BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of

GOLD WORLD RESOURCES INC.
(the "Corporation")

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ARTICLE 1 - INTERPRETATION

1.1 **Definitions -**

(a) In the by-laws of the Corporation

(i) "**Act**" means the *Business Corporations Act* (Ontario) and regulations made pursuant thereto, and any statute that may be substituted therefor, as from time to time amended, and any reference to a particular provision of the Act shall be deemed also to be a reference to any similar provision resulting from the amendment or replacement thereof;

(ii) "**appoint**" includes "elect" and vice-versa;

(iii) "**Articles**" means the "articles" as defined in the Act;

(iv) "**Board**" means the board of directors of the Corporation;

(v) "**by-laws**" means this by-law as amended or restated and all other by-laws of the Corporation from time to time in force and effect;

(vi) "**Chairperson**" means the Chairperson of the Board;

(vii) "**meeting of shareholders**" includes an annual meeting of shareholders and a special meeting of shareholders; "**special meeting of shareholders**" means a meeting of any class or classes of shareholders and a special meeting of all shareholders entitled to vote at an annual meeting of shareholders;

(viii) "**recorded address**" means, in the case of a shareholder, the shareholder's address as recorded in the securities register of the Corporation; and in the case of joint shareholders, the address appearing in such securities register in respect of such joint holding or the first address so appearing if there is more than one; in the case of a director, the director's latest address as shown in the records of the Corporation or in the most recent notice of directors or notice of change of directors as filed under the *Corporations Information Act* (Ontario), whichever is the more current; in the case of an officer or auditor, such person's address as recorded in the records of the Corporation; and in the case of the Corporation, its registered office;

(ix) "**contracts, documents or instruments in writing**" include, without limitation, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, movable or immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities and all paper writings;

(x) "**Signing Officer**" means, in relation to any contracts, documents or instruments in writing, any person authorized to sign the same on behalf of the Corporation by section 2.2 or by any resolution passed pursuant thereto and, with respect to certificates for shares of the Corporation, means any person authorized to sign the same on behalf of the Corporation by or pursuant to section 7.7; and

(xi) "**Unanimous Shareholder Agreement**" means a written agreement among all the shareholders of the Corporation or among all such shareholders and a person who is not a shareholder or a written declaration of the beneficial owner of all of the issued shares of the Corporation, that restricts in whole or in part the powers of the directors to manage the business and affairs of the Corporation, as from time to time amended.

(b) Terms defined in the Act and used herein but not otherwise defined herein, shall have the same meaning herein as in the Act.

1.2 **Gender and Number** - In the by-laws, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders.

1.3 **References** - The terms "herein", "hereof", "hereby" and similar expressions refer to the by-laws and not to any particular section or other portion hereof. Any reference to an article, section, subsection or paragraph shall be construed as a reference to an article, section, subsection or paragraph of the by-laws unless the context otherwise requires.

1.4 **Headings** - The division of this by-law into articles and sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

1.5 **Unanimous Shareholder Agreement and Articles Govern** - Notwithstanding any provision of the by-laws, where any such provision conflicts with a Unanimous Shareholder Agreement or the Articles, the Unanimous Shareholder Agreement or Articles, as the case may be, shall govern.

ARTICLE 2 - BUSINESS OF THE CORPORATION

2.1 **Financial Year** - The financial year of the Corporation shall end on such date as determined by the Board from time to time.

2.2 **Execution of Instruments** - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any officer or director. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or any class of instruments may or shall be signed on behalf of the Corporation. If at any time there shall be authorized only one director of the Corporation, then documents or instruments requiring the corporate seal may be signed by such sole director, acting alone.

2.3 **Voting Rights in Other Bodies Corporate** - The Signing Officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular voting right or class of voting rights may or shall be exercised.

2.4 **Banking Arrangements** - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

2.5 **Divisions** - The Board may cause the business and operations of the Corporation or any part thereof to be divided into one or more divisions upon such basis as may be considered appropriate in each case, including, without limitation types of business or operations, geographical territories, product lines or goods or services. In connection with any such division the Board or, subject to any direction by the Board, the Chief Executive Officer may authorize from time to time, upon such basis as may be considered appropriate in each case:

(a) **Subdivision and Consolidation** - the further division of the business and operations of any such division into sub-units and the consolidation of the business and operations of any such divisions and sub-units;

(b) **Name** - the designation of any such division or sub-unit by, and the carrying on of the business and operations of any such division or sub-unit under, a name other than the name of the Corporation, provided that the Corporation shall set out its name in legible characters in all places required by law; and

(c) **Officers** - the appointment of officers for any such division or sub-unit, the determination of their powers and duties, and the removal of any such officers so appointed, provided that any such officers shall not, as such, be officers of the Corporation.

ARTICLE 3 - DIRECTORS

3.1 **Number of Directors** - The number of directors of the Corporation shall be the number of directors named in the Articles or, where a minimum and maximum number of directors is provided for in the Articles, the number of directors of the Corporation and the number of directors to be elected at the annual meeting of shareholders, shall be the number of directors determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, the number of directors determined by a resolution of the Board.

3.2 **Quorum** -

(a) Subject to the subsection 3.2(b) and the Articles, a majority of the number of directors or minimum number of directors required by the Articles constitutes a quorum at any meeting of directors, provided that if the Corporation has fewer than three directors, all directors must be present at any meeting of directors to constitute a quorum.

(b) Subject to subsection 3.2(c) and the Act, the directors of the Corporation shall not transact business at a meeting of the directors unless a majority of the directors present are resident Canadians or, where the Corporation has fewer than three directors, one of the directors present is a resident Canadian.

(c) Subject to the Act, the directors of the Corporation may transact business at a meeting of directors where a majority of resident Canadian directors is not present if:

(i) a resident Canadian director who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting; and

(ii) a majority of resident Canadian directors would have been present had that director been present at the meeting.

3.3 **Residency** – Subject to the Act, a majority of the directors of the Corporation shall be resident Canadians, but where the Corporation has only one or two directors, that director, or one of the two directors, as the case may be, shall be a resident Canadian.

3.4 **Vacancies -**

(a) Subject to subsection 3.2(b) and the Articles, a quorum of the Board may fill a vacancy among the directors, except a vacancy resulting from

(i) a failure to elect the number of directors required to be elected at any meeting of shareholders;

(ii) an increase in the maximum number of directors provided for in the Articles; and

(iii) an increase in the number of directors in circumstances where the directors have been empowered by special resolution to determine the number of directors within the minimum and maximum number provided for in the Articles and the number of directors in office after the filling of the vacancy would be greater than one and one-third times the total number of directors required to have been elected at the last annual meeting of shareholders.

(b) A quorum of the Board shall not fill a vacancy in circumstances where the holders of any class or series of shares have an exclusive right to elect one or more directors and a vacancy occurs among those directors.

(c) Subject to the Act, if there is not a quorum of the Board or if the vacancy has arisen in the circumstances referred to in subsections 3.4(a)(i), (ii) or (iii), the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any shareholder.

3.5 **Place of Meetings** - Meetings of the Board may be held at any place within or outside Ontario. In any financial year of the Corporation, it shall not be necessary that a majority of the meetings of the Board be held at a place in Canada.

3.6 **Meeting by Telephone, etc.** – If all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or any other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed for the purposes of the Act to be present at that meeting.

3.7 **Calling of Meetings** – Subject to the Act, meetings of the Board shall be held from time to time and at such place as the Board, the Chairperson, the Managing Director, the President or any two directors may determine.

3.8 **Notice of Meeting** - Notice of the time and place of each meeting of the Board shall be given in the manner provided in section 10.1 to each director not less than 48 hours before the time when the meeting is to be held. No notice of a meeting shall be necessary if all the directors in office are present or if those absent waive notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

3.9 **Adjourned Meeting** - Notice of an adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

3.10 **Chair** - The chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: the Chairperson, Managing Director, President, or a Vice-President. If all such officers are absent or unable or refuse or fail to act, the directors present shall choose one of their number to be chair of the meeting.

3.11 **Votes to Govern** - At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote.

3.12 **Disclosure of Interest** - A director or officer who is a party to, or who is a director or officer of, or has a material interest in, any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose the nature and extent of such director or officer's interest at the time and in the manner provided by the Act. Such a director or officer shall not vote on any resolution to approve the same except as provided by the Act.

3.13 **Remuneration and Expenses** - Subject to the Articles or any Unanimous Shareholder Agreement, the directors shall be paid such remuneration for their services as the Board may from time to time determine. The directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

3.14 **First Meeting of New Board** - Provided a quorum of the Board is present for the first meeting of directors to be held following the election of directors at an annual or special meeting of the shareholders or for a meeting of directors at which a director is appointed to fill a vacancy on the Board, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted.

3.15 **Regular Meetings** - The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

3.16 **Resolutions in writing** – A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. Any such resolution may be signed in counterparts.

ARTICLE 4 - COMMITTEES

4.1 **Committees of the Board** - The Board may appoint from their number one or more committees of directors, however designated, and delegate to any such committee any of the powers of the Board except those which, under the Act, a committee of directors has no authority to exercise. A majority of the members of any such committee shall be resident Canadians.

4.2 **Transaction of Business** - The powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place within or outside Ontario.

4.3 **Advisory Bodies** - The Board may from time to time appoint such advisory bodies as it may deem advisable.

4.4 **Procedure** - Unless otherwise determined by the Board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

ARTICLE 5 - OFFICERS

5.1 **Appointment** - Subject to the Act, the Articles and any Unanimous Shareholder Agreement, the Board may from time to time appoint a Chairperson, a Managing Director, a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may specify the duties of and, in accordance with the by-laws and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to sections 5.2 and 5.3, an officer may, but need not, be a director.

5.2 **Chairperson** - The Board may from time to time appoint a Chairperson who shall be a director. If appointed, the Chairperson shall, subject to the Act, the Articles, the by-laws or any Unanimous Shareholder Agreement, have such other powers and duties as the Board may specify. During the absence or disability of the Chairperson, the Chairperson's duties shall be performed and the Chairperson's powers exercised by the Managing Director, if any, or by the President.

5.3 **Managing Director** - The Board may from time to time appoint from their number a Managing Director who shall be a resident Canadian. If appointed, the Managing Director shall, subject to the Act, the Articles, the by-laws or any Unanimous Shareholder Agreement, have such powers of the directors as may be delegated to the Managing Director by the Board.

5.4 **President** -The Board may from time to time appoint a President who shall have such powers and duties as the Board may specify.

5.5 **Chief Executive Officer** -

(a) The Board may by resolution designate any individual as the Chief Executive Officer of the Corporation and may from time to time by resolution rescind any such designation and designate another individual as the Chief Executive Officer of the Corporation. If the Board shall fail to designate an individual as the Chief Executive Officer of the Corporation or if at any time or from time to time the Board shall rescind any such designation without designating another individual as the Chief Executive Officer of the Corporation, the President shall be deemed to have been designated the Chief Executive Officer of the Corporation until the Board designates another individual as the Chief Executive Officer of the Corporation.

(b) An individual designated or deemed to have been designated as the Chief Executive Officer of the Corporation pursuant to subsection 5.5(a) shall exercise general supervision over the affairs of the Corporation.

5.6 **Vice-President** - The Board may from time to time appoint one or more Vice-Presidents who shall have such powers and duties as the Board may specify.

5.7 **Secretary** - Unless otherwise determined by the Board, the Secretary shall attend and be the secretary of all meetings of the Board, shareholders and committees of the Board. The Secretary shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, shareholders and committees of the Board, whether or not the Secretary attends such meetings; the Secretary shall give or cause to be given, as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the Board; the Secretary shall be the custodian of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and the Secretary shall have such other powers and duties as the Board may specify.

5.8 **Treasurer** - The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safe keeping of securities and the disbursement of funds of the Corporation; the Treasurer shall render to the Board whenever required an account of all of the Treasurer's transactions and of the financial position of the Corporation; and the Treasurer shall have such other powers and duties as the Board may specify.

5.9 **Comptroller** - The Comptroller, if appointed, shall perform such of the duties of the Treasurer as may be prescribed by the Board and shall perform such other duties and have such additional powers as may from time to time be prescribed by the Board. The Comptroller may also be known and designated as Controller.

5.10 **Powers and Duties of Other Officers** - The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the Chief Executive Officer may specify. The Board and (except as aforesaid) the Chief Executive Officer may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the Chief Executive Officer otherwise directs.

5.11 **Agents and Attorneys** - The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management (including the power to sub-delegate) as may be thought fit by the Board.

5.12 **Term of Office** - The Board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the Board shall hold office until a successor is appointed or such officer resigns from such office.

ARTICLE 6 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 **Limitation of Liability** - Every director and officer of the Corporation in exercising the powers and discharging the duties of such position shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of such officer or director, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

6.2 **Indemnity** -

(a) Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if

(i) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and

(ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

(b) The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in the by-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the by-laws.

6.3 **Insurance** - Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in subsection 6.2(a) against such liabilities and in such amounts as the Board may from time to time determine and as are permitted by the Act.

ARTICLE 7 - SHARES

7.1 **Issue** - Subject to the Act, the Articles and any Unanimous Shareholder Agreement, the Board may from time to time issue, or grant options to purchase, the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the Board shall determine. No share shall be issued until it is fully paid as provided by the Act.

7.2 **Commissions** - The Board may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of such person's purchasing or agreeing to purchase shares of the Corporation, whether from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.

7.3 **Registration of Transfer** - Subject to the Act, no transfer of shares shall be registered in a securities register except upon:

(a) Presentation of the certificate representing such shares with an endorsement which complies with the Act made thereon or delivered therewith duly executed by an appropriate person as provided by the Act, together with such reasonable assurance that the endorsement is genuine and effective as the Board may from time to time prescribe,

(b) Payment of all applicable taxes and any fees prescribed by the Board, not exceeding three dollars ($3.00),

(c) Compliance with such restrictions on transfer as are authorized by the Articles, and

(d) Satisfaction of any lien referred to in sections 7.5 and 7.6.

7.4 **Transfer Agents and Registrars** - The Board may from time to time appoint a registrar to maintain the securities register and a transfer agent to maintain the register of transfers and may also appoint one or more branch registrars to maintain branch securities registers and one or more branch transfer agents to maintain branch registers of transfers but one person may be appointed both registrar and transfer agent. The Board may at any time terminate any such appointment.

7.5 **Lien on Shares** - The Corporation has a lien on any share or shares registered in the name of a shareholder or a shareholder's legal representative for any debt of that shareholder to the Corporation.

7.6 **Enforcement of Lien** - The Corporation may enforce the lien referred to in section 7.5 by any means permitted by law and:

(a) Where the shares are redeemable pursuant to the Articles, by redeeming such share or shares and applying the redemption price to the debt;

(b) Subject to the Act, by purchasing the share or shares for cancellation for a price equal to the book value of such share or shares and applying the proceeds to the debt;

(c) By selling the share or shares to any third party whether or not such party is at arms length to the Corporation, and including, without limitation, any officer or director of the Corporation, for the best price which the directors consider to be obtainable for such share or shares; or

(d) By refusing to register a transfer of such share or shares until the debt is paid.

7.7 **Share Certificates -**

(a) Every holder of one or more shares of the Corporation shall be entitled, upon request, to a share certificate in respect of the shares held by such holder that complies with the Act, or to a non-transferable written acknowledgement of the shareholder's right to obtain a share certificate, from the Corporation in respect of the shares of the Corporation held by the shareholder. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as the Board shall from time to time approve.

(b) A share certificate shall be signed manually by:

(i) at least one director or officer of the Corporation; or

(ii) by or on behalf of a registrar, transfer agent, branch transfer agent or issuing or other authenticating agent of the Corporation, and

(iii) any additional signatures required on a share certificate may be printed or otherwise mechanically reproduced thereon.

(c) If a share certificate contains a printed or mechanically reproduced signature of a person, the Corporation may issue the share certificate even though the person has ceased to be a director or an officer of the Corporation, and the share certificate is as valid as if the person were a director or an officer at the date of its issue.

(d) Unless the Board otherwise determines, certificates representing shares in respect of which a transfer agent and/or a registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent or registrar.

7.8 **Replacement of Share Certificates** - The Board or any officer or agent designated by the Board may in its or such person's discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken on payment of such reasonable fee and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the Board may from time to time prescribe, whether generally or in any particular case.

7.9 **Joint Shareholders -** If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipt for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share.

7.10 **Deceased Shareholders** - In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividend or other payments in respect thereof except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

ARTICLE 8 - MEETINGS OF SHAREHOLDERS

8.1 **Annual Meetings** - Subject to the Act, the annual meeting of shareholders shall be held at such time in each year as the Board may determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

8.2 **Special Meetings** - Subject to the Act, the Board may at any time call a special meeting of shareholders to be held on such day and at such time as the Board may determine.

8.3 **Place of Meetings** - Subject to the Articles and any Unanimous Shareholder Agreement, meetings of shareholders shall be held at such place in or outside Ontario as the Board determines or, in the absence of such a determination, at the place where the registered office of the Corporation is located.

8.4 **Meeting by Electronic Means** - Unless the Articles provide otherwise, a meeting of the shareholders may be held by telephonic or electronic means and a shareholder who, through those means, votes at the meeting or establishes a communications link to the meeting shall be deemed for the purposes of the Act to be present at the meeting.

8.5 **Notice of Meetings -** Notice of the time and place of each meeting of shareholders shall be given in the manner provided in section 10.1 not less than 21 days and not more than 50 days before the date of the meeting to each director, to the auditor of the Corporation and to each shareholder who is entitled to vote at the meeting, determined in accordance with section 8.6. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution or by-law to be submitted to the meeting.

8.6 **Record Date for Notice** - The Board may fix in advance a record date, preceding the date of any meeting of shareholders by not more than 50 days and not less than 21 days, for the determination of the shareholders entitled to notice of the meeting, provided that notice of any such record date is given not less than seven days before such record date by newspaper advertisement in the manner provided in the Act, except where notice of the record date is waived in writing by every holder of shares affected. If no record date is so fixed, the record date for the determination of the shareholders entitled to receive notice of the meeting shall be the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, shall be the day on which the meeting is held.

8.7 **List of Shareholders Entitled to Notice** – The Corporation shall prepare a list of shareholders entitled to receive notice of a meeting, arranged in alphabetical order and showing the number of shares held by each shareholder, which list shall be prepared,

(a) If a record date for such notice is fixed under section 8.6, not later than 10 days after such record date, or

(b) If no record date is fixed,

(i) at the close of business on the day immediately preceding the day on which notice is given, or

(ii) where no notice is given, on the day on which the meeting is held.

(c) If a separate list is not prepared, the names of the shareholders entitled to receive notice of the meeting and the number of shares entitled to be voted thereat and held by them, respectively, as they appear in the securities register at the requisite time (excluding shares not entitled to be voted at the meeting), shall constitute the list prepared in accordance with this section.

8.8 **Examination of List** – A shareholder may examine the list of shareholders,

(a) During usual business hours at the registered office of the Corporation or at the place where its central securities register is maintained; and

(b) At the meeting of shareholders for which the list was prepared.

8.9 **Waiver of Notice** – A shareholder and any other person entitled to attend a meeting of shareholders may, in any manner and at any time, waive notice of a meeting of shareholders. Attendance of any such person at a meeting of shareholders is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.10 **Chair, Secretary and Scrutineers** - The chair of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: the Chairperson, Managing Director, President or a Vice-President. If no such officer is present within 15 minutes after the time appointed for holding the meeting, the persons present and entitled to vote thereat shall choose a person from their number to be chair of the meeting. The Secretary of the Corporation shall be secretary of any meeting of shareholders, but if the Secretary of the Corporation is not present, the chair of the meeting shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chair of the meeting with the consent of the shareholders and persons entitled to vote at the meeting present at the meeting.

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

8.12 **Quorum -** The quorum for the transaction of business at any meeting of shareholders shall be one shareholder present at the opening of a meeting of shareholders who are entitled to vote thereat either as shareholders or proxyholders, representing 1/20th of the outstanding shares of the Corporation entitled to be voted at the meeting. If a quorum is present at the opening of a meeting of shareholders, the shareholders present or represented may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the time appointed for a meeting of shareholders, or within such reasonable time thereafter as the shareholders present may determine, the shareholders present may adjourn the meeting to a fixed time and place but may not transact any other business. At such adjourned meeting the holders of shares carrying voting rights who are present or represented shall constitute a quorum thereat and may transact the business for which the meeting was originally called notwithstanding that such quorum is not present throughout the meeting.

8.13 **Right to Vote -** Subject to the Act as to authorized representatives of any other body corporate or association, at any meeting of shareholders in respect of which the Corporation has prepared the list referred to in section 8.7, every person who is named in such list shall be entitled to vote the shares shown thereon opposite such person's name except, where the Corporation has fixed a record date in respect of such meeting pursuant to section 8.6, to the extent that such person has transferred any of his or her shares after such record date and the transferee of those shares, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that the transferee owns such shares, demands not later than 10 days before the meeting that the transferee's name be included to vote the transferred shares at the meeting. In the absence of a list prepared as aforesaid in respect of a meeting of shareholders, every person shall be entitled to vote at the meeting who at the time is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting.

8.14 **Proxies -**

(a) Every shareholder entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, as the shareholder's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

(b) Subject to subsection 8.15(c), a proxy shall be signed, in writing or by electronic signature by the shareholder or an attorney who is authorized by a document that is signed in writing or by electronic signature; or if the shareholder is a body corporate, by an officer or attorney of the body corporate duly authorized.

(c) A proxy may be deposited with the Corporation in accordance with section 8.16 by telephone transmission of a facsimile of the proxy or by any other form of electronic transmission if there is a record that the proxy has been sent.

8.15 **Revocation of Proxies** –

(a) Subject to the Act, a shareholder may revoke a proxy

(i) by depositing an instrument in writing that complies with subsection 8.15(b) and that is signed by the shareholder or by an attorney who is authorized by a document that is signed in writing or by electronic signature;

(ii) by transmitting by telephonic or electronic means, a revocation that complies with subsection 8.15(b) and that, subject to subsection 8.15(c), is signed by electronic signature; or

(iii) in any other manner permitted by law.

(b) Subject to the Act, the instrument or the revocation must be received,

(i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or any adjournment of it, at which the proxy is to be used; or

(ii) by the chair of the meeting on the day of the meeting or an adjournment of it.

(c) A shareholder or an attorney may sign, by electronic signature, a proxy, a revocation of proxy or a power of attorney authorizing the creation of either of them if the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of the shareholder or the attorney, as the case may be.

8.16 **Time for Deposit of Proxies** - The Board may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of shareholders before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, unless it has been received by the Secretary of the Corporation or by the chair of the meeting or any adjournment thereof prior to the time of voting.

8.17 **Votes to Govern** - At any meeting of shareholders every question shall, unless otherwise required by the Act, the Articles, any Unanimous Shareholder Agreement, the by-laws or applicable law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting shall not be entitled to a second or casting vote.

8.18 **Voting** – Unless the Articles otherwise provide, each share of the Corporation entitles the holder thereof to one vote at a meeting of shareholders. Voting at a meeting of shareholders shall be by show of hands, except where a ballot is demanded by a shareholder or proxyholder entitled to vote at the meeting. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is demanded, an entry in the minutes of a meeting of shareholders to the effect that the chair of the meeting declared a motion to be carried is admissible in evidence as proof of the fact, in the absence of evidence to the contrary, without proof of the number or proportion of the votes recorded in favour of or against the motion.

8.19 **Joint Shareholders** - If two or more persons hold shares jointly, one of those holders present in person or by proxy at a meeting of shareholders may, in the absence of the others, vote the shares; but if two or more of those persons are present, in person or by proxy, they shall vote as one on the shares jointly held by them.

8.20 **Ballots** - On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the shares which such person is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the Articles. The result of the ballot so taken shall be the decision of the shareholders upon the said question.

8.21 **Adjournments** - If a meeting of shareholders is adjourned for less than 30 days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

8.22 **Resolution in lieu of meeting** – Subject to the Act, a resolution in writing 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. Any such resolution may be signed in counterparts.

ARTICLE 9 - DIVIDENDS AND RIGHTS

9.1 **Dividends** - Subject to the Act, the Articles and any Unanimous Shareholder Agreement, the Board may from time to time declare and the Corporation may pay dividends to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation or, subject to the Act, may be paid in money or property.

9.2 **Dividends and Other Amounts** - A dividend or other amount payable in cash with respect to the outstanding shares of the Corporation may be paid by cheque drawn on a financial institution or by electronic means to or to the order of each registered holder of shares of the class or series in respect of which it is to be paid. Cheques may be sent by prepaid ordinary mail or delivered to such registered holder at such holder's recorded address as recorded in the securities register of the Corporation, unless such holder has otherwise directed. In the case of joint holders, a cheque or payment by electronic means shall, unless such joint holders have otherwise directed, be made payable to the order of all of such joint holders and if more than one address is recorded in the securities register of the Corporation in respect of such joint holding, the cheque shall be mailed or delivered to the first address so recorded or the amount paid by electronic means to the first address or account so recorded. The mailing or electronic delivery of such cheque or amount as aforesaid, unless the same is not paid on due presentation, or the payment of the dividend in such manner as directed by the registered holder, shall satisfy and discharge all liability for the dividends (or other amounts) for the sum represented thereby plus the amount of any tax, levy or duty which the Corporation was required to and did withhold.

9.3 **Non-receipt of Payment** - In the event of non-receipt of any cheque or electronic payment by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque or send again by electric means, a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the Board may from time to time prescribe, whether generally or in any particular case.

9.4 **Record Date for Dividends and Rights** - The Board may fix in advance a date, preceding by not more than 50 days the date for the payment of any dividend or the date for the issue of any warrant or other evidence of right to acquire securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or right to acquire securities, provided that notice of any such record date is given, not less than seven days before such record date in the manner provided in the Act, except where notice of the record date is waived in writing by all the holders of the shares affected. Where no record date is so fixed, the record date for the determination of the persons entitled to receive payment of any dividend or right to acquire securities shall be at the close of business on the day on which the resolution relating to such dividend or right to acquire is passed by the Board.

9.5 **Unclaimed Dividends** - Any dividend unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

ARTICLE 10 - NOTICE

10.1 **Method of Giving Notice** - A notice or document required by the Act, the regulations, the Articles or the by-laws, to be sent to a shareholder or director of the Corporation may be sent by prepaid mail addressed to, or may be personally delivered to,

(a) A shareholder at the shareholder's latest address as shown in the records of the Corporation or its transfer agent; and

(b) A director at such director's latest address as shown in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act* (Ontario), whichever is the more current.

A notice or document sent in accordance with this section 10.1 to a shareholder or director of the Corporation is deemed to be received by the addressee on the fifth day after mailing.

10.2 **Notice to Joint Shareholders** - If two or more persons are registered as joint holders of any share, any notice shall be addressed to all of such joint holders but notice to one of the joint shareholders shall be sufficient notice to all of them.

10.3 **Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included in such calculations.

10.4 **Undelivered Notices** - Where the Corporation sends a notice or document to a shareholder in accordance with section 10.1 and the notice or document is returned on three consecutive occasions because the shareholder cannot be found, the Corporation is not required to send any further notices or documents to the shareholder until the shareholder informs the Corporation in writing of the shareholder's new address.

10.5 **Omissions and Errors** - The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.6 **Persons Entitled by Death or Operation of Law** - Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever, becomes entitled to any share (a "transferee"), shall be bound by every notice in respect of such share which shall have been duly given to the shareholder from whom such person derives his or her title to such share prior to the transferee's name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which the transferee became so entitled) and prior to the transferee furnishing to the Corporation the proof of authority or evidence of the transferee's entitlement prescribed by the Act.

10.7 **Waiver of Notice** – Where a notice or document is required by the Act or the regulations to be sent, the notice may be waived or the time for the sending of the notice or document nay be waived or abridged at any time with the consent in writing of the person entitled thereto.

ENACTED by the directors pursuant to the *Business Corporations Act* (Ontario).

DATED ~~January 29, 2007~~ April 18, 2007

President

CONFIRMED by all the shareholders of the Corporation, entitled to vote thereon pursuant to the *Business Corporations Act* (Ontario).

DATED ~~January~~ April ~~29, 2007~~

President