Industry Canada

Certificate
of Amendment

Canada Business
Corporations Act

PROMETIC LIFE SCIENCES INC./

PROMETIC SCIENCES DE LA VIE INC.

Name of corporation-Dénomination de la société

I hereby certify that the articles of the
above-named corporation were amended:

a) under section 13 of the Canada
   Business Corporations Act in
   accordance with the attached notice;

b) under section 27 of the Canada
   Business Corporations Act as set out in
   the attached articles of amendment
   designating a series of shares;

c) under section 179 of the Canada
   Business Corporations Act as set out in
   the attached articles of amendment;

d) under section 191 of the Canada
   Business Corporations Act as set out in
   the attached articles of reorganization;

Corporation number-Numéro de la société

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

a) en vertu de l'article 13 de la Loi
   canadienne sur les sociétés par
   actions, conformément à l'avis ci-joint;

b) en vertu de l'article 27 de la Loi
   canadienne sur les sociétés par
   actions, tel qu'il est indiqué dans les
   clauses modificatrices ci-jointes
   désignant une série d'actions;

c) en vertu de l'article 179 de la Loi
   canadienne sur les sociétés par
   actions, tel qu'il est indiqué dans les
   clauses modificatrices ci-jointes;

d) en vertu de l'article 191 de la Loi
   canadienne sur les sociétés par
   actions, tel qu'il est indiqué dans les
   clauses de réorganisation ci-jointes;

Director - Directeur

February 16, 2000 / le 16 février 2000
Date of Amendment - Date de modification

Canada
By creating the first 2 series of Preferred Shares forming part of the authorized share capital of the Corporation, consisting of a maximum of 1,050,000 shares designated as "Preferred Shares Series A" and a maximum of 950,000 shares designated as "Preferred Shares Series B". In addition to the preferences, rights, privileges, conditions and restrictions attached to all Preferred Shares as a class, the preferences, rights, privileges, conditions and restrictions attached to the Preferred Shares Series A and Preferred Shares Series B are described in Schedule A attached hereto forming an integral part of these Articles of Amendment.
SCHEDULE "A"

The Preferred Shares Series A shall, in addition to the rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class (collectively, the "Preferred Shares Class Provisions") carry and be subject to the following rights, privileges, restrictions and conditions (collectively, the "Preferred Shares Series A Provisions"):  

1. INTERPRETATION

1.1 Defined Terms

The following words and phrases whenever used in the Preferred Shares Series A Provisions shall have the following meanings, unless there be something in the context otherwise inconsistent therewith:

(a) "Business Day" shall mean a day other than a Saturday, a Sunday or any other day that is treated as a holiday in the municipality where the Corporation's registered office in Canada is situated;

(b) "Conversion Basis" at any time shall mean the number of Subordinate Voting Shares of the Corporation into which at such time 1 Preferred Share Series A shall be convertible in accordance with the provisions of Article 4 of these Preferred Shares Series A Provisions;

(c) "Conversion Price" shall mean $0.50;

(d) "Dividend Payment Date" shall mean the 1st days of January, April, July and October in each calendar year;

(e) "Dividend Rate" shall mean 12% per year, calculated monthly;

(f) "Dividend Reinvestment and Stock Purchase Plans" shall mean any plan or plans in effect from time to time pursuant to which, among other things, the holders of the Corporation's outstanding Subordinate Voting Shares may:

(i) purchase with reinvested dividends at not less than 75% of a specified average market price, additional Subordinate Voting Shares to be issued from treasury;

(ii) make optional payments to be applied to the purchase of Subordinate Voting Shares to be issued from treasury at 100% of a specified average market price of Subordinate Voting Shares; or

(iii) receive additional Subordinate Voting Shares as stock dividends by electing to receive dividends in Subordinate Voting Shares in lieu of ordinary cash dividends being based on not less than 75% of a specified average market price of Subordinate Voting Shares,

or any analogous plan or plans;
(g) "Equivalent Conversion Price" at any time shall mean the quotient obtained by dividing the sum of $1.00 by the Conversion Basis in effect at such time;

(h) "Holder's Conversion Option Period" shall have the meaning attributed to it by paragraph 4.2.2.1;

(i) "Market Price" of the Subordinate Voting Shares at any date shall mean the weighted average trading prices per share of the Subordinate Voting Shares on The Toronto Stock Exchange (or, if the Subordinate Voting Shares are not listed on The Toronto Stock Exchange, on such stock exchange on which such shares are listed as may be selected for that purpose by the directors) during the 20 most recent trading days on which there have been trades immediately prior to such date; provided that if the Subordinate Voting Shares are not listed on any stock exchange, the market price of the Subordinate Voting Shares shall be determined by the directors, which determination shall be conclusive;

(j) "Multiple Voting Shares" shall mean Multiple Voting Shares of the Corporation, as such shares were constituted on January 31, 2000 and shares of any other class resulting from any reclassification or change of such shares;

(k) "Notice of the Corporation" shall have the meaning attributed to it by paragraph 4.2.1;

(l) "Notice of the Trustee" shall have the meaning attributed to it by paragraph 4.2.2;

(m) "Subordinate Voting Shares" shall mean Subordinate Voting Shares of the Corporation as such shares were constituted on January 31, 2000 and shares of any other class resulting from any reclassification or change of such shares; and

(n) "Trust Funds" shall have the meaning attributed to it by paragraph 4.2.1.

1.2 Reference to Statutes

Any reference in the Preferred Shares Series A Provisions to any statute shall be deemed to be a reference to such statute as amended or re-enacted from time to time.

1.3 Canadian Funds

All amounts payable pursuant hereto shall be payable in lawful money of Canada.

1.4 Non-Business Day

If any day on which any dividend on the Preferred Shares Series A is payable or by which any other action is required to be taken hereunder is not a Business Day, then such dividend shall be payable or such other action shall be required to be taken on the next succeeding day that is a Business Day.
The words "herein", "hereto", "hereof" and similar words refer, unless the context clearly indicates the contrary, to the whole of the Preferred Shares Series A Provisions and not to any particular Article, subsection or paragraph thereof.

1.6 Number and Gender

Words importing the singular number only shall include the plural and vice-versa, words importing the use of any gender shall include all genders and words importing persons shall include firms and corporations and vice versa.

2. DIVIDENDS

2.1 Payment of Dividends

The holders of Preferred Shares Series A shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the board of directors out of moneys properly applicable to the payment of dividends, cumulative preferential cash dividends (in priority to the Multiple Voting Shares, the Subordinate Voting Shares and any other shares ranking junior to the Preferred Shares Series A) in the amounts determined from time to time in accordance with the provisions hereof. Such dividends on the Preferred Shares Series A shall accrue on a day-to-day basis from and including the date of issue thereof and shall be payable on each Dividend Payment Date to the holders of record at the close of business on the third (3rd) Business Day immediately preceding such Dividend Payment Date by cheques drawn on a Canadian chartered bank and payable at par at any branch in Canada of such bank and the delivery of such cheques shall satisfy and discharge all liability for such dividends to the extent of the sums represented thereby, unless such cheques are not paid on due presentation. If on any Dividend Payment Date dividends payable on such date are not paid in full on all the Preferred Shares Series A then issued and outstanding, such dividends or the unpaid part thereof shall be paid on a subsequent date or dates determined by the directors on which the Corporation shall have sufficient moneys properly applicable, under the provisions of any applicable law. The holders of the Preferred Shares Series A shall not be entitled to any dividends other than or in excess of the dividends provided for in this Article 2.

2.2 Amount of Dividends

2.2.1 Subject as hereinafter provided, the amount of the dividend payable on any Dividend Payment Date on any Preferred Share Series A then outstanding shall be equal to the amount (rounded to the nearest $0.01) calculated by applying the relevant Dividend Rate for the dividend period ending on the day immediately preceding such Dividend Payment Date to the sum of $1.00.

2.2.2 The dividend payable on any Dividend Payment Date or any other date as herein provided to any holder of Preferred Shares Series A shall be calculated by multiplying the amount of the dividend payable on such date on each such share by the total number of Preferred Shares Series A held by such holder and rounding to the nearest $0.01.

2.2.3 For the purposes of calculating the amount of the dividend payable on April 1, 2000, the Dividend Rate for the dividend period ending on April 1, 2000 shall be the Dividend
Rate as defined in paragraph 2.2.1 hereof multiplied by a fraction the numerator of which is the number of days in such dividend period and the denominator of which is number of days in the stub quarter.

2.2.4 For the purposes of calculating the amount of the dividend payable on any day other than a Dividend Payment Date, the period beginning on the immediately preceding Dividend Payment Date (or, prior to the first regular Dividend Payment Date, the date of issue of the Preferred Shares Series A) and ending on the day immediately preceding the date of such dividend payment shall be deemed to be a dividend period and the Dividend Rate for such deemed dividend period shall be the Dividend Rate as defined in paragraph 2.2.1 hereof multiplied by a fraction the numerator of which is the number of days in such deemed dividend period and the denominator of which is the number of days in the stub quarter in which such deemed dividend period is included.

3. PURCHASE FOR CANCELLATION

3.1 The Corporation may, subject to the provisions of the Canada Business Corporations Act, purchase Preferred Shares Series A at the best possible price obtainable in the open market and upon such terms and conditions as may be freely negotiated with shareholders from time to time. Any Preferred Shares Series A so repurchased shall be cancelled.

4. CONVERSION AND REDEMPTION PRIVILEGE

4.1 Conversion at Option of Holder

4.1.1 A holder of Preferred Shares Series A may choose at any time to demand the conversion of all but not less than all amounts paid up with respect to the Preferred Shares Series A by converting the entire amount paid up on such shares held by such holder, plus, at the holder's option, all or a portion of the unpaid dividends accumulated thereon, if any, into fully paid and non-assessable Subordinate Voting Shares of the Corporation, on a conversion basis established (i) in respect of the amounts paid up with respect to the Preferred Shares, by dividing the amount paid up on such shares by the Conversion Price and (ii) in respect of the unpaid dividends accumulated thereon, by dividing the amount of unpaid dividends accumulated in respect of which a holder made an election to convert for the then outstanding Preferred Shares Series A to be converted by the Market Price, as of the Dividend Payment Date of the dividend payment period during which each such unpaid dividend amount became due.

4.1.2 The conversion right provided for in paragraph 4.1.1 may be exercised by the holder of Preferred Shares Series A by sending to the Corporation's transfer agent, at its principal place of business in the cities of Montreal or Toronto, the Preferred Shares Series A certificate to be converted and a notice of the exercise of the conversion right, which notice shall have been duly signed by the holder of Preferred Shares Series A certificate and shall specify (i) the number of Preferred Shares Series A being converted; (ii) the value of the amounts paid up in respect thereon; (iii) the value of dividends accumulated and unpaid being converted if any; and (iv) the directions for registration and delivery of the Subordinate Voting Shares to be issued (failing which the transfer agent of the Corporation shall use the holder's last known name and address in its registers). If applicable, the holder of Preferred Shares Series A shall provide, together with the aforementioned items, any transfer tax or other tax which may be exigible with respect to such conversion if the Subordinate Voting Shares
resulting from the conversion are to be issued to persons other than the holder of the converted Preferred Shares Series A. A surrender to the Corporation's transfer agent, made by the holder of Preferred Shares Series A to be converted, in accordance with this subsection 4.1 and including the duly completed and signed conversion notice shall be deemed to constitute a contract between the holder of Preferred Shares Series A and the Corporation pursuant whereof (i) the holder of Preferred Shares Series A subscribes for the number of Subordinate Voting Shares the holder of Preferred Shares Series A is entitled to receive pursuant to the conversion, (ii) the holder of Preferred Shares Series A releases the Corporation from any liability with respect to the converted Preferred Shares Series A, and (iii) the Corporation agrees that such surrender of the Preferred Shares Series A for conversion constitutes payment in full of the subscription price for the Subordinate Voting Shares to be issued upon the conversion, the whole with effect as of the date of the conversion at the holder's option as provided hereby.

4.1.3 As soon as possible after the notice of conversion is received by the Corporation, it shall issue and deliver or cause to be issued and delivered to holders of Preferred Shares Series A certificates so surrendered for conversion, or to their written order, one or more certificates registered in the name of the person or persons indicated in the conversion notice, which certificate(s) shall represent the number of Subordinate Voting Shares resulting from the conversion of the Preferred Shares Series A surrendered for such purpose. The conversion into Subordinate Voting Shares shall be deemed to have been made immediately prior to the close of business on the date of receipt by the Corporation of the conversion notice and, as of that moment, (i) the rights of the holder of converted Preferred Shares Series A, in such capacity, shall cease to exist, (ii) the person or persons in whose name one or more certificates representing the Subordinate Voting Shares must be registered and delivered following the conversion shall be deemed to have become registered holders of the Subordinate Voting Shares represented by the certificate(s) and (iii) any unpaid dividends not converted shall be paid to such holder in full and in cash by the Corporation forthwith. However, if the Corporation's transfer books for the said Subordinate Voting Shares are closed on such date, the Corporation shall not be obligated to issue or cause to be issued any Subordinate Voting Shares until the date on which such transfer books are re-opened, and the holder of Preferred Shares Series A having effected the conversion shall not be deemed to have become the holder of the Subordinate Voting Shares to which the conversion entitles him as long as the said transfer books shall not have been re-opened.

4.2 Redemption Offer by Corporation

4.2.1 The Corporation may choose at any time after February 28, 2003, upon the giving to the Corporation's transfer agent of a notice as hereinafter provided for, to offer to redeem all or part of the then outstanding Preferred Shares Series A, plus all unpaid dividends accumulated thereon. The notice of the Corporation to its transfer agent (the "Notice of the Corporation") shall set forth (i) the date of redemption (which shall not be a date which occurs less than sixty (60) Business Days and no more than ninety (90) Business Days after the date of the giving of the Notice of the Corporation); (ii) the number of Preferred Shares Series A plus the amount of unpaid dividends accumulated thereon which the Corporation is offering to redeem; (iii) that the holders of Preferred Shares Series A have a choice to either accept the redemption for cash
from the Corporation or elect to convert, with respect to the corresponding amounts, the Preferred Shares Series A and all or, at the holder's option, part of the dividends accumulated thereon, into Subordinate Voting Shares; (iv) the fact that holders of Preferred Shares Series A have twenty (20) Business Days from the date of giving of the Notice of the Trustee as described below to make their choice and (v) the fact that if the Preferred Share Series A certificates are not surrendered to the Corporation's transfer agent, together with a duly completed notice for the exercise of the conversion right completed as provided for by paragraph 4.1.2 hereof, by the expiry of such twentieth (20th) Business Day, such holder shall be deemed to have chosen payment in cash. The Notice of the Corporation shall be accompanied by the tender by the Corporation, to its transfer agent, in trust, of the amounts required to effect payment for the redemption of the number of Preferred Shares Series A stated in the Notice of the Corporation, plus unpaid dividends accumulated thereon (the "Trust Funds").

4.2.2 As soon as possible after the receipt of the Notice of the Corporation and of the Trust Funds, the Corporation's transfer agent shall deliver to holders of Preferred Shares Series A a notice (a "Notice of the Trustee"), which notice shall set forth (i) the date of redemption stated in the Notice of the Corporation; (ii) the number of Preferred Shares Series A plus the amount of unpaid dividends accumulated thereon which the Corporation is offering to redeem; (iii) that holders of Preferred Shares Series A have a choice to either accept redemption for cash from the Corporation or elect to convert, with respect to the corresponding amounts, the Preferred Shares Series A and all or, at the holder's option, part of the dividends accumulated thereon, into Subordinate Voting Shares; (iv) the fact that holders of Preferred Shares Series A have twenty (20) Business Days from the date of giving of the Notice of the Trustee to make their choice; (v) the fact that if a Preferred Share Series A is not surrendered to the Corporation's transfer agent, together with a duly completed form for the exercise of the conversion right, by the expiry of such delay, such holder shall be deemed to have chosen redemption for cash and (vi) that upon such surrender of the Preferred Shares Series A for conversion such a holder of Preferred Shares Series A has the right to obtain the certificates representing the Subordinate Voting Shares resulting from the conversion or the cash, as applicable. Upon reception of the Notice of the Trustee, a holder of Preferred Shares Series A shall then have the option:

4.2.2.1 to refuse the Corporation's cash redemption offer, in which case such holder must surrender for conversion the corresponding number of Preferred Shares Series A held by him, by sending to the Trustee, at its principal place of business in the cities of Montreal or Toronto, within twenty (20) Business Days of the giving of the Notice of the Trustee (the "Holders Conversion Option Period") the Preferred Shares Series A, surrendered for conversion together with a notice of exercise of the conversion right, completed as provided for by paragraph 4.1.2 hereof which notice shall have been duly signed and completed by the Holder of Preferred Shares Series A; or

4.2.2.2 to accept the Corporation's cash redemption offer, in which case no further actions or steps are required of such holder in order to indicate his choice.

4.2.3 If a holder of Preferred Shares Series A has not surrendered for conversion the Preferred Shares Series A held by him pursuant to the provisions of paragraph 4.2.2.1 above within the Holder's Conversion Option Period, such holder shall be deemed not
to have exercised the option referred to in paragraph 4.2.2.1 and shall thereafter be deemed to have exercised the option referred to in paragraph 4.2.2.2.

4.2.4 If a holder of Preferred Shares Series A has exercised the option provided in paragraph 4.2.2.1, the Corporation’s transfer agent shall, within ten (10) Business Days following the Holder’s Conversion Option Period, upon receipt of the holder’s Preferred Shares Series A certificates tendered by such holder together with a notice of conversion completed in the same manner as set out in paragraph 4.1.2 above, deliver to the holders of Preferred Shares Series A certificates so surrendered for conversion, or to their written order, one or more certificates registered in the name of the person or persons indicated by such holders of Preferred Shares Series A, which certificate(s) shall represent such number of Subordinate Voting Shares resulting from the conversion of the Preferred Shares Series A as is obtained (i) in respect of the amounts paid up with respect to the Preferred Shares Series A by dividing the number of Preferred Shares Series A being converted by the Conversion Price and (ii) in respect of the unpaid dividends accumulated thereon by dividing the amount of unpaid dividends accumulated on the Preferred Shares Series A being converted by the Market Price as of the Dividend Payment Date of the dividend payment period during which each such unpaid dividend amount became due. If only a portion of the amount paid up or unpaid dividends on the Preferred Shares Series A certificates surrendered for conversion is to be converted, the holders of such Preferred Shares Series A shall be entitled to receive, at no cost, concurrently with the surrender of any Preferred Shares Series A certificates of which only a portion has been converted, one or more Preferred Shares Series A certificates representing the amount paid up thereon and a cash payment representing the unpaid dividends accumulated in respect of the surrendered Preferred Shares Series A. The conversion into Subordinate Voting Shares shall be deemed to have been made immediately prior to the close of business on the date of conversion and, as of that moment, (i) the rights (except as regards any part of the Preferred Shares Series A which has not been converted) of the holders of converted Preferred Shares Series A, in such capacity, shall cease to exist up to the value of the paid up capital so converted and unpaid dividends thereon, and (ii) the person or persons in whose name one or more certificates representing the Subordinate Voting Shares must be registered and delivered following the conversion shall be deemed to have become a registered holder or registered holders of the Subordinate Voting Shares represented by the certificate(s). However, if the Corporation’s transfer books for the said Subordinate Voting Shares are closed on the date of conversion, the Corporation shall not be obligated to issue or cause to be issued any Subordinate Voting Shares until the date on which such transfer books are re-opened, and the holder of Preferred Shares Series A having effected the conversion shall not be deemed to have become the holder of the Subordinate Voting Shares to which the conversion entitles him as long as the said transfer books shall not have been re-opened.

4.2.5 If a holder of Preferred Shares Series A has exercised the option provided by paragraph 4.2.2.2, the Trustee shall, within ten (10) Business Days following the Holder’s Conversion Option Period, send to such holder of Preferred Shares Series A a notice which shall set forth (i) that the holder is deemed to have accepted the Corporation’s offer of redemption for cash; (ii) the amount paid up in respect of outstanding Preferred Shares Series A (including unpaid dividends accumulated thereon) which is thus redeemed, (iii) the fact that such holder has the right to receive
a certified cheque, bank draft or money order for such amounts from the Trust Funds of the Corporation's transfer agent and (iv) that in order to receive payment of the amounts to be repaid by the Corporation, the holder of Preferred Shares Series A must surrender for cancellation his Preferred Share Series A certificate(s) at the principal offices of the Corporation's transfer agent in the cities of Montreal or Toronto. Upon receipt of the Preferred Shares Series A certificates from such holders, the Corporation's transfer agent shall deliver to the holders of Preferred Shares Series A certificates so surrendered for cancellation, or to their written order, from the Trust Funds, certified cheques, bank drafts or money orders made out in the respective names of the holders of Preferred Shares Series A or in the name of the person or persons indicated by the holder of Preferred Shares Series A. If only a portion of the amount paid up or unpaid dividends on the Preferred Shares Series A certificates surrendered for cancellation is to be redeemed, the holders of such Preferred Shares Series A shall be entitled to receive, at no cost, concurrently with the surrender of the Preferred Shares Series A certificates of which only a portion is to be redeemed, one or more Preferred Shares Series A certificates representing the amount of the surrendered Preferred Shares Series A certificates which has not been redeemed. The redemption of Preferred Shares Series A certificates shall be deemed to be made immediately prior to the close of business on the date of redemption and as of that moment, the rights (except as regards any part of Preferred Shares Series A not repaid or unpaid dividends) of the holders of cancelled Preferred Shares Series A, in such capacity, shall cease to exist up to the value of the paid up capital and any dividends thereon so repaid.

4.3 Effect of Conversion of Preferred Shares Series A

4.3.1 If the Preferred Shares Series A are duly converted in accordance with the provisions hereof, the Subordinate Voting Shares subscribed for shall be issued as fully paid and non-assessable Subordinate Voting Shares and the person to whom such Subordinate Voting Shares are issued shall become the holder of record of such Subordinate Voting Shares on the date of conversion unless the transfer registers of the Trustee for the Subordinate Voting Shares shall be closed on such date, in which case the Subordinate Voting Shares subscribed for shall be deemed to have been issued and such person shall be deemed to have become the holder of record of such Subordinate Voting Shares on the date on which such transfer registers are reopened.

4.3.2 If any fractional interests in a Subordinate Voting Share would, except for the provisions of this paragraph 4.3.2, be deliverable to a holder of Preferred Shares Series A upon his conversion of Preferred Shares Series A after adding the sum of the Subordinate Voting Shares to which such holder of Preferred Shares Series A would be entitled upon such exercise, the Corporation shall make a cash payment equal to the Market Price of the fraction of the Subordinate Voting Share not so issued.

4.4 Cancellation of Surrendered Preferred Shares Series A Certificates

All Preferred Shares Series A certificates surrendered to the Corporation's transfer agent for redemption or conversion shall be cancelled by the transfer agent. The transfer agent shall, if required by the Corporation, furnish the Corporation with a certificate identifying the Preferred Shares Series A certificates so cancelled and the number of Subordinate Voting
Shares which could have been or were acquired pursuant to each cancelled Preferred Shares Series A certificate deemed to have been cancelled.

4.5 Entitlement to Dividends

A holder of Preferred Shares Series A on the record date for any dividend declared payable on such share on the Dividend Payment Date will be entitled to such dividend notwithstanding that such share is converted after such record date and before the payment date of such dividend, and the registered holder of any Subordinate Voting Share resulting from any conversion shall be entitled to rank equally with the registered holders of all other Subordinate Voting Shares in respect of all dividends declared payable to holders of Subordinate Voting Shares of record on any date after the date of conversion. Subject as aforesaid, no payment or adjustment will be made on account of any dividend, accrued or otherwise, on the Preferred Shares Series A converted or the Subordinate Voting Shares resulting from any conversion.

5. RESTRICTIONS ON PAYMENT OF DIVIDENDS AND RETIREMENT OF SHARES

5.1 So long as any of the Preferred Shares Series A are outstanding, the Corporation shall not, without the prior sanction of the holders thereof given in the same manner as specified for the amendment of the Preferred Shares Class Provisions:

(a) declare or pay or set apart for payment any dividends (other than share dividends in shares ranking junior to the Preferred Shares Series A) on the Subordinate Voting Shares, the Multiple Voting Shares or any other shares of the Corporation ranking junior to the Preferred Shares Series A with respect to payment of dividends, or

(b) call for redemption, purchase, acquire for value or reduce any shares of the Corporation ranking junior to the Preferred Shares Series A with respect to repayment of capital or with respect to payment of dividends,

unless all dividends up to and including the dividend payable on the last preceding Dividend Payment Date on all Preferred Shares Series A and other preferred shares ranking on a parity with the said shares with respect to payment of dividends then outstanding, shall have been declared and paid or made available for payment at the date of any such action referred to in the foregoing paragraphs (a) and (b) and unless there shall remain, after the conclusion of any such action referred to in the foregoing paragraphs (a) and (b), sufficient funds for the redemption of all then issued and outstanding Preferred Shares Series A.

6. CREATION OR ISSUE OF ADDITIONAL PREFERRED SHARES

6.1 At any time when any of the Preferred Shares Series A are outstanding, the Corporation shall not, without the prior sanction of the holders of 66²⁄₃% of the Preferred Shares Series A given as specified in the Preferred Shares Class Provisions, create, issue or sell any other shares ranking prior to the Preferred Shares Series A with respect to the payment of dividends or repayment of capital.
7. AMENDMENTS

7.1 The provisions of sections 1 to 7, inclusive, of the Preferred Shares Series A Provisions may be repealed, altered, modified, amended or amplified only with the sanction of the holders of the Preferred Shares Series A given as specified in the Preferred Shares Class Provisions, in addition to any other approval required by the Canada Business Corporations Act.

(551856:5)
The Preferred Shares Series B shall, in addition to the rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class (collectively, the "Preferred Shares Class Provisions") carry and be subject to the following rights, privileges, restrictions and conditions (collectively, the "Preferred Shares Series B Provisions"): 

1. INTERPRETATION

1.1 Defined Terms

The following words and phrases whenever used in the Preferred Shares Series B Provisions shall have the following meanings, unless there be something in the context otherwise inconsistent therewith:

(a) "Business Day" shall mean a day other than a Saturday, a Sunday or any other day that is treated as a holiday in the municipality where the Corporation's registered office in Canada is situated;

(b) "Conversion Basis" at any time shall mean the number of Subordinate Voting Shares of the Corporation into which at such time 1 Preferred Share Series B shall be convertible in accordance with the provisions of Article 4 of these Preferred Shares Series B Provisions;

(c) "Conversion Price" shall mean $0.60;

(d) "Dividend Payment Date" shall mean the 1st days of January, April, July and October in each calendar year;

(e) "Dividend Rate" shall mean 12% per year, calculated monthly;

(f) "Dividend Reinvestment and Stock Purchase Plans" shall mean any plan or plans in effect from time to time pursuant to which, among other things, the holders of the Corporation's outstanding Subordinate Voting Shares may:

(i) purchase with reinvested dividends at not less than 75% of a specified average market price, additional Subordinate Voting Shares to be issued from treasury;

(ii) make optional payments to be applied to the purchase of Subordinate Voting Shares to be issued from treasury at 100% of a specified average market price of Subordinate Voting Shares; or

(iii) receive additional Subordinate Voting Shares as stock dividends by electing to receive dividends in Subordinate Voting Shares in lieu of ordinary cash dividends being based on not less than 75% of a specified average market price of Subordinate Voting Shares,

or any analogous plan or plans;

(g) "Equivalent Conversion Price" at any time shall mean the quotient obtained by dividing the sum of $1.00 by the Conversion Basis in effect at such time;
(h) "Holder's Conversion Option Period" shall have the meaning attributed to it by paragraph 4.2.2.1;

(i) "Market Price" of the Subordinate Voting Shares at any date shall mean the weighted average trading prices per share of the Subordinate Voting Shares on The Toronto Stock Exchange (or, if the Subordinate Voting Shares are not listed on The Toronto Stock Exchange, on such stock exchange on which such shares are listed as may be selected for that purpose by the directors) during the 20 most recent trading days on which there have been trades immediately prior to such date; provided that if the Subordinate Voting Shares are not listed on any stock exchange, the market price of the Subordinate Voting Shares shall be determined by the directors, which determination shall be conclusive;

(j) "Multiple Voting Shares" shall mean Multiple Voting Shares of the Corporation, as such shares were constituted on January 31, 2000 and shares of any other class resulting from any reclassification or change of such shares;

(k) "Notice of the Corporation" shall have the meaning attributed to it by paragraph 4.2.1;

(l) "Notice of the Trustee" shall have the meaning attributed to it by paragraph 4.2.2;

(m) "Subordinate Voting Shares" shall mean Subordinate Voting Shares of the Corporation as such shares were constituted on January 31, 2000 and shares of any other class resulting from any reclassification or change of such shares; and

(n) "Trust Funds" shall have the meaning attributed to it by paragraph 4.2.1.

1.2 Reference to Statutes

Any reference in the Preferred Shares Series B Provisions to any statute shall be deemed to be a reference to such statute as amended or re-enacted from time to time.

1.3 Canadian Funds

All amounts payable pursuant hereto shall be payable in lawful money of Canada.

1.4 Non-Business Day

If any day on which any dividend on the Preferred Shares Series B is payable or by which any other action is required to be taken hereunder is not a Business Day, then such dividend shall be payable or such other action shall be required to be taken on the next succeeding day that is a Business Day.

1.5 Herein, hereto, etc.

The words "herein", "hereto", "hereof" and similar words refer, unless the context clearly indicates the contrary, to the whole of the Preferred Shares Series B Provisions and not to any particular Article, subsection or paragraph thereof.
1.6 Number and Gender

Words importing the singular number only shall include the plural and vice-versa, words importing the use of any gender shall include all genders and words importing persons shall include firms and corporations and vice versa.

2. DIVIDENDS

2.1 Payment of Dividends

The holders of Preferred Shares Series B shall be entitled to receive, and the Corporation shall pay thereon, as and when declared by the board of directors out of moneys properly applicable to the payment of dividends, cumulative preferential cash dividends (in priority to the Multiple Voting Shares, the Subordinate Voting Shares and any other shares ranking junior to the Preferred Shares Series B) in the amounts determined from time to time in accordance with the provisions hereof. Such dividends on the Preferred Shares Series B shall accrue on a day-to-day basis from and including the date of issue thereof and shall be payable on each Dividend Payment Date to the holders of record at the close of business on the third (3rd) Business Day immediately preceding such Dividend Payment Date by cheques drawn on a Canadian chartered bank and payable at par at any branch in Canada of such bank and the delivery of such cheques shall satisfy and discharge all liability for such dividends to the extent of the sums represented thereby, unless such cheques are not paid on due presentation. If on any Dividend Payment Date dividends payable on such date are not paid in full on all the Preferred Shares Series B then issued and outstanding, such dividends or the unpaid part thereof shall be paid on a subsequent date or dates determined by the directors on which the Corporation shall have sufficient moneys properly applicable, under the provisions of any applicable law. The holders of the Preferred Shares Series B shall not be entitled to any dividends other than or in excess of the dividends provided for in this Article 2.

2.2 Amount of Dividends

2.2.1 Subject as hereinafter provided, the amount of the dividend payable on any Dividend Payment Date on any Preferred Share Series B then outstanding shall be equal to the amount (rounded to the nearest $0.01) calculated by applying the relevant Dividend Rate for the dividend period ending on the day immediately preceding such Dividend Payment Date to the sum of $1.00.

2.2.2 The dividend payable on any Dividend Payment Date or any other date as herein provided to any holder of Preferred Shares Series B shall be calculated by multiplying the amount of the dividend payable on such date on each such share by the total number of Preferred Shares Series B held by such holder and rounding to the nearest $0.01.

2.2.3 For the purposes of calculating the amount of the dividend payable on April 1, 2000, the Dividend Rate for the dividend period ending on April 1, 2000 shall be the Dividend Rate as defined in paragraph 2.2.1 hereof multiplied by a fraction the numerator of which is the number of days in such dividend period and the denominator of which is number of days in the stub quarter.

2.2.4 For the purposes of calculating the amount of the dividend payable on any day other than a Dividend Payment Date, the period beginning on the immediately preceding
Dividend Payment Date (or, prior to the first regular Dividend Payment Date, the date of issue of the Preferred Shares Series B) and ending on the day immediately preceding the date of such dividend payment shall be deemed to be a dividend period and the Dividend Rate for such deemed dividend period shall be the Dividend Rate as defined in paragraph 2.2.1 hereof multiplied by a fraction the numerator of which is the number of days in such deemed dividend period and the denominator of which is the number of days in the stub quarter in which such deemed dividend period is included.

3. PURCHASE FOR CANCELLATION

3.1 The Corporation may, subject to the provisions of the Canada Business Corporations Act, purchase Preferred Shares Series B at the best possible price obtainable in the open market and upon such terms and conditions as may be freely negotiated with shareholders from time to time. Any Preferred Shares Series B so repurchased shall be cancelled.

4. CONVERSION AND REDEMPTION PRIVILEGE

4.1 Conversion at Option of Holder

4.1.1 A holder of Preferred Shares Series B may choose at any time to demand the conversion of all but not less than all amounts paid up with respect to the Preferred Shares Series B by converting the entire amount paid up on such shares held by such holder, plus, at the holder's option, all or a portion of the unpaid dividends accumulated thereon, if any, into fully paid and non-assessable Subordinate Voting Shares of the Corporation, on a conversion basis established (i) in respect of the amounts paid up with respect to the Preferred Shares, by dividing the amount paid up on such shares by the Conversion Price and (ii) in respect of the unpaid dividends accumulated thereon, by dividing the amount of unpaid dividends accumulated in respect of which a holder made an election to convert for the then outstanding Preferred Shares Series B to be converted by the Market Price, as of the Dividend Payment Date of the dividend payment period during which each such unpaid dividend amount became due.

4.1.2 The conversion right provided for in paragraph 4.1.1 may be exercised by the holder of Preferred Shares Series B by sending to the Corporation's transfer agent, at its principal place of business in the cities of Montreal or Toronto, the Preferred Shares Series B certificate to be converted and a notice of the exercise of the conversion right, which notice shall have been duly signed by the holder of Preferred Shares Series B certificate and shall specify (i) the number of Preferred Shares Series B being converted; (ii) the value of the amounts paid up in respect thereon; (iii) the value of dividends accumulated and unpaid being converted if any; and (iv) the directions for registration and delivery of the Subordinate Voting Shares to be issued (failing which the transfer agent of the Corporation shall use the holder's last known name and address in its registers). If applicable, the holder of Preferred Shares Series B shall provide, together with the aforementioned items, any transfer tax or other tax which may be exigible with respect to such conversion if the Subordinate Voting Shares resulting from the conversion are to be issued to persons other than the holder of the converted Preferred Shares Series B. A surrender to the Corporation's transfer agent, made by the holder of Preferred Shares Series B to be converted, in accordance with this subsection 4.1 and including the duly completed and signed conversion notice shall be deemed to constitute a contract between the holder of Preferred Shares Series B and the Corporation pursuant whereof (i) the holder of Preferred Shares
Series B subscribes for the number of Subordinate Voting Shares the holder of Preferred Shares Series B is entitled to receive pursuant to the conversion, (ii) the holder of Preferred Shares Series B releases the Corporation from any liability with respect to the converted Preferred Shares Series B, and (iii) the Corporation agrees that such surrender of the Preferred Shares Series B for conversion constitutes payment in full of the subscription price for the Subordinate Voting Shares to be issued upon the conversion, the whole with effect as of the date of the conversion at the holder's option as provided hereby.

4.1.3 As soon as possible after the notice of conversion is received by the Corporation, it shall issue and deliver or cause to be issued and delivered to holders of Preferred Shares Series B certificates so surrendered for conversion, or to their written order, one or more certificates registered in the name of the person or persons indicated in the conversion notice, which certificate(s) shall represent the number of Subordinate Voting Shares resulting from the conversion of the Preferred Shares Series B surrendered for such purpose. The conversion into Subordinate Voting Shares shall be deemed to have been made immediately prior to the close of business on the date of receipt by the Corporation of the conversion notice and, as of that moment, (i) the rights of the holder of converted Preferred Shares Series B, in such capacity, shall cease to exist, (ii) the person or persons in whose name one or more certificates representing the Subordinate Voting Shares must be registered and delivered following the conversion shall be deemed to have become registered holders of the Subordinate Voting Shares represented by the certificate(s) and (iii) any unpaid dividends not converted shall be paid to such holder in full and in cash by the Corporation forthwith. However, if the Corporation's transfer books for the said Subordinate Voting Shares are closed on such date, the Corporation shall not be obligated to issue or cause to be issued any Subordinate Voting Shares until the date on which such transfer books are re-opened, and the holder of Preferred Shares Series B having effected the conversion shall not be deemed to have become the holder of the Subordinate Voting Shares to which the conversion entitles him as long as the said transfer books shall not have been re-opened.

4.2 Redemption Offer by Corporation

4.2.1 The Corporation may choose at any time after February 28, 2003, upon the giving to the Corporation's transfer agent of a notice as hereinafter provided for, to offer to redeem all or part of the then outstanding Preferred Shares Series B, plus all unpaid dividends accumulated thereon. The notice of the Corporation to its transfer agent (the "Notice of the Corporation") shall set forth (i) the date of redemption (which shall not be a date which occurs less than sixty (60) Business Days and no more than ninety (90) Business Days after the date of the giving of the Notice of the Corporation); (ii) the number of Preferred Shares Series B plus the amount of unpaid dividends accumulated thereon which the Corporation is offering to redeem; (iii) that the holders of Preferred Shares Series B have a choice to either accept the redemption for cash from the Corporation or elect to convert, with respect to the corresponding amounts, the Preferred Shares Series B and all or, at the holder's option, part of the dividends accumulated thereon, into Subordinate Voting Shares; (iv) the fact that holders of Preferred Shares Series B have twenty (20) Business Days from the date of giving of the Notice of the Trustee as described below to make their choice and (v) the fact that if the Preferred Share Series B certificates are not surrendered to the Corporation's
transfer agent, together with a duly completed notice for the exercise of the conversion right completed as provided for by paragraph 4.1.2 hereof, by the expiry of such twentieth (20th) Business Day, such holder shall be deemed to have chosen payment in cash. The Notice of the Corporation shall be accompanied by the tender by the Corporation, to its transfer agent, in trust, of the amounts required to effect payment for the redemption of the number of Preferred Shares Series B stated in the Notice of the Corporation, plus unpaid dividends accumulated thereon (the "Trust Funds").

4.2.2 As soon as possible after the receipt of the Notice of the Corporation and of the Trust Funds, the Corporation's transfer agent shall deliver to holders of Preferred Shares Series B a notice (a "Notice of the Trustee"), which notice shall set forth (i) the date of redemption stated in the Notice of the Corporation; (ii) the number of Preferred Shares Series B plus the amount of unpaid dividends accumulated thereon which the Corporation is offering to redeem; (iii) that holders of Preferred Shares Series B have a choice to either accept redemption for cash from the Corporation or elect to convert, with respect to the corresponding amounts, the Preferred Shares Series B and all or, at the holder's option, part of the dividends accumulated thereon, into Subordinate Voting Shares; (iv) the fact that holders of Preferred Shares Series B have twenty (20) Business Days from the date of giving of the Notice of the Trustee to make their choice; (v) the fact that if a Preferred Share Series B is not surrendered to the Corporation's transfer agent, together with a duly completed form for the exercise of the conversion right, by the expiry of such delay, such holder shall be deemed to have chosen redemption for cash and (vi) that upon such surrender of the Preferred Shares Series B for conversion such a holder of Preferred Shares Series B has the right to obtain the certificates representing the Subordinate Voting Shares resulting from the conversion or the cash, as applicable. Upon reception of the Notice of the Trustee, a holder of Preferred Shares Series B shall then have the option:

4.2.2.1 to refuse the Corporation's cash redemption offer, in which case such holder must surrender for conversion the corresponding number of Preferred Shares Series B held by him, by sending to the Trustee, at its principal place of business in the cities of Montreal or Toronto, within twenty (20) Business Days of the giving of the Notice of the Trustee (the "Holders Conversion Option Period") the Preferred Shares Series B, surrendered for conversion together with a notice of exercise of the conversion right, completed as provided for by paragraph 4.1.2 hereof which notice shall have been duly signed and completed by the Holder of Preferred Shares Series B; or

4.2.2.2 to accept the Corporation's cash redemption offer, in which case no further actions or steps are required of such holder in order to indicate his choice.

4.2.3 If a holder of Preferred Shares Series B has not surrendered for conversion the Preferred Shares Series B held by him pursuant to the provisions of paragraph 4.2.2.1 above within the Holder's Conversion Option Period, such holder shall be deemed not to have exercised the option referred to in paragraph 4.2.2.1 and shall thereafter be deemed to have exercised the option referred to in paragraph 4.2.2.2.

4.2.4 If a holder of Preferred Shares Series B has exercised the option provided in paragraph 4.2.2.1, the Corporation's transfer agent shall, within ten (10) Business Days following the Holder's Conversion Option Period, upon receipt of the holder's Preferred Shares Series B certificates tendered by such holder together with a notice
of conversion completed in the same manner as set out in paragraph 4.1.2 above, deliver to the holders of Preferred Shares Series B certificates so surrendered for conversion, or to their written order, one or more certificates registered in the name of the person or persons indicated by such holders of Preferred Shares Series B, which certificate(s) shall represent such number of Subordinate Voting Shares resulting from the conversion of the Preferred Shares Series B as is obtained (i) in respect of the amounts paid up with respect to the Preferred Shares Series B by dividing the number of Preferred Shares Series B being converted by the Conversion Price and (ii) in respect of the unpaid dividends accumulated thereon by dividing the amount of unpaid dividends accumulated on the Preferred Shares Series B being converted by the Market Price as of the Dividend Payment Date of the dividend payment period during which each such unpaid dividend amount became due. If only a portion of the amount paid up or unpaid dividends on the Preferred Shares Series B certificates surrendered for conversion is to be converted, the holders of such Preferred Shares Series B shall be entitled to receive, at no cost, concurrently with the surrender of any Preferred Share Series B certificates of which only a portion has been converted, one or more Preferred Shares Series B certificates representing the amount paid up thereon and a cash payment representing the unpaid dividends accumulated in respect of the surrendered Preferred Shares Series B. The conversion into Subordinate Voting Shares shall be deemed to have been made immediately prior to the close of business on the date of conversion and, as of that moment, (i) the rights (except as regards any part of the Preferred Shares Series B which has not been converted) of the holders of converted Preferred Shares Series B, in such capacity, shall cease to exist up to the value of the paid up capital so converted and unpaid dividends thereon, and (ii) the person or persons in whose name one or more certificates representing the Subordinate Voting Shares must be registered and delivered following the conversion shall be deemed to have become a registered holder or registered holders of the Subordinate Voting Shares represented by the certificate(s). However, if the Corporation’s transfer books for the said Subordinate Voting Shares are closed on the date of conversion, the Corporation shall not be obligated to issue or cause to be issued any Subordinate Voting Shares until the date on which such transfer books are re-opened, and the holder of Preferred Shares Series B having effected the conversion shall not be deemed to have become the holder of the Subordinate Voting Shares to which the conversion entitles him as long as the said transfer books shall not have been re-opened.

4.2.5 If a holder of Preferred Shares Series B has exercised the option provided by paragraph 4.2.2.2, the Trustee shall, within ten (10) Business Days following the Holder’s Conversion Option Period, send to such holder of Preferred Shares Series B a notice which shall set forth (i) that the holder is deemed to have accepted the Corporation’s offer of redemption for cash; (ii) the amount paid up in respect of outstanding Preferred Shares Series B (including unpaid dividends accumulated thereon) which is thus redeemed, (iii) the fact that such holder has the right to receive a certified cheque, bank draft or money order for such amounts from the Trust Funds of the Corporation’s transfer agent and (iv) that in order to receive payment of the amounts to be repaid by the Corporation, the holder of Preferred Shares Series B must surrender for cancellation his Preferred Share Series B certificate(s) at the principal offices of the Corporation’s transfer agent in the cities of Montreal or Toronto. Upon receipt of the Preferred Shares Series B certificates from such holders, the Corporation’s transfer agent shall deliver to the holders of Preferred Shares Series B
certificates so surrendered for cancellation, or to their written order, from the Trust Funds, certified cheques, bank drafts or money orders made out in the respective names of the holders of Preferred Shares Series B or in the name of the person or persons indicated by the holder of Preferred Shares Series B. If only a portion of the amount paid up or unpaid dividends on the Preferred Shares Series B certificates surrendered for cancellation is to be redeemed, the holders of such Preferred Shares Series B shall be entitled to receive, at no cost, concurrently with the surrender of the Preferred Shares Series B certificates of which only a portion is to be redeemed, one or more Preferred Shares Series B certificates representing the amount of the surrendered Preferred Shares Series B certificates which has not been redeemed. The redemption of Preferred Shares Series B certificates shall be deemed to be made immediately prior to the close of business on the date of redemption and as of that moment, the rights (except as regards any part of Preferred Shares Series B not repaid or unpaid dividends) of the holders of cancelled Preferred Shares Series B, in such capacity, shall cease to exist up to the value of the paid up capital and any dividends thereon so repaid.

4.3 Effect of Conversion of Preferred Shares Series B

4.3.1 If the Preferred Shares Series B are duly converted in accordance with the provisions hereof, the Subordinate Voting Shares subscribed for shall be issued as fully paid and non-assessable Subordinate Voting Shares and the person to whom such Subordinate Voting Shares are issued shall become the holder of record of such Subordinate Voting Shares on the date of conversion unless the transfer registers of the Trustee for the Subordinate Voting Shares shall be closed on such date, in which case the Subordinate Voting Shares subscribed for shall be deemed to have been issued and such person shall be deemed to have become the holder of record of such Subordinate Voting Shares on the date on which such transfer registers are reopened.

4.3.2 If any fractional interests in a Subordinate Voting Share would, except for the provisions of this paragraph 4.3.2, be deliverable to a holder of Preferred Shares Series B upon his conversion of Preferred Shares Series B after adding the sum of the Subordinate Voting Shares to which such holder of Preferred Shares Series B would be entitled upon such exercise, the Corporation shall make a cash payment equal to the Market Price of the fraction of the Subordinate Voting Share not so issued.

4.4 Cancellation of Surrendered Preferred Shares Series B Certificates

All Preferred Shares Series B certificates surrendered to the Corporation's transfer agent for redemption or conversion shall be cancelled by the transfer agent. The transfer agent shall, if required by the Corporation, furnish the Corporation with a certificate identifying the Preferred Shares Series B certificates so cancelled and the number of Subordinate Voting Shares which could have been or were acquired pursuant to each cancelled Preferred Shares Series B certificate deemed to have been cancelled.

4.5 Entitlement to Dividends

A holder of Preferred Shares Series B on the record date for any dividend declared payable on such share on the Dividend Payment Date will be entitled to such dividend notwithstanding that such share is converted after such record date and before the payment date of such dividend, and the registered holder of any Subordinate Voting Share resulting from
any conversion shall be entitled to rank equally with the registered holders of all other Subordinate Voting Shares in respect of all dividends declared payable to holders of Subordinate Voting Shares of record on any date after the date of conversion. Subject as aforesaid, no payment or adjustment will be made on account of any dividend, accrued or otherwise, on the Preferred Shares Series B converted or the Subordinate Voting Shares resulting from any conversion.

5. RESTRICTIONS ON PAYMENT OF DIVIDENDS AND RETIREMENT OF SHARES

5.1 So long as any of the Preferred Shares Series B are outstanding, the Corporation shall not, without the prior sanction of the holders thereof given in the same manner as specified for the amendment of the Preferred Shares Class Provisions:

(a) declare or pay or set apart for payment any dividends (other than share dividends in shares ranking junior to the Preferred Shares Series B) on the Subordinate Voting Shares, the Multiple Voting Shares or any other shares of the Corporation ranking junior to the Preferred Shares Series B with respect to payment of dividends, or

(b) call for redemption, purchase, acquire for value or reduce any shares of the Corporation ranking junior to the Preferred Shares Series B with respect to repayment of capital or with respect to payment of dividends,

unless all dividends up to and including the dividend payable on the last preceding Dividend Payment Date on all Preferred Shares Series B and other preferred shares ranking on a parity with the said shares with respect to payment of dividends then outstanding, shall have been declared and paid or made available for payment at the date of any such action referred to in the foregoing paragraphs (a) and (b) and unless there shall remain, after the conclusion of any such action referred to in the foregoing paragraphs (a) and (b), sufficient funds for the redemption of all then issued and outstanding Preferred Shares Series B.

6. CREATION OR ISSUE OF ADDITIONAL PREFERRED SHARES

6.1 At any time when any of the Preferred Shares Series B are outstanding, the Corporation shall not, without the prior sanction of the holders of 66\(\frac{2}{3}\)\% of the Preferred Shares Series B given as specified in the Preferred Shares Class Provisions, create, issue or sell any other shares ranking prior to the Preferred Shares Series B with respect to the payment of dividends or repayment of capital.

7. AMENDMENTS

7.1 The provisions of sections 1 to 7, inclusive, of the Preferred Shares Series B Provisions may be repealed, altered, modified, amended or amplified only with the sanction of the holders of the Preferred Shares Series B given as specified in the Preferred Shares Class Provisions, in addition to any other approval required by the Canada Business Corporations Act.

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