2, 2013, as evidenced by the Amended Notice of Meeting and Record Date, a true copy of which is attached and marked as **Exhibit "7"**.

14. Mr. Richardson, Mr. Andrews, Grahame Foulger, and Thomas Van Horn were elected as directors of MTC at the July 2, 2013 Annual and Special Meeting of MTC's shareholders, as evidenced by the Direction of Proxy Votes from that meeting, a true copy of which is attached and marked as **Exhibit "8"**.

15. Mr. Van Horn ceased to hold office as a director on August 28, 2013, as evidenced by the Notice of Change of Directors dated May 9, 2014, a true copy of which is attached hereto and marked as **Exhibit "9"**. I searched the MTC records in my possession but was unable to find a written resignation from Mr. Van Horn.

16. John M. Fluke Jr. was appointed as a director on October 10, 2013, as evidenced by Exhibit "9" and the news release attached hereto and marked as **Exhibit "10"**. I searched the MTC records in my possession but was unable to find a directors' resolution appointing

Mr. Fluke. The Schedule of Other Provisions to MTC's Articles of Incorporation gave MTC's Board of Directors the authority to appoint Mr. Fluke as a director.

17. On December 11, 2014, Mr. Foulger resigned from MTC's Board of Directors. A true copy of Mr. Foulger's written resignation is attached and marked as **Exhibit "11"**.

My Acts as a Director of MTC

18. I have reviewed MTC's Bylaws, a true copy of which is attached and marked as **Exhibit "12"**. The clauses that appear to be relevant to my powers and actions as a director are:

4. Number. Subject to section 101(2) of the Act, the number of directors shall be the number fixed by the articles, or where the articles specify a variable number, the number shall be not less than the minimum and not more than the maximum number so specified and shall be determined from time to time within such limits by the shareholders or the board. At least one quarter of the directors, or such other number of directors (if any) as may be prescribed by the Act from time to time, shall be resident Canadians.

5. Vacancies. Subject to section 111 of the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure to elect the number or minimum number of directors required by the articles. If there is not a quorum of directors, or if there has been a failure to elect the number or minimum number of directors required by the articles, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any shareholder. If the shareholders have adopted an amendment to the articles to increase the number or minimum number of directors, and have not, at the meeting at which they adopted the amendment, elected an additional number of directors authorized by the amendment, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy. A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

6. Powers. Subject to any unanimous shareholder agreement, the directors shall manage, or supervise the management of, the business and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not expressly directed or required to be done in some other manner by the Act, the articles, the by-laws, any special resolution of the shareholders of the Corporation, a unanimous shareholder agreement or by statute.

14. Validity of Acts. An act of a director or officer is valid notwithstanding an irregularity in the director's or officer's election or appointment or a defect in the director's or officer's qualification. An act of the directors or a committee of directors is valid notwithstanding noncompliance with the residency requirements (if any) set out in Paragraphs 4, 21 or 23 hereof.

21. Quorum and Voting. Subject to the articles, a majority of the number of directors constitutes a quorum at any meeting of directors and, notwithstanding any vacancy among

the directors, a quorum of directors may exercise all the powers of the directors. Subject to section 111 of the Act, subsections (3) and (4) of section 114 of the Act, and Paragraph 5 hereof, directors shall not transact business at a meeting of directors unless a quorum is present and at least one-quarter of the directors present (or such other number of directors, if any, as may be prescribed by the Act from time to time) are resident Canadians. [...]

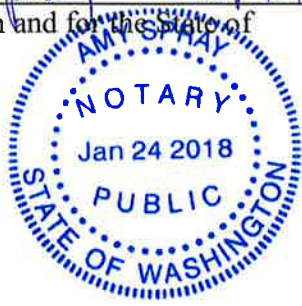
19. In relation to clause 5 of MTC's Bylaws, I did not call a special meeting of shareholders to fill the vacancies in MTC's Board of Directors after I was appointed because MTC did not have the financial resources to call a shareholders' meeting, and because I saw no realistic prospect of finding anyone willing to serve as a director of MTC in light of the existing directors' resignation, MTC's insolvency, and MTC's inability to raise funds to carry on MI's operations.

No Vested Interest in EVI

20. In the letter at Exhibit "3" Mr. Mann alleges on behalf of his client that "Mr. Struss appears to have a vested interest" in EVI. I have not invested funds in EVI, nor have I invested in MI through EVI. All but one of the Seattle Investors who loaned money to EVI or to MI through EVI are named in Exhibit "26" to the Struss Affidavit No. 1. The only additional Seattle Investor who loaned money directly to EVI, who is not named in Exhibit "26" to the Struss Affidavit No. 1, is an individual named Chris Ciarcia. I have no right to receive any equity interest in EVI, and I am neither a party to any contracts with EVI, nor am I an employee, director, or officer of, EVI.

21. I make this Affidavit for the reasons set out in paragraph 2 of this Affidavit and for no other or improper purpose.

SWORN BEFORE ME)
at Kingston, Washington, USA, this 4)
day of January, 2017)
)
Amy Spray)
Notary Public in and for the State of)
Washington)



Wolfgang Struss)
WOLFGANG STRUSS)

This is Exhibit " 1 " to the Affidavit of
Wolfgang Struss

Wolfgang Struss

Sworn before me this 4 day of

January, 2017

Amy Spray exp 1/24/2018

A Notary Public

In and for the State of Washington



Alexis Teasdale

From: Mann, David <david.mann@dentons.com>
Sent: 24 December 2016 11:46 AM
To: Alexis Teasdale
Cc: Regush, John
Subject: Microplanet
Attachments: Letter to Teasdale - Bennett Jones - flattened.pdf; ATT00001.htm

Alexis,

Please see the attached letter.

Regards,

Dave

December 24, 2016

557940-6

SENT VIA E-MAIL: teasdalea@bennettjones.com

Bennett Jones LLP
4500 Bankers Hall East
855 2nd Street SW
Calgary, Alberta
T2P 4K7 Canada
Attention: Ms. Alexis Teasdale

Dear Madam:

RE: Requisition for meeting of the Shareholders of MicroPlanet Technology Corp. ("MTC")

As you are aware, we represent Brett Ironside and related entities ("**Ironside**"). Ironside has requisitioned a meeting of the shareholders of MTC (the "**Shareholders' Meeting**") by letter send to the known directors and registered office of MTC on December 16, 2016.

We are in receipt of your email of the same day providing your position that it is not necessary to adjourn the approval application until after the Shareholders' Meeting has taken place. Respectfully, for the reasons outlined below, we must disagree with this position and insist that the Shareholders' Meeting occur before an application is made for Court approval of the proposal of MTC (the "**Approval Application**").

Based on publicly available filing records, it would appear that the last meeting of the shareholders of MTC was held on June 25, 2013 – well over three years ago. A three year period without a shareholders meeting would appear to be offside of the statutory requirements to hold regular shareholders' meetings. Further, we note that a meeting is only being held after being requisitioned by of one of the shareholders, Ironside, and was not called by the directors of the corporation of their own accord.

Additionally, it appears that David Andrews and Alan Richardson resigned as directors of MTC sometime in 2014, and were replaced by Mr. Wolfgang Struss. Notably, this replacement took place after the last meeting of the shareholders of the company, with the result that Mr. Struss's appointment does not appear to have been proposed, nor ratified, by the shareholders of MTC. Moreover, it is unclear who appointed Mr. Struss as a director of MTC. This is problematic, as a lack of ratification by the shareholders raises questions about the validity of Mr. Struss's actions as a director of MTC, including his decision for MTC to make a proposal to its creditors under the *Bankruptcy and Insolvency Act* (Canada).

Finally, as outlined in our previous communications, our client remains concerned about the lack of information provided to shareholders and creditors throughout the proposal proceedings. Further, it appears that much of the required reporting for MTC has not been completed over the past three years, with the result that shareholders and other stakeholders have not had access to information regarding MTC in the ordinary course and as required by relevant legislation. Not only are these stakeholders entitled to disclosure of relevant information, but the shareholders of MTC are a group that might provide a possible alternative for a purchase of the assets of MTC in the proposal proceedings, with the additional

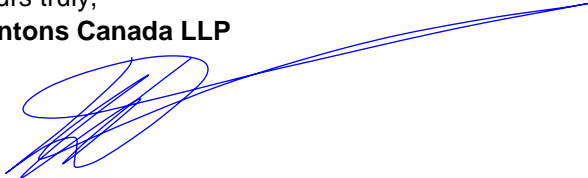
result that a failure to provide this group with information may result in the market for the assets of MTC not being fully tested.

The Shareholders' Meeting will address matters relevant to MTC's proposal proceedings, including the validity of Mr. Struss's appointment and actions as a director of MTC. In our view, this information is relevant in the Court's consideration of MTC's proposal and should be available to the Court in its determination of whether to approve MTC's proposal or whether there are more viable alternatives available to MTC. In light of the foregoing, we request that the Approval Application be postponed until the Shareholders' Meeting is held.

Accordingly, will you please confirm that MTC will (a) forthwith convene a meeting of its shareholders, and (b) adjourn the application to approve the proposal until after the meeting of shareholders is held.

If MTC refuses this request then please advise us immediately and we'll begin preparation to object to the Approval Application on January 11, 2017, firstly on the grounds it should be adjourned and, secondly, on its merits.

Yours truly,
Dentons Canada LLP



David Mann

DWM/jakr

CC: Brett Ironside, via email

This is Exhibit " 2 " to the Affidavit of
Wolfgang Struss

Wolfgang Struss

Sworn before me this 4 day of

January, 2017

Amy Spray exp 1/24/2018

A Notary Public

In and for the State of Washington




Alexis Teasdale

From: Alexis Teasdale <TeasdaleA@bennettjones.com>
Sent: 29 December 2016 9:40 AM
To: Mann, David
Cc: Keeble, Jeff (CA - Alberta); Oliver, Jeffrey; Damiani, Stefano (CA - Toronto)
Subject: In the Matter of the Amended Amended Proposal of MicroPlanet Technology Corp.
Attachments: Ltr to Mr. Mann - December 29 2016 (with enclosure).PDF

Dave,

Please see attached.

Regards,

 Alexis Teasdale
Partner, Bennett Jones LLP

4500 Bankers Hall East, 855 - 2nd Street SW, Calgary, AB, T2P 4K7
P. 403 298 3067 | F. 403 265 7219
E. teasdalea@bennettjones.com

Plug into [Bennett Jones](#)
Plug into my [bio](#)



Alexis Teasdale
Partner
Direct Line: 403.298.3067
e-mail: teasdalea@bennettjones.com
Our File No.: 55088-16

Bennett Jones LLP
4500 Bankers Hall East, 855 - 2nd Street SW
Calgary, Alberta, Canada T2P 4K7
Tel: 403.298.3100 Fax: 403.265.7219

December 29, 2016

Mr. David W. Mann
Dentons LLP
Bankers Court
15th Floor, 850 2nd St SW
Calgary AB T2P 0R8

Dear Sir:

Re: In the Matter of the Amended Amended Proposal (the "Proposal") of MicroPlanet Technology Corp. ("MTC") Court File No. 25-2172984

We were surprised to receive your letter of December 24, 2016. Although you have been retained since at least October 20, 2016, you are now raising the issues set out in that letter for the first time. You did not raise these issues in your October 20, 2016 letter. You then did nothing to clarify or advance your client's position until December 13, 2016, when you served Mr. Ironside's Affidavit, which also did not raise the issues outlined in your recent letter. It was only after you consented to the adjournment and re-scheduling of the approval application that you purported to requisition a shareholders' meeting on Mr. Ironside's behalf and after that, to call into question Mr. Struss' authority to commence MTC's proposal proceedings.

We do not intend to adjourn the application to approve the proposal in response to your correspondence or the purported shareholder requisitions dated December 16, 2016 (the "**First Requisition**") and December 18, 2016 (the "**Second Requisition**"), for the following reasons, among others.

Regarding the validity of Mr. Struss' appointment and actions as a director of MTC, Mr. Struss was appointed to the Board of Directors of MTC and MicroPlanet, Inc. on May 22, 2015, by Alan Richardson, David Andrews, and John M. Fluke Jr. Mr. Struss' appointment was authorized under section 106(4) of the Alberta *Business Corporations Act*, RSA 2000, c. B-9 (the "**ABCA**") and clause 1 of the Schedule of Other Provisions to MTC's Articles of Incorporation, a copy of which is enclosed. Mr. Struss has continued in office since that date under section 106(7) of the ABCA. As a validly appointed director, Mr. Struss was authorized to commence proceedings under the *Bankruptcy and Insolvency Act*, RSA 1985, c. B-3 (the "**BIA**").

Mr. Struss has considered the First Requisition and, in consultation with Bennett Jones LLP, has concluded that the First Requisition is invalid or otherwise does not require him to call a meeting of shareholders because:

1. The First Requisition is not signed by the registered or beneficial owners of 5% or more of MTC's shares, as required by section 142(2) of the ABCA. Not only is it not signed by Mr. Ironside on his own behalf, it is not signed on behalf of the "related entities", who are not identified. Mr. Ironside also has not established that he is authorized to sign the requisition on behalf of those unidentified related entities.

December 29, 2016

Page 2

2. In the alternative, MTC's director is not required to call a meeting of shareholders because the business of the meeting as stated in the First Requisition (discussing the matters related to the proceedings of MTC under the BIA) includes matters described in section 136(5)(b) of the ABCA. Specifically, it appears Mr. Ironside has requisitioned a shareholders' meeting to advance his own agenda in relation to MTC's Proposal, in which MTC's shareholders have no economic stake, and on which MTC's shareholders are not entitled to vote.
3. In the further alternative, the business of the meeting as stated in the First Requisition is not proper business for a meeting, because MTC's shareholders have no right to vote on the Proposal, nor any economic stake in it.
4. In the further alternative, the description of business of the meeting as stated in the First Requisition is too vague to permit MTC to send a notice of the meeting with sufficient detail to permit the shareholder to form a reasoned judgment on that business, as required by section 134(7) of the ABCA.

The Second Requisition may be valid. Mr. Struss is considering it and will determine whether to call a meeting within 21 days of December 18, 2016, as required by section 142 of the ABCA. However, even if a shareholders' meeting must be called, MTC does not agree that the approval application must be adjourned pending such a meeting, as follows.

First, whether or not MTC is in compliance with the reporting and meeting requirements under the ABCA is not relevant to MTC's proposal proceedings.


Second, MTC commenced proposal proceedings under the BIA because it is insolvent. MTC does not have the human or financial resources to prepare and distribute the required notices and financial and operational reporting to achieve compliance with the ABCA. Furthermore, if MTC's Proposal is not approved, or the investors behind the Proposal Sponsor become unwilling to fund the Proposal due to further delay in the proceedings, compliance with the ABCA will be moot.

Finally, a shareholders' meeting would serve no practical purpose. MTC's shareholders have no right to vote on the Proposal, and there is no evidence to support Mr. Ironside's contention that MTC's shareholders might make an offer superior to the Proposal. Nothing that might take place at a shareholders' meeting could possibly have any effect on the Proposal.

If you intend to apply to the Court for an adjournment of the approval application, we ask that you provide your materials as soon as possible, to allow us sufficient time to prepare our response.

Yours truly,

BENNETT JONES LLP



Alexis Teasdale

AT/ss

cc: Jeffrey Oliver – Cassels Brock & Blackwell LLP (via email)
Stefano Damiani and Jeff Keeble – Deloitte Restructuring Inc. (via email)
Client

Government Corporation/Non-Profit Search of Alberta ■ Corporate Registration System

Date of Search: 2013/05/08
Time of Search: 12:31 PM
Search provided by: BENNETT JONES SERVICES LIMITED PARTNERSHIP, CALG.

Service Request Number: 19675623
Customer Reference Number: 55088.14/JL/lmo

Corporate Access Number: 2010921126
Legal Entity Name: MICROPLANET TECHNOLOGY CORP.

Name History:

Previous Legal Entity Name	Date of Name Change (YYYY/MM/DD)
HF CAPITAL CORP.	2005/05/02

Legal Entity Status: Active
Alberta Corporation Type: Named Alberta Corporation
Registration Date: 2004/02/19 YYYY/MM/DD
Date of Last Status Change: 2007/04/11 YYYY/MM/DD

Registered Office:

Street: 4500, 855 - 2ND STREET S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 4K7

Directors:

Last Name: ANDREWS
First Name: DAVID
Street/Box Number: 680 EXCELLER CIRCLE
City: NEWMARKET
Province: ONTARIO
Postal Code: L3X 1P4

Last Name: IRONSIDE

First Name: BRETT
Street/Box Number: 727 LAKE PLACID DRIVE S.E.
City: CALGARY
Province: ALBERTA
Postal Code: T2J 4B9

Last Name: RICHARDSON
First Name: ALAN
Street/Box Number: 121 AUDUBON PLACE
City: HAILEY
Province: IDAHO
Postal Code: 83333

Last Name: TETREAULT
First Name: MYRON
Middle Name: A.
Street/Box Number: 710, 304 - 8TH AVENUE S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1C2

Last Name: VAN HORN
First Name: THOMAS
Middle Name: A.
Street/Box Number: 9501 S.E. 5TH STREET
City: BELLEVUE
Province: WASHINGTON
Postal Code: 98004

Transfer Agents:

Legal Entity Name: VALIANT TRUST COMPANY
Corporate Access Number: 308507359
Street: 310, 606 - 4TH STREET S.W.
City: CALGARY
Province: ALBERTA
Postal Code: T2P 1T1

Details From Current Articles:

The information in this legal entity table supersedes equivalent electronic attachments

Share Structure: THE ATTACHED SCHEDULE OF SHARE CAPITAL IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Share Transfers Restrictions: NONE.
Min Number Of Directors: 3
Max Number Of Directors: 10
Business Restricted To: NONE.
Business Restricted From: NONE.
Other Provisions: THE ATTACHED SCHEDULE OF OTHER PROVISIONS IS INCORPORATED INTO AND FORMS PART OF THIS FORM.

Other Information:

Last Annual Return Filed:

File Year	Date Filed (YYYY/MM/DD)
2012	2012/04/23

Outstanding Returns:

Annual returns are outstanding for the 2013 file year(s).

Filing History:

List Date (YYYY/MM/DD)	Type of Filing
2004/02/19	Incorporate Alberta Corporation
2005/05/02	Name Change Alberta Corporation
2006/06/09	Name/Structure Change Alberta Corporation
2007/04/02	Status Changed to Start for Failure to File Annual Returns
2012/04/23	Enter Annual Returns for Alberta and Extra-Provincial Corp.
2012/04/23	Change Director / Shareholder

Attachments:

Attachment Type	Microfilm Bar Code	Date Recorded (YYYY/MM/DD)
Share Structure	ELECTRONIC	2004/02/19
Restrictions on Share Transfers	ELECTRONIC	2004/02/19
Other Rules or Provisions	ELECTRONIC	2004/02/19
Other Rules or Provisions	ELECTRONIC	2004/03/30
Shares in Series	ELECTRONIC	2005/02/08

Letter - Spelling Error	10000605101384712	2006/02/10
Other Rules or Provisions	ELECTRONIC	2006/06/09
Letter - Spelling Error	10000602000452243	2008/04/08

This is to certify that, as of this date, the above information is an accurate reproduction of data contained within the official records of the Corporate Registry.



SCHEDULE OF SHARE CAPITAL

HF CAPITAL CORP.

The Corporation is authorized to issue:

(a) One class of shares, to be designated as "Common Shares", in an unlimited number; and

(b) One class of shares, to be designated as "Preferred Shares", issuable in series, in an unlimited number;

such shares having attached thereto the following rights, privileges, restrictions and conditions:

A. Common Shares

The Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the right to one vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;

(ii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive any dividend declared by the Corporation; and

(iii) subject to the prior rights and privileges attaching to any other class of shares of the Corporation, the right to receive the remaining property and assets of the Corporation upon dissolution.

B. Preferred Shares

The Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the Preferred Shares may at any time and from time to time be issued in one or more series, each series to consist of such number of shares as may, before the issue thereof, be determined by resolution of the directors of the Corporation; and

(ii) subject to the provisions of the Business Corporations Act (Alberta), the directors of the Corporation may by resolution fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to each series of the Preferred Shares.

SCHEDULE OF OTHER PROVISIONS

1. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

2. Meetings of the shareholders of the Corporation may be held at any place within Canada or the United States of America.

This is Exhibit " 3 " to the Affidavit of
Wolfgang Struss

Sworn before me this 4 day of

January, 2017

Amy Spray exp 1/24/2018

A Notary Public

In and for the State of Washington

Wolfgang Struss



Alexis Teasdale

From: Regush, John <john.regush@dentons.com>
Sent: 31 December 2016 11:33 AM
To: Alexis Teasdale
Cc: Mann, David; Brett Ironside
Subject: In the matter of the amended amended proposal of MicroPlanet Technology Corp.
Attachments: CALE1236_20161230_18474342547.PDF; ATT00001.htm

Ms. Teasdale,

Please see the attached correspondence from David Mann in respect of the above captioned matter.

John



John Regush
Associate

D [+1 403 268 7086](tel:+14032687086)
john.regush@dentons.com
[Website](#)

Dentons Canada LLP
15th Floor, Bankers Court, 850 - [2nd Street SW Calgary, AB T2P 0R8 Canada](#)

?? Salans FMC SNR Denton McKenna Long

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December 24, 2016

557940-6

SENT VIA E-MAIL: teasdalea@bennettjones.com

Bennett Jones LLP
4500 Bankers Hall East
855 2nd Street SW
Calgary, Alberta
T2P 4K7 Canada
Attention: Ms. Alexis Teasdale

Dear Madam:

RE: In the Matter of the Amended Ameneded Proposal (the "Proposal") of MicroPlanet Technology Corp. ("MTC") Court File No. 25-2172984

We are in receipt of your letter dated December 29, 2016. Notwithstanding its contents, our client remains opposed to the Proposal and of the view that the application for approval of the Proposal must be adjourned until after a meeting of the shareholders of MTC can occur.

As previously discussed in our correspondence sent to you in October, our client is of the view that the assets of MTC are of a higher value than presented in the Proposal. Further, our client is of the view that the Proposal proceedings have been tainted by the lack of a process to test the market to ascertain the fair market value of the assets of MTC. The materials submitted by MTC to date do discuss efforts to affect a sale of the assets of the company prior to the Proposal; however, there is no reference to any efforts undertaken in the context of the Proposal proceedings to solicit alternate offers for the assets of MTC or establish a competitive bidding process to secure the greatest value for the assets of MTC. Indeed, the materials filed by MTC specifically indicate that no such process has been undertaken. Our client remains of the view that absent efforts to obtain alternative offers within the Proposal proceedings, it cannot be said that the current Proposal represents provides fair, or the highest possible, value for the assets of MTC.

Further, we note that, subsequent to our request for an opinion regarding the security of Emerald Ventures, Inc. ("EVI") in the assets of MI, such an opinion has been obtained. We would request that this opinion be made available for our review.

Our client continues to be of the view, as expressed in our letter sent in October, that the Proposal cannot and should not discharge the obligations of MI or the former directors of MTC to Mr. Ironside. Notwithstanding the argument put forward in the briefs filed by MTC, it is our view that the legal test for release of the guarantee provided by MI has not been met. Further, it is our view that a change in the proposal to extend the release to the former directors of MTC is a material change, as it expands the release to a group of persons whom Mr. Ironside is actively pursuing a claim against.

Further, the materials filed to MTC raise questions regarding the relationship between the proposed purchaser of the assets of MTC, EVI, and Mr. Struss, who purports to be the current director of MTC. In Mr. Struss's affidavit sworn December 5, 2016, Mr. Struss swears that he became involved as a director and officer of MTC "[a]t the request of the Seattle Investors." Notably, Mr. Struss swears that he is a member of the "Seattle Investors", and that "EVI was incorporated ... as a vehicle through which

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investors, including the Seattle Investors, could formalize and secure their loans to MI.” The ultimate result of the foregoing is that Mr. Struss, supposedly acting as director of MTC, has set in motion and is advancing a process whereby the assets of MTC are being sold to a corporation, EVI, in which Mr. Struss appears to have a vested interest. Moreover, Mr. Struss swears that “[m]ost of the Seattle Investors, including me, have invested in MI in the past and most, like me, are shareholders of MTC.” These facts open the possibility that a group of shareholders who control MTC and MI also control EVI, which would suggest MTC and MI are related to MTC as that term is used in the *Bankruptcy and Insolvency Act*, RSC 1985 c B-3. This state of affairs raises questions about the nature and fairness of the Proposal proceedings, especially in light the absence of any efforts to solicit offers for the assets of MTC to determine what they are worth to arms-length purchasers.

Our client continues to question the validity of the actions taken by Mr. Struss as a director. While your letter outlines the purported source of Mr. Struss’s ability to act as a director of MTC, it remains the case that Mr. Struss was not elected by the shareholders of MTC, nor have the shareholders of MTC had the opportunity to provide their input in to the election of directors, as MTC has failed to call required shareholders meetings at which this issue would be addressed. Furthermore, we note that Mr. Struss’s sworn materials in the Proposal all indicate that he is of Redmond, Washington, and that he is the sole director of MTC. On the basis of this information, it appears that MTC does not have any director who is a “resident Canadian”, as is required by the *Business Corporations Act*, RSC 2000 c B-9. The lack of compliance with the formal requirements of the *Business Corporations Act* are particularly troubling in light of the apparent relationship between Mr. Struss and the proposed purchaser, EVI. Finally, it is notable that Mr. Struss has sworn, in his affidavit sworn December 21, 2016, that while previously “the focus was on attempting to deliver value to MTC’s shareholders ... [t]hat focus has since changed.” If Mr. Struss’s focus is not on delivering value to MTC’s shareholders, it would appear the shareholders of MTC should have the opportunity to discuss whether Mr. Struss is an appropriate individual to be serving as a director.

Simply, the shareholders of MTC have the right to meet and discuss the both the formal validity of Mr. Struss’s appointment as a director and whether he continues to be a person who is or should serve as a director. They must be afforded this opportunity before the Court considers the Proposal, as the issues to be discussed directly impact on the validity of the decision to embark on the Proposal process in the first place. Accordingly, should the application for approval of the Proposal proceed before such a meeting of the shareholders of MTC takes place, we will seek an adjournment of the application on behalf of our client. Likewise, our client continues to believe the value of MTC provided in the proposal is inadequate, that a competitive bidding process for the assets of MTC should take place, and that the Proposal cannot release the liability of MI or the former directors of MTC to Mr. Ironside. Finally, the relationship between MTC, MI, and the proposed purchaser, EVI, continues to be of concern. Accordingly, please advise when Mr. Struss and Mr. Smith are available to be cross examined on their respective affidavits.

Yours truly,
Dentons Canada LLP

For: David Mann

CC: Brett Ironside, via email

25290923_2|NATDOCS

This is Exhibit " 4 " to the Affidavit of
Wolfgang Struss

Sworn before me this 4 day of
January, 2017

Amy Spray exp 1/24/2018
A Notary Public

In and for the State of Washington

Wolfgang Struss



Alexis Teasdale

From: Alexis Teasdale
Sent: 02 January 2017 1:00 PM
To: Mann, David
Cc: 'Oliver, Jeffrey'; Keeble, Jeff (CA - Alberta); 'Damiani, Stefano (CA - Toronto)'
Subject: In the Matter of the Amended Amended Proposal of MicroPlanet Technology Corp.
Attachments: Letter to David Mann - January 2, 2017.PDF

Dave,

Please see the attached correspondence.

Regards,



Alexis Teasdale
Partner, Bennett Jones LLP

4500 Bankers Hall East, 855 - 2nd Street SW, Calgary, AB, T2P 4K7
P. 403 298 3067 | F. 403 265 7219
E. teasdalea@bennettjones.com

Plug into [Bennett Jones](#)
Plug into my [bio](#)





Bennett Jones LLP

4500 Bankers Hall East, 855 - 2nd Street SW

Calgary, Alberta, Canada T2P 4K7

Tel: 403.298.3100 Fax: 403.265.7219

Alexis Teasdale
Partner
Direct Line: 403.298.3067
e-mail: teasdalea@bennettjones.com
Our File No.: 55088-16

January 2, 2017

Mr. David W. Mann
Dentons LLP
Bankers Court
15th Floor, 850 2nd St SW
Calgary AB T2P 0R8

Dear Sir:

Re: In the Matter of the Amended Amended Proposal (the "Proposal") of MicroPlanet Technology Corp. ("MTC") Court File No. 25-2172984

We are in receipt of your letter dated December 24, 2016, which was emailed to us on December 31, 2016, and in which you ask when Mr. Struss and Mr. Smith are available for cross-examination on their affidavits. Respectfully, we are unable to accede to your delayed request to cross-examine.

It is our position that your client has lost the right to cross-examine Mr. Struss and Mr. Smith on their affidavits by virtue of his delay. In addition, the further delay in the Court hearing the approval application that will be occasioned by cross-examination at this late date will cause prejudice to MTC and its creditors. These are circumstances in which Alberta courts have denied the right to cross-examine in the past.¹

On the subject of delay, in your letter of October 20, 2016, you stated that your client was considering examining MTC, yet you did not seek to do so despite the adjournment of the general meeting of creditors for six weeks to enable further investigation of the affairs and property of MTC. You did not seek to cross-examine either affiant after being served with our materials on December 6, 2016, despite my voice message and email of December 9, 2016, in which I asked that you advise me immediately whether you wished to cross-examine Mr. Struss or Mr. Smith. You also did not ask, or evince any intention, to cross-examine Mr. Struss or Mr. Smith before filing Mr. Ironside's Affidavit, or after you had consented to the adjournment of our application to January 11, 2017, or in your December 24, 2016 correspondence.

The issues on which you say you want to examine Mr. Struss and Mr. Smith (the relationship between MTC, MicroPlanet, Inc., and Emerald Ventures Inc. ("EVI")) were known to you by December 6, 2016. More than three weeks passed between that date and the date of your request to cross-examine. You have provided no reason for the delay in your request to cross-examine Mr. Struss and Mr. Smith. That you did not make your request until after we declined to adjourn our application pending a shareholders' meeting suggests that your client is attempting to use the cross-examination of Mr. Struss and Mr. Smith as another means to delay MTC's approval application.

¹ See *Armstrong v Esso Resources Canada Limited*, 1992 ABCA 235 at para 4 and *Primrose Drilling Ventures Ltd v Carter*, [2008] AWLD 5, at para 10

January 2, 2017

Page 2

Furthermore, you have been aware since December 15, 2016 that it was our intention to proceed with our application on January 11, 2017. We have never expressly or impliedly deviated from that intention.

In terms of prejudice to MTC and its creditors, to accede to your request would result in a further adjournment of our application, which in turn decreases the likelihood that the investors behind the Proposal Sponsor will fund the Proposal. As our offices (and many other businesses) are closed today in lieu of the January 1 statutory holiday, and as it appears you intend to rely on the cross-examination transcripts in responding to our application, the parties realistically have four business days to schedule, hold, and obtain transcripts for, two cross-examinations of deponents who reside outside of Alberta.

In addition, the necessary timing of the cross-examinations would no doubt result in your office filing Mr. Ironside's responding materials after the January 5, 2017 filing deadline required under Commercial Practice Note 1 (of which we reminded you on December 19, 2016), leaving us with very limited time to respond to your materials. This prejudices MTC and those creditors who voted in favour of the Proposal, and is also to the disadvantage of the Court.

Regarding the other issues raised in your letter, other than the matter of the security opinion obtained in respect of the EVI security, those are matters that are properly addressed before Justice Nixon on January 11, 2017. With respect to the security opinion, we note that it was obtained by the Proposal Trustee from its independent U.S. counsel. As such, we ask that you direct your inquiries in that regard to the Proposal Trustee's counsel, Mr. Oliver, who is copied on this letter.

In light of all of the foregoing issues, we will be proceeding with our application on January 11, 2017 and we will be prepared to deal with the matters raised by your client, both on the merits of our application and in response to your requests to cross-examine and to adjourn our application pending a meeting of MTC's shareholders. We reserve our right to refer to and rely on this and our previous correspondence before the Court.

Please be advised that we will be filing evidence in relation to your allegations regarding Mr. Struss' appointment to, and continuing role on, MTC's Board of Directors. Further, we reserve our right to require that Mr. Ironside pay conduct money to Mr. Struss and Mr. Smith to attend cross-examinations on their affidavits in the event the Court orders that the cross-examinations proceed.

Yours truly,

BENNETT JONES LLP



Alexis Teasdale

AT/ss

cc: Jeffrey Oliver – Cassels Brock & Blackwell LLP (via email)
Jeff Keeble and Stefano Damiani – Deloitte Restructuring Inc. (via email)
Client

This is Exhibit " 5 " to the Affidavit of
Wolfgang Struss

Wolfgang Struss

Sworn before me this 4 day of
January, 2017

Amy Spray exp 1/24/2018

A Notary Public

In and for the State of Washington



Alexis Teasdale

From: Wolfgang Struss <wstruss@microplanet.com>
Sent: 27 December 2016 1:33 PM
To: Alexis Teasdale
Subject: FW: Draft note to Grahame and Tom

From: Alan Richardson [mailto:richardsonah1@gmail.com]
Sent: Tuesday, December 27, 2016 12:30 PM
To: Wolfgang Struss
Subject: Fwd: Draft note to Grahame and Tom

This should take care of the issue.

Best,

Alan

----- Forwarded message -----

From: Alan Richardson <richardsonah1@gmail.com>
Date: Fri, May 22, 2015 at 5:23 PM
Subject: Draft note to Grahame and Tom
To: Joe Tanner <jtanner@microplanet.com>, David Andrews <david.andrews@rogers.com>, Wolfgang Struss <wstruss@microplanet.com>, John Fluke <JFluke@flukecapital.com>, Ed Garth <egarth@microplanet.com>

Gents, I welcome your thoughts and edits. It's long but necessarily so in my opinion.

Looking forward to your response.

Alan

Dear Grahame and Tom,

As you may know, despite our best efforts, MicroPlanet continues to struggle. Like a cat with nine lives, we have continued to survive despite all odds, but it is becoming more and more difficult to do so.

On May 22 we (David Andrews, John Fluke and I) elected Wolfgang Struss, our current CEO, to the Board of Directors of MicroPlanet Corp., and also to the board of MP Inc. Following that, we, along with Joe Tanner, the current chair of Inc., submitted our resignations effective when such resignations are officially submitted to Wolf via email. Our goal was to give Wolf as much freedom as possible as he tries to plot a course for the company.

Wolf, along with Ed Garth, our CFO, are still committed to the survival and eventual prosperity of MP. We do have the very best voltage optimization technology, as both of you know from your service on the Board. And as Grahame knows there are opportunities that Wolf and Ed are pursuing. But of course there are no guarantees.

All of us on the board and in management are totally confident that we have always exercised our fiduciary responsibilities to the best of our own ability. And I firmly believe that was the case when both of you were members of the board. Unfortunately, as the saying goes, "even the Pope can be sued for paternity." So the

possibility of claims against current and past board members and management, from aggrieved shareholders or others, however frivolous, can't be dismissed.

We have always maintained D&O insurance, although this has been difficult over the last few months as our financial position has deteriorated. (Wolf and Ed have, in fact, used their own funds to help cover premium payments.) And the company will continue to pay the premiums to the extent possible.

Unfortunately, the policy only covers us if it is in effect on the date a suit is filed, not on the date the action complained about occurred. So, despite your and our resignations from the board, we remain exposed and can only protect ourselves into the future if we keep the policy in place.

Our insurer just extended the term of our policy in May for another 12 months. The premium for May in the amount of \$1520 has been paid. The annual premium is approximately \$20,000. Joe, Dave, John, Ed, Wolf and I agreed that we would contribute equal amounts to pay the full premium for the balance of this year's policy. Our payments would constitute a loan to MP to be repaid if/when any assets are sold or income is earned. We are operating on the assumption that we can retain current coverage for the next 11 months regardless of what happens to MP if we make the payment of the full premium. This is an assumption and it may not be correct.

Unfortunately, our exposure doesn't end 11 months from now since, as noted, our insurance protects us only if it is in place on the date a suit is filed. Extending coverage past the expiration of the end of the policy (or if the insurer cancels our policy) requires us to pay 150% of the premium (approximately \$30,000) for each year of extended coverage and to decide at the time we purchase such an extended policy how long we wish to have such coverage. (Stated differently, and as I understand it, we must decide to extend the policy by one, two or more years at the outset.)

In our view, all of us are exposed to the possibility of litigation from any aggrieved or irate shareholder, note holder or prior management or employees. And it is obviously in our best interest to continue the insurance coverage. So, the purpose of this note is to ask you to join with us to collectively protect yourselves and the rest of us from the expenses of litigation. We feel the cost, while not insignificant (approximately \$2500 per person for each of the eight of us if we retain the current policy or \$3750 per year if we need to finance extended coverage) pales in comparison to what we might be forced to spend if a suit is filed.

So, to summarize. (1) All of us are exposed to litigation, no matter how frivolous it might be. (2) Litigation costs will not be covered by our D&O insurance if the policy, current or extended, is not in effect when a suit is filed (even though the suit relates to acts taken in the past when the policy was in effect). (3) To protect ourselves the six of us we have agreed to pay required premiums for the balance of the 12 month policy period. (4) Because both of you are exposed, we ask you share this burden and join with us in this effort. (5) Funds will be submitted to MP and immediately transferred to the insurance company in order to pay the full premium for the balance of the period. (6) Funds will be treated as loans to MP. (7) Payment of the D&O premium will be treated as the highest priority for MP and all receipts will be used for that purpose (or reimbursement to us of loans made for that purpose).

I am happy to discuss this matter with you at your convenience, but would prefer to do so sooner rather than later. Please call me at [208-788-5836](tel:208-788-5836) (home and best for reception) or [208-720-9218](tel:208-720-9218).

Sincerely,

Alan

--

Alan Richardson

--

Alan Richardson
121 Audubon Place
Hailey, ID 83333
208-788-5836 (H); 208-720-9218 (C)

This is Exhibit " 6 " to the Affidavit of
Wolfgang Struss

Wolfgang Struss

Sworn before me this 4 day of

January, 2017

Amy Spray exp 1/24/2018

A Notary Public

In and for the State of Washington



MICROPLANET TECHNOLOGY CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on Tuesday, June 25, 2013

and

INFORMATION CIRCULAR and PROXY STATEMENT

May 24, 2013

MICROPLANET TECHNOLOGY CORP.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on Tuesday June 25, 2013

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of shareholders of MicroPlanet Technology Corp. ("**MicroPlanet**" or the "**Corporation**") will be held at the **offices of Bennett Jones LLP**, Suite 4500 Bankers Hall East, 855-2nd Street S.W., Calgary, Alberta, T2P 4K7, on **Tuesday June 25, 2013** at 1:30 p.m. (Calgary time) for the purposes of:

- (i) receiving the audited financial statements of MicroPlanet for the year ended December 31, 2012, together with the auditors' report thereon;
- (ii) electing the directors of MicroPlanet for the ensuing year;
- (iii) considering and, if deemed advisable, passing, with or without variation, an ordinary resolution approving the Stock Option Plan of the Corporation as required by the TSX Venture Exchange (the "TSXV") on an annual basis, as more particularly described in the accompanying Information Circular and Proxy Statement;
- (iv) appointing the auditors of MicroPlanet for the ensuing year and authorizing the directors to fix their remuneration; and
- (v) ratifying certain amendments to the by-laws of the Corporation
- (vi) transacting such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Shareholders are referred to the accompanying Information Circular and Proxy Statement for more detailed information with respect to the matters to be considered at the Meeting.

A shareholder may attend the Meeting in person or may be represented there at by proxy. Shareholders who are unable to attend the Meeting in person are requested to date, sign and return the accompanying form of Proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the Information Circular and Proxy Statement. **A Proxy will not be valid unless it is deposited at Valiant Trust Company, 310, 606 - 4th Street S.W., Calgary, Alberta T2P 1T1 (fax number: (403) 233-2857) Attention: Proxy Department, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxyholder need not be a shareholder of the Corporation.**

Only persons registered as holders of common shares on the records of the Corporation as of the close of business on May 24, 2013 are entitled to receive notice of the Meeting.

DATED May 24, 2013.

BY ORDER OF THE BOARD OF DIRECTORS
(signed) "*Joe Tanner*"
Chief Executive Officer

financial statements. If any Shareholders have questions respecting the December 31, 2012 financial statements, the questions may be brought forward at the Meeting.

ELECTION OF DIRECTORS

The following table states the names and municipalities of residence of all persons proposed to be nominated for election as directors at the Meeting or any adjournment thereof, the position or office now held by them, their principal occupation for the past five years, the date on which they became directors of MicroPlanet and the number of Voting Shares owned by them or over which they exercise control or direction:

Name and Municipality of Residence	Principal Occupation for the Past 5 Years	Date Appointed Director of the Corporation	Number of Voting Shares Beneficially Owned or Controlled as at the date hereof ⁽¹⁾
Alan Richardson ^{(2) (3)} Hailey, Idaho USA <i>Director (Chair)</i>	Independent electric utility industry consultant since 2008; prior thereto President and CEO, American Public Power Association (utility service organization) 1997 through 2007	January 1, 2009	599,102 Voting Shares
David Andrews ^{(2) (3)} Newmarket, Ontario <i>Director, Chair-Audit Committee</i>	Executive Vice President and Chief Financial Officer – Soroc Technology Inc. since 2010. Prior thereto, Chief Financial Officer Redline Communications Inc. 2009-2010; Chief Financial Officer, Sun Microsystems of Canada, Inc. (technology company) 2006 to 2009; prior thereto President of D.A. & Associates Ltd. (consulting firm) from 2004 to 2006;	June 9, 2006	216,667 Voting Shares
Thomas Van Horn ⁽³⁾ Bellevue, Washington <i>Director, Chair – Compensation and Governance Committee</i>	Chief Executive Officer, Universal Water Group, Inc. since 2010. Prior thereto, Executive Vice President, Infrastrux Group (technology company) 2009-2010; President and Chief Executive Officer of UtilX (technology company) 2002 to 2009	November 1, 2006	668,907 Voting Shares
Graham Foulger ^{(2) (3)} Brisbane, Queensland, AUS <i>Director</i>	Director & Equity owner of SmartGrid Partners. SGP is a solutions integrator established to provide strategic advisory and venture capability in the rapidly emerging Smart Grid domain. Prior thereto General Manager Sustainability & Innovation Ergon Energy 2004 -2009; prior thereto Business Development Manager Ergon Energy 2000 - 2004, prior thereto Deputy CEO Far North Queensland Electricity Board 1992-2000	October 1, 2012	Nil

Notes:

- (1) The information as to the number of Voting Shares and other securities beneficially owned or controlled, not being within the knowledge of MicroPlanet, has been furnished by the respective nominees or their counsel.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation and Corporate Governance Committee.

The term of office for each director of the Corporation is from the date of the Shareholders' meeting at which he is elected until the next annual meeting of the Shareholders or until his successor is elected or appointed. At the Meeting, a board of four directors is to be elected. **It is the intention of the persons named in the enclosed Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution to elect each of the nominees specified above as directors of MicroPlanet.** If, prior to the Meeting, any vacancies occur in the slate of proposed nominees herein submitted, the persons named in the enclosed Proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of MicroPlanet and FOR the remaining proposed nominees.

Disclosure for Inclusion in the Information Circular

On April 29, 2013, the Board adopted a policy to apply majority voting in uncontested director elections. Further to this policy, if a director receives more *withhold* than *for* votes in an uncontested election, such director will promptly offer to resign after the meeting. Following receipt of a resignation, the Corporate Governance Committee will consider whether or not to accept the offer of resignation and, within 90 days of the applicable meeting of Shareholders, recommend to the Board whether or not to accept it.

In determining whether to recommend acceptance or rejection of the tendered resignation, the Corporate Governance Committee will consider all factors it deems relevant including, without limitation:

- (a) the reasons, if known, why shareholders "withheld" or were requested or recommended to "withhold" votes from the director. In particular, the Corporate Governance Committee will consider if shareholders "withheld" or were requested or recommended to "withhold" votes from the director for reasons other than the qualifications or individual actions of the director;
- (b) the director's length of service and qualifications;
- (c) the director's contributions to the Corporation;
- (d) the current mix of skills and attributes of the directors on the Board;
- (e) the impact with respect to covenants in agreements or plans; and
- (f) legal requirements, policies or guidelines (regulatory, securities or corporate laws, or stock exchange rules) for director numbers and qualifications.

The Board will then consider whether or not to accept the offer of resignation based on the recommendation of the Corporate Governance Committee and make its decision within 90 days following the applicable meeting of Shareholders. In considering whether or not to accept the offer of resignation, the Board will consider the recommendation of the Corporate Governance Committee, the information and factors considered by the Corporate Committee and such additional information and factors deemed relevant by the Board.

The director in question will not participate in any Board or committee deliberations on the matter.

If the Board accepts the resignation, it may appoint a new director to fill the seat in accordance with the provisions of the ABCA and its articles and by-laws.

This is Exhibit " 7 " to the Affidavit of
Wolfgang Struss

Sworn before me this 4 day of

January, 2017

Amy Spray exp 1/24/18

A Notary Public

In and for the State of Washington

Wolfgang Struss



AMENDED

June 24, 2013

Filed Via SEDAR

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
The Manitoba Securities Commission
Ontario Securities Commission
TSX Venture Exchange

Dear Sirs:

**Re: MicroPlanet Technology Corp.
CUSIP: 59514T101
Annual & Special Meeting of Shareholders**

We are pleased to advise you of the details of the upcoming meeting of the shareholders of the Company.

Issuer:	MicroPlanet Technology Corp.
CUSIP / ISIN:	59514T101/ CA59514T1012
Meeting Type:	Annual & Special Meeting
Meeting Date:	July 2, 2013 @ 13:30
Record Date of Notice:	May 24, 2013
Record Date of Voting:	May 24, 2013
Beneficial Ownership Determination Date:	May 24, 2013
Class of Securities Entitled to Receive Notice:	Common
Class of Securities Entitled to Vote:	Common
Meeting Location:	Calgary, AB
Notice & Access – Registered Holders:	No
Notice & Access – Beneficial Holders:	No
Stratification:	No
*Stratification Type:	N/A
Issuer Sending Material Directly To NOBOs:	No
Issuer Paying to Send Material to OBO's:	Yes

We are filing this information in compliance with the Canadian Securities Administrators' National Instrument 54 - 101 regarding Shareholder Communication, in our capacity as the agent for the Company.

Yours truly,

VALIANT TRUST COMPANY

Signed by "Gail Hibbs"

Gail Hibbs
Account Manager, Client Services

cc: CDS & Co

This is Exhibit " 8 " to the Affidavit of
Wolfgang Struss

Wolfgang Struss

Sworn before me this 4 day of

January, 2017

Amy Spray exp 1/24/2018

A Notary Public

In and for the State of Washington



MICROPLANET TECHNOLOGY CORP
Annual & Special Meeting of Security Holders
July 2, 2013

Direction of Votes

We have received, audited and tabulated a total of 30 proxies representing 21,646,810 votes. This represents 15.58% of the Issued and Outstanding.

Without Appointee

Resolution #1

To elect as director: Alan Richardson.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	26	14,589,168	99.51%	10.50%
Withhold	2	71,400	0.49%	0.05%
Total	<u>28</u>	<u>14,660,568</u>	<u>100%</u>	<u>10.55%</u>

Resolution #2

To elect as director: David Andrews.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	26	14,589,168	99.51%	10.50%
Withhold	2	71,400	0.49%	0.05%
Total	<u>28</u>	<u>14,660,568</u>	<u>100%</u>	<u>10.55%</u>

Resolution #3

To elect as director: Thomas Van Horn.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	25	14,351,888	97.89%	10.33%
Withhold	3	308,680	2.11%	0.22%
Total	<u>28</u>	<u>14,660,568</u>	<u>100%</u>	<u>10.55%</u>

MICROPLANET TECHNOLOGY CORP
Annual & Special Meeting of Security Holders
July 2, 2013

Direction of Votes

Resolution #4

To elect as director: Graham Foulger.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	25	14,584,168	99.48%	10.50%
Withhold	3	76,400	0.52%	0.05%
Total	<u>28</u>	<u>14,660,568</u>	<u>100%</u>	<u>10.55%</u>

Resolution #5

Amending the by-laws, as more fully described in the accompanying Information Circular.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	24	14,563,668	99.34%	10.48%
Against	5	96,900	0.66%	0.07%
Total	<u>29</u>	<u>14,660,568</u>	<u>100%</u>	<u>10.55%</u>

Resolution #6

The ordinary resolution approving the Stock Option Plan of the Corporation in the form attached to the accompanying Information Circular and Proxy Statement.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	25	14,584,168	99.48%	10.50%
Against	3	76,400	0.52%	0.05%
Total	<u>28</u>	<u>14,660,568</u>	<u>100%</u>	<u>10.55%</u>

MICROPLANET TECHNOLOGY CORP
Annual & Special Meeting of Security Holders
July 2, 2013

Direction of Votes

Resolution #7

The appointment of Grant Thornton LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	29	21,606,810	99.82%	15.55%
Withhold	1	40,000	0.18%	0.03%
Total	<u>30</u>	<u>21,646,810</u>	<u>100%</u>	<u>15.58%</u>

With Appointee

Resolution #1

To elect as director: Alan Richardson.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	5	7,260,510	100.00%	5.23%
Withhold	0	0	0.00%	0.00%
Total	<u>5</u>	<u>7,260,510</u>	<u>100%</u>	<u>5.23%</u>

Resolution #2

To elect as director: David Andrews.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	5	7,260,510	100.00%	5.23%
Withhold	0	0	0.00%	0.00%
Total	<u>5</u>	<u>7,260,510</u>	<u>100%</u>	<u>5.23%</u>

MICROPLANET TECHNOLOGY CORP
Annual & Special Meeting of Security Holders
July 2, 2013

Direction of Votes

Resolution #3

To elect as director: Thomas Van Horn.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	5	7,260,510	100.00%	5.23%
Withhold	0	0	0.00%	0.00%
Total	<u>5</u>	<u>7,260,510</u>	<u>100%</u>	<u>5.23%</u>

Resolution #4

To elect as director: Graham Foulger.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	5	7,260,510	100.00%	5.23%
Withhold	0	0	0.00%	0.00%
Total	<u>5</u>	<u>7,260,510</u>	<u>100%</u>	<u>5.23%</u>

Resolution #5

Amending the by-laws, as more fully described in the accompanying Information Circular.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	5	7,260,510	100.00%	5.23%
Against	0	0	0.00%	0.00%
Total	<u>5</u>	<u>7,260,510</u>	<u>100%</u>	<u>5.23%</u>

MICROPLANET TECHNOLOGY CORP
Annual & Special Meeting of Security Holders
July 2, 2013

Direction of Votes

Resolution #6

The ordinary resolution approving the Stock Option Plan of the Corporation in the form attached to the accompanying Information Circular and Proxy Statement.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	5	7,260,510	100.00%	5.23%
Against	0	0	0.00%	0.00%
Total	<u>5</u>	<u>7,260,510</u>	<u>100%</u>	<u>5.23%</u>

Resolution #7

The appointment of Grant Thornton LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year.

	# of Proxies	Total Votes	% Voted	% Issued and Outstanding
For	5	7,260,510	100.00%	5.23%
Withhold	0	0	0.00%	0.00%
Total	<u>5</u>	<u>7,260,510</u>	<u>100%</u>	<u>5.23%</u>

Total Issued & Outstanding 138,942,446 COMMON SHARES

This is Exhibit " 9 " to the Affidavit of
Wolfgang Struss

Wolfgang Struss

Sworn before me this 4 day of

January, 2017

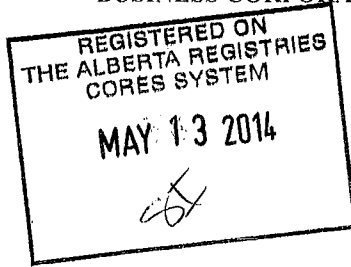
Amy Spray exp 12-1-2018

A Notary Public

In and for the State of Washington



Alberta



**NOTICE OF DIRECTORS OR
NOTICE OF CHANGE OF DIRECTORS**

1. Name of Corporation

2. Alberta Corporate
Access Number

MICROPLANET TECHNOLOGY CORP.	2010921126
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3. The following persons were appointed Director(s) on October 10, 2013:

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Resident Canadian? Yes No
Fluke, John M. Jr.	c/o Fluke Capital Management, L.P. 6 Columbia Key, Bellevue, WA 98006	

4. The following persons ceased to hold office as Director(s) on August 28, 2013:

Name of Director (Last, First, Second)	Mailing Address (including postal code)
Van Horn, Thomas	9501 SE 5 th Street, Bellevue, WA 98004

5. As of this date, the Director(s) of the corporation are:

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Resident Canadian? Yes No
Andrews, David W.	680 Exceller Circle, Newmarket, ON L3X 1P4	Yes
Foulger, Grahame	37 Oxley Terrace, Corinda Brisbane, Queensland, Australia, Q4075	No
Richardson, Alan H.	121 Audubon Place, Hailey, ID 83333	No
Fluke, John M. Jr.	c/o Fluke Capital Management, L.P. 6 Columbia Key, Bellevue, WA 98006	No

6. To be completed only by Alberta Corporations:

Are at least 25% of the members of the Board of Directors Resident Canadians?

Yes No

DATE	SIGNATURE	TITLE
May 9, 2014		Solicitor

FILED

John Lawless
Barrister and Solicitor

This is Exhibit " 10 " to the Affidavit of
Wolfgang Struss

Sworn before me this 4 day of

Janyary, 2017

Amy Spray exp 1/24/2018

A Notary Public

In and for the State of Washington

Wolfgang Struss



News Release

Oct 16, 2013

Company: **MicroPlanet Technology Corp.**

Stock Listing: **TSXV - MP**

Stock Listing (US): **OTC - MCTYF**

Web Site: **www.microplanet.com**



MicroPlanet Adds John Fluke to Board of Directors

Seattle, WA. – October 16, 2013 – MicroPlanet Technology Corporation ("**MicroPlanet**" or the "**Company**"), (TSXV - MP & OTC - MCTYF) a provider of smart-grid and power-quality technology, that significantly increases efficiency, quality, and conservation of electricity, while also enabling the integration of renewable energy sources into power grids, is pleased to announce today, subject to regulatory approvals, the addition of John M. Fluke, to the MicroPlanet Board of Directors.

Fluke has been the chairman of Fluke Capital Management (parent of Fluke Venture Partners) since 1980. Prior to 1990 John served as chairman and chief executive officer of Fluke Corporation, the world leader in precision electronic measuring devices. He serves as a director of PACCAR Inc. (Fortune 500 #168) since 1984, Gray Rock Energy, Inc. since 2006, Precision Genome Engineering, Inc. since 2010 and SuperCritical Technologies, Inc. since 2011. John also serves on the University of Washington Applied Physics Laboratory board of advisors; trustee since 1982 and former Chairman (1993) of The Greater Seattle Chamber of Commerce; as a mentor in the University of Washington Foster School of Business MBA Mentor Program since its inception in 2000; a trustee of the Museum of Flight since 1990; and a trustee of Junior Achievement of Washington since 1992.

John has previously served on the boards of American Seafoods Group, LLC (2002-2006), Cell Therapeutics, Inc. (2002-2005); PRIMUS International (2003-2006) and Peoples Bank and U.S Bank of Washington and its successor as US Bank of Washington (1984-1997). He is a prior member of the University of Washington's Business School Advisory Board (1995-20010) and the U of W Engineering Visiting Committee. Fluke received his bachelor's degree in electrical engineering from the University of Washington and his master's degree in electrical engineering from Stanford University.

"I'm pleased to have been invited to serve on the board of MicroPlanet," said Mr. Fluke. "I spent my entire professional working life in manufacturing of rugged professional test and measurement equipment, serving the metrology needs of nearly a dozen market segments, including the power utilities. I find that MicroPlanet's innovative and robustly implemented technology addresses a very real problem in many utilities' load end distribution systems. I look forward to working with my fellow directors in our oversight of MicroPlanet's management to exploit the excellent opportunities the Company has with it existing and soon to be added utility customers to achieve high levels of customer satisfaction and the growth in revenues and margins required to produce sustained cash flow performance."

Joe Tanner MicroPlanet president and CEO said; "The addition of Mr. Fluke to the MicroPlanet board is a strong indication of the potential that our world class technology represents in the changing global energy market. John Fluke is broadly regarded as one of the best strategic thinkers in the technology business and brings both technical and hands-on operational experience to MicroPlanet. We could not be more pleased, and think this should be a strong indicator of the path ahead for MicroPlanet."

About MicroPlanet Technology Corp.

MicroPlanet Technology Corp. is a smart grid, energy conservation company, whose technology regulates voltage steplessly with unrivaled speed and accuracy. MicroPlanet solutions improve power quality and save energy by dynamically managing voltage through the use of patented, advanced power electronics. MicroPlanet's technology solutions has been deployed in seven countries by more than 20 utilities, the U.S

military and multiple commercial customers to manage voltage on networks, save energy, improve power quality and grid efficiency and to facilitate the integration of renewable energy sources, including solar and wind. MicroPlanet is based in Seattle, WA and is listed on the TSXV and OTC trading under the stock symbol: MP and MCTYF, respectively. www.microplanet.com.

THIS NEWS RELEASE MAY CONTAIN FORWARD-LOOKING INFORMATION. ACTUAL FUTURE RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTEMPLATED. THE RISKS, UNCERTAINTIES AND OTHER FACTORS, BOTH KNOWN AND UNKNOWN, THAT COULD INFLUENCE ACTUAL RESULTS MAY BE SUBSTANTIAL AND INCLUDE THOSE DESCRIBED IN DOCUMENTS FILED WITH REGULATORY AUTHORITIES, SUCH AS THE COMPANY'S MOST RECENTLY FILED ANNUAL AND QUARTERLY REPORTS. ACCORDINGLY, NO ASSURANCES CAN BE GIVEN THAT ANY OF THE EVENTS ANTICIPATED BY THE FORWARD-LOOKING STATEMENTS WILL TRANSPIRE OR OCCUR, OR IF ANY OF THEM DO SO, WHAT BENEFITS THE COMPANY WILL DERIVE THEREFROM.

NEITHER THE TSXV NOR ITS REGULATION SERVICES PROVIDER (AS THE TERM IS DEFINED IN THE POLICIES OF THE TSXV) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

MicroPlanet Company Contacts:	
Joe Tanner President and Chief Executive Officer Ph: 360-910-1600 Fax: 206-625-0999 jtanner@microplanet.com	Ed Garth Chief Financial Officer Tel: 206-625-0851 Fax: 206-625-0999 egarth@microplanet.com

This is Exhibit " 11 " to the Affidavit of
Wolfgang Struss

Wolfgang Struss

Sworn before me this 4 day of

January, 2017

Amy Spray exp 1/24/2018

A Notary Public

In and for the State of Washington



MicroPlanet Technology Corp.

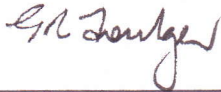
Director's Resignation – Withdrawal of Consent

To: MicroPlanet Technology Corp.

And To: The Directors Thereof

This letter is to formally withdraw my consent (dated 16 August 2012) to act as a director of MicroPlanet Technology Corp. (the "Corporation").

Dated the 11th December 2014



Grahame Foulger

MICROPLANET TECHNOLOGY CORP.

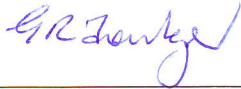
DIRECTOR'S CONSENT

TO: MICROPLANET TECHNOLOGY CORP.

AND TO: THE DIRECTORS THEREOF

The undersigned hereby consents to act as a director of MicroPlanet Technology Corp. (the "Corporation"), such consent to continue in effect until revoked by an instrument in writing delivered to the Corporation.

DATED the 16th day of August, 2012



GRAHAME FOULGER

This is Exhibit " 12 " to the Affidavit of
Wolfgang Struss

Wolfgang Struss

Sworn before me this 4 day of

January, 2017

Amy Spray exp 1/24/2018
A Notary Public

In and for the State of Washington



MICROPLANET TECHNOLOGY CORP.
BY-LAW NO. 1

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BY-LAW NO. 1

A by-law relating generally to the conduct of the business and affairs of MicroPlanet Technology Corp. (hereinafter called the "Corporation") is hereby made as follows:

DEFINITIONS

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

- (a) "Act" means the *Business Corporations Act* (Alberta) and the regulations made thereunder, as from time to time amended, and in the case of such amendment any reference in the by-laws shall be read as referring to the amended provisions thereof;
- (b) "board" means the board of directors of the Corporation;
- (c) "by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (d) "STA" means the *Securities Transfer Act* (Alberta) and the regulations made thereunder, as from time to time amended, and in the case of such amendment any reference in the by-laws shall be read as referring to the amended provisions thereof;
- (e) all terms used in the by-laws that are defined in the Act and are not otherwise defined in the by-laws shall have the meanings given to such terms in the Act;
- (f) words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; and
- (g) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

REGISTERED OFFICE

2. The Corporation shall at all times have a registered office within Alberta. Subject to subsection (4) of section 20 of the Act, the directors of the Corporation may at any time:

- (a) change the address of the registered office within Alberta;
- (b) designate, or revoke or change a designation of, a records office within Alberta; or
- (c) designate, or revoke or change a designation of, a post office box within Alberta as the address for service by mail of the Corporation.

SEAL

3. The directors may by resolution from time to time adopt and change a corporate seal of the Corporation.

DIRECTORS

4. Number. Subject to section 101(2) of the Act, the number of directors shall be the number fixed by the articles, or where the articles specify a variable number, the number shall be not less than the minimum and not more than the maximum number so specified and shall be determined from time to time within such limits by the shareholders or the board. At least one-quarter of the directors, or such other number of directors (if any) as may be prescribed by the Act from time to time, shall be resident Canadians.

5. Vacancies. Subject to section 111 of the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure to elect the number or minimum number of directors required by the articles. If there is not a quorum of directors, or if there has been a failure to elect the number or minimum number of directors required by the articles, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any shareholder. If the shareholders have adopted an amendment to the articles to increase the number or minimum number of directors, and have not, at the meeting at which they adopted the amendment, elected an additional number of directors authorized by the amendment, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy.

A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

6. Powers. Subject to any unanimous shareholder agreement, the directors shall manage, or supervise the management of, the business and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not expressly directed or required to be done in some other manner by the Act, the articles, the by-laws, any special resolution of the shareholders of the Corporation, a unanimous shareholder agreement or by statute.

7. Duties. Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8. Qualification. The following persons are disqualified from being a director of the Corporation:

- (a) anyone who is less than 18 years of age;

- (b) anyone who
 - (i) is a represented adult as defined in the *Adult Guardianship and Trustee Act* (Alberta) or is the subject of a certificate of incapacity that is in effect under the *Public Trustee Act* (Alberta),
 - (ii) is a formal patient as defined in the *Mental Health Act* (Alberta),
 - (iii) is the subject of an order under *The Mentally Incapacitated Persons Act* (Alberta) appointing a committee of the person or estate or both, or
 - (iv) has been found to be a person of unsound mind by a court elsewhere than in Alberta;
- (c) a person who is not an individual; and
- (d) a person who has the status of bankrupt.

Unless the articles otherwise provide, a director of the Corporation is not required to hold shares issued by the Corporation.

9. Term of Office. A director's term of office (subject to any applicable provisions of the Corporation's articles or any unanimous shareholder agreement, and subject to the election of such director for an expressly stated term) shall be from the date such director is elected or appointed until the close of the first annual meeting of shareholders following such director's election or appointment or until a successor to such director is elected or appointed.

10. Election. Subject to sections 106 and 107 of the Act, the shareholders of the Corporation shall, by ordinary resolution at the first meeting of shareholders and at each succeeding annual meeting at which an election of directors is required, elect directors to hold office for a term expiring not later than the close of the next annual meeting of shareholders following the election. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of shareholders following his or her election but, if qualified, is eligible for re-election. Notwithstanding the foregoing, if directors are not elected at a meeting of shareholders, the incumbent directors continue in office until their successors are elected.

If a meeting of shareholders fails to elect the number or the minimum number of directors required by the articles by reason of the disqualification or death of any candidate, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum.

11. Consent to Election. A person who is elected or appointed as a director is not a director unless such person was present at the meeting when the person was elected or appointed and did not refuse to act as a director or, if the person was not present at the meeting when the person was elected or appointed, the person consented to act as a director in writing before the person's election or appointment or within 10 days after it or the person has acted as a director pursuant to the election or appointment.

12. Removal. Subject to sections 107 and 109 of the Act, the shareholders of the Corporation may by ordinary resolution at a special meeting remove any director from office before the expiration of his or her term of office and may, by a majority of votes cast at the meeting, elect any person in his or her stead for the remainder of the director's term.

13. Vacation of Office. A director of the Corporation ceases to hold office when:

- (a) the director dies or resigns;
- (b) the director is removed from office; or
- (c) the director becomes disqualified under section 105(1) of the Act.

A resignation of a director becomes effective at the time a written resignation is sent to the Corporation, or at the time specified in the resignation, whichever is later.

14. Validity of Acts. An act of a director or officer is valid notwithstanding an irregularity in the director's or officer's election or appointment or a defect in the director's or officer's qualification. An act of the directors or a committee of directors is valid notwithstanding non-compliance with the residency requirements (if any) set out in Paragraphs 4, 21 or 23 hereof.

MEETINGS OF DIRECTORS

15. Place of Meeting. Unless the articles otherwise provide, meetings of directors and of any committee of directors may be held at any place. A meeting of directors may be convened by the Chairman of the Board (if any), the President (if any) or any director at any time and the Secretary (if any) or any other officer or any director shall, as soon as reasonably practicable following receipt of a direction from any of the foregoing, send a notice of the applicable meeting to the directors.

16. Notice. Notice of the time and place for the holding of any meeting of directors or of any committee of directors shall be sent to each director or each director who is a member of such committee, as the case may be, not less than 48 hours before the time of the meeting; provided that a meeting of directors or of any committee of directors may be held at any time without notice if all the directors or members of such committee are present (except where a 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) or if all the absent directors waive notice of the meeting. The notice of a meeting of directors shall specify any matter referred to in subsection (3) of section 115 of the Act that is to be dealt with at the meeting, but need not specify the purpose or the business to be transacted at the meeting.

For the first meeting of directors to be held following the election of directors at an annual or special meeting of the shareholders or for a meeting of directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

17. Waiver of Notice. Notice of any meeting of directors or of any committee of directors or the time for the giving of any such notice or any irregularity in any meeting or in the notice

thereof may be waived by any director in writing or by facsimile or electronic mail addressed to the Corporation or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a director at any meeting of directors or of any committee of directors is a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

18. Omission of Notice. The accidental omission to give notice of any meeting of directors or of any committee of directors to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

19. Electronic, Telephone Participation Etc. A director may participate in a meeting of directors or of any committee of directors by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a director participating in a meeting by any such means is deemed for the purposes of the Act and this by-law to be present at that meeting.

20. Adjournment. Any meeting of directors or of any committee of directors may be adjourned from time to time by the chairman of the meeting, with the consent of the meeting, to a fixed time and place. Notice of an adjourned meeting of directors or committee of directors is not required to be given if the date, time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at the adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

21. Quorum and Voting. Subject to the articles, a majority of the number of directors constitutes a quorum at any meeting of directors and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. Subject to section 111 of the Act, subsections (3) and (4) of section 114 of the Act, and Paragraph 5 hereof, directors shall not transact business at a meeting of directors unless a quorum is present and at least one-quarter of the directors present (or such other number of directors, if any, as may be prescribed by the Act from time to time) are resident Canadians. Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting in addition to his original vote shall have a second or casting vote.

22. Resolution in Lieu of Meeting. Subject to the articles or a unanimous shareholders agreement, a resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A resolution in writing dealing with all matters required by the Act or this by-law to be dealt with at a meeting of directors, and signed by all the directors entitled to vote at that meeting, satisfies all the requirements of the Act and this by-law relating to meetings of directors.

COMMITTEES OF DIRECTORS

23. General. The directors may from time to time appoint from their number a managing director, who must be a resident Canadian, or a committee of directors, at least one-quarter of whom (or such other number, if any, as may be prescribed by the Act from time to time) shall be resident Canadians, and may delegate to the managing director or such committee any of the powers of the directors, except that (unless the Act otherwise permits) no managing director or committee shall have the authority to:

- (a) submit to the shareholders any question or matter requiring the approval of the shareholders;
- (b) fill a vacancy among the directors or in the office of auditor;
- (c) appoint additional directors;
- (d) issue securities except in the manner and on the terms authorized by the directors;
- (e) declare dividends;
- (f) purchase, redeem or otherwise acquire shares issued by the Corporation, except in the manner and on the terms authorized by the directors;
- (g) pay a commission referred to in section 42 of the Act;
- (h) approve a management proxy circular;
- (i) approve any financial statements referred to in section 155 of the Act;
- (j) adopt, amend or repeal by-laws of the Corporation; or
- (k) exercise any other power which under the Act a committee of directors has no authority to exercise.

Notwithstanding the foregoing and subject to the articles or any unanimous shareholder agreement, the directors may, by resolution, delegate to a director, a committee of directors or an officer the power to:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) subject to section 45 of the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

24. Audit Committee. Subject to subsection 171(3) of the Act, the directors shall appoint from among their number an audit committee to be composed of not fewer than three directors, a majority of whom are not officers or employees of the Corporation or any of its affiliates. At any time when the Corporation is not a "distributing corporation" for purposes of the Act, the directors may (but shall not be required to) appoint from among their number an audit committee to be composed of such number of directors as may be determined by the board from time to time in accordance with the Act.

Each member of the audit committee shall serve during the pleasure of the board and, in any event, only so long as such member shall be a director. The directors may fill vacancies in the audit committee by election from among their number.

The audit committee shall have power to fix its quorum at not less than a majority of its members and to determine its own rules of procedure subject to any requirements imposed by the board from time to time and to the following paragraph.

The auditor of the Corporation is entitled to receive notice of every meeting of the audit committee and, at the expense of the Corporation, to attend and be heard thereat, and, if so requested by a member of the audit committee, shall attend every meeting of the committee held during the term of office of the auditor. The auditor of the Corporation or any member of the audit committee may call a meeting of the audit committee.

The audit committee shall review the financial statements of the Corporation referred to in section 155 of the Act prior to approval thereof by the board and shall have such other powers and duties as may from time to time by resolution be assigned to it by the board.

REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES

25. Subject to the articles or any unanimous shareholder agreement, the directors of the Corporation may fix the remuneration of the directors, officers and employees of the Corporation. Any remuneration paid to a director of the Corporation shall be in addition to the salary paid to such director in his or her capacity as an officer or employee of the Corporation. The directors may also by resolution award special remuneration to any director in undertaking any special services on the Corporation's behalf other than the routine work ordinarily required of a director of the Corporation. The confirmation of any such resolution by the shareholders shall not be required. The directors, officers and employees shall also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation.

If required by the Act, the aggregate remuneration paid to the directors and the aggregate remuneration paid to the five highest paid officers and employees, other than directors, shall be disclosed to the shareholders at every annual meeting, in the management proxy circular forwarded to shareholders in advance of an annual meeting, the financial statements placed before the shareholders, a statement of remuneration or in such other manner as the chairman of the meeting may determine.

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO SHAREHOLDERS FOR APPROVAL

26. The directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual meeting of the shareholders or at any special meeting of the shareholders called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or other applicable law or by the Corporation's articles or any other by-law) shall be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved, ratified and/or confirmed by every shareholder of the Corporation.

CONFLICT OF INTEREST

27. A director or officer of the Corporation who is a party to a material contract or material transaction or proposed material contract or proposed material transaction with the Corporation, or is a director or an officer of or has a material interest in any person who is a party to a material contract or material transaction or proposed material contract or proposed material transaction with the Corporation shall disclose the nature and extent of such director's or officer's interest at the time and in the manner provided in the Act. Except as permitted by the Act, no such director of the Corporation shall vote on any resolution to approve such contract or transaction. If a material contract or material transaction is made or entered into between the Corporation and one or more of its directors or officers, or between the Corporation and another person of which a director or officer of the Corporation is a director or officer or in which such director or officer has a material interest, (i) the contract or transaction is, subject to the Act, neither void nor voidable by reason only of that relationship, or by reason only that a director with an interest in the contract or transaction is present at or is counted to determine the presence of a quorum at a meeting of directors or committee of directors that authorized the contract or transaction, and (ii) a director or officer or former director or officer of the Corporation to whom a profit accrues as a result of the making of the contract or transaction is not liable to account to the Corporation for that profit by reason only of holding office as a director or officer, if the director or officer disclosed the interest in accordance with the provisions of the Act and the contract was approved by the directors or the shareholders and it was reasonable and fair to the Corporation at the time it was approved.

Even if the conditions set out above in this Paragraph 27 are not met, a director or officer acting honestly and in good faith is not accountable to the Corporation or to its shareholders for any profit realized from a material contract or material transaction for which disclosure is required under this Paragraph 27 and the material contract or material transaction is not void or voidable by reason only of the interest of the director or officer in the material contract or material transaction, if (i) the material contract or material transaction was approved or confirmed by special resolution at a meeting of the shareholders of the Corporation; (ii) disclosure of the interest was made to the shareholders in a manner sufficient to indicate its nature before the material contract or material transaction was approved or confirmed; and (iii) the material contract or material transaction was reasonable and fair to the Corporation when it was approved or confirmed.

This Paragraph 27 is subject to any unanimous shareholder agreement.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

28. No director or officer of the Corporation shall be liable to the Corporation for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever that may happen in the execution of the duties of such director's or officer's respective office of trust or in relation thereto, unless the same shall happen by or through the director's or officer's failure to exercise the powers and to discharge the duties of office honestly, in good faith with a view to the best interests of the Corporation, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing herein contained shall relieve a director or officer from the duty to act in accordance with the Act or relieve such director or officer from liability under the Act. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Corporation, the fact that the director or officer is a shareholder, director or officer of the Corporation or body corporate or member of the firm shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

INDEMNITIES TO DIRECTORS AND OTHERS

29. (1) The Corporation shall indemnify a director or officer, a former director or officer or any other individual permitted by the Act to be so indemnified in the manner and to the fullest extent permitted by the Act. Without limiting the generality of the foregoing, subject to section 124 of the Act, except in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor (or, if permitted by the Act, of another entity or an individual acting in a similar capacity of another entity) and the director's or officer's (or, if permitted by the Act, such individual's) heirs and legal representatives, against all costs, charges and expenses, including costs incurred in the defence of an action or proceeding and an amount paid to settle an action or satisfy a judgment, reasonably incurred by such director or officer in respect of any civil, criminal or administrative action or proceeding (or, if permitted by the Act, any investigative action or proceeding) to which the director or officer (or, if permitted by the Act, such individual) is made a party (or, if permitted by the Act, is otherwise involved) by reason of being or having been a director or officer of the Corporation or body corporate (or, if

permitted by the Act, is otherwise involved because of that association with the Corporation or other entity), if:

- (a) the director or officer (or, if permitted by the Act, such individual) acted honestly and in good faith with a view to the best interests of the Corporation (or, if permitted by the Act, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request); and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer (or, if permitted by the Act, such individual) had reasonable grounds for believing that the director's or officer's (or, if permitted by the Act, such individual's) conduct was lawful.

(2) The Corporation shall, subject to the approval of a Court (as defined in the Act), indemnify a person referred to in Paragraph 29(1) hereof in respect of an action by or on behalf of the Corporation or a body corporate (or, if permitted by the Act, other entity) to procure a judgment in its favour, to which such person is made a party by reason of being or having been a director or an officer of the Corporation or body corporate (or, if permitted by the Act, because of the person's association with the Corporation or other entity as described in Paragraph 29(1)), against all costs, charges and expenses reasonably incurred by the person in connection with such action if such person fulfills the conditions set out in Paragraph 29(1)(a) and (b) hereof.

(3) The Corporation shall advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to above in this Paragraph 29, but if the person does not meet the conditions set out in the Act, he or she shall repay the funds advanced.

(4) The Corporation may purchase and maintain insurance for the benefit of any person referred to in Paragraph 29(1) to the extent permitted by the Act.

OFFICERS

30. Appointment of Officers. Subject to the articles or any unanimous shareholder agreement, the directors annually or as often as may be required may appoint from among themselves a Chairman of the Board (either on a full-time or part-time basis) and may appoint a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and one or more assistants to any of the officers so appointed. None of such officers except the Chairman of the Board needs to be a director of the Corporation although a director may be appointed to any office of the Corporation. Two or more offices of the Corporation may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer he or she may but need not be known as the Secretary-Treasurer. The directors may from time to time appoint such other officers, employees and agents as they shall deem necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the directors. The directors may from time to time and subject to the provisions of the Act, vary, add to or limit the duties and powers of any officer, employee or agent.

31. Removal of Officers and Vacation of Office. Subject to the articles or any unanimous shareholder agreement, all officers, employees and agents, shall be subject to removal by resolution of the directors at any time, with or without cause.

An officer of the Corporation ceases to hold office when such officer dies, resigns or is removed from office. A resignation of an officer becomes effective at the time a written resignation is sent to the Corporation, or at the time specified in the resignation, whichever is later.

32. Vacancies. If the office of Chairman of the Board, President, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, or any other office created by the directors pursuant to Paragraph 30 hereof shall be or become vacant by reason of death, resignation, removal from office or in any other manner whatsoever, the directors may appoint an individual to fill such vacancy.

33. Chairman of the Board. The Chairman of the Board (if any) shall, if present, preside as chairman at all meetings of the board and at all meetings of the shareholders of the Corporation. The Chairman of the Board shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to him or her by resolution of the directors.

34. President. The President (if any) shall, unless otherwise determined by resolution of the board, be the chief executive officer of the Corporation and shall, subject to the direction of the board, exercise general supervision and control over the business and affairs of the Corporation. In the absence of the Chairman of the Board (if any), and if the President is also a director of the Corporation, the President shall, when present, preside as chairman at all meetings of directors and the shareholders of the Corporation. The President shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to him or her by resolution of the directors or as are incident to his or her office.

35. Vice-President. The Vice-President (if any) or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President, provided, however, that a Vice-President who is not a director shall not preside as chairman at any meeting of directors or shareholders. The Vice-President or, if more than one, the Vice-Presidents shall sign such contracts, documents or instruments in writing as require his or her or their signatures and shall have such other powers and shall perform such other duties as may from time to time be assigned to him or her or them by resolution of the directors.

36. Secretary. Unless another officer has been appointed for that purpose, the Secretary (if any) shall give or cause to be given notices for all meetings of directors, any committee of directors and shareholders when directed to do so and shall, subject to the provisions of the Act, maintain the records referred to in subsections (1), (3) and (5) of section 21 of the Act. The Secretary shall sign such contracts, documents or instruments in writing as require the signature of the Secretary and shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by resolution of the directors or as are incident to the office of the Secretary.

37. Treasurer. Subject to the provisions of any resolution of the directors, the Treasurer (if any) or such other officer who has been appointed for that purpose shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such other depositary or depositaries as the directors may by resolution direct; provided that the Treasurer may from time to time arrange for the temporary deposit of moneys of the Corporation in banks, trust companies or other financial institutions within or outside Canada not so directed by the board for the purpose of facilitating transfer thereof to the credit of the Corporation in a bank, trust company or other financial institution so directed. Unless another officer has been appointed for that purpose, the Treasurer shall prepare and maintain adequate accounting records. The Treasurer shall sign such contracts, documents or instruments in writing as require the signature of the Treasurer and shall have such other powers and shall perform such other duties as may from time to time be assigned to such person by resolution of the directors or as are incident to the office of the Treasurer. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the directors in their sole discretion may require and no director shall be liable for failure to require any such bond or for the insufficiency of any such bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

38. Assistant Secretary and Assistant Treasurer. The Assistant Secretary (if any) or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer (if any) or, if more than one, the Assistant Treasurers in order of seniority, shall assist the Secretary and Treasurer, respectively, in the performance of his or her duties and shall be vested with all the powers and shall perform all the duties of the Secretary and Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or Treasurer as the case may be. The Assistant Secretary or, if more than one, the Assistant Secretaries and the Assistant Treasurer or, if more than one, the Assistant Treasurers shall sign such contracts, documents or instruments in writing as require his or her or their signatures respectively and shall have such other powers and shall perform such other duties as may from time to time be assigned to him or her or them by resolution of the directors.

39. Managing Director. The Managing Director (if any) shall conform to all lawful orders given to him or her by the directors and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the Managing Director shall be subject to discharge by the directors.

40. Duties of Officers may be Delegated. In case of the absence or inability or refusal to act of any officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

41. Agents and Attorneys. The Corporation shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to subdelegate) of management, administration or otherwise as may be thought fit.

SHAREHOLDERS' MEETINGS

42. Annual Meeting. Subject to sections 131 and 132 of the Act, the annual meeting of shareholders shall be held at the registered office of the Corporation or at a place elsewhere within Alberta (or outside Alberta if the articles so provide or if all the shareholders entitled to vote at that meeting so agree) determined by the directors on such day in each year and at such time as the directors may determine.

43. Special Meetings. The directors of the Corporation may at any time call a special meeting of shareholders to be held on such day and at such time and, subject to section 131 of the Act, at such place within Alberta as the directors may determine or, if provided for in the articles, in such other place as the directors may determine.

44. Meeting on Requisition of Shareholders. The registered holders or beneficial owners of not less than five percent (5%) of the issued shares of the Corporation that carry the right to vote at a meeting sought to be held may requisition the directors to call a meeting of shareholders for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each director and to the registered office of the Corporation. Subject to subsection (3) of section 142 of the Act, upon receipt of the requisition, the directors shall call a meeting of shareholders to transact the business stated in the requisition. If the directors do not within 21 days after receiving the requisition call a meeting, any registered or beneficial shareholder who signed the requisition may call the meeting.

45. Participation in Meetings by Electronic Means. Subject to the Act, a shareholder or any other person entitled to attend a meeting of shareholders may participate in the meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other and a person participating in such a meeting by any such means is deemed for the purposes of the Act and this by-law to be present at the meeting.

46. Meetings held by Electronic Means. If the directors or the shareholders call a meeting of shareholders, the directors or the shareholders that called the meeting may determine that the meeting shall be held, in accordance with the Act, entirely by electronic means, telephone or other communication facility that permits all participants to communicate adequately with each other during the meeting.

47. Notice. A notice in writing of a meeting of shareholders stating the day, hour and place of meeting and if special business is to be transacted thereat, stating (i) the nature of that business in sufficient detail to permit the shareholder to form a reasoned judgment on that business and (ii) the text of any special resolution to be submitted to the meeting, shall be sent to each shareholder entitled to vote at the meeting, who on the record date for notice is registered on the records of the Corporation or its transfer agent as a shareholder, to each director of the Corporation and to the auditor of the Corporation not less than 21 days and not more than 50 days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting; provided that a meeting of shareholders may be held for any purpose on any day and at any time and, subject to section 131 of the Act, at any place without notice if all the shareholders and all other persons entitled to attend such meeting are present in person or represented by proxy at the meeting (except where a shareholder or other 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) or if all the shareholders and all other persons entitled to attend such meeting and not present in person nor represented by proxy thereat waive notice of the meeting.

A director of the Corporation is entitled to receive notice of and to attend and be heard at every meeting of shareholders of the Corporation.

The auditor of the Corporation is entitled to receive notice of every meeting of shareholders of the Corporation and, at the expense of the Corporation, to attend and be heard at every meeting on matters relating to his duties as auditor.

48. Waiver of Notice. Notice of any meeting of shareholders or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any shareholder, the duly appointed proxy of any shareholder, any director or the auditor of the Corporation in writing or by facsimile or other form of recorded electronic transmission addressed to the Corporation or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a shareholder or any other person entitled to attend a meeting of shareholders is a waiver of notice of such meeting, except when he or she attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

49. Omission of Notice. The accidental omission to give notice of any meeting of shareholders to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at any such meeting.

50. Record Dates. The directors may fix in advance a date as the record date for the determination of shareholders (i) entitled to receive payment of a dividend, (ii) entitled to participate in a liquidation distribution or (iii) for any other purpose except the right to receive notice of or to vote at a meeting of shareholders, but such record date shall not precede by more than 50 days the particular action to be taken.

The directors may also fix in advance a date as the record date for the determination of shareholders entitled to receive notice of or to vote at a meeting of shareholders, but such record date shall not precede by more than 50 days or by less than 21 days the date on which the meeting is to be held.

If no record date is fixed,

- (a) the record date for the determination of shareholders entitled to receive notice of or to vote at a meeting of shareholders shall be
 - (i) at the close of business on the last business day preceding the day on which the notice is sent; or
 - (ii) if no notice is sent, the day on which the meeting is held; and
- (b) the record date for the determination of shareholders for any purpose other than to establish a shareholder's right to receive notice of a meeting or to vote shall be at the

close of business on the day on which the directors pass the resolution relating to that purpose.

51. Chairman of the Meeting. In the absence of the Chairman of the Board (if any), the President (if any) and any Vice-President (who is a director), the shareholders present and entitled to vote shall elect a director of the Corporation as chairman of the meeting and if no director is present or if all the directors present decline to take the chair then the shareholders present shall elect one of their number to be chairman.

52. Votes. Votes at meetings of shareholders may be cast either personally or by proxy. Subject to the Act and Paragraph 53, every question submitted to any meeting of shareholders shall be decided on a show of hands, except when a ballot is required by the chairman of the meeting or is demanded by a shareholder or proxyholder entitled to vote at the meeting or is otherwise required by the Act. A shareholder or proxyholder may demand a ballot either before or on the declaration of the result of any vote by show of hands. At every meeting at which shareholders are entitled to vote, each shareholder present in person and every proxyholder shall have one vote on a show of hands. Upon any ballot on which shareholders are entitled to vote, each shareholder present in person or by proxy shall (subject to the provisions, if any, of the articles) have one vote for every share registered in the name of such shareholder. In the case of an equality of votes the chairman of the meeting shall not, either on a show of hands or on a ballot, have a second or casting vote in addition to the vote or votes to which he or she may be entitled as a shareholder or proxyholder.

At any meeting, unless a ballot is demanded, an entry in the minutes for the applicable meeting, following a vote on the applicable resolution by a show of hands, that a resolution was carried or defeated is sufficient proof of the results of the vote, and no record need be kept of the number or proportion of votes for or against the resolution, although the chairman may direct that a record be kept of the number or proportion of votes for or against the resolution for any purpose the chairman of the meeting considers appropriate.

If at any meeting a ballot is demanded on the election of a chairman or on the question of adjournment or termination, the ballot shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of directors, the ballot shall be taken in such manner and either at once or later at the meeting or after adjournment as the chairman of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

53. Electronic Voting. Any person participating in a meeting of shareholders by electronic means, telephone or other communication facilities under Paragraph 45 and entitled to vote at the meeting may vote, in accordance with the Act, by electronic means, telephone or other communication facility that the Corporation has made available for that purpose. Notwithstanding Paragraph 52, any vote referred to in Paragraph 52 may be held, in accordance with the Act, entirely by electronic means, telephone or other communication facility, if the Corporation makes available such a communication facility, in accordance with the Act.

54. Right to Vote. Subject to section 139 of the Act or unless the articles otherwise provide, each share of the Corporation entitles the holder of such share to one vote at a meeting of shareholders.

Where a body corporate or a trust, association or other unincorporated organization is a shareholder of the Corporation, any individual authorized by a resolution of the directors of the body corporate or the directors, trustees or other governing body of the association, trust or unincorporated organization, to represent it at meetings of shareholders of the Corporation shall be recognized as the person entitled to vote at all such meetings of shareholders in respect of the shares held by such body corporate or by such trust, association or other unincorporated organization and the chairman of the meeting may establish or adopt rules or procedures in relation to the recognition of a person to so vote shares held by such body corporate or by such trust, association or other unincorporated organization.

Where a person holds shares as a personal representative, such person or his or her proxy is the person entitled to vote at all meetings of shareholders in respect of the shares so held by him or her, and the chairman of the meeting may establish or adopt rules or procedures in relation to the recognition of such person to vote the shares in respect of which such person has been appointed as a personal representative.

Where a person mortgages, pledges or hypothecates his or her shares, such person or such person's proxy is the person entitled to vote at all meetings of shareholders in respect of such shares so long as such person remains the registered owner of such shares unless, in the instrument creating the mortgage, pledge or hypothec, the person has expressly empowered the person holding the mortgage, pledge or hypothec to vote in respect of such shares, in which case, subject to the articles, such holder or such holder's proxy is the person entitled to vote in respect of the shares and the chairman of the meeting may establish or adopt rules or procedures in relation to the recognition of the person holding the mortgage, pledge or hypothec as the person entitled to vote in respect of the applicable shares.

Where two or more persons hold shares jointly, one of those holders present at a meeting of shareholders may in the absence of the others vote the shares, but if two or more of those persons who are present, in person or by proxy, vote, they shall vote as one on the shares jointly held by them and the chairman of the meeting may establish or adopt rules or procedures in that regard.

55. Proxies. Every shareholder, including a shareholder that is a body corporate or a trust, association or other unincorporated organization, entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxyholder and one or more alternate proxyholders, who are not required to be shareholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy.

An instrument appointing a proxyholder shall be in written or printed form and shall be executed by the shareholder or by such shareholder's attorney authorized in writing and is valid only at the meeting in respect of which it is given or any adjournment of that meeting. An instrument appointing a proxyholder may be in any form which complies with the requirements of the Act.

The directors may specify in a notice calling a meeting of shareholders a time not exceeding 48 hours, excluding Saturdays, Sundays and holidays, preceding the meeting or an adjournment of the meeting before which time proxies to be used at the meeting must be deposited with the Corporation or its agent.

The chairman shall conduct the proceedings at the meeting and the chairman's decision in any matter or thing, including, without limitation, any question regarding the validity or invalidity of any instruments of proxy and any question as to the admission or rejection of a vote, shall be conclusive and binding upon the shareholders.

56. Adjournment. The chairman of the meeting may with the consent of the meeting adjourn any meeting of shareholders from time to time to a fixed time and place and if the meeting is adjourned by one or more adjournments for an aggregate of less than 30 days it is not necessary to give notice of the adjourned meeting other than by announcement at the time of an adjournment. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting but, unless the meeting is adjourned by one or more adjournments for an aggregate of more than 90 days, subsection (1) of section 149 of the Act does not apply.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at the adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

57. Quorum. Two persons present and each holding or representing by proxy at least one issued share of the Corporation shall be a quorum at any meeting of shareholders for the election of a chairman of the meeting and for the adjournment of the meeting to a fixed time and place but not for the transaction of any other business; for all other purposes two persons present and holding or representing by proxy one-twentieth of the shares entitled to vote at the meeting shall be a quorum. If a quorum is present at the opening of a meeting of shareholders, the shareholders present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.

Notwithstanding the foregoing, if the Corporation has only one shareholder, or one shareholder holding a majority of the shares entitled to vote at the meeting, that shareholder present in person or by proxy constitutes a meeting and a quorum for such meeting.

58. Persons Entitled to be Present. The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

59. Resolution in Lieu of Meeting. A resolution in writing signed by all the shareholders entitled to vote on that resolution is as valid as if it had been passed at a meeting of the shareholders. A resolution in writing dealing with all matters required by the Act or this by-law to be dealt with at a meeting of shareholders, and signed by all the shareholders entitled to vote at that meeting, satisfies all the requirements of the Act or this by-law relating to meetings of shareholders.

SHARES AND TRANSFERS

60. Issuance. Subject to the articles, any unanimous shareholder agreement and to section 30 of the Act, shares in the Corporation may be issued at the times and to the persons and for the consideration that the directors determine; provided that a share shall not be issued until the consideration for the share is fully paid in money or in property or past service that is not less in value than the fair equivalent of the money that the Corporation would have received if the share had been issued for money.

61. Security Certificates. A security holder is entitled at his option to a security certificate that complies with the Act or a non-transferable written acknowledgment of his right to obtain a security certificate from the Corporation in respect of the securities of the Corporation held by him. Security certificates (if any) shall (subject to compliance with section 48 of the Act) be in such form as the directors may from time to time by resolution approve and such certificates shall be signed by at least one director or officer of the Corporation or by or on behalf of a registrar, transfer agent or branch transfer agent of the Corporation, or by a trustee who certifies it in accordance with a trust indenture. Any signatures required on a security certificate may be printed or otherwise mechanically reproduced on it. If a security certificate contains a printed or mechanically reproduced signature of a person, the Corporation may issue the security certificate, notwithstanding that the person has ceased to be a director or an officer of the Corporation, and the security certificate is as valid as if he or she were a director or an officer at the date of its issue.

62. Agent. The directors may from time to time by resolution appoint or remove (i) one or more trust corporations registered under the *Loan and Trust Corporations Act* (Alberta) as its agent or agents to maintain a central securities register or registers or (ii) an agent or agents to maintain a branch securities register or registers for the Corporation.

63. Dealings with Registered Holder. Subject to the Act, the STA, the *Civil Enforcement Act* (Alberta) and this by-law, the Corporation may treat the registered owner of a security as the person exclusively entitled to vote, to receive notices, to receive any interest, dividend or other payments in respect of the security, and otherwise to exercise all the rights and powers of an owner of the security.

64. Registration of Transfers. Subject to the Act and the STA, no transfer of a security shall be registered in a securities register except (i) upon presentation of the certificate (or, where applicable, other evidence of electronic, book-based, direct registration service or other non-certificated entry or position on the register of securityholders) representing such security with an endorsement or completed stock power of attorney which complies with the STA made thereon or delivered therewith duly executed by an appropriate person as provided by the STA, together with such reasonable assurance that the endorsement is genuine and authorized as the board or the Corporation's transfer agent may from time to time prescribe, (ii) upon payment of all applicable taxes and any reasonable fees prescribed by the board, (iii) upon compliance with such restrictions on transfer as are imposed by statute or the articles of the Corporation, (iv) upon satisfaction of any lien referred to in Paragraph 66, and (v) upon compliance with and satisfaction of such other requirements as the Corporation or its transfer agent may reasonably impose.

65. Defaced, Destroyed, Stolen or Lost Security Certificates. In case of the defacement, destruction, theft or loss of a security certificate, the fact of such defacement, destruction, theft or loss shall be reported by the owner to the Corporation or to an agent of the Corporation (if any), on behalf of the Corporation, with a statement verified by oath or statutory declaration as to the defacement, destruction, theft or loss and the circumstances concerning the same and with a request for the issuance of a new security certificate to replace the one so defaced (together with the surrender of the defaced security certificate), destroyed, stolen or lost. Upon the giving to the Corporation (or if there be an agent, hereinafter in this paragraph referred to as the "Corporation's agent", then to the Corporation and the Corporation's agent) of a bond of a surety company (or other security approved by the directors) in such form as is approved by the directors or by any officer of the Corporation, indemnifying the Corporation (and the Corporation's agent if any) against all loss, damage or expense, which the Corporation and/or the Corporation's agent may suffer or be liable for by reason of the issuance of a new security certificate to such owner, and subject to compliance by such owner and the Corporation with sections 92 and 93 of the STA, a new security certificate shall be issued in replacement of the one defaced, destroyed, stolen or lost, and such issuance may be ordered and authorized by any officer or by the directors.

66. Enforcement of Lien for Indebtedness. Subject to section 66 of the STA, if the articles of the Corporation provide that the Corporation has a lien on the shares registered in the name of a shareholder or such shareholder's legal representative for a debt of that shareholder to the Corporation, such lien may be enforced by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, the Corporation may refuse to register a transfer of the whole or any part of such shares. No such sale shall be made until such time as the debt ought to be paid and until a demand and notice in writing stating the amount due and demanding payment and giving notice of intention to sell on default shall have been served on the holder or such shareholder's legal representative of the shares subject to the lien and default shall have been made in payment of such debt for seven days after service of such notice. Upon any such sale, the proceeds shall be applied, firstly, in payment of all costs of such sale, and, secondly, in satisfaction of such debt and the residue (if any) shall be paid to such shareholder or such shareholder's legal representative or as such shareholder shall direct. Upon any such sale, the directors may enter or cause to be entered the purchaser's name in the securities register of the Corporation as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of, or be affected by, any irregularity or invalidity in the proceedings, or be bound to see to the application of the purchase money, and after the purchaser's name or the name of the purchaser's legal representative has been entered in the securities register, the regularity and validity of the sale shall not be impeached by any person.

67. Electronic, Book-Based or Other Non-Certificated Registered Positions. For greater certainty but subject to subsection (1) of section 48 of the Act, a registered securityholder may have his holdings of securities of the Corporation evidenced by an electronic, book-based, direct registration service or other non-certificated entry or position on the register of securityholders to be kept by the Corporation in place of a physical security certificate pursuant to a registration system that may be adopted by the Corporation, in conjunction with its transfer agent (if any). This by-law shall be read such that a registered holder of securities of the Corporation pursuant to any such electronic, book-based, direct registration service or other non-certificated entry or

position shall be entitled to all of the same benefits, rights, entitlements and shall incur the same duties and obligations as a registered holder of securities evidenced by a physical security certificate. The Corporation and its transfer agent may adopt such policies and procedures and require such documents and evidence as they may determine necessary or desirable in order to facilitate the adoption and maintenance of a security registration system by electronic, book-based, direct registration system or other non-certificated means.

DIVIDENDS

68. Dividends. The directors may from time to time by resolution declare and the Corporation may pay dividends on its issued shares, subject to the provisions (if any) of the Corporation's articles.

The directors shall not declare and the Corporation shall not pay a dividend 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 thereby be less than the aggregate of its liabilities and stated capital of all classes.

The Corporation may pay a dividend by issuing fully paid shares of the Corporation and, subject to section 43 of the Act, the Corporation may pay a dividend in money or property.

69. Joint Shareholders. In case several persons are registered as the joint holders of any securities of the Corporation, any one of such persons may give effectual receipts for all dividends and payments on account of dividends, principal, interest and/or redemption payments in respect of such securities.

70. Dividend Payments. A dividend payable in money shall be paid by cheque to the order of each registered holder of shares of the class or series in respect of which it has been declared and mailed by prepaid ordinary mail to such registered holder at the recorded address of such registered holder, or, paid by electronic funds transfer to the bank account designated by the registered holder, unless such holder otherwise directs. In the case of joint holders, the cheque or payment shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and, if more than one address is recorded in the Corporation's security register in respect of such joint holding, the cheque shall be mailed to the first address so appearing. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, or the electronic funds transfer as aforesaid, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold. In the event of non-receipt of any dividend cheque or payment by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque or payment for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as any officer or the directors may from time to time prescribe, whether generally or in any particular case.

VOTING SECURITIES IN OTHER BODIES CORPORATE

71. All securities of or other interests in (i) any other body corporate or (ii) any trust, association or other unincorporated organization carrying voting rights and held from time to time by the Corporation may be voted at all meetings of shareholders, unitholders, bondholders, debenture holders or holders of such securities or other interests, as the case may be, of such other (i) body corporate or (ii) trust, association or other unincorporated organization, and in such manner and by such person or persons as the directors of the Corporation shall from time to time determine and authorize by resolution. Any duly authorized officer of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and arrange for the issuance of voting certificates or other evidence of the right to vote in such names as such officer may determine, without the necessity of a resolution or other action by the directors.

NOTICES, ETC.

72. Service. Any notice or document required by the Act, the articles or the by-laws to be sent to any shareholder or director of the Corporation may be delivered personally to or sent by mail addressed to:

- (a) the shareholder at the shareholder's latest address as shown in the records of the Corporation or its transfer agent; and
- (b) the director at the director's latest address as shown in the records of the Corporation or in the last notice filed under section 106 or 113 of the Act.

Subject to subsection (2) of section 134 of the Act, a notice or document sent by mail as contemplated by this Paragraph 72 to a shareholder or director of the Corporation shall be deemed to have been received by the shareholder or director (as the case may be) at the time it would be delivered in the ordinary course of mail, unless there are reasonable grounds for believing that the shareholder or director (as the case may be) did not receive the notice or document at that time or at all.

A notice or document required to be sent or delivered as noted above in this Paragraph 72 or pursuant to section 256 or section 257 of the Act may be sent by electronic means in accordance with the provisions of the *Electronic Transactions Act* (Alberta).

73. Failure to Locate Shareholder. If the Corporation sends a notice or document to a shareholder and the notice or document is returned on three consecutive occasions because the shareholder cannot be found, the Corporation is not required to send any further notices or documents to the shareholder until such shareholder informs the Corporation in writing of the shareholder's address.

74. Shares Registered in More than one Name. All notices or documents shall, with respect to any shares in the capital of the Corporation registered in more than one name, be sent to whichever of such persons is named first in the records of the Corporation and any notice or document so sent shall be deemed to have been duly sent to all the holders of such shares.

75. Persons Becoming Entitled by Operation of Law. Every person who by operation of law, transfer or by any other means whatsoever shall become entitled to any shares in the capital of the Corporation shall be bound by every notice or document in respect of such shares which prior to his or her name and address being entered on the records of the Corporation in respect of such shares shall have been duly sent to the person or persons from whom such person derives his or her title to such shares.

76. Deceased Shareholder. Any notice or document sent to any shareholder in accordance with Paragraph 72 hereof shall, notwithstanding that such shareholder be then deceased and whether or not the Corporation has notice of his decease, be deemed to have been duly sent in respect of the shares held by such shareholder (whether held solely or with other persons) until some other person be entered in his stead in the records of the Corporation as the holder or one of the holders thereof and shall be deemed to have been duly sent to his heirs, executors, administrators and legal representatives and all persons (if any) interested with him in such shares.

77. Signatures upon Notices. The signature of any director or officer of the Corporation upon any notice need not be a manual signature.

78. Computation of Time. All computations of time required to be made pursuant to the articles or by-laws of the Corporation shall, unless otherwise provided for thereunder or herein, be made in a manner consistent with the provisions of the *Interpretation Act* (Alberta).

79. Proof of Service. A certificate of any officer of the Corporation in office at the time of the making of the certificate or of an agent of the Corporation as to facts in relation to the mailing or delivery or sending of any notice or document to any shareholder, director, officer or auditor of the Corporation or any other person or publication of any notice or document shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation or other person, as the case may be.

CUSTODY OF SECURITIES

80. All securities (including without limitation warrants) owned by the Corporation may be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the directors, with such other depositaries or in such other manner as may be determined from time to time by any officer or the directors.

All securities (including without limitation warrants) belonging to the Corporation may be issued and held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be completed and registration thereof to be effected.

EXECUTION OF CONTRACTS, ETC.

81. Contracts, documents or instruments requiring the signature of the Corporation may be signed by the President alone or any person or persons authorized by resolution of the directors and all contracts, documents or instruments so signed shall be binding upon the Corporation

without any further authorization or formality. The directors are authorized from time to time by resolution to appoint any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments.

The corporate seal (if any) of the Corporation may be affixed by the President to contracts, documents or instruments signed by such director or officer as aforesaid or by the person or persons appointed as aforesaid by resolution of the directors.

The term "contracts, documents or instruments" as used in this by-law shall include notices, deeds, mortgages, hypothecs, charges, cheques, drafts, orders for the payment of money, notes, acceptances, bills of exchange, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings.

The signature or signatures of the President or any other person or persons appointed as aforesaid by resolution of the directors may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or securities of the Corporation on which the signature or signatures of any of the foregoing persons shall be so reproduced, by authorization by resolution of the directors, shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments.

FISCAL PERIOD

82. The fiscal period of the Corporation shall terminate on such day in each year as the board may from time to time by resolution determine.

MADE the ____ day of _____, _____.

"President's Name"

"Secretary's Name"

President

Secretary