CORPORATE ACCESS NUMBER: 205929011

Alberta

BUSINESS CORPORATIONS ACT

# CERTIFICATE

# OF

# AMENDMENT AND REGISTRATION

# OF RESTATED ARTICLES

**BATTERY & WIRELESS SOLUTIONS INC.**
AMENDED ITS ARTICLES ON 2004/07/20.

REGISTRAR OF CORPORATIONS

CORPORATE ACCESS NUMBER: 205929011

Alberta

**BUSINESS CORPORATIONS ACT**

# CERTIFICATE

# OF

# AMENDMENT AND REGISTRATION

# OF RESTATED ARTICLES

**BATTERY & WIRELESS SOLUTIONS INC.**
AMENDED ITS ARTICLES ON 2003/02/28.

REGISTRAR OF CORPORATIONS

Alberta
GOVERNMENT OF ALBERTA

**CORPORATE ACCESS NUMBER**

20592901

**BUSINESS CORPORATIONS ACT**

# CERTIFICATE OF AMENDMENT

DINOSAUR ENERGY LTD.

CHANGED ITS NAME TO **BATTERY & WIRELESS SOLUTIONS INC.**

ON OCTOBER 23, 1996.

REGISTRIES
FORTIS ET LIBER
GOVERNMENT OF ALBERTA

Registrar of Corporations

20592901
Corporate Access No.

CORPORATE REGISTRY

Form 34

# CERTIFICATE

The Registrar of Corporations for the Province of Alberta, Canada, hereby certifies that the documents annexed to this certificate, and relating to

**- DINOSAUR ENERGY LTD. -**

are true and accurate copies of documents which are on the file maintained in this office.

GIVEN UNDER HIS SEAL of office in the Province of Alberta, this thirty-first day of January, 1995.

MUNICIPAL AFFAIRS GOVERNMENT OF ALBERTA

Registrar of Corporations

REG 3066 (94/10) CCA-06-102

**CORPORATE ACCESS NUMBER**

20592901

Alberta

**BUSINESS CORPORATIONS ACT**

# CERTIFICATE
# OF
# AMENDMENT

GG CAPITAL GROUP INC.

CHANGED ITS NAME TO **GG RESOURCE GROUP INC.** ON MARCH 31, 1994.

Registrar of Corporations

CCA-06-102
(Rev 11/91)

**CORPORATE ACCESS NUMBER**

20592901

Alberta

BUSINESS CORPORATIONS ACT

# CERTIFICATE
# OF
# INCORPORATION

**GG CAPITAL GROUP INC.**

WAS INCORPORATED IN ALBERTA ON DECEMBER 16, 1993

Registrar of Corporations

CCA-06-102
(Rev 11/91)

SCHEDULE "C"
OF THE
ARTICLES OF INCORPORATION
OF
BATTERY & WIRELESS SOLUTIONS INC.

(a) A shareholder or any other person entitled to attend a meeting of shareholders may participate in the meeting by means of telephone or other telecommunication facilities that permit all persons participating in the meeting to hear each other (if all the shareholders entitled to vote at the meeting consent) and a person participating in such a meeting by those means is deemed to be present at the meeting.

(b) If all the Directors of the Corporation consent, a Director may participate in a meeting of the board or a committee of the board by means of such telephone or other telecommunication facilities that permit all persons participating in such a meeting by those means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

(c) The Board of Directors may from time on behalf of the Corporation without authorization of the shareholder:

(i) borrow money upon the credit of the Corporation;

(ii) issue, re-issue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation whether secured or unsecured;

(iii) to the extent permit by the Act, give a guarantee on behalf of the Corporation tosecure performance of any present or future indebtedness, liability or obligation of any persons; and

(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, moveable or immoveable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, note or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

(v) Raise and assist in raising money for, and to add by way of bonus, loan, promise, endorsement, guarantee or otherwise any person or Corporation whether or not the Corporation has business relations with that person or Corporation and to guarantee the performance or fulfilment of any contracts or obligations of any such person or Corporation, and in particular to guarantee the payment of the principal of an interest on securities, mortgages and liabilities of any such person or Corporation.

(vi) The Directors may delegate the powers contained in this Article to such officers or directors fo the Corporation and to such extent and in such manner as may be set out in the By-Laws.

(vii) Lend to or guarantee, with or without security, the contracts of any person or Corporation, wheresoever incorporating, having dealings or business relations with the Corporation or with whom the Corporation proposes to have dealings or business relations, the contracts of any person or Corporation proposing to buy or won shares of capital stock of the Corporations securing or evidencing an obligation in respect of the purchase price thereof or facilitating or evidencing any borrowing by such person or Corporation in respect of the purchase price of such shares, or otherwise.

(d) The Directors may, by resolution, make, amend or repeal any By-Laws that regulate the business or affairs of the Corporation.

(e) A resolution in writing either ordinary or special signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the Shareholders.

(f) A resolution in writing either ordinary or special signed by all the Directors entitled to vote on that resolution at a meeting of the Directors or a committee of Directors, if any, is as valid as if it had been passed at a meeting of the Directors or the Committee of Directors if any.

(g) The Corporation may hold shareholders' meetings anywhere in Canada.

**SCHEDULE "A"**

**TO THE ARTICLES OF AMENDMENT OF**

**BATTERY & WIRELESS SOLUTIONS INC. (the "Corporation")**

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, which shares shall be subject to the rights, privileges, restrictions and conditions set out below.

**COMMON SHARES**

(a) The holders of Common Shares shall be entitled to vote at any meeting of the shareholders of the Corporation;

(b) The holders of Common Shares shall be entitled to receive such dividend declared by the Corporation for the benefit of the Common Shares; and

(c) The holders of the Common Shares shall be entitled to receive the remaining property of the Corporation on dissolution after the creditors of the Corporation and the holders of the Preferred Shares outstanding at the time have been satisfied.

**PREFERRED SHARES**

(a) Directors' Right to Issue 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 the issue thereof, be determined by resolution of the board of directors of the Corporation;

(b) Directors' Right To Fix Terms of Each Series

The directors of the Corporation shall, by ordinary resolution, fix from time to time before the issue thereof the designation, price, restrictions, conditions and limitations 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 thereof, the redemption or purchase prices and terms and conditions of redemption or purchase, any voting rights, any conversion rights and any sinking fund or other provisions;

(c) Ranking of Preferred Shares

The Preferred Shares of each series shall rank, both as regards to dividends and return of capital, in priority to all other shares of the Corporation. The Preferred Shares of any series may also give such other preferences over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares, as may be fixed in accordance with subsection 2(b) hereof; provided, however, that no rights, privileges, restrictions or conditions attached to a series of shares shall confer on a series a priority in respect of voting, dividends or return of capital over any other series of shares of the same class that are then outstanding.

**PREFERRED SHARES, SERIES "A"**

The Corporation is authorized to issue an unlimited number of Preferred Shares, Series "A" (the "Series "A" Shares") and the Series "A" Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Voting: Except as provided by the Business Corporations Act (Alberta) the holders of the Series "A" Shares without nominal or par value shall not be entitled to receive notice of, to vote at or attend meetings of the shareholders of the Corporation.

(b) To receive, in each year, out of any or all profits or surplus available for dividends non-cumulative dividends at a rate of six percent (6%) per year, payable quarterly on the Fixed Amount. Any dividend payable is payable, in the discretion of the Directors, at the rate set by them, and in preference and priority to any dividends on the Common Shares.

(c) To receive, on the liquidation, dissolution, winding-up or other distribution of the assets of the Corporation among its shareholders for the purpose of windingup its affairs and before distribution of any part of the assets of the Corporation to holders of the Common Shares, an amount equal to the Redemption Amount, as hereinafter defined. The holders shall not be entitled to share any further in the distribution of the profits, property or assets of the Corporation.

(d) The redemption price for each Series "A" Share shall be a fixed amount (the "Fixed Amount") of $0.13 plus any declared but unpaid dividends thereon (both referred to as the "Redemption Amount").

(e) By resolution of the Directors, all or any part of the Series "A" Shares at any time outstanding may, at any time and from time to time, be redeemed or repurchased by the Corporation on the date fixed by such resolution at an amount equal to the Redemption Amount. However, any Series "A" Shares outstanding on the third anniversary of their issuance shall be automatically deemed to be redeemed or repurchased by the Corporation at an amount equal to the Redemption Amount.

(f) If the Directors resolve to redeem or repurchase any of the Series "A" Shares or on the third anniversary of their issuance, an amount sufficient to redeem or repurchase those Series "A" Shares to be redeemed or repurchased shall be deposited by the Corporation with any trust company or chartered bank or be sent to the address specified in the notice or specified in the Directors' Resolution, on or before the date so fixed for the redemption or repurchase. The holder shall have no rights against the Corporation in respect to these Series "A" Shares except, upon surrender of certificates for Series "A" Shares, to receive payment of the money so deposited.

(g) If part only of the then outstanding Series "A" Shares is at any time to be redeemed or repurchased by resolution of the Directors, the Series "A" Shares to be redeemed or repurchased shall be taken from the holders of the Series "A" Shares pro rata according to the number of Series "A" Shares held by each. If this procedure results in leaving a fractional part of a Series "A" Share outstanding, such fractional part shall also be redeemed or repurchased by Corporation.

(h) A Series "A" Share cannot be redeemed or repurchased for an amount greater than the Redemption Amount nor can it be redeemed or repurchased for an amount less than the lesser of the Redemption Amount and the net realizable value, in cash, of the assets of the Corporation at the time of redemption or repurchase available to be distributed to the holder of that Series "A" Share.

(i) Notwithstanding paragraph (d), if the fair market value of any property received as consideration for the issuance of any Series "A" Shares should be determined (the "Adjusted Fair Market Value") whether:

(i) by a tribunal or court of competent jurisdiction;

(ii) by agreement between the Corporation and the Canada Customs and Revenue Agency; or

(iii) by agreement between the Corporation and the holders of the Series "A" Shares,

to be different from the fair market value determined at the time such Series "A" Shares were issued (the "Fair Market Value") then subject to the Business Corporations Act (Alberta), the Directors, on behalf of the Corporation, shall ensure that the Fixed Amount shall be increased or decreased, as the case requires, by an amount equal to the difference between the Adjusted Fair Market Value and the Fair Market Value divided by the original number of Series "A" Shares issued. This adjustment shall be made retroactively effective as of the date of issuance of the Series "A" Shares.

(j) If an adjustment is made to the Fixed Amount pursuant to paragraph (i), and if the Directors decide an adjustment to the stated capital of Series "A" Shares is required, then subject to the provision of the Business Corporations Act (Alberta), the stated capital of the Series "A" Shares shall be adjusted retroactively to the date or dates of issuance of the Series "A" Shares and to the amount determined by the Directors.

(k) If dividends are paid on the Series "A" Shares between the date of issue and the actual date of any adjustment provided for in paragraph (i), then forthwith upon any adjustment being made pursuant to paragraph (i), an amount shall be paid by the Corporation or by the recipient of the dividend on the Series "A" Shares, as the case may be. The amount payable shall be equal to the difference between the amount of the dividend actually received and the amount of the dividend which would have been received if the adjustment, pursuant to paragraph (i), had actually been made at the date of issuance of the Series "A" Shares.

(l) If any Series "A" Shares are redeemed or repurchased before the actual date of any adjustment provided for in paragraph (i), then forthwith upon any adjustment being made, pursuant to paragraph (i), an amount shall be paid by the Corporation or the person whose Series "A" Shares were redeemed or repurchased, as the case may be. The amount payable shall be equal to the difference between the Redemption Amount actually paid on the redemption or repurchase of the Series "A" Shares and Redemption Amount which would have been paid on the redemption or repurchase of the redeemed or repurchased Series "A" Shares if the adjustment pursuant to paragraph (i) had actually been made at the date of issuance of the redeemed Series "A" Shares.

(m) No distribution shall be made to the holders of any of the Common Shares of the Corporation if such distribution would result in the Corporation having insufficient net assets to redeem or purchase the Series "A" Shares. For the purpose of this clause,

  (i) "net assets" of the Corporation means the amount for which the assets of the Corporation could be realized in cash at that time less the liabilities of the Corporation at that time; and

  (ii) "distribution" means any declaration, payment or distribution to or to the account of any holders of any Common Shares of the Corporation, now or hereafter outstanding by way of:

    (1) dividends in cash or specie, except dividends payable in shares of any class of share of the Corporation; or

    (2) purchase, redemption or other retirement of any outstanding shares except when such purchase, redemption or other retirement is paid for out of the proceeds of a fresh issue of shares made of that purpose.

(n) Conversion: The holder shall have the right at any time to convert each Series "A" Share for a unit of the Corporation for no additional consideration. Each unit shall consist of one common share of the Corporation and one purchase warrant. Each purchase warrant shall allow the holder to acquire a further common share of the

Corporation within two (2) years of issuance of the purchase warrant for the purchase price of $0.13 per common share of the Corporation.

Each Series "A" Share shall be converted on the basis of one unit for each Series "A" Share until the second anniversary of the issuance of the Series "A" Shares and .72 units for each Series "A" Share until the third anniversary of the issuance of the Series "A" Share. No partial units shall be issued, all issuances of units shall be rounded down to the nearest whole unit.

Such conversion rights shall be subject to adjustment reflecting any consolidation or split of the common shares of the Corporation.

**SCHEDULE "A"**

**TO THE ARTICLES OF AMENDMENT OF**

**BATTERY & WIRELESS SOLUTIONS INC.**

**PREFERRED SHARES, SERIES "A"**

The Corporation is authorized to issue an unlimited number of Preferred Shares, Series "A" (the "Series "A" Shares") and the Series "A" Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) Voting: Except as provided by the Business Corporations Act (Alberta) the holders of the Series "A" Shares without nominal or par value shall not be entitled to receive notice of, to vote at or attend meetings of the shareholders of the Corporation.

(b) To receive, in each year, out of any or all profits or surplus available for dividends non-cumulative dividends at a rate of six percent (6%) per year, payable quarterly on the Fixed Amount. Any dividend payable is payable, in the discretion of the Directors, at the rate set by them, and in preference and priority to any dividends on the Common Shares.

(c) To receive, on the liquidation, dissolution, winding-up or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs and before distribution of any part of the assets of the Corporation to holders of the Common Shares, an amount equal to the Redemption Amount, as hereinafter defined. The holders shall not be entitled to share any further in the distribution of the profits, property or assets of the Corporation.

(d) The redemption price for each Series "A" Share shall be a fixed amount (the "Fixed Amount") of $0.13 plus any declared but unpaid dividends thereon (both referred to as the "Redemption Amount").

(e) By resolution of the Directors, all or any part of the Series "A" Shares at any time outstanding may, at any time and from time to time, be redeemed or repurchased by the Corporation on the date fixed by such resolution at an amount equal to the Redemption Amount. However, any Series "A" Shares outstanding on the third anniversary of their issuance shall be automatically deemed to be redeemed or repurchased by the Corporation at an amount equal to the Redemption Amount.

(f) If the Directors resolve to redeem or repurchase any of the Series "A" Shares or on the third anniversary of their issuance, an amount sufficient to redeem or repurchase those Series "A" Shares to be redeemed or repurchased shall be deposited by the Corporation with any trust company or chartered bank or be sent to the address specified in the notice or specified in the Directors' Resolution, on or before the date so fixed for the redemption or repurchase. The holder shall have no rights against the Corporation in respect to these Series "A" Shares except, upon surrender of certificates for Series "A" Shares, to receive payment of the money so deposited.

(g) If part only of the then outstanding Series "A" Shares is at any time to be redeemed or repurchased by resolution of the Directors, the Series "A" Shares to be redeemed or repurchased shall be taken from the holders of the Series "A" Shares pro rata according to the number of Series "A" Shares held by each. If this procedure results in leaving a fractional part of a Series "A" Share outstanding, such fractional part shall also be redeemed or repurchased by Corporation.

(h) A Series "A" Share cannot be redeemed or repurchased for an amount greater than the Redemption Amount nor can it be redeemed or repurchased for an amount less than the lesser of the Redemption Amount and the net realizable value, in cash, of the assets of the Corporation at the time of redemption or repurchase available to be distributed to the holder of that Series "A" Share.

(i) Notwithstanding paragraph (d), if the fair market value of any property received as consideration for the issuance of any Series "A" Shares should be determined (the "Adjusted Fair Market Value") whether:

(i) by a tribunal or court of competent jurisdiction;

(ii) by agreement between the Corporation and the Canada Customs and Revenue Agency; or

(iii) by agreement between the Corporation and the holders of the Series "A" Shares,

to be different from the fair market value determined at the time such Series "A" Shares were issued (the "Fair Market Value") then subject to the Business Corporations Act (Alberta), the Directors, on behalf of the Corporation, shall ensure that the Fixed Amount shall be increased or decreased, as the case requires, by an amount equal to the difference between the Adjusted Fair Market Value and the Fair Market Value divided by the original number of Series "A" Shares issued. This adjustment shall be made retroactively effective as of the date of issuance of the Series "A" Shares.

(j) If an adjustment is made to the Fixed Amount pursuant to paragraph (i), and if the Directors decide an adjustment to the stated capital of Series "A" Shares is required, then subject to the provision of the Business Corporations Act (Alberta), the stated capital of the Series "A" Shares shall be adjusted retroactively to the date or dates of issuance of the Series "A" Shares and to the amount determined by the Directors.

(k) If dividends are paid on the Series "A" Shares between the date of issue and the actual date of any adjustment provided for in paragraph (i), then forthwith upon any adjustment being made pursuant to paragraph (i), an amount shall be paid by the Corporation or by the recipient of the dividend on the Series "A" Shares, as the case may be. The amount payable shall be equal to the difference between the amount of the dividend actually received and the amount of the dividend which would have been received if the adjustment, pursuant to paragraph (i), had actually been made at the date of issuance of the Series "A" Shares.

(l) If any Series "A" Shares are redeemed or repurchased before the actual date of any adjustment provided for in paragraph (i), then forthwith upon any adjustment being made, pursuant to paragraph (i), an amount shall be paid by the Corporation or the person whose Series "A" Shares were redeemed or repurchased, as the case may be. The amount payable shall be equal to the difference between the Redemption Amount actually paid on the redemption or repurchase of the Series "A" Shares and Redemption Amount which would have been paid on the redemption or repurchase of the redeemed or repurchased Series "A" Shares if the adjustment pursuant to paragraph (i) had actually been made at the date of issuance of the redeemed Series "A" Shares.

(m) No distribution shall be made to the holders of any of the Common Shares of the Corporation if such distribution would result in the Corporation having insufficient net assets to redeem or purchase the Series "A" Shares. For the purpose of this clause,

(i) "net assets" of the Corporation means the amount for which the assets of the Corporation could be realized in cash at that time less the liabilities of the Corporation at that time; and

(ii) "distribution" means any declaration, payment or distribution to or to the account of any holders of any Common Shares of the Corporation, now or hereafter outstanding by way of:

(1) dividends in cash or specie, except dividends payable in shares of any class of share of the Corporation; or

(2) purchase, redemption or other retirement of any outstanding shares except when such purchase, redemption or other retirement is paid for out of the proceeds of a fresh issue of shares made of that purpose.

(n) Conversion: The holder shall have the right at any time to convert each Series "A" Share for a unit of the Corporation for no additional consideration. Each unit shall consist of one common share of the Corporation and one purchase warrant. Each purchase warrant shall allow the holder to acquire a further common share of the Corporation within two (2) years of issuance of the purchase warrant for the purchase price of $0.13 per common share of the Corporation.

Each Series "A" Share shall be converted on the basis of one unit for each Series "A" Share until the second anniversary of the issuance of the Series "A" Shares and .72 units for each Series "A" Share until the third anniversary of the issuance of the Series "A" Share. No partial units shall be issued, all issuances of units shall be rounded down to the nearest whole unit.

Such conversion rights shall be subject to adjustment reflecting any consolidation or split of the common shares of the Corporation.

## SCHEDULE A

### THIS IS SCHEDULE A REFERRED TO IN THE FOREGOING ARTICLES OF AMENDMENT OF GG RESOURCE GROUP INC. (the "Corporation")

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, which shares shall be subject to the rights, privileges, restrictions and conditions set out below.

A. COMMON SHARES

(a) The holders of Common Shares shall be entitled to vote at any meeting of the shareholders of the Corporation;

(b) The holders of Common Shares shall be entitled to receive such dividend declared by the Corporation for the benefit of the Common Shares; and

(c) The holders of the Common Shares shall be entitled to receive the remaining property of the Corporation on dissolution after the creditors of the Corporation and the holders of the Preferred Shares outstanding at the time have been satisfied.

B. PREFERRED SHARES

(a) DIRECTORS' RIGHT TO ISSUE 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 the issue thereof, be determined by resolution of the board of directors of the Corporation;

(b) DIRECTORS' RIGHT TO FIX TERMS OF EACH SERIES

The directors of the Corporation shall, by ordinary resolution, fix from time to time before the issue thereof the designation, price, restrictions, conditions and limitations 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 thereof, the redemption or purchase prices and terms and conditions of redemption or purchase, any voting rights, any conversion rights and any sinking fund or other provisions;

(c) RANKING OF PREFERRED SHARES

The Preferred Shares of each series shall rank, both as regards dividends and return of capital, in priority to all other shares of the Corporation. The Preferred Shares of any series may also give such other preferences over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares, as may be fixed in accordance with subsection 2(b) hereof; provided, however, that no rights, privileges, restrictions or conditions attached to a series of shares shall confer on a series a priority in respect of voting, dividends or return of capital over any other series of shares of the same class that are then outstanding.

SCHEDULE "A"
TO THE
ARTICLES OF INCORPORATION
OF

**GG CAPITAL GROUP INC.**

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

The Corporation is empowered to create, alter, vary or delete classes or shares (each with or without an unlimited maximum consideration) as may from time to time be authorized by the Board of Directors subject always to the requirements under Law then in force.

Until further resolution of the Board of Directors, the following classes of shares shall exist:

(a) Unlimited Class "A" voting shares without nominal or par value which may be issued and allotted by the Corporation from time to time for such consideration as may be paid from time to time, by resolution of the Directors of the Corporation.

(b) Unlimited Class "B" shares without nominal or par value which do not carry any voting rights whatsoever, and which may be issued and allotted by the Corporation from time to time for such consideration as may be paid from time to time, by resolution of the Directors of the Corporation.

(c) Unlimited Class "C" shares without nominal or par value which do not carry any voting rights whatsoever, and which may be issued and allotted by the Corporation from time to time for such consideration as may be paid from time to time, by resolution of the Directors of the Corporation.

(d) Unlimited Class "D" shares without nominal or par value which do not carry any voting rights whatsoever, and which may be issued and allotted by the Corporation from time to time for such consideration as may be paid from time to time, by resolution of the Directors of the Corporation.

(e) Unlimited Class "E" shares without nominal or par value which may be issued and allotted by the Corporation from time to time, by resolution of the Directors of the Corporation and which shall bear the following rights:

    (i) The shares may be redeemed by the Corporation or retracted by the Shareholder at such time and at a premium set by the Corporation by resolution of the Directors at the time the shares are first issued;

(ii) The Corporation may, by resolution of the Directors, buy back the shares at the lowest price at which, in the opinion of the Directors of the Corporation, such shares are obtainable but not exceeding an amount per share equal to the premium for redemption set by the Corporation at the time the shares were first issued;

(iii) The shares will bear a fixed preferential non-cumulative cash dividend in a percentage (per annum) of the redemption amount to be set by the Corporation by resolution of the Directors at the time the shares are first issued;

(iv) The shares will be entitled to a prior return on liquidation or winding up in an amount equal to the premium set when the shares were first issued;

(v) The shares will be non-participating in profits except to the extent of the premium on redemption, retraction, buy-back, liquidation or winding up as herein defined;

(vi) The shares will have such voting rights as may be approved by the Board of Directors at the time of the first issuance of this class of shares.

**SCHEDULE "B"**
**OF THE**
**ARTICLES OF INCORPORATION**
**OF**
**GG CAPITAL GROUP INC.**

A. 1. The number of Shareholders of the Corporation, exclusive of:

(a) persons who are in its employment and are shareholders of the Corporation; and

(b) persons who, having been formerly in the employment of the Corporation, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after termination of that employment,

is limited to not more than 50 persons who are the joint registered owners of one or more shares being counted as a single shareholder.

2. Any invitation to the public to subscribe for any securities of the Corporation is prohibited.

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

C. The Corporation has a lien on the shares registered in the name of a Shareholder or his legal representative for a debt of that Shareholder to the Corporation. The Corporation may enforce such lien in accordance with its By-Laws.

D. Meetings of Shareholders of the Corporation may be held outside Alberta at any place within Canada or the United States of America as the Board of Directors of the Corporation may determine.

**SCHEDULE "C"**
**OF THE**
**ARTICLES OF INCORPORATION**
**OF**

**GG CAPITAL GROUP INC.**

(a) A shareholder or any other person entitled to attend a meeting of shareholders may participate in the meeting by means of telephone or other telecommunication facilities that permit all persons participating in the meeting to hear each other (if all the shareholders entitled to vote at the meeting consent) and a person participating in such a meeting by those means is deemed to be present at the meeting.

(b) If all the Directors of the Corporation consent, a Director may participate in a meeting of the board or a committee of the board by means of such telephone or other telecommunication facilities that permit all persons participating in such a meeting by those means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

(c) The Board of Directors may from time on behalf of the Corporation without authorization of the shareholders:

(i) borrow money upon the credit of the Corporation;

(ii) issue, re-issue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation whether secured or unsecured;

(iii) to the extent permit by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and

(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, moveable or immoveable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, note or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

(v) Raise and assist in raising money for, and to add by way of bonus, loan, promise, endorsement, guarantee or otherwise any person or Corporation whether or not the Corporation has business relations with that person or Corporation and to guarantee the performance or fulfilment of any contracts or obligations of any such person or Corporation, and in particular to guarantee the payment of the principal of an interest on securities, mortgages and liabilities of any such person or Corporation.

(vi) The Directors may delegate the powers contained in this Article to such officers or directors of the Corporation and to such extent and in such manner as may be set out in the By-Laws.

(vii) Lend to or guarantee, with or without security, the contracts of any person or Corporation, wheresoever incorporated, having dealings or business relations with the Corporation or with whom the Corporation proposes to have dealings or business relations, the contracts of any person or Corporation proposing to buy or own shares of capital stock of the Corporations securing or evidencing an obligation in respect of the purchase price thereof or facilitating or evidencing any borrowing by such person or Corporation in respect of the purchase price of such shares, or otherwise.

(d) The Directors may, by resolution, make, amend or repeal any By-Laws that regulate the business or affairs of the Corporation.

(e) A resolution in writing either ordinary or special signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the Shareholders.

(f) A resolution in writing either ordinary or special signed by all the Directors entitled to vote on that resolution at a meeting of the Directors or a committee of Directors, if any, is as valid as if it had been passed at a meeting of the Directors or the Committee of Directors if any.