



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

BRP Inc.

Corporate name / Dénomination sociale

437231-0

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Marcie Girouard

Director / Directeur

2013-05-29

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Articles of Amendment

(Section 27 or 177 of the Canada Business Corporations Act (CBCA))

Form 4

Instructions

3 Any changes in the articles of the corporation must be made in accordance with section 27 or 177 of the CBCA.

A: If an amendment involves a change of corporate name (including the addition of the English or French version of the corporate name), the new name must comply with sections 10 and 12 of the CBCA as well as part 2 of the regulations, and the Articles of Amendment must be accompanied by a Canada-based NUANS® search report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A numbered name may be assigned under subsection 11(2) of the CBCA without a NUANS® search.

D: Any other amendments must correspond to the paragraphs and subparagraphs referenced in the articles being amended. If the space available is insufficient, please attach a schedule to the form.

4 Declaration

This form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 266 of the CBCA is permitted under the Privacy Act.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

Prescribed Fees

- Corporations Canada Online Filing Centre: \$200
- By mail or fax: \$200 paid by cheque payable to the Receiver General for Canada or by credit card (American Express®, MasterCard® or Visa®).

Important Reminders

Changes of registered office address and/or mailing address:

Complete and file Change of Registered Office Address (Form 3).

Changes of directors or changes of a director's address:

Complete and file Changes Regarding Directors (Form 5).

These forms can be filed electronically, by mail or by fax free of charge.

File documents online:

Corporations Canada Online Filing Centre:
www.corporationscanada.ic.gc.ca

Or send documents by mail:

**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0G8**

By Facsimile:

613-941-0999

1	Corporation name
	BRP INC.

2	Corporation number
	437231-0

3	The articles are amended as follows: (Please note that more than one section can be filled out)
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A: The corporation changes its name to:

B: The corporation changes the province or territory in Canada where the registered office is situated to:
(Do not indicate the full address)

C: The corporation changes the minimum and/or maximum number of directors to:
(For a fixed number of directors, please indicate the same number in both the minimum and maximum options)

minimum: _____ maximum: _____

D: Other changes: (e.g., to the classes of shares, to restrictions on share transfers, to restrictions on the business of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) **Please specify.**

See attached schedule.

4	Declaration
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I hereby certify that I am a director or an officer of the corporation.

SIGNATURE

MARTIN LANGELIER

PRINT NAME

(450) - 532-6154

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Canada

E-MAIL

2013-05-27

10:54

**SCHEDULE
ARTICLES OF AMENDMENT OF BRP INC.**

- A. The authorized capital of the Corporation is amended:
- (i) By creating an unlimited number of multiple voting shares and of subordinate voting shares and an unlimited number of preferred shares, issuable in one or more series, having the rights, privileges, restrictions and conditions set forth in the attached Schedule A.
 - (ii) By changing each Class A Common Share, each Class A.1 Common Share and each Class B Common Share, Series 2003, into one (1) multiple voting share.
 - (iii) By changing each Class B Common Share, Series 2004, each Class B Common Share, Series 2006, each Class B Common Share, Series 2006-2, each Class B Common Share, Series 2007-1, each Class B Common Share, Series 2007-2, each Class B Common Share, Series 2008-1, each Class B Common Share, Series 2008-2, each Class B Common Share, Series 2009-3, each Class B Common Share, Series 2009-4, each Class B Common Share, Series 2009-5, each Class B Common Share, Series 2009-6, each Class B Common Share, Series 2010-1, each Class B Common Share, Series 2010-2, each Class B Common Share, Series 2010-3, each Class B Common Share, Series 2011-1, each Class B Common Share, Series 2012-1, each Class B Common Share, Series 2012-2, each Class B Common Share, Series 2013-1, and each Super B Share into one (1) subordinate voting share.
 - (iv) By canceling all the authorized but unissued Class A Common Shares, Class A.1 Common Shares, all series of Class B Common Shares, Class B Common Shares, issuable in series, Super B Shares, all series of Preferred Shares and Preferred Shares, issuable in series.
 - (v) By consolidating the issued and outstanding subordinate voting shares on a 3.765:1 basis. Fractional shares issued upon such consolidation shall immediately after their issuance be repurchased by the Corporation and each registered shareholder holding such fractional shares will be entitled to receive an amount to be determined by multiplying the fraction by the offering price per share set out in the supplemented PREP prospectus of the Corporation dated May 21, 2013 relating to the initial public offering of subordinate voting shares of the Corporation.
 - (vi) By consolidating the issued and outstanding multiple voting shares on a 3.765:1 basis. Fractional shares issued upon such consolidation shall immediately after their issuance be repurchased by the Corporation and each registered shareholder holding such fractional shares will be entitled to receive an amount to be determined by multiplying the fraction by the offering price per share set out in the supplemented PREP prospectus of the Corporation dated May 21, 2013

relating to the initial public offering of subordinate voting shares of the Corporation.

- B. Section 3 of the articles of amalgamation of the Corporation, as amended, is deleted and replaced by the attached Schedule A.
- C. Section 5 of the articles of amalgamation of the Corporation is deleted and replaced by the following:

5. Number (or minimum and maximum number of directors)

Minimum: 3, maximum: 15

- D. Section 7 of the articles of amalgamation of the Corporation is deleted and replaced by the following:

7. Other provisions, if any

The directors may appoint one or more additional directors, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

SCHEDULE A

The classes and any maximum number of shares that the Corporation is authorized to issue:

- Unlimited number of multiple voting shares (the "Multiple Voting Shares") and subordinate voting shares (the "Subordinate Voting Shares"); and
- Unlimited number of preferred shares issuable in one or more series (the "Preferred Shares").

1. Subordinate Voting Shares and Multiple Voting Shares

The rights, privileges, restrictions and conditions attaching to the Subordinate Voting Shares and the Multiple Voting Shares shall be as follows:

- 1.1. *Dividends; Rights on Liquidation, Dissolution, or Winding-Up.* The Subordinate Voting Shares and the Multiple Voting Shares shall be subject to and subordinate to the rights, privileges, restrictions and conditions attaching to the Preferred Shares and shall rank *pari passu*, share for share, as to the right to receive dividends and to receive the remaining property and assets of the Corporation on dissolution. For the avoidance of doubt, holders of Subordinate Voting Shares and Multiple Voting Shares shall, subject always to the rights of the holders of Preferred Shares, be entitled to receive (i) such dividends as the Board of Directors of the Corporation shall determine, and (ii) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs, the remaining property and assets of the Corporation, in the case of (i) and (ii) an identical amount per share, at the same time and in the same form (whether in cash, in specie or otherwise) as if such shares were of one class only, provided, however, in the event of a payment of a dividend in the form of Shares, holders of Subordinate Voting Shares shall receive Subordinate Voting Shares and holders of Multiple Voting Shares shall receive Multiple Voting Shares.
- 1.2. *Meetings and Voting Rights.* Each holder of Multiple Voting Shares and each holder of Subordinate Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings of which only holders of another particular class or series shall have the right to vote. At each such meeting, each Multiple Voting Share shall entitle the holder thereof to six (6) votes and each Subordinate Voting Share shall entitle the holder thereof to one (1) vote.
- 1.3. *Subdivision or Consolidation.* No subdivision or consolidation of the Subordinate Voting Shares or the Multiple Voting Shares shall be carried out unless, at the same time, the Multiple Voting Shares or the Subordinate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and, in such event, the rights, privileges, conditions and restrictions then attached to the Subordinate Voting Shares and the Multiple Voting Shares shall

also apply to the Subordinate Voting Shares and the Multiple Voting Shares as subdivided or consolidated.

1.4. *Conversion.* The Subordinate Voting Shares cannot be converted into any other class of shares. Each outstanding Multiple Voting Share may at any time, at the option of the holder, be converted into one Subordinate Voting Share, on the following basis:

1.4.1. The conversion privilege for which provision is made in subsection 1.4 shall be exercised by notice in writing given to the transfer agent of the Corporation, if one exists, and if not, to the Secretary of the Corporation, accompanied by a certificate or certificates representing the Multiple Voting Shares in respect of which the holder desires to exercise such conversion privilege. Such notice shall be signed by the holder of the Multiple Voting Shares in respect of which such conversion privilege is being exercised, or by the duly authorized representative thereof, and shall specify the number of Multiple Voting Shares which such holder desires to have converted. The holder shall also pay any governmental or other tax imposed in respect of such conversion. The conversion of the Multiple Voting Shares into Subordinate Voting Shares shall take effect upon receipt by the transfer agent of the Corporation, if one exists, and if not, by the Secretary of the Corporation of the conversion notice accompanied by the certificate or certificates representing the Multiple Voting Shares in respect of which the holder desires to exercise such conversion privilege.

1.4.2. Upon receipt of such notice and certificate or certificates, the Corporation shall, at its expense, effective as of the date of such receipt, issue or cause to be issued a certificate or certificates representing outstanding Subordinate Voting Shares upon the basis above prescribed to the holder of such Multiple Voting Shares. If less than all of the Multiple Voting Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate representing the Multiple Voting Shares represented by the original certificate which are not to be converted.

1.4.3. The right of a registered holder of Multiple Voting Shares to convert such shares into Subordinate Voting Shares shall be deemed to have been exercised, and the registered holder of the Multiple Voting Shares to be converted (or any person or persons in whose name or names such registered holder shall have directed Subordinate Voting Shares to be registered) shall be deemed to have become a holder of Subordinate Voting Shares of record for all purposes, on the date of surrender of the certificate(s)

representing the Multiple Voting Shares to be converted accompanied by notice in writing as referred to above or, in the case of automatic conversion pursuant to subsection 1.5 hereof, on the date the holder of Multiple Voting Shares is deemed to have exercised his, her or its right to convert.

1.5. *Automatic Conversion.*

1.5.1. Upon the first date that any Multiple Voting Share shall be held other than by a Permitted Holder (as defined below), such holder, without any further action, shall automatically be deemed to have exercised his, her or its rights under subsection 1.4 to convert all of the Multiple Voting Shares held by such holder into fully paid and non-assessable Subordinate Voting Shares, on a share for share basis.

1.5.2. In addition, all Multiple Voting Shares, regardless of the holder thereof, will convert automatically into Subordinate Voting Shares at such time as Permitted Holders that hold Multiple Voting Shares no longer hold and own, collectively, directly or indirectly, more than 15% of the beneficial ownership interests in the aggregate number of outstanding Multiple Voting Shares and Subordinate Voting Shares (it being understood that the number of Multiple Voting Shares shall be added to the number of Subordinate Voting Shares for the purposes of such calculation).

1.5.3. For purposes of this subsection 1.5, the following terms shall have the following respective meanings:

"Affiliate" means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, such specified Person.

"Members of the Immediate Family" means with respect to any individual, each spouse (whether by marriage or civil union) or common law partner (as defined in the *Income Tax Act* (Canada)) or child or other descendants (whether by birth or adoption) of such individual, each spouse (whether by marriage or civil union) or common law partner (as defined in the *Income Tax Act* (Canada)) of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons, and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or

similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the *Income Tax Act* (Canada) as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual.

"Permitted Holder" means (i) Janine Bombardier, Claire Bombardier Beaudoin, Laurent Beaudoin, Huguette Bombardier Fontaine, Jean-Louis Fontaine and J.R. André Bombardier and the Members of the Immediate Family of each such individual; (ii) any Person controlled, directly or indirectly, by one or more of the Persons referred to in clause (i) above; (iii) Bain Capital Luxembourg Investments S.à.r.l and any of its Affiliates and; (iv) Caisse de dépôt et placement du Québec and any of its Affiliates.

"Person" means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company.

For purposes of this subsection 1.5.3, a Person is "controlled" by another Person or other Persons if: (i) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate at least 66% of the votes for the election of directors and representing in the aggregate at least 66% of the participating (equity) securities are held, other than by way of security only (but excluding foreclosure or realization and without transferring any voting rights), directly or indirectly, by or solely for the benefit of the other Person or Persons; and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (ii) in the case of a Person that is not a company or other body corporate, at least 66% of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and "controls", "controlling" and "under common control with" shall be interpreted accordingly.

1.6. *Certain Class Votes.*

- 1.6.1 Without limiting other rights at law of any holders of Multiple Voting Shares or Subordinate Voting Shares to vote separately as a class or the provisions of subsection 1.6.2 hereof, neither the

holders of the Multiple Voting Shares nor the holders of the Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the Articles of the Corporation in the case of an amendment of the kind referred to in paragraph (a) of subsection 176(1) of the *Canada Business Corporations Act* (the "Act") and, as regards the creation of additional classes of preferred shares which are non-voting, paragraph (e) of subsection 176(1) of the Act.

1.6.2 Any amalgamation, arrangement, business combination or sale, lease, exchange or transfer of all or substantially all the property of the Corporation (as such expressions are interpreted for the purposes of the Act) in connection with which or following which, any holder of Multiple Voting Shares would, directly or indirectly, receive or be entitled to receive consideration, money, property or securities of greater value per share or different in kind than the consideration or distribution available to holders of Subordinate Voting Shares (a "Transaction") must be approved by a resolution passed by a majority of the votes cast at a shareholders meeting by the holders of Subordinate Voting Shares present in person, or represented by proxy, voting separately as a class (excluding any votes attached to Subordinate Voting Shares held by a holder of Multiple Voting Shares) in respect of that resolution, unless the holders of Subordinate Voting Shares are otherwise already entitled to vote separately as a class in respect of such Transaction under any applicable law (including, without limitation, securities laws in any jurisdiction, together with the rules, regulations, orders and notices made thereunder and the local, uniform and national published instruments and policies adopted by the securities regulatory authority in such jurisdiction, as applied and interpreted by such securities regulatory authority) or the rules, notices, policies or procedures or any decision of any applicable stock exchange. For greater certainty, Section 190 of the Act shall not apply for any Transaction in respect of which a class vote is required as a result of the application of this subsection.

1.7. *Right to Subscribe.* In the event, subsequent to the initial public offering of the Corporation's Subordinate Voting Shares, of any distribution or issuance, including (unless such a dividend is declared and payable in respect of Multiple Voting Shares pursuant to subsection 1.1 hereinabove) by way of a share dividend, (a "Distribution") of voting shares of the Corporation (other than Multiple Voting Shares, Subordinate Voting Shares issued upon the conversion of Multiple Voting Shares or voting shares issued pursuant to the exercise of a right attached to any security of the Corporation issued prior to the Distribution) (the "Voting Shares") or of securities convertible or exchangeable into Voting Shares or giving the right to acquire Voting Shares (other than options or other securities issued under compensatory plans or other plans to purchase Voting

Shares or any other securities of the Corporation in favour of the management, directors, employees or consultants of the Corporation) (the "Convertible Securities" and, together with the Voting Shares, the "Distributed Securities"), the Corporation shall issue to the holder(s) of Multiple Voting Shares rights to subscribe for that number of Multiple Voting Shares, or, as the case may be, for securities convertible or exchangeable into or giving the right to acquire, on the same terms and conditions, including subscription or exercise price, as applicable, *mutatis mutandis* (except for the ultimate underlying securities which shall be Multiple Voting Shares), as those stipulated in the Convertible Securities, that number of Multiple Voting Shares, respectively, which carry, in the aggregate, a number of voting rights sufficient to fully maintain the proportion of total voting rights (on a fully diluted basis) associated with the then outstanding Multiple Voting Shares (the "Rights to Subscribe").

The Rights to Subscribe shall be issued to the holder(s) of Multiple Voting Shares in a proportion equal to their respective holdings of Multiple Voting Shares and shall be issued concurrently with the completion of the Distribution of the applicable Distributed Securities as contemplated in the above paragraph. To the extent that any such Rights to Subscribe are exercised, in whole or in part, the securities underlying such Rights to Subscribe (the "Subscription Securities") shall be issued and must be paid for concurrently with the completion of the Distribution and payment to the Corporation of the issue price for the Distributed Securities, at the lowest price permitted by the applicable securities and stock exchange regulations and subject (as to such price) to the prior consent of the exchanges but at a price not lower than (i) if the Distributed Securities are Subordinate Voting Shares, the price at which Subordinate Voting Shares are then being issued or distributed, (ii) if the Distributed Securities are Convertible Securities, the price at which the applicable Convertible Securities are then being issued or distributed; and (iii) if the Distributed Securities are Voting Shares other than Subordinate Voting Shares, the higher of (a) the weighted average price of the transactions on the Subordinate Voting Shares on the Toronto Stock Exchange (or such other primary stock exchange on which they are listed, as the case may be) for the 20 trading days preceding the Distribution of such Voting Shares or of (b) the weighted average price of transactions on the Subordinate Voting Shares on the Toronto Stock Exchange (or such other primary stock exchange on which they are listed, as the case may be), the trading day before the Distribution of such Voting Shares.

The privileges attached to Subscription Securities which are securities convertible or exchangeable into or giving the right to acquire Multiple Voting Shares shall only be exercisable if and whenever the same privileges attached to the Convertible Securities are exercised and shall not result in the issuance of a number of Multiple Voting Shares which increases the proportion (as in effect immediately prior to giving effect to the completion of the Distribution) of total voting rights associated with the Multiple Voting Shares after giving effect to the exercise by the holder(s) of the privileges attached to such Convertible Securities.

Subordinate Voting Shares have no pre-emptive or subscription rights to purchase any securities of the Corporation.

An issuance of participating (equity) securities will not be rendered invalid due to a failure by the Corporation to comply with the provisions of this subsection 1.7.

The right to receive Rights to Subscribe pursuant to this subsection 1.7, and the legal or beneficial ownership of the Rights to Subscribe issued pursuant to this subsection 1.7, may be assigned in whole or in part among Permitted Holders, provided that written notice of any such assignment shall be sent promptly to the other holders of Multiple Voting Shares and the Corporation.

- 1.8. *Single Class.* Except as otherwise provided above, Subordinate Voting Shares and Multiple Voting Shares are equal in all respects and shall be treated as shares of a single class for all purposes under the Act.
- 1.9. *Certain Amendments.* In addition to any other voting right or power to which the holders of Subordinate Voting Shares shall be entitled by law or regulation or other provisions of the Articles of the Corporation from time to time in effect, but subject to the provisions hereof, holders of Subordinate Voting Shares shall be entitled to vote as a separate class, in addition to any other vote of shareholders that may be required, on approval of any alteration, repeal or amendment of the Articles of the Corporation which would adversely affect the powers, preferences or rights of the holders of Subordinate Voting Shares, including an amendment to the terms of the Articles of the Corporation that provide that any Multiple Voting Shares sold or transferred to a Person that is not a Permitted Holder shall be automatically converted into Subordinate Voting Shares.
- 1.10. *Issuance of Additional Multiple Voting Shares after the Closing of the IPO.* Subject to the provisions hereof, the Corporation may not issue additional Multiple Voting Shares without the approval of at least two-thirds of the votes cast at a meeting of the holders of Subordinate Voting Shares duly held for that purpose; provided, however, that such approval is not required in connection with a subdivision or conversion on a *pro rata* basis as between the Subordinate Voting Shares and the Multiple Voting Shares or the issuance of Multiple Voting Shares pursuant to the exercise of Rights to Subscribe.

2. Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, are as follows:

- 2.1. *Directors' Right to Issue One or More Series.* The Preferred Shares may at any time and from time to time be issued in one or more series. Prior to the issue of Preferred Shares of any series, the directors of the Corporation shall, subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares as a class, the articles of the Corporation and the provisions of the Act, by

resolution amend the articles of the Corporation to fix the number of Preferred Shares in such series and determine the designation of, and the rights, restrictions, privileges and conditions attached to, the Preferred Shares of such series including, without limitation:

- (a) the rate, amount or method of calculation of any dividends and whether any dividends are subject to adjustment;
- (b) whether any dividends are cumulative, partly cumulative or non-cumulative;
- (c) the dates, manner and currency of payments of any dividends and the date from which any dividends accrue or become payable;
- (d) if redeemable or purchasable (whether at the option of the Corporation or the holder or otherwise), the redemption or purchase prices and currency or currencies thereof and the terms and conditions of redemption or purchase, with or without any provision for sinking or similar funds;
- (e) any conversion, exchange or reclassification rights; and
- (f) any other terms not inconsistent with these provisions;

the whole subject to receipt by the Director appointed under the Act of articles of amendment designating and fixing the number of Preferred Shares in such series and setting forth the rights, privileges, restrictions and conditions attached thereto and the issue by the Director of a certificate of amendment with respect thereto.

2.2. **Ranking of Preferred Shares of Each Series.** The Preferred Shares of each series shall with respect to the payment of dividends and the distribution of the assets of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation for the purpose of winding up its affairs, rank (a) on a parity with the Preferred Shares of every other series and (b) senior to the Multiple Voting Shares, Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares. The Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Multiple Voting Shares, Subordinate Voting Shares and the shares of any other class ranking junior to the Preferred Shares as may be fixed in accordance with subsection 2.1 above.

2.3. **Voting Rights.** Except as hereinafter specifically provided, as required by the Act, by law or as may be required by an order of a court of competent jurisdiction or in accordance with any voting rights which may be attached to any series of Preferred Shares, the holders of Preferred Shares shall not be entitled as such to receive notice of, or attend, any meeting of shareholders of the Corporation and shall not be entitled to vote at any meeting; provided however that the holders of

Preferred Shares shall be entitled to receive notice of meetings of shareholders of the Corporation called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation.

- 2.4. *Amendment with Approval of Holders of Preferred Shares.* The rights, privileges, restrictions and conditions attached to the Preferred Shares as a class may be added to, removed or changed only with the approval of the holders of Preferred Shares given in accordance with the requirements of the Act and the minimum requirements provided for in subsection 2.5 hereof.
- 2.5. *Approval of Holders of Preferred Shares.* The approval of the holders of Preferred Shares as a class to any matters referred to in these provisions may be given as specified below:
- (a) **Approval and Quorum:** Any approval required to be given by the holders of Preferred Shares shall be deemed to have been sufficiently given if it shall have been given by a resolution signed by all the holders of the then outstanding Preferred Shares or by a resolution passed by the affirmative vote of not less than 66 $\frac{2}{3}$ % of the votes cast by holders of Preferred Shares who voted in respect of that resolution at a meeting of the holders of Preferred Shares called and held for such purpose in accordance with the by-laws of the Corporation at which holders of not less than twenty-five percent (25%) of the then outstanding Preferred Shares are present in person or represented by proxy; provided that, if at any such meeting a quorum is not present within one-half hour after the time appointed for such meeting, the meeting shall be adjourned to the same day in the next week at the same time and to such place as the chairman of the meeting may determine and, subject to the provisions of the Act, it shall not be necessary to give notice of such adjourned meeting. At such adjourned meeting the holders of Preferred Shares present in person or represented by proxy shall constitute a quorum and may transact the business for which the meeting was originally called and a resolution passed thereat by the affirmative vote of not less than 66 $\frac{2}{3}$ % of the votes cast by the holders of Preferred Shares at such meeting shall constitute the approval of the holders of Preferred Shares.
- (b) **Votes:** Each holder of Preferred Shares shall be entitled to one vote in respect of each Preferred Share held.

Subject to the foregoing, the formalities to be observed with respect to proxies, the giving or waiving of notice of any such meeting and the conduct thereof shall be those from time to time prescribed in the Act and the by-laws of the Corporation with respect to meetings of shareholders.

- 2.6. *Shares Issued in Series with Identical Rights.* Where Preferred Shares are issued in more than one series with identical rights, privileges, restrictions, conditions

and designations attached thereto, all such series of Preferred Shares shall rank *pari passu* and participate equally and proportionately without discrimination or preference as if all such series of Preferred Shares had been issued simultaneously and all such series of Preferred Shares may be designated as one series.

2.7. **Limitations.** Subject to the provisions of the Act, the holders of Preferred Shares or any series thereof shall not, unless the rights, privileges, restrictions and conditions attached to the Preferred Shares as a class or to any particular series thereof provide to the contrary, be entitled to vote separately as a class or series on, or to dissent in respect of, any proposal to amend the articles of the Corporation to:

- (a) increase or decrease any maximum number of authorized Preferred Shares or any series thereof, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Preferred Shares or any series thereof;
- (b) effect an exchange, reclassification or cancellation of all or part of the Preferred Shares or any series thereof; or
- (c) create a new class or series of shares equal or superior to the Preferred Shares or any series thereof.