

BY-LAW NO. 1

**A by-law relating generally to the transaction
of the business and affairs of
UNITE CAPITAL CORP.**

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION ONE

INTERPRETATION

1.01 *Definitions*

In this by-law, unless the context otherwise clearly requires:

"**Act**" means the *Business Corporations Act* (Ontario), and the Regulations thereto, as amended from time to time, or any successor Act or regulations thereto, as the case may be;

"**Articles**" means the articles (as that term is defined in the Act) of the Corporation as from time to time amended or restated;

"**Board**" means the board of directors of the Corporation;

"**Business Day**" means any day on which banks are generally open for business in Toronto, Ontario but excluding Saturdays and Sundays;

"**Corporation**" means UNITE CAPITAL CORP.; and

"**special meeting of shareholders**" includes a meeting of any class of shareholders.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

SECTION TWO

EXECUTION OF DOCUMENTS

2.01 *Execution of Instruments*

Deeds, transfers, assignments, agreements, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any one director or officer of the Corporation. Notwithstanding any provision to the contrary contained in the by-laws of the Corporation, the Board may at any time or times direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

2.02 *Banking Arrangements*

All funds of the Corporation shall be deposited in its name in such account or accounts as are designated by the Board. Withdrawals from such account or accounts or the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money with the institution maintaining such account or accounts shall be made by such person or persons as the Board may from time to time determine.

2.03 *Voting Rights in Other Bodies Corporate*

Unless otherwise determined by the Board, any two of the directors or officers of the Corporation, as well as any person so empowered by the Board, may execute and deliver instruments of proxy appointing such persons as respectively are named therein the proxy of the Corporation to exercise the voting rights attaching to any securities held by the Corporation.

SECTION THREE

DIRECTORS

3.01 *Number of Directors and Quorum*

Subject to the Articles, the board shall consist of not greater than ten nor less than one director and the board shall have the power to fix the number of directors within the minimum and maximum from time to time. If in respect of any year, the board shall not so determine the number of directors, the number of directors shall be the same as in the last preceding year. A quorum for the transaction of business at any meeting of the Board shall be two-fifths of the number of directors then holding office.

3.02 *Calling of Meetings*

(a) Any one officer of the Corporation who is a director, or any two directors, may at any time and from time to time call a meeting of the Board to be held on any Business Day at the time and place determined by the Board or by the person(s) calling the meeting. Meetings of the Board may be held in any place within or outside Canada.

(b) If a quorum of directors is present, each newly elected Board may, without notice, hold its first meeting for the purpose of its organization and the election or appointment of officers, immediately following the meeting of shareholders at which such Board was elected.

3.03 *Notice of Meeting*

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 10.01 to each director not less than 48 hours before the time when the meeting is to be held. Notice of a meeting of directors shall specify the purpose of or the general nature of the business to be transacted at the meeting as regards those matters which reasonably can be considered to be material.

A director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors is a waiver of notice of the 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 was not lawfully called.

3.04 *Regular Meetings*

The Board may by resolution appoint a Business Day or Business 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.

3.05 *Chairman*

The chairman 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: Chairman of the Board, Chief Executive Officer, President, Executive Vice-President, or a Vice-President. If no such officer is present, the directors present shall choose one of their number to be chairman.

3.06 *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 any equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

3.07 *Remuneration and Expenses*

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 to the extent that the Board authorizes. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

SECTION FOUR

COMMITTEES

4.01 *Committee of Directors*

The Board may appoint, by a resolution of the Board, committees of directors and delegate to any such committee any of the powers of the Board except those which, under the Act, cannot be so delegated.

4.02 *Transaction of Business*

The powers of a committee of directors may be exercised by a meeting at which a quorum of each committee is present or by a 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 in or outside Canada.

4.03 *Procedure*

Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

SECTION FIVE

OFFICERS

5.01 *Appointment*

The Board may from time to time designate the offices of the Corporation, including but without limitation, Chairman of the Board, Chief Executive Officer, Chief Financial Officer, President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), Chief Operating Officer and Secretary, and may specify the duties attaching to such offices, appoint officers, and subject to the provisions of this by-law and the Act, delegate to such officers powers to manage the business and affairs of the Corporation in any particular manner in which the Board sees fit. Without limiting the generality of the foregoing, the Board may at any time and from time to time, but subject to this by-law and the Act, vary, add to, remove or otherwise limit the powers and duties of any officer of the Corporation. In addition, any of the powers and duties of an officer to whom an assistant has been appointed by the Board may be exercised and performed by such assistant unless the Board, the Chairman of the Board, the President or the Chief Operating Officer otherwise directs.

5.02 *Officers of Divisions*

From time to time, the Board or any officer of the Corporation duly authorized may appoint one or more officers for any division of the business or of any branch office of the Corporation, prescribe their powers and duties and settle their terms of employment and remuneration. The Board or any such officer may remove at its or his pleasure any officer so appointed, without prejudice to such officer's rights under any employment contract. Officers of such divisions or branch offices shall not, as such, be officers of the Corporation.

5.03 *Holding of Office*

Each officer shall hold office until he resigns, his successor is appointed or he is removed from such office by the Board.

5.04 *Agents and Attorneys*

The Board shall have power from time to time to appoint agents or attorneys of the Corporation in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

SECTION SIX

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 *Limitation of Liability*

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 any security in or upon which any of the monies 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 monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his 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.

6.02 *Indemnity*

Subject to the Act, the Corporation shall indemnify each director and officer of the Corporation, each former director and officer of the Corporation, and each 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 (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate), and his 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 in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

SECTION SEVEN

SHARES

7.01 *Allotment*

The Board may from time to time allot, or grant options or other convertible securities to purchase any of the authorized and unissued shares of the Corporation at such time and to such persons and for such consideration as the Board shall determine, provided that no share shall be issued until it is fully paid as provided by the Act.

7.02 *Commissions*

The Board may from time to time authorize the Corporation to pay a commission to any person in consideration of his 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.

7.03 *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.

7.04 *Non-Recognition of Trusts*

Subject to the provisions of the Act, the Corporation shall treat as the absolute owner of any share the person in whose name the share is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice of description in the Corporation's records or on the share certificate.

SECTION EIGHT

DIVIDENDS

8.01 *Dividend Cheques*

A dividend payable in cash shall be paid by cheque to the order of each registered holder of shares of the class or series in respect of which it has been declared, as at the record date for the determination of shareholders entitled to receive such dividend, which cheque shall be delivered or mailed by prepaid ordinary mail to such registered holder at his last recorded

address appearing in the securities register of the Corporation, unless such holder otherwise directs in writing. In the case of joint holders, the cheque shall, unless such joint holders otherwise direct in writing, be made payable to the order of all of such joint holders and delivered or mailed to them at their last recorded address appearing in the securities register of the Corporation and, if more than one address appears on the securities register of the Corporation in respect of such joint holders, the cheque shall be delivered or mailed, in the manner aforesaid, to the first address so appearing. The delivery or mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

8.02 *Non-Receipt of Cheques*

In the event of non-receipt of any dividend cheque by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque for 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.

8.03 *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.

SECTION NINE

MEETINGS OF SHAREHOLDERS

9.01 *Annual Meetings*

The annual meeting of the shareholders of the Corporation shall be held on any Business Day at such time in each year and, subject to Section 9.03, at such place as the Board may from time to time determine, for the purpose of there being placed before the meeting the financial statements and reports required by the Act to be placed before the shareholders of the Corporation at an annual meeting, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

9.02 *Special Meetings*

Subject to the Act, the Board shall have power to call a special meeting of shareholders of the Corporation at any time to be held on any Business Day at the time and place determined by the Board.

9.03 *Place of Meetings*

Subject to the Articles, a meeting of shareholders of the Corporation shall be held at such place in or outside of the Province of Ontario as the Board may determine or, in the absence of such a determination, at the place where the registered office of the Corporation is located.

9.04 *Notice of Meetings*

Notice of the time and place of each meeting of shareholders of the Corporation shall be given in the manner provided in Section 10.01 not less than 21 days nor more than 60 days before the date of the meeting to each director of the Corporation, to the auditor of the Corporation and to each shareholder of the Corporation who, at the close of business on the record date, if any, for notice is entered in the securities register as the holder of one or more shares carrying the right to vote at or entitled to receive notice of the meeting. 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 to be submitted to the meeting. A shareholder may in any manner waive notice of or otherwise consent to a meeting of shareholders.

9.05 *Record Date for Notice*

The Board may fix in advance a date preceding the date of any meeting of shareholders by not more than 60 days and not less than 21 days, as a record date for the determination of the shareholders entitled to receive notice of the meeting.

9.06 *Chairman, Secretary and Scrutineers*

The chairman of any meeting of shareholders shall be the first mentioned of such of the following officers of the Corporation as have been appointed and who is present at the meeting: Chairman of the Board, Chief Executive Officer, President, Executive Vice-President or a Vice-President. If no such officer is present within 15 minutes after the time fixed for the holding of the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the Secretary of the Corporation is absent, the chairman 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 of the meeting or by the chairman with the consent of the meeting.

9.07 *Persons Entitled to be Present*

The only persons entitled to be present at a meeting of the shareholders of the Corporation 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 or the Articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

9.08 ***Quorum***

Any two shareholders holding 5% of the shares of the Corporation entitled to vote at a meeting of the shareholders of the Corporation, whether present in person or represented by proxy, constitute a quorum. If a quorum is present at the opening of a meeting of the shareholders of the Corporation, the shareholders present may proceed with the business of the meeting notwithstanding that 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.

9.09 ***Joint Shareholders***

If two or more persons hold shares jointly, any one of such persons present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but, if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one on the shares jointly held by them.

9.10 ***Votes to Govern***

At any meeting of shareholders every question shall, unless otherwise required by the Articles or by-laws or by 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 chairman of the meeting shall not be entitled to a second or casting vote.

9.11 ***Voting***

(a) 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. A shareholder or proxyholder may demand a ballot either before or after any vote by show of hands. Upon a show of hands, every person present and entitled to vote has one vote. Whenever a vote by show of hands has been taken upon a motion, unless a ballot thereon is demanded, a declaration by the chairman of the meeting that the vote upon the motion has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion, and the result of the votes so taken is a decision of the shareholders of the Corporation upon the motion. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

(b) Upon a ballot, each shareholder of the Corporation who is present or represented by proxy is entitled, in respect of the shares which he is entitled to vote at the meeting upon the motion, to that number of votes provided by the Act or the Articles in respect of those shares and the result of the ballot is the decision of the shareholders of the Corporation upon the motion.

9.12 *Adjournment*

If a meeting of shareholders is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement of the adjournment at the meeting which has been 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.

SECTION TEN

NOTICES

10.01 *Method of Giving Notices*

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary or air mail or if sent to him at his recorded address by means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when delivered or when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communications company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the Board in accordance with any information believed by him to be reliable.

10.02 *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 such persons shall be sufficient notice to all of them.

10.03 *Computation of Time*

Unless otherwise provided for in the Act, 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.

10.04 *Undelivered Notices*

If any notice given to a shareholder pursuant to Section 10.01 is returned on three consecutive occasions because he cannot be found, the Corporation shall not be required to give any further notices to such shareholder until he informs the Corporation in writing of his new address.

10.05 *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.

10.06 *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, shall become entitled to any share, shall be bound by every notice in respect of any share which shall have been duly given to the shareholder from whom he derives his title to such share prior to his name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which he became so entitled) and prior to his furnishing to the Corporation the proof of authority or evidence of his entitlement prescribed by the Act.

10.07 *Waiver of Notice*

Any shareholder (or his duly appointed proxyholder), director, officer, auditor or member of a committee of the Board may at any time waive notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the Articles, the by-laws or otherwise and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing except a waiver of notice of a meeting of shareholders or of the Board or of a committee of the Board, which may be given in any manner.

10.08 *Signature of Notice*

The signature of any notice to be given by the Corporation may be written or printed or partly written and partly printed.

SECTION ELEVEN


FISCAL YEAR

11.01 *Fiscal Year*

The financial or fiscal year of the Corporation shall be as determined from time to time by the Board by resolution.

ENACTED by the Board of Directors this 26th day of November, 2010.

WITNESS the corporate seal of the Corporation.



James Phillipson - Secretary