 Ministry of  
Consumer and  
Business Services  
**CERTIFICATE**  
This is to certify that these  
are effective on

Ministère des Services  
aux consommateurs  
et aux entreprises  
**CERTIFICAT**  
Ceci certifie que les présents statuts  
entrent en vigueur le

**Ontario Corporation Number**  
**Numéro de la compagnie en Ontario**

55867

**JULY 05 JUILLET 2006**

*[Signature]*  
Director, Directorate

Business Corporations Act / Loi sur les sociétés par actions

## ARTICLES OF AMENDMENT STATUTS DE MODIFICATION

**Form 3  
Business  
Corporations  
Act**

**Formule J**  
Loi sur les  
Sociétés par  
actions.

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la compagnie: (Écrire en LETTRES MAJUSCULES SEULEMENT)

[illegible]

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)  
Nouvelle dénomination sociale de la société (s'il y a lieu): (Écrire en LETTRES MAJUSCULES SEULEMENT)

[illegible]

3. Date of incorporation/amalgamation: 25 August 1947 Date de la constitution ou de la fusion  
(Day/Month/Year) (jour, mois, année)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors  
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number (or minimum and maximum number) of directors is:	number	or	minimum	and	maximum
Nombre (ou nombres minimal et maximal) d'administrateurs:	nombre	ou	minimal	et	maximal

5. The articles of the corporation are amended as follows:  
*Les statuts de la société sont modifiés de la façon suivante:*

- (a) an unlimited number of Non-Voting Class A Shares is created;
- (b) the authorized but unissued Class A Common Shares of the Corporation and all rights, privileges, restrictions and conditions attaching thereto are removed;
- (c) the capital of the Corporation after giving effect to the foregoing consists of (i) an unlimited number of Common Shares, (ii) an unlimited number of Non-Voting Class A shares and (iii) an unlimited number of Preferred Shares;
- (d) the rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

- (i) **Payment of Dividends:** The holders of the Common Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common Shares, the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares of the Corporation.
  - (ii) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares will, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common Shares, be entitled to participate in the distribution. Such distribution will be made in equal amounts per share on all the Common Shares at the time outstanding without preference or distinction.
  - (iii) **Voting Rights:** The holders of the Common Shares will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation, other than meetings of a class or series of shares of the Corporation other than the Common Shares, and to one vote in respect of each Common Share held at all such meetings.
- (c) the rights, privileges, restrictions and conditions attaching to the Non-Voting Class A Shares are as follows:
- (i) **Payment of Dividends:** The holders of the Non-Voting Class A Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. However, all dividends which the board of directors may determine to declare and pay in any financial year of the Corporation must be declared and paid in equal or equivalent amounts per share on all of the Common Shares and the Non-Voting Class A Shares at the time outstanding without preference or distinction. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Non-Voting Class A Shares, the board of directors may in its sole discretion declare dividends on the Common Shares and the Non-Voting Class A Shares to the exclusion of any other class of shares of the Corporation.
  - (ii) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the Common Shares and the Non-Voting Class A Shares will rank equally as to priority of distribution and the holders of the Non-Voting Class A Shares will, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Non-Voting Class A Shares, be entitled to participate concurrently with the holders of the Common Shares in the distribution. Such distribution will be made in equal amounts per share on all the Common Shares and the Non-Voting Class A Shares at the time outstanding without preference or distinction.

(iii) **Voting Rights:** The holders of the Non-Voting Class A Shares will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation that the holders of the Common Shares are entitled to receive notice of and attend, but will not be entitled to vote at any such meeting, other than as required by applicable law.

(iv) **Conversion of Non-Voting Class A Shares to Common Shares (Coattails)**

A. For the purposes of paragraphs (A) to (I) of this clause (iv):

- (a) "affiliate" has the meaning assigned by the Securities Act (Ontario), as amended, re-enacted or replaced from time to time;
- (b) "associate" has the meaning assigned by the *Securities Act* (Ontario), as amended, re-enacted or replaced from time to time;
- (c) "Conversion Period" means the period of time commencing on the eighth day after the Offer Date and terminating on the Expiry Date;
- (d) "Converted Shares" means Common Shares resulting from the conversion of Non-Voting Class A Shares into Common Shares pursuant to paragraph (iv)(B);
- (e) "Exclusionary Offer" means an offer to purchase Common Shares that:
  - (i) must, by reason of applicable securities legislation or the requirements of a stock exchange on which the Common Shares are listed, be made to all or substantially all holders of Common Shares who are in a province of Canada to which the requirement applies; and
  - (ii) is not made concurrently with an offer to purchase Non-Voting Class A Shares that is identical to the offer to purchase Common Shares in terms of price per share, the percentage of outstanding shares to be taken up (exclusive of shares owned immediately prior to the offer by the Offeror) and in all other material respects (except with respect to the conditions that may be attached to the offer for Common Shares), and that has no condition attached other than the right not to take up and pay for shares tendered if no shares are purchased pursuant to the offer for Common Shares,

and for purposes of this definition if an offer to purchase Common Shares is not an Exclusionary Offer as defined above but would be an Exclusionary Offer if it were not for paragraph (iv)(A)(e)(ii), the varying of any term of such offer shall be deemed to constitute the making of a new offer unless an identical variation concurrently is made to the corresponding offer to purchase Non-Voting Class A Shares;

- (f) "Expiry Date" means the last date upon which holders of Common Shares may accept an Exclusionary Offer;
- (g) "Offer Date" means the date on which an Exclusionary Offer is made;

(h) "Offeror" means a person that makes an offer to purchase Common Shares (the "bidder"), and includes any associate or affiliate of the bidder or any person that is disclosed in the offering document to be acting jointly or in concert with the bidder; and

(i) "transfer agent" means the transfer agent for the time being of the Common Shares.

B. Subject to paragraph (iv)(E), if an Exclusionary Offer is made, each outstanding Non-Voting Class A Share will be convertible into one Common Share at the option of the holder during the Conversion Period. The conversion right may be exercised by notice in writing given to the transfer agent accompanied by the share certificate or certificates representing the Non-Voting Class A Shares which the holder desires to convert, and such notice must be executed by such holder, or by the holder's attorney duly authorized in writing, and must specify the number of Non-Voting Class A Shares which the holder desires to have converted. The holder must pay any governmental or other tax imposed on or in respect of such conversion. Upon receipt by the transfer agent of such notice and share certificate or certificates, the Corporation will issue a share certificate representing fully-paid Common Shares as above prescribed and in accordance with paragraph (iv)(D). If less than all of the Non-Voting Class A Shares represented by any share certificate are to be converted, the holder will be entitled to receive a new share certificate representing in the aggregate the number of Non-Voting Class A Shares represented in the original share certificate which are not to be converted.

C. An election by a holder of Non-Voting Class A Shares to exercise the conversion right provided for in paragraph (iv)(B) will be deemed to also constitute irrevocable elections by such holder to deposit the Converted Shares pursuant to the Exclusionary Offer (subject to such holder's right to subsequently withdraw the shares from the offer) and to exercise the right to convert into Non-Voting Class A Shares all Converted Shares that such holder has withdrawn from the Exclusionary Offer pursuant to any right of withdrawal or which are not otherwise ultimately taken up under the Exclusionary Offer, which right is hereby granted. Any conversion into Non-Voting Class A Shares, pursuant to such deemed election, of Converted Shares that the holder has withdrawn from the Exclusionary Offer will become effective at the time the right of withdrawal is exercised. If the right of withdrawal is not exercised, any conversion into Non-Voting Class A Shares pursuant to such deemed election shall become effective,

(a) in respect of an Exclusionary Offer which is completed, immediately following the time by which the Offeror is required by applicable securities legislation to take up and pay for all shares to be acquired by the Offeror under the Exclusionary Offer; and

(b) in respect of an Exclusionary Offer which is abandoned or withdrawn, at the time at which the Exclusionary Offer is abandoned or withdrawn.

D. No share certificates representing Converted Shares will be delivered to the holders of the shares before such shares are deposited pursuant to the Exclusionary Offer. The transfer agent, on behalf of the holders of the

Converted Shares, will deposit pursuant to the Exclusionary Offer a certificate or certificates representing the Converted Shares. Upon completion of the Exclusionary Offer, the transfer agent will deliver to the holders entitled thereto all consideration paid by the Offeror for their Converted Shares pursuant to the offer. If Converted Shares are converted into Non-Voting Class A Shares pursuant to paragraph (iv)(C), the transfer agent will deliver to the holders entitled thereto share certificates representing the Non-Voting Class A Shares resulting from the conversion. The Corporation will make all arrangements with the transfer agent necessary or desirable to give effect to this paragraph (iv)(D).

E. Subject to paragraph (iv)(F), the conversion right provided for in paragraph (iv)(B) will not come into effect if prior to the close of business on the seventh day after the Offer Date there has been delivered to the transfer agent and to the Secretary of the Corporation a certificate or certificates signed by or on behalf of one or more shareholders of the Corporation owning in the aggregate more than 50% of the then outstanding Common Shares, exclusive of shares owned immediately prior to the Exclusionary Offer by the Offeror, which certificate or certificates state and agree, in the case of each such shareholder:

- (a) the number of Common Shares owned by the shareholder;
- (b) that such shareholder is not making the Exclusionary Offer and is not an associate or affiliate of, or acting jointly or in concert with, the person or company making the Exclusionary Offer;
- (c) that such shareholder will not tender any Common Shares in acceptance of the Exclusionary Offer, including any varied form of the Offer, without giving the transfer agent and the Secretary of the Corporation written notice of such acceptance or intended acceptance at least seven days prior to the Expiry Date; and
- (d) that such shareholder will not transfer any Common Shares, directly or indirectly, prior to the Expiry Date without giving the transfer agent and the Secretary of the Corporation written notice of such transfer or intended transfer at least seven days prior to the Expiry Date, which notice states, if known to the transferor, the names of the transferees and the number of Common Shares transferred or to be transferred to each transferee;

F. If a notice referred to in paragraph (iv)(E)(c) or (iv)(E)(d) is given and the conversion right provided for in paragraph (iv)(B) has not come into effect, the transfer agent will either forthwith upon receipt of the notice or forthwith after the seventh day following the Offer Date, whichever is later, determine the number of Common Shares in respect of which there are subsisting certificates signed by or on behalf of one or more shareholders of the Corporation that comply with paragraph (iv)(E). For the purpose of this determination, certificates in respect of which such a notice has been filed will not be regarded as subsisting insofar as the Common Shares to which the notice relates are concerned; the transfer that is the subject of any notice referred to in paragraph (iv)(E)(d) will be deemed to have already taken place at the time of the determination; and the transferee in the case of any notice referred to in paragraph (iv)(E)(d)

will be deemed to be a person from whom the transfer agent does not have a subsisting certificate unless the transfer agent is advised of the identity of the transferee, either by such notice or by the transferee in writing, and such transferee is a person or company from whom the transfer agent has a subsisting certificate. If the number of Common Shares so determined does not exceed 50% of the number of then outstanding Common Shares, exclusive of shares owned immediately prior to the offer by the Offeror, paragraph (iv)(E) will cease to apply and the conversion right provided for in paragraph (iv)(E) will be in effect for the remainder of the Conversion Period.

- G. As soon as reasonably possible after the seventh day after the Offer Date, the Corporation will send to each holder of Non-Voting Class A Shares a notice advising the holders as to whether they are entitled to convert their Non-Voting Class A Shares into Common Shares and the reasons therefor. If such notice discloses that they are not so entitled but it is subsequently determined that they are so entitled by virtue of paragraph (iv)(F) or otherwise, the Corporation will forthwith send another notice to them advising them of that fact and the reasons therefor.
- H. If a notice referred to in paragraph (iv)(G) discloses that the conversion right has come into effect, the notice will:
- (a) include a description of the procedure to be followed to effect the conversion and to have the Converted Shares tendered under the Exclusionary Offer;
  - (b) include the information set out in paragraph (iv)(C) hereof; and
  - (c) be accompanied by a copy of the offer and all other material sent to holders of Common Shares in respect of the Exclusionary Offer, and as soon as reasonably possible after any additional material, including a notice of variation, is sent to the holders of Common Shares in respect of the Exclusionary Offer, the Corporation will send a copy of such additional material to each holder of Non-Voting Class A Shares.
- I. Prior to or forthwith after sending any notice referred to in paragraph (iv)(G), the Corporation will cause a press release to be issued to a Canadian national news-wire service, describing the contents of the notice.

6. The amendment has been authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la loi sur les sociétés par actions.*

7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

23 June 2006

(Day, Month, Year)  
 (jour, mois, année)

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

URBANA CORPORATION

(Name of corporation)  
 (Dénomination sociale de la société)

(If the name is to be changed by these articles set out current name)  
 (Si l'on demande un changement du nom, indiquer ci-dessus la dénomination sociale actuelle).

By/Par:

(Signature)  
 (Signature)

Secretary

(Description of Office)  
 (Fonction)

55867

JULY 21 JUILLET, 2005

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
Sociétés par  
actions

ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la compagnie: (Écrire en LETTRES MAJUSCULES SEULEMENT)

URBANA CORPORATION

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)  
Nouvelle dénomination sociale de la société (s'il y a lieu): (Écrire en LETTRES MAJUSCULES SEULEMENT)

3. Date of incorporation/amalgamation: Date de la constitution ou de la fusion  
25 August 1947  
(Day/Month/Year) (jour/mois, année)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors  
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number (or minimum and maximum number) of directors is:  
Nombre (ou nombres minimal et maximal) d'administrateurs.

number or minimum and maximum  
nombre ou minimal et maximal

5. The articles of the corporation are amended as follows:  
Les statuts de la société sont modifiés de la façon suivante:

The existing unlimited number of common shares without nominal or par value in the authorized capital of the Corporation are hereby designated as the Common Shares, and there shall be added to the authorized capital of the Corporation an unlimited number of non-voting common shares without nominal or par value, to be designated as the Class "A" Common Shares, having the rights, privileges, limitations, restrictions and conditions attaching thereto as follows:

LIMITED VOTING RIGHTS

(a) The holders of the Class "A" Common Shares (the "Class A Shares") shall be entitled to receive notices of all meetings of shareholders and shall have the right to attend such meetings and except as otherwise herein specifically provided shall not have the right to vote thereat or otherwise participate in such meetings.

(b) The holders of the Class A Shares shall only have the right to vote at a meeting of the shareholders where a preference or priority in any respect whatsoever is proposed to be given



to any class or classes of shares or series thereof in priority to and over the rights, privileges and conditions attached to the Class A Shares.

(c) The Class A Shares may be issued in such numbers and for such prices as may from time to time be fixed by the Board of Directors of the Corporation.

## 2. RANKING OF THE CLASS A SHARES

The Class A Shares shall, with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally and on a parity with the Common Shares.

## 3. RESTRICTIONS ON CREATION AND ISSUE OF SHARES

No shares of a class ranking prior to or on a parity with the Class A Shares with respect to the payment of dividends or the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs may be issued of the Corporation without the prior approval of the holders of the Class A Shares given in accordance with Section 5 hereof.

## 4. AMENDMENTS

The provisions of Sections 2 and 3 hereof, the provisions of this Section 4 and the provisions of Section 5 hereof may be repealed, altered, modified, amended or amplified by certificate of amendment but only with the approval of the holders of the Class A Shares given in accordance with Section 5 hereof.

## 5. APPROVAL OF HOLDERS OF THE CLASS A SHARES

The approval of the holders of the Class A Shares as to any and all matters referred to herein may be given as specified below:

(a) Any approval given by the holders of Class A Shares shall be deemed to have been sufficiently given by written resolution signed by the holders of one hundred per cent (100%) of the outstanding Class A Shares or by a resolution passed at a meeting of the holders of the Class A Shares duly called and held for such purpose upon not less than twenty-one (21) days notice at which the holders of at least a majority of the outstanding Class A Shares are present or represented by proxy and carried by an affirmative vote of not less than sixty-six and two-thirds per cent ( $66 \frac{2}{3}\%$ ) of the votes cast at such meeting, in addition to any other consent or approval required by the *Business Corporations Act, 1982*. If at any such meeting, the holders of a majority of the outstanding the Class A Shares are not present or represented by proxy within one-half hour of the time appointed for such meeting, then the meeting shall be adjourned to such date not less than fifteen (15) days thereafter and to such time and place as may be designated by the chairman, and not less than ten (10) days written notice shall be given of such adjourned meeting. At such adjourned meeting the holders of the Class A Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than sixty-six and two-thirds per cent ( $66 \frac{2}{3}\%$ ) of the votes cast at such meeting shall constitute the approval of the holders of the Class A Shares to the proposed modification, alteration, deletion or change of rights, privileges, limitations, restrictions and/or conditions.

(b) On every poll taken at every such meeting, every holder of Class A Shares shall be entitled to one (1) vote in respect of each Class A Share held. Subject to the foregoing, the formalities to be observed in respect of the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders.

6. The amendment has been authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la loi sur les sociétés par actions.*

7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

24 June 2004

(Day, Month, Year)  
(jour, mois, année)

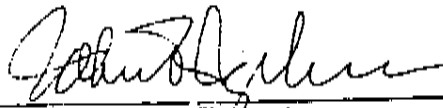
These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

URBANA CORPORATION

(Name of corporation)  
(Dénomination sociale de la société)

(If the name is to be changed by these articles set out current name)  
(Si l'on demande un changement du nom, indiquer ci-dessus la dénomination sociale actuelle)

By/Par



(Signature)

Secretary

(Description of Office)

55867

MINISTRY OF REVENUE  
ONTARIO

MAY 07 MAI, 2004

ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
sociétés par  
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)  
*Dénomination sociale de la compagnie: (Écrire en LETTRES MAJUSCULES SEULEMENT)*

U R B A N A C O R P O R A T I O N

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)  
*Nouvelle dénomination sociale de la société (s'il y a lieu): (Écrire en LETTRES MAJUSCULES SEULEMENT)*

3. Date of incorporation/amalgamation: *Date de la constitution ou de la fusion*

25 August 1947

(Day/Month/Year) (jour, mois, année)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors  
*Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.*

Number (or minimum and maximum number) of directors is:

number  
nombre

or  
ou

minimum  
minimal

and  
et

maximum  
maximal

Nombre (ou nombres minimal et maximal) d'administrateurs:

5. The articles of the corporation are amended as follows:  
*Les statuts de la société sont modifiés de la façon suivante:*

The existing unlimited number of shares without nominal or par value in the authorized capital of the Corporation are hereby designated as the Common Shares, and there shall be added to the authorized capital of the Corporation an unlimited number of preferred shares without nominal or par value, to be designated as the Preferred Shares, having the designations, rights, privileges, restrictions and conditions attaching thereto as follows:

1. DIRECTORS MAY ISSUE SHARES IN ONE OR MORE SERIES

The Preferred Shares may at any time or from time to time be issued in one or more series, each series to consist of such number of shares as may, before their issue, be fixed by resolution of the Board of Directors of the Corporation.

## 2. DIRECTORS MAY DETERMINE THE TERMS OF EACH SERIES

The Directors shall (subject as provided below) by resolution from time to time determine, before their issue, the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series including, without limiting the generality of the foregoing, the rate or amount of dividends or the method of calculating dividends, the dates of payment, the redemption and/or purchase prices and terms and conditions of redemption and/or purchase, any voting rights, any conversion rights and any sinking fund or other provision attaching to each series of Preferred Shares, provided however that unless specifically otherwise stipulated any fixed dividends on any series of Preferred Shares shall be cumulative; and provided further that the Preferred Shares of every series shall be non-voting except only as provided herein in Sections 3 to 6 inclusive.

## 3. RANKING OF PREFERRED SHARES

The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given such other preferences, not inconsistent with Sections 2 to 4 hereof inclusive, over the Common Shares and over any other shares of the Corporation junior to the Preferred Shares as may be fixed in accordance with Section 2 hereof.

## 4. RESTRICTIONS ON CREATION AND ISSUE OF SHARES

~~(1) No shares of a class ranking prior to the Preferred Shares with respect to the~~  
payment of dividends or distributions of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, may be created or issued without the approval of the holders of the Preferred Shares given in accordance with Section 6 hereof.

(2) No Preferred Shares or shares of a class ranking prior to or on a parity with the Preferred Shares with respect to the payment of dividends or the distribution of assets in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs may be issued if the Corporation is in arrears in the payment of dividends on any outstanding series of the Preferred Shares without the approval of the holders of the Preferred Shares given in accordance with Section 6 hereof.

## 5. AMENDMENTS

The provisions of Sections 2 to 4 hereof inclusive, the provisions of this Section 5 and the provisions of Section 6 hereof may be repealed, altered, modified, amended or amplified by certificate of amendment but only with the approval of the holders of the Preferred Shares given in accordance with Section 6 hereof.

## 6. APPROVAL OF HOLDERS OF PREFERRED SHARES

The approval of the holders of the Preferred Shares as to any and all matters referred to herein may be given as specified below:

(a) Any approval given by the holders of Preferred Shares shall be deemed to have been sufficiently given by written resolution signed by the holders of one hundred per cent (100%) of the outstanding Preferred Shares of the series of Preferred Shares affected or by a resolution passed at a meeting of the holders of the series of Preferred Shares affected duly called and held for such purpose upon not less than twenty-one (21) days notice at which the holders of at least a majority of the outstanding Preferred Shares of the particular series are present or represented by

proxy and carried by an affirmative vote of not less than sixty-six and two-thirds per cent (66 2/3%) of the votes cast at such meeting, in addition to any other consent or approval required by the *Business Corporations Act, 1922*. If at any such meeting of the holders of a majority of the outstanding shares of the particular series of Preferred Shares are not present or represented by proxy within one-half hour of the time appointed for such meeting, then the meeting shall be adjourned to such date not less than fifteen (15) days thereafter and to such time and place as may be designated by the chairman, and not less than ten (10) days written notice shall be given of such adjourned meeting. At such adjourned meeting the holders of such Preferred Shares present or represented by proxy may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than sixty-six and two-thirds per cent (66 2/3%) of the votes cast at such meeting shall constitute the approval of the holders of the series of the Preferred Shares affected by the proposed modification, alteration, deletion or change of designation, rights, privileges, restrictions and/or conditions.

(b) On every poll taken at every such meeting every holder of Preferred Shares shall be entitled to one (1) vote in respect of each Preferred Share held. Subject to the foregoing, the formalities to be observed in respect of giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders.

6. The amendment has been authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
*La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la loi sur les sociétés par actions.*

7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

*Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

19 June 1992

(Day, Month, Year)  
 (jour, mois, année)

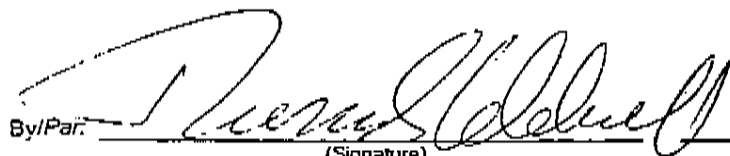
These articles are signed in duplicate.  
*Les présents statuts sont signés en double exemplaire.*

**URBANA CORPORATION**

(Name of corporation)  
 (Dénomination sociale de la société)

(If the name is to be changed by these articles set out current name).  
 (Si l'on demande un changement du nom, indiquer ci-dessus la dénomination sociale actuelle).

By/Par:

  
 (Signature)  
 (Signature)

President

(Description of Office)  
 (Fonction)

**CERTIFICATE**  
This is to certify that these  
articles are effective on

Ministère de  
la Consommation  
et du Commerce

**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

Ontario Corporation Number  
Numéro de la compagnie en Ontario

55867

JUNE 14 JUN. 1985

Controller of Records  
Companies Branch

Contrôleur des Dossiers  
Direction des Compagnies

TRANS  
CODE

C

14

**ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION**

Form 3  
Business  
Corporations  
Act,  
1982  
Formule  
numéro 3  
Loi de 1982  
sur les  
compagnies

1. The present name of the corporation is: *Dénomination sociale actuelle de la compagnie:*  
**U R B A N   R E S O U R C E S   L I M I T E D**
2. The name of the corporation is changed to (if applicable): *Nouvelle dénomination sociale de la compagnie (s'il y a lieu):*  
**U R B A N A   C O R P O R A T I O N**

3. Date of incorporation/amalgamation: *Date de la constitution ou de la fusion:*  
**AUGUST 25TH, 1947**  
(Day, Month, Year)  
(jour, mois, année)

4. The articles of the corporation are amended as follows: *Les statuts de la compagnie sont modifiés de la façon suivante:*

1. A. RESOLVED as a Special Resolution that the Articles of the Corporation be amended to consolidate the 4,447,498 common shares into 889,499 common shares.
- B. "BE IT RESOLVED as a Special Resolution of Urban Resources Limited (the "Corporation") that:
1. The Articles of the Corporation are hereby amended by deleting from the Articles the objects, for which the Corporation was incorporated."
- C. "BE IT RESOLVED as a Special Resolution of Urban Resources Limited (the "Corporation") that:
1. The Articles of the Corporation are hereby amended by the deletion of the provision specifying the number of directors and the addition of the following provision providing for a changing number of directors: "The number of directors is to be a minimum of three and a maximum of ten."

2. Effective upon the date of the endorsement of a Certificate of Amendment of Articles, there shall be four directors.
3. The board of ~~directors of the Corporation~~ is hereby empowered to change and determine the resolution the ~~number of directors of the Corporation~~, provided that the number is not less than three and not greater than ten."
- D. "BE IT RESOLVED as a Special Resolution of Urban Resources Limited (the "Corporation") that:
  1. The Articles of the Corporation be and the same are hereby amended by deleting therefrom the maximum number of common shares which the Corporation is authorized to issue."
- E. RESOLVED as a Special Resolution that the Articles of the Corporation are hereby amended to change the name of the Corporation from URBAN RESOURCES LIMITED to URBANA CORPORATION.

5. The amendment has been duly authorized as required by Sections 167 and 169 (as applicable) of the Business Corporations Act. *La modification a été dûment autorisée conformément à l'article 167 et, s'il y a lieu, à l'article 169 de la Loi sur les compagnies*

6. The resolution authorizing the amendment was approved by the shareholders directors (as applicable) of the corporation on *Les actionnaires ou les administrateurs (le cas échéant) de la compagnie ont approuvé la résolution autorisant la modification*

JUNE 6TH, 1985

(Day Month, Year)  
(jour mois année)

These articles are signed in duplicate

*Les présents statuts sont signés en double exemplaire.*

URBAN RESOURCES LIMITED

(Name of Corporation)  
(Dénomination sociale de la compagnie)

By: Pat.

(Signature)  
(Signature)

(Description of Officer)  
(Fonction)

THOMAS CALDWELL, PRESIDENT



55867



Ministry of  
Commerce and  
Commercial  
Ontario Relations

## CERTIFICATE

THIS IS TO CERTIFY THAT THESE  
ARTICLES ARE EFFECTIVE ON

MAY 18, 1982

CONTROLLER OF RECORDS  
COMPANIES SERVICES BRANCH

Trans.

Code

C

11

URBAN RESOURCES LIMITED

## ARTICLES OF AMENDMENT

1. THE NAME OF THE CORPORATION IS

URBAN QUEBEC MINES LIMITED

2. DATE OF INCORPORATION/AMALGAMATION August 25, 1947

(DAY MONTH AND YEAR)

3. THE FOLLOWING IS A CERTIFIED COPY OF THE RESOLUTION AMENDING THE ARTICLES OF THE CORPORATION

RESOLVED that the Articles of the Corporation are hereby  
amended as follows:

- (1) To change the name of the Corporation to "Urban Resources Limited";
- (2) To permit the Corporation to use its name in the following form and language: "Ressources Urban Limitee";
- (3) To increase the authorized capital of the Corporation from 6,000,000 common shares to 20,000,000 common shares by creating 14,000,000 common shares with a par value of one dollar each, ranking on a parity with the existing shares of the Corporation;

FORM 4  
THE BUSINESS  
CORPORATIONS  
ACT

049127 05-19-82001  
64125 150.00  
CHERO 450.00

(4) To extend the objects of the Corporation by varying the existing objects as follows:


(a) To acquire, own, lease, prospect for, open, explore, develop, work, improve, maintain and manage mines and mineral lands and deposits, including oil and gas lands and deposits, and to dig for, raise, crush, wash, smelt, assay, analyse, reduce, amalgamate, refine, pipe, convey, and otherwise treat ores, metals and minerals, including oil and gas, whether belonging to the Corporation or not, and to render the same merchantable to sell and/or otherwise dispose of the same or any part thereof or interest therein; and

(b) To take, acquire and hold as consideration ~~for ores, minerals or metals, including oil and gas, sold or otherwise disposed~~ of for goods supplied or for work done by contract or otherwise, shares, debentures or other securities of or in any other body corporate having objects similar, in whole or in part, to those of the Corporation and to sell and otherwise dispose of the same.

(5) To extend the objects of the Corporation by adding thereto the following clause:

(a) To subscribe for, purchase, invest in or otherwise acquire in full, either as principal or agent and absolutely as owner or by way of collateral security or otherwise, and to sell, exchange, pledge, transfer, assign or otherwise dispose of or deal in the shares, bonds or debentures, stocks, notes or other securities of or in any other body corporate having objects

similar, in whole or in part, to those  
of the Corporation.

- (6) To authorize the directors to do all things and execute all instruments and documents necessary or desirable for the due carrying out of the foregoing.
- 

4. THE AMENDMENT HAS BEEN DULY AUTHORIZED AS REQUIRED BY SUBSECTIONS 2, 3 AND 4 (AS APPLICABLE) OF SECTION 189 OF THE BUSINESS CORPORATIONS ACT.
5. THE RESOLUTION AUTHORIZING THE AMENDMENT WAS CONFIRMED BY THE SHAREHOLDERS OF THE CORPORATION ON April 15, 1982
6. THESE ARTICLES ARE EXECUTED IN DUPLICATE FOR DELIVERY TO THE MINISTER.

CERTIFIED

URBAN QUEBEC MINES LIMITED

(NAME OF CORPORATION)

(CORPORATE SEAL)

BY Thomas Stelbrink  
(SIGNATURE) (DESCRIPTION OF OFFICE)

President

(SIGNATURE)

(DESCRIPTION OF OFFICE)

ONTARIO CORPORATION NUMBER

55867



Ministry of  
Consumer and  
Commercial  
Relations

## CERTIFICATE

THIS IS TO CERTIFY THAT THESE  
ARTICLES ARE EFFECTIVE ON

MARCH 26, 1981

Trans.  
Code  
C  
18

CONTROLER OF RECORDS  
COMPANIES SERVICES BRANCH

## ARTICLES OF AMENDMENT

FORM 4  
THE BUSINESS  
CORPORATIONS  
ACT

## 1. THE NAME OF THE CORPORATION IS

URBAN QUEBEC MINES LIMITED

## 2. DATE OF INCORPORATION/AMENDMENT: AUGUST 25, 1947

(DAY, MONTH AND YEAR)

## 3. The following are certified copies of the resolutions amending the articles of the Corporation:

RESOLVED that the articles of the Corporation are hereby amended to add the following special provisions thereto:

(a) The board of directors may from time to time, in such amounts and on such terms as it deems expedient:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- (iii) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real

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or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of such delegation.

(b) The Corporation may use its name in the following form and language:

LES MINES URBAN QUEBEC LIMITEE

**RESOLVED:**

THAT the articles of the Corporation be amended to add the following special provision thereto:

Subject to the provisions of The Business Corporations Act, the Corporation may purchase any of its issued common shares.

THE AMENDMENT HAS BEEN DULY AUTHORIZED AS REQUIRED BY SUBSECTIONS 2.3 AND 4.1 AS APPLICABLE OF SECTION 19 OF THE BUSINESS CORPORATIONS ACT

5. THE RESOLUTION AUTHORIZING THE AMENDMENT <sup>were</sup> ~~was~~ CONFIRMED BY THE SHAREHOLDERS OF THE CORPORATION ON March 23, 1981

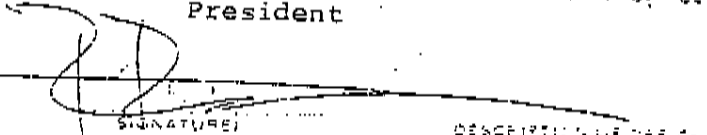
6. THESE ARTICLES ARE EXECUTED IN DUPLICATE FOR DELIVERY TO THE MINISTER.

**CERTIFIED**

URBAN QUEBEC MINES LIMITED  
(NAME OF CORPORATION)

CORPORATE SEAL

BY    
SIGNATURE:   
President

   
SIGNATURE:   
Secretary

Dated July 3, A.D. 1969

Province of Ontario

Supplementary

Letters Patent

URBAN QUEBEC MINES

LIMITED

Recorded this  
day of  
as Number  
in Liber

A.D.

E. F. Morton  
Recording Officer  
TORONTO, ONTARIO.

PROVINCE OF ONTARIO

BY THE HONOURABLE

H. L. ROWNTREE,

MINISTER OF FINANCIAL AND COMMERCIAL AFFAIRS

TO ALL TO WHOM THESE PRESENTS SHALL COME

GREETING

WHEREAS The Corporations Act provides that the Lieutenant Governor may in his discretion issue Supplementary Letters Patent to any corporation that applies therefor amending or otherwise altering or modifying its Letters Patent or prior Supplementary Letters Patent;

AND WHEREAS by the said Act it is further provided that the member of the Executive Council to whom the administration of this Act is assigned may in his discretion and under the seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant Governor;

AND WHEREAS it has been made to appear that the Corporation herein named has complied with the conditions precedent to the issue of the desired Supplementary Letters Patent;


NOW THEREFORE KNOW YE that, being the member of the Executive Council to whom the administration of this Act is assigned, I DO BY THESE SUPPLEMENTARY LETTERS PATENT to



URBAN QUEBEC MINES LIMITED

incorporated by Letters Patent dated  
the twenty-fifth day of August, 1947

INCREASE the authorized capital of the Company from  
Four Million dollars (\$4,000,000) to Six Million  
dollars (\$6,000,000) by creating an additional Two  
Million (2,000,000) shares with a par value of One  
dollar (\$1) each, ranking on a parity with the  
existing shares of the Company.



GIVEN under my hand and Seal of office at the City of Toronto  
in the said Province of Ontario this                      third  
day of              July                      in the year of Our Lord one  
thousand nine hundred and              sixty-nine.

H. L. Rountree

December 5, 1962

ATLANTIC RIVER MINES  
LIMITED

Changing its name to

ATLANTIC RIVER MINES  
LIMITED

and for the other purposes  
therein set forth.

Grace C. Dunsford  
Recording Officer

## PROVINCE OF ONTARIO

BY THE HONOURABLE

JOHN YAREMKO.

PROVINCIAL SECRETARY AND MINISTER OF CITIZENSHIP

TO ALL TO WHOM THESE PRESENTS SHALL COME

C R E E T I N G

W H E R E A S The Corporations Act provides that the Lieutenant Governor may in his discretion issue Supplementary Letters Patent to any Corporation that applies therefor amending or otherwise altering or modifying its Letters Patent or prior Supplementary Letters Patent:

AND WHEREAS by the said Act it is further provided that the Provincial Secretary may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said act on the Lieutenant Governor;

AND WHEREAS by its application in that behalf the Corporation herein named has applied for Supplementary Letters Patent for the purpose hereinafter set out;

AND WHEREAS it has been made to appear that the said Corporation has complied with the conditions precedent to the issue of the desired Supplementary Letters Patent;

AND WHEREAS by The Department of the Provincial Secretary and Citizenship Act, 1960-61 it is provided that the Provincial Secretary and Minister of Citizenship may exercise the powers that were conferred on the Provincial Secretary at the time the said Act came into force;

NOW THEREFORE KNOW YE that I,

JOHN YAREMKO,  
PROVINCIAL SECRETARY AND MINISTER OF CITIZENSHIP,

under the authority of the hereinbefore in part recited Acts,

DO BY THESE SUPPLEMENTARY LETTERS PATENT

to

AUMACHO RIVER MINES LIMITED

Incorporated by Letters Patent dated the  
~~twenty-fifth day of August, A.D. 1947~~

~~(a) CHANGE the name of the company to~~

URBAN QUEBEC MINES LIMITED;

(b) DECREASE the authorized capital of the Company from Four Million dollars (\$4,000,000) to One Million Five Hundred and Twenty Thousand dollars (\$1,520,000) by cancelling pro rata Two Million Four Hundred and Eighty Thousand (2,480,000) issued shares with a par value of one dollar (\$1) each; and

(c) INCREASE the authorized capital of the Company from One Million Five Hundred and Twenty Thousand dollars (\$1,520,000) to Four Million dollars (\$4,000,000) by

creating an additional Two Million Four Hundred and Eighty Thousand (2,480,000) shares with a par value of One dollar (\$1) each, ranking on a parity with the existing shares of the Company.

GIVEN under my hand and Seal of office at the City of Toronto  
in the said Province of Ontario this                      fifth  
day of                      December                      in the year of Our Lord one  
thousand nine hundred and                      sixty-two.

John Yarensko

John Yarensko  
Provincial Secretary and  
Minister of Citizenship

April 8,

1953

HACHO RIVER GOLD  
MINES LIMITED

(No Personal Liability)

Changing its name to

AURACHO RIVER  
MINES LIMITED

(No Personal Liability)

and for the other purposes  
therein set forth.

Recording Officer

PROVINCE OF ONTARIO

BY THE HONOURABLE

GEORGE ARTHUR WELSH,

PROVINCIAL SECRETARY,

TO ALL TO WHOM THESE PRESENTS SHALL COME

GREETING

~~WHEREAS~~ The Companies Act enacts that the Lieutenant-Governor may from time to time direct the issue of Supplementary Letters Patent to a Corporation embracing any or all of the matters in the said Act set forth;

AND WHEREAS by the said Act it is further provided that the Provincial Secretary may under the Seal of his office have, use, exercise, and enjoy any power, right, or authority conferred by the said Act on the Lieutenant-Governor;

AND WHEREAS by its Petition in that behalf the Corporation herein named has prayed for Supplementary Letters Patent for the purpose hereinafter set out;

AND WHEREAS it has been made to appear that the said Company has complied with the conditions precedent to the grant of the desired Supplementary Letters Patent;

NOW THEREFORE KNOW YE that I,

GEORGE ARTHUR WELSH,

PROVINCIAL SECRETARY,

under the authority of the hereinbefore-in part recited Statute

to

DO BY THESE SUPPLEMENTARY LETTERS PATENT

MACHO RIVER GOLD MINES LIMITED

(No Personal Liability)

(a) CHANGE the name of the Company to

AUMACHO RIVER MINES LIMITED;

(No Personal Liability)

(b) DECREASE the capital of the Company from the sum of Three Million dollars to the sum of One Million dollars, such decrease to be effected by the cancellation pro rata of Two Million issued shares of One dollar each; provided that where such procedure results in leaving a fraction of a share in the name of any shareholder, such shareholder shall not be entitled to be entered on the books of the Company in respect of such fraction of a share or to receive a share certificate therefor but he shall be entitled to receive a transferable fractional certificate in respect of such fraction of a share and on presentation at the office of the Company, or at some place designated by the Company, of fractional certificates for fractions which together constitute a whole share a share certificate for a whole share shall be issued in respect thereof and the person in whose name such certificate is issued shall be entered on the books of the Company as the holder of such share; and



\_\_\_\_\_

GIVEN under my hand and Seal of Office at the City of Toronto  
in the said Province of Ontario this **eighth**  
day of **April** in the year of Our Lord one  
thousand nine hundred and **fifty-three**.

O. A. Delah

Arthur Welsh  
Provincial Secretary

August 28, 1967

MACHO RIVER GOLD MINES

LIMITED

(No Potential Liability)

Recording Officer

PROVINCE OF ONTARIO

BY THE HONOURABLE

DANIEL HOLLAND NICHOLSON,

TO ALL TO WHOM THESE PRESENTS SHALL COME

GREETING:

WHEREAS The Companies Act provides that with the exceptions therein mentioned the Lieutenant-Governor may by Letters Patent create and constitute bodies corporate and politic for any of the purposes to which the authority of the Legislature of Ontario extends;

AND WHEREAS by the said Act it is further provided that the Provincial Secretary may under the Seal of his office, have, use, exercise, and enjoy any power, right, or authority conferred by the said Act on the Lieutenant-Governor;

AND WHEREAS by their Petition in that behalf the persons herein mentioned have prayed for Letters Patent constituting them a body corporate and politic for the due carrying out of the undertaking hereinafter set forth;

AND WHEREAS it has been made to appear that the said persons have complied with the conditions precedent to the grant of the desired Letters Patent and that the said undertaking is within the scope of the said Act;

NOW KNOW YE that under the authority of the hereinbefore in part recited Act I DO BY THESE LETTERS PATENT CONSTITUTE the persons hereinafter named that is to say:

Donald Allayne Keith, Solicitor; David Morgan Duncan, Student-at-law; Mary Brown Ferguson, Bookkeeper; Iva Vorne Wright and Barbara Isabelle Munro, Secretaries; all of the City of Toronto, in the County of York and Province of Ontario; and any others who have become subscribers to the memorandum of agreement of the Company, and persons who hereafter become shareholders therein, a corporation under the name of

**HACHO RIVER GOLD MINES LIMITED**

**(No Personal Liability)**

for the following purposes and objects, that is to say:

- (a) TO acquire, own, lease, prospect for, open, ~~explo~~re, develop, work, improve, maintain and manage mines and mineral lands and deposits, and to dig for, raise, crush, wash, smelt, assay, analyze, reduce, amalgamate, refine, pipe, convey and otherwise treat ores, metals and minerals, whether belonging to the Company or not, and to render the same merchantable and to sell or otherwise dispose of the same or any part thereof or interest therein; and
- (b) TO take, acquire and hold as consideration for ores, metals or minerals, sold or otherwise disposed of or for goods supplied or for work done by contract or otherwise, shares, debentures or other securities of or in any other company having objects similar, in whole or in part, to those of the Company hereby incorporated and to sell and otherwise dispose of the same;

THE CAPITAL of the Company to be Three Million dollars divided into Three Million shares of One dollar each;

THE HEAD OFFICE of the Company to be situate at the said City of Toronto; and

THE PROVISIONAL DIRECTORS of the Company to be Donald Allayne Keith, David Morgan Duncan, Iva Verne Wright, Mary Brown Ferguson and Barbara Isabelle Munro, hereinafter mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that the said Company shall be subject to the provisions of Part XI of The Companies Act;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED:

(1) THAT the Company may hold meetings of its directors and the executive committee (if any) at any place, either within or without the Province of Ontario, and meetings of its shareholders at any place within the Province of Ontario or, on written consent of the Provincial Secretary or Deputy Provincial Secretary, at such place or places outside the Province of Ontario as the directors may by resolution determine; and

(2) THAT, if the by-laws of the Company so provide, it shall not be necessary for a majority of the directors to constitute a quorum of the board; PROVIDED, however, that the number necessary to constitute a quorum shall be two-fifths thereof or such greater proportionate number as may be fixed by by-law;

GIVEN under my hand and Seal of Office at the City of Toronto  
in the said Province of Ontario this twenty-fifth  
day of August in the year of Our Lord one  
thousand nine hundred and forty-seven.

SPORTS, RECREATION