

REGISTRATION RIGHTS AGREEMENT

THIS REGISTRATION RIGHTS AGREEMENT *j g\$Agreement\$+o cf g'cu'qh'Hgdtwct { "4.'4238"

AMONG:

PETRUS RESOURCES LTD., c"eqtr qtcvqp" kpeqtr qtcvgf " wpf gt " vj g"
rcy u'qh'vj g'Rtqxkpeg'qh'Crldgtc" *j g\$Corporation\$+'

/cpf/"

WINGREN B.V. "c"eqo r cp { "hqt o gf " wpf gt " vj g'rcy u'qh'vj g'P gyj gtrcpf u"
cpf "c"uwdukf lct { "qh'P I R'P cwtcnT guqwteguZ. "NR0*\$NGPS\$+'

/cpf/"

**KEVIN ADAIR, DON GRAY, NEIL KORCHINSKI AND CHEREE
STEPHENSON, PETER VERBURG, 1531579 ALBERTA LTD.
AND EIQ CAPITAL CORPORATION.** "gcej "cp" kpf kxf wcn't gukf kpi "kp"
vj g'Rtqxkpeg'qh'Crldgtc. "eqmgevkggn{. "vj g\$Other Holders\$+'

WHEREAS "vj g'Eqtr qtcvqp" j cu'eqo r rvgf "cp"cttcepi go gpv'wpf gt "ugevqp"3; 5"qh'vj g'CDEC" *cu"
f ghkpgf "j gtgk+ "y kj "Rj quEcp" Ej go lecn'Eqtr 0"; 72: 52; "Ecpcf c" kpe0" Rgtwu" Ces wkkkqp" Eqtr 0"
cpf "vj gk' t gur gevkg' u j ctgj qrf gt u" *j g\$Arrangement\$+="'

AND WHEREAS "r wtuwcpv'vq" vj g'Cttcepi go gpv. "vj g'Eqtr qtcvqp" j cu'dgeqo g" c'tgr qt vki "kuwgt" kp"
vj g'Rtqxkpegu'qh' Dtkkuj "Eqno dlc. "Crldgtc" cpf "Qpvctkq" cpf "vj g'Eqo o qp" Uj ctgu" *cu" f ghkpgf "
j gtgk+ "ctg' hkuvf "hqt "tcf kpi "qp" vj g'VUZ "cu" f ghkpgf "j gtgk+="'

AND WHEREAS "vj g'Eqtr qtcvqp" cempqy rfi gu" vj cv" kp" qtf gt "vq" r tqxkf g' P I R' y kj "pgeguct { "
o ctngvki "hgzdkkky { "hqt "f kur qukkqpu'qh'vj g'Eqo o qp" Uj ctgu" j gnf "d { "k. P I R' y kmj cxg" vj g'qr vqp"
vq "wkkk g" vj g' r tqur gewu' s wckklec vqp" cpf "tgi kwtcvqp" tki j u'qp" vj g'vgo u'ugv' hqt vj "j gtgk+="'

AND WHEREAS vj g'gzgewkqp" cpf "f grkxgt { "qh'vj ku'Ci tgggo gpv'ku'c" eqpf kxqp" vq" P I R' uwr r qt vki "
eqo r rvgkqp'qh'vj g'Cttcepi go gpv0

NOW THEREFORE "hqt " i qqf "cpf "xcnwcdrg" eqpukf gtcvqp. "vj g' tgegk v' cpf "cf gs wce { "qh' y j lej "
ctg" j gtgd { "cempqy rfi gf . "vj g' r ctvku" j gtgd { "ci tgg" cu' hqmjy u<

**ARTICLE 1
DEFINITIONS**

1.1 Definitions

Kp" vj ku'Ci tgggo gpv. "vj g' hqmjy kpi "vgo u' y kmj cxg" vj g' o gcplki u'ugv' qw' dgrny "wprguu" vj g' eqpvz v"
tgs wkt gu" vj gty kug<

\$Affiliate\$ "o gcpu" y kj "t gur gev'vq" c" Rgtuqp. "qjy gt " vj cp" cp" kpf kxf wcn" cp { "Rgtuqp" y j q' f k gev { "qt "
kpf k gev { "eqpvt qm. "ku" eqpvt qmgf "d { . "qt " ku" wpf gt " f k gev' qt " kpf k gev' eqo o qp" eqpvt qm' y kj . "uwej "
Rgtuqp" cpf "kpenw" gu" cp { "Rgtuqp" kp" rknng" tgrvqp" vq" cp" Chkkcvg. "cpf "kp" vj g' ecue" qh' P I R. "kpenw" gu"
cp { " qjy gt " kpxguo gpv' xgj keng" ur qpuqt gf . " o cpci gf " qt" eq/ o cpci gf " d { " P I R" Gpgti { " Ecr kcn"
O cpci go gpv. "NNE" qt" cp" Chkkcvg" vj gtgqh-'

\$Arrangement\$ j cu'v j g'o gcpkpi 'ugv'htq v j 'kp'v j g'tgekcnu="

\$Base Shelf Prospectus\$ j cu'v j g'o gcpkpi 'ugv'htq v j 'kp'Ugevkqp"406*c*#k="

\$Blackout Period\$ j cu'v j g'o gcpkpi 'ugv'htq v j 'kp'Ugevkqp"407*c*="

\$Board\$ o gcpu'v j g'dqctf "qh'f kgevqtu'qh'v j g'Eqtr qtcvkqp="

\$Business Day\$ o gcpu'cp { 'f c { 'qv j gt 'v j cp'c'Ucwtf c { . 'Uwpf c { "qt"qv j gt'f c { "qp'y j lej "eqo o gtekn' dcpm'kp'Ecn' ct { . 'Crdgtv'qt'F cm'u.'Vgzcu'ctg'i'gpgtcm' 'pqv'qr gp'ht' 'dwukpau="

\$Canadian Prospectus\$ j cu'v j g'o gcpkpi 'ugv'htq v j 'kp'Ugevkqp"408*d*="

\$Canadian Securities Commissions\$ o gcpu' v j g" ugewtkkgu" eqo o kukqpu" qt" qv j gt" uko krc' t gi wrcvt { 'cwj qtkkgu'qh'cp { 'cr r ncedng'r tqxkpeg'qt'vgttkqt { 'qh'Ecpfc="

\$Canadian Securities Laws\$ o gcpu'cm'cr r ncedng"ugewtkkgu"rcy u'kp"gej "qh'v j g'r tqxkpegu"cpf " vgttkqtkgu"qh'Ecpfc="cpf "v j g"tgur gevkg"tgi wrcvkpu"cpf "twrgu"wpf gt"uwej "rcy u."vq' g'v j gt"y kj " cr r ncedng'r wdkuj gf "r qrlc { 'ucvgo gp'u.'pqv'kgu'cpf "qtf gtu'qh'v j g'cr r ncedng'Ecpfc kcp'Ugewtkkgu" Eqo o kukqpu="

\$Common Shares\$ o gcpu'eqo o qp'uj ctgu'kp'v j g'ecr kcn'qh'v j g'Eqtr qtcvkqp="

\$Corporation\$ j cu'v j g'o gcpkpi 'ugv'htq v j 'kp'v j g'tgekcnu="

\$Demand Registration Rights\$ j cu'v j g'o gcpkpi 'ugv'htq v j 'kp'Ugevkqp"409*c*="

\$Distribution\$ o gcpu'v j g'f kwtkdwkqp"qh'ugewtkkgu'qh'v j g'Eqtr qtcvkqp'kp'qpg'qt"o qtg'r tqxkpegu'qt" vgttkqtkgu'qh'Ecpfc="d { "y c { 'qh'kp'kcn'r wdrk"qh'htkpi "qt"r wdrk"qh'htkpi . "cu'cr r ncedng."r wtuwcpv' vq"c"r tqur gewu'r tgr ctgf "cpf "hrgf "kp"ceeqtf cpeg"y kj "cr r ncedng'Ecpfc kcp'Ugewtkkgu"Ncy u."cpf " \$F kwtkdwg\$"cpf "\$F kwtkdwg\$"v j cm'j cxg'eqttgur qpf kpi "o gcpkpi u="

\$Eligible Transferee\$ o gcpu'k'k'kp'v j g'ecug'qh'PI R'cpf "ku'Chh'k'v'gu."cp { 'r wtej cugt "qh'Ego o qp" Uj ctgu'htgo "PI R"qt "ku'Chh'k'v'gu."qv j gt"v j cp'r wtuwcpv'vq"v j g"ucng"d { "PI R"qh'Ego o qp"Uj ctgu" r wtuwcpv'vq"F go cpf "T gi kwtcvkqp"Tk i j u'qt'Rki i { dcn'T gi kwtcvkqp"Tk i j u'wpf gt"v j ku'Ci tgggo gpv=" cpf "k'k'kp'v j g'ecug'qh'v j g'Qv j gt"J qrf gtu."cp { "Rgto kwgf "Vtcpu'htgg="

\$FINRA\$ o gcpu'v j g'Hkpcpkn'k'f wut { 'T gi wrcvt { 'Cwj qtkv { . 'k'p'e0="

\$Holder\$ o gcpu'v j g"j qrf gt"qh"tgeqtf "qh' cp { "T gi kwtcdng"Ugewtkkgu"cpf "cp { "qv j gt"j qrf gt"qh" T gi kwtcdng"Ugewtkkgu"y j q'ku'f ggo gf "wpf gt"cr r ncedng"rcy "vq"dg'cevki "lqk'v'qt"kp'eqpegtv'y kj " uwej "j qrf gt"qh'tgeqtf . 'kpen'f kpi "cp { "Chh'k'v'g'qh'uwej "j qrf gt"qh'tgeqtf ="

\$IIROC\$ o gcpu'v j g'k'pxguo gpv'k'f wut { 'T gi wrcvt { 'Qti cpk' cvkqp"qh'Ecpfc="

\$Initial Requesting Holder\$ j cu'v j g'o gcpkpi 'ugv'htq v j 'kp'Ugevkqp"410*c*="

\$Inspectors\$ j cu'v j g'o gcpkpi 'ugv'htq v j 'kp'Ugevkqp"411*g*="

\$Losses\$ j cu'v j g'o gcpkpi 'ugv'htq v j 'kp'Ugevkqp"412*c*="

\$NGPS\$j cu'vj g'o gcplki 'ugv'htqj 'lp'vj g'tgekcnu.'cpf 'uj cni'dg'f ggo gf "vq'kpenmf g'cp{ 'Rgtuqj'vj cv'ku' c'r gto kwgf 'uweeguut'qt'cuuki p'qh'PI R'r wtuwcpv'vq'Ugevkqp'604=

\$NI 44-101\$j cu'vj g'o gcplki 'ugv'htqj 'lp'Ugevkqp'405*c=

\$NI 44-102\$j cu'vj g'o gcplki 'ugv'htqj 'lp'Ugevkqp'406*c=

\$Other Holders\$j cu'vj g'o gcplki 'ugv'htqj 'lp'vj g'tgekcnu.'cpf .y kj 'tjur gev'vq'gej "Qvj gt'J qrf gt." uj cni'dg'f ggo gf "vq'kpenmf g'cp{ 'Rgtuqj'vj cv'ku'c'r gto kwgf 'uweeguut'qt'cuuki p'qh'cp{ 'r ct'vewrct' Qvj gt'J qrf gt'r wtuwcpv'vq'Ugevkqp'604=

\$Permitted Transferee\$'o gcpu'cp{ "Rgto kwgf "Vtcpuhtgg"wpf gt" c"Uj ctg"Vtcpuhtg"tgut'v'kqp" Ci tggo gpv=

\$Person\$'o gcpu'cp{ 'kpf kxf wcn'eqtr qtcv'kqp.'rko kgf 'rkd'kxf'eqo r cp{.'r ct'vpgt'uj kr.'lqkpv'xgpw'wg." cuuqek'v'kqp."lqkpv'uxqem'eqo r cp{.'dwl'kpguu'v'wuv."v'wuv'qt' wpl'kpeqtr qtcv'gf "gp'v'kx' "cpf "vj g'j' gktu." gz'gew'qtu.'cf o kpl'knt'cv'qtu'qt'q'vj gt'rgi cni'tgr t'gug'p'v'kx'g'qh'cp'kpf kxf wcn=

\$Piggyback Notice\$j cu'vj g'o gcplki 'ugv'htqj 'lp'Ugevkqp'404*d=

\$Piggyback Registration Rights\$j cu'vj g'o gcplki 'ugv'htqj 'lp'Ugevkqp'404*d=

\$register\$' cpf " **\$registration**\$. " wpr'guu' vj g' eqpv'gzv' qvj gty kug" tgs wkt'gu." t'ghgt' vq" c" tgi knt'cv'kqp" gh'ge'v'f'd{ 'r tgr'ctkpi "cpf "h'kpi "c"tgi knt'cv'kqp"ucvgo gpv'y kj "vj g'UGE"wpf gt'vj g'WUO'Ugewk'k'k'gu' Cev.'cpf 'vj g'f'gernt'cv'kqp'qt'qtf'gt'kpi "qh'f'gernt'cv'kqp'qh'gh'ge'v'kx'gp'guu'qh'uwej 'tgi knt'cv'kqp"ucvgo gpv=

\$Registrable Securities\$' o gcpu' vj g' Eqo o qp" Uj ctgu" j grf " d{ " PI R" *kpenmf kpi " hqt" i tgc'vgt' egt'v'kpv'f."cp{ "Eqo o qp"Uj ctgu'ces wkt'gf "d{ "PI R"r wtuwcpv'vq'vj g'Ctt'epi go gpv'cpf "vj g'tgr'v'gf' h'k'p'ep'kpi '+cpf lqt'vj g'Qvj gt'J qrf gtu'cu'cv'vj g'f'cv'g'j' gt'gqh'qt'j' grf "d{ "cp{ "Gri k'k'ng"Vtcpuhtgg'ht'qo " v'ko g'vq" v'ko g= provided, however, vj cv."lp" eqpp'ge'v'kqp" y kj "cp{ "WUO' k'p'k'k'ni' R'w'k'le" Q'h'gt'k'k'pi ." Tgi knt'cd'ng"Ugewk'k'k'gu"uj cni'dg'f ggo gf "vq'kpenmf g'cni'Eqo o qp"Uj ctgu"j grf "d{ "PI R"cpf lqt'vj g' Qvj gt'J qrf gtu'cpf "cp{ "Gri k'k'ng"Vtcpuhtgg'cv'uwej "v'ko g= provided, further, "vj cv" c" Tgi knt'cd'ng" Ugewk'k'k'f "uj cni'eg'cug"vq'dg" c" Tgi knt'cd'ng"Ugewk'k'k'f "vr qp"vj g'gct'k'gt'qh'vj g'v'ko g' *c+ "c" tgi knt'cv'kqp" uc'vgo gpv'eq'x'gt'kpi "uwej "Tgi knt'cd'ng"Ugewk'k'k'f "j cu'dggp'f gernt'gf "gh'ge'v'kx'g"d{ "vj g'UGE"wpf gt'vj g' WUO'Ugewk'k'k'gu'Cev'cpf "uwej "Tgi knt'cd'ng"Ugewk'k'k'f "j cu'dggp'uf'qt'f'kur qugf "qh'r wtuwcpv'vq"uwej " gh'ge'v'kx'g"tgi knt'cv'kqp"ucvgo gpv."qt "d+uwej "Tgi knt'cd'ng"Ugewk'k'k'f "j cu'dggp'f'kur qugf "qh'r wtuwcpv'vq" cp{ "Ugevkqp'qh'T'w'g'366" *qt'cp{ "uko k'kt' r' t'q'x'k'k'qp"vj gp'lp" h'q'teg+qt' Tgi w'v'kqp"U'wpf gt'vj g'WUO' Ugewk'k'k'gu'Cev'0

\$registration statement\$'o gcpu'c"tgi knt'cv'kqp"ucvgo gpv'h'k'gf "y kj "vj g'UGE"wpf gt'y kj "vj g'WUO' Ugewk'k'k'gu'Cev'k'p'eqpp'ge'v'kqp"y kj "c'r w'k'le"q'h'gt'k'k'pi "qh'Tgi knt'cd'ng"Ugewk'k'k'gu=

\$Request Notice\$j cu'vj g'o gcplki 'ugv'htqj 'lp'Ugevkqp'403*c=

\$Requesting Holders\$j cu'vj g'o gcplki 'ugv'htqj 'lp'Ugevkqp'403*d=

\$Rule 144\$j cu'vj g'o gcplki 'ugv'htqj 'lp'Ugevkqp'402*c=

\$SEC\$'o gcpu'vj g'WUO'Ugewk'k'k'gu'cpf "Gzej cpi g'Eqo o k'k'k'qp'qt'cp{ 'uweeguut'ci gpe{ =

Securities Act o gcpu"y g"Securities Act *Crdgtc="

Selling Holder o gcpu"J qrf gt "y j q"ku"ugnpi "T gi kwtcdng"Ugewtkkgr"r wtuwcpv"q" c"Ecpcf kcp" Rtqur gewu"qt" c"WUOT gi kwtckqp"Ucvgo gpv="

Share Transfer Restriction Agreements o gcpu."eqngevkgm{." y g"uj ctg"tcpuht"tgutkckqp" ci tgggo gpv"co qpi "PI R."y g"Eqtr qtcvkqp."Mgxlk" Cf ckt."P gkriMqtej kpunk"cpf "Ej gtgg"Uvgr j gpuqp=" cpf "k"y g"uj ctg"tcpuht"tgutkckqp"ci tgggo gpv"co qpi "PI R."y g"Eqtr qtcvkqp."F qp"i tc{."Rgvgt" Xgt dwi ."375379; "Crdgtc"Nvf 0"cpf "Gks "Ecr kcn"Eqtr qtcvkqp."gcej "f cvgf "cu"qh"y g" f cvg"j gtgqh" cpf "**Share Transfer Restriction Agreement**"uj cm'o gcp."cu"y g"eqpvzvf kcvgu."gky gt"qpg"qh" y go ="

Shelf Supplement j cu"y g'o gcpkpi 'ugv'htj y 'kp"Ugevkap"406*d="

Short Form Eligible Exchange o gcpu" "\$uj qtv'htqto "gri kdrng" gzej cpi g\$ "cu" f ghkpgf "kp" P K66/ 323="

Successor j cu"y g'o gcpkpi 'ugv'htj y 'kp"Ugevkap"508*d+*k="

TSX o gcpu"y g"Vqtqpvq"UqemGzej cpi g="

U.S. Exchange Act o gcpu"y g"Wpkxf "Ucvgu"Ugewtkkgr"Gzej cpi g"Cev"qh"3; 56."cu"co gpf gf ."cpf " cp{ "uweeguqt"ucwwg"y gtgvq."cpf "y g"twrgu"cpf "tgi wcvkpu"qh"y g"UGE"r tqo wi cvgf "y gtgwpgf gt." cm'cu"y g'uco g'uj cm'dg'kp"ghgevtqo "vko g"v"vko g="

U.S. Initial Public Offering o gcpu"y g"kpknr wrde"qhhtkpi "qh"y g"Eqo o qp"Uj ctgu"r wtuwcpv" q" c"tgi kwtckqp"wpf gt"y g"WUO"Ugewtkkgr"Cev="

U.S. Registration Statement j cu"y g'o gcpkpi 'ugv'htj y 'kp"Ugevkap"408*d="

U.S. Securities Act o gcpu"y g"Wpkxf "Ucvgu"Ugewtkkgr"Cev"qh"3; 55."cu"co gpf gf ."cpf " cp{ "uweeguqt"ucwwg"y gtgvq."cpf "y g"twrgu"cpf "tgi wcvkpu"qh"y g"UGE"r tqo wi cvgf "y gtgwpgf gt." cm'cu" y g'uco g'uj cm'dg'kp"ghgevtqo "vko g"v"vko g="cpf "

Valid Business Reason j cu"y g'o gcpkpi 'ugv'htj y 'kp"Ugevkap"407*c+0'

1.2 Meaning of Non-Diluted Basis

Y j gpgxgt."kp"y ku"Ci tgggo gpv."y g"pwo dgt"qh"Eqo o qp"Uj ctgu"ku"v"dg"f gvgto kpgf "qp" c"\$pqp/ f kwwgf "dcuku\$. "y g"pwo dgt"qh"Eqo o qp"Uj ctgu"v"dg"wgf "hqt"y g"r wtr qug"qh'uwej "ecrwrckqp"uj cm' dg"f ggo gf "v"dg"y g"pwo dgt"qh"Eqo o qp"Uj ctgu"cewcmf "kuwgf "cpf "qwwucpf kpi "cu"qh'uwej "vko g" r nnu"y g"ci i tgi cvg"pwo dgt"qh"Eqo o qp"Uj ctgu"kuwcdng"cv"y g"cr r rdecdrng"vko g"wr qp"eqpxgtukqp"qh" cp{ "qwwucpf kpi "eqpxgtvdrng" f gdv"ugewtkkgu"qt" r tghgtgf "uj ctgu="provided, however, cpf "hqt"i tgcvgt" egtvckpv{."uwej "pwo dgt"qh"Eqo o qp"Uj ctgu"uj cm'pq" kpenf g"cp{ "Eqo o qp"Uj ctgu"kuwcdng"kp" eqppgevkap y kj "y g"gzgtelug"qh"qr vkpu."y cttcpw"qt"qvj gt"ugewtkkgu"i tcpvgf "v"ng{ "o cpci go gpv" qh" y g"Eqtr qtcvkqp"r wtuwcpv" q" cp{ "gs vkvf "kpegpvkg"r rcp"qh" y g"Eqtr qtcvkqp"kp" ghgevt"cv" y g" cr r rdecdrng"vko g0

ARTICLE 2
PROSPECTUS QUALIFICATION AND REGISTRATION RIGHTS

2.1 Demand Filing

*C+ *k+ Hqmjy kpi "eqo r ngvqp"qh"vj g"Cttcpi go gpv."cpf"uwdlgev"vq"Ugevqp"408*e+."P I R" *j g"\$Initial Requesting Holder\$o c{."cv'cp{"vko g."d{"y tkwgp"pqvleg"vq"vj g" Eqtr qtcvqp"*c"\$Request Notice\$+:.tgs wguv'j g"Eqtr qtcvqp"vq<

*C+ hkg" cpf " qdvcp" c" tgegkr v' hqt" c" r tgrko kopt {" r tqur gewu" vq" s wcrkh{" hqt" F kntkdwkqp" cp {" qt" cm' qh" vj g" kpkkn' Tgs wguvki " J qrf gt)u" Tgi kntcdrg" Ugewtkkgu."kp"cm'vj g"r tqxlpegu"cpf "vgttkqtkgu"y j gtg"vj g"Eqtr qtcvqp"ku" vj gp" c" tgr qtkpi "kuwgt"cpf "cp {"qj gt" r tqxlpegu"qt"vgttkqtkgu"ur gekkfg "kp" uwej "Tgs wguv'P qvleg="

*D+ hkg" cpf " qdvcp" c" tgegkr v' hqt" c" hpcn' r tqur gewu" kp" vj qug" lwtkuf kevqpu" f guetkdgf "kp"*C+"cdqyg="cpf "

*E+ eqo r n{ "y kj "vj g"cr r rkecdrg"r tqxkukqpu"qh"Ugevqpu"407."408"cpf "400'

*k+ Uwdlgev"vq"Ugevqp"408*e+."cv'cp {"vko g"chgt"vj g"Eqtr qtcvqp"j cu'eqo r ngvf "c"WUO kpkkn' Rwdrle" Qhgtkpi " qt" j cu" qj gty kug" dgeqo g" uwdlgev" vq" vj g" tgr qtkpi " tgs vkt go gpv"qh"vj g"WUO'Gzej cpi g"Cev."vj g" kpkkn'Tgs wguvki " J qrf gt"o c {"kuwgt" c" Tgs wguv'P qvleg"vq"vj g"Eqtr qtcvqp"vq<

*C+ hkg" c" tgi kntcvqp" ucvgog gpv" y kj " vj g" UGE" kp" tgur gev' qh" vj g" kpkkn' Tgs wguvki " J qrf gt)u" Tgi kntcdrg"Ugewtkkgu="

*D+ ecwug'uwej "tgi kntcvqp"ucvgo gpv"vq"dg"f gerctgf "ghgevxg="cpf "

*E+ eqo r n{ "y kj "vj g"cr r rkecdrg"r tqxkukqpu"qh"Ugevqpu"407."408"cpf "400'

Vj g"Eqtr qtcvqp"uj cm'dg"eqpukf gtgf "vq"j cxg"eqo r ngvf "c"WUO'kpkkn'Rwdrle"Qhgtkpi "cu" qh"vj g"ghgevxg"f cvg"qh"vj g"tgi kntcvqp"ucvgo gpv'hkgf "kp"eqppgevq"y kj "uwej "WUO'kpkkn' Rwdrle"Qhgtkpi 0'

Vj g"tki j u"ugv'hqtjy "kp" *k+ cpf " *k+ cdqyg"ctg"kp"tgur gev' qh"cm' qt" cp {" r qtkvqp" qh" vj g" Tgi kntcdrg"Ugewtkkgu"vj cv'ctg"vj gp"j gnf "d {" vj g" kpkkn'Tgs wguvki " J qrf gt" hqt" s wcrkh {" kpi "qt" tgi kngtkpi "uwej "Tgi kntcdrg"Ugewtkkgu" hqt" ucrg"kp" vj g" o cppgt"ur gekkfg "kp" vj g" Tgs wguv' P qvleg" *j g" hqtgi qkpi " ctg" j gtgkp." eqmgevkgf . " tghgtgf " vq" cu" \$Demand Registration Rights\$(0)"P qvy kj ucpf kpi "vj g" hqtgi qkpi . "kh"cv'vj g"vko g"qh" c" Tgs wguv'P qvleg"r vtuwcpv"vq" Ugevqp"408*c+*k+cdqyg."*z+"cm'Tgi kntcdrg"Ugewtkkgu"vj cv'ctg"vj g" uwdlgev'qh"uwej "Tgs wguv' P qvleg"o c {" dg"uqrf "ko o gfkcvgn "y kj qw'tgi kntcvqp"wpf gt"vj g" WUO'Ugewtkkgu"Cev'cpf " y kj qw'xqno g"tgutlevqpu"r vtuwcpv"vq" T wrg"366"vj gtgwpgf gt"*qt"cp {" uko krt" t wrg"vj gp"kp" ghgevt: " cpf " * {" + " eqwpugn' vq" vj g" Eqtr qtcvqp" fgrkxgtu." dcugf " wr qp" ewuqo ct {" tgr tguv'vqpu"cpf "y cttcpvku" f grkxgtgf "vq"uwej "eqwpugn'd {" vj g" kpkkn'Tgs wguvki " J qrf gt." cp" wps wcrkh {" rgi cn'qr kpkp" *qj gt" vj cp" ewuqo ct {" cuwo r vqpu" cpf " s wcrkh kevqpu+" vq" uwej "ghgevt"cf f tguugf "cpf "tgcupcdn {" ceegr vcdrg"vq"vj g" kpkkn'Tgs wguvki " J qrf gt"cpf "vj g" Eqtr qtcvqp)u"vcpuhgt"ci gpv."cevki "tgcupcdn {" . vj gp"vj g"Eqtr qtcvqp"uj cm'pqv'dg"tgs vktgf " vq"vcng"cp {" cevqpu"y kj "tgur gev'vq"uwej "Tgs wguv'P qvleg."wrguu."cv'vj g"vko g"uwej "Tgs wguv'

P qvleg"ku'f grkxgtgf . "v'j g"pwo dgt"qh" Tgi kntcdng"Ugewtkkgu"j grf "d{ "v'j g" kpkkn" Tgs wguvki " J qrf gt "tgr tguvpu" hkg" r gtegpv" *7" + "qt" o qtg" qh" cm' qwucpf kpi "Eqo o qp" Uj ctgu" *qp" c" pqp/ f kwwgf "dcuku" cpf "v'j g" kpkkn" Tgs wguvki " J qrf gt "ci tggv" vq" r c{ "j crh" qh" v'j g" g"zr gpugu" qv'j gty kug" r c{ cdng" d{ "v'j g" Eqtr qtcvqp" wpf gt "Ugevqp" 40 "kp" eqppgevqp" y kj "v'j g" ucrg" qh" Tgi kntcdng" Ugewtkkgu" eqpvo r rvcgf "d{ "uwej " Tgs wguv" P qvleg" 0" P qv'j kj ucpcf kpi "cp{ v'j kpi " ugv' hqt v'j "kp" v'j ku" Ci tggv gpv" v'j g" Eqtr qtcvqp" uj cm' qpn' "dg" qdrki cvgf "vq" j qpqwt" c" Tgs wguv" P qvleg. "kh" v'j g" ucrg" qh" v'j g" Tgi kntcdng" Ugewtkkgu" kf gpv' hkgf "kp" uwej " Tgs wguv" P qvleg" ku" tgcupcdng "g"zr gev'f "vq" tguv" v'j g" i tgi cvg" i tquu' r tqeggf u" qh" i tgcvt" v'j cp" v'j g" hguvgt" qh" *k" EF P & 7.222.222 = "qt" *k" uwej "co qwpv" cu" y qwf "gpcedng" v'j g" kpkkn" Tgs wguvki " J qrf gt "vq" ugm' cm' qh" ku" v'j gp" tgo cklpi " Tgi kntcdng" Ugewtkkgu" kp" v'j g" f kntkdwkqp" 0" "kp" cf f kklqp. " pqv'j kj ucpcf kpi " cp{ v'j kpi " ugv' hqt v'j "kp" v'j ku" Ci tggv gpv" v'j g" Eqtr qtcvqp" uj cm' qpn' "dg" qdrki cvgf "vq" j qpqwt" c" Tgs wguv" P qvleg" *k" v'j leg" kp" cp{ "34" o qp'j "r gkqf" cpf " *k" kh" v'j g" Eqtr qtcvqp" j cu" pqv' hkgf "c" WUO Tgi kntcvqp" Ucvgo gpv' qt "Ecpcf kcp" Rtqur gewu" y kj kp" plpvgv' *; 2+ f c{ u' r tkqt "vq" v'j g' f cvg" qh" v'j g' Tgs wguv" P qvleg" 0

*d+ Hqmjy kpi "tgegk v'qh" c" Tgs wguv" P qvleg. "v'j g" Eqtr qtcvqp" uj cm' d{ "y tkv'p" pqvleg. "r tqo r v'f" pqv'kh' "gcej" "Qv'j gt" "J qrf gt" "qh" v'j g" tgegk v'qh" c" Tgs wguv" P qvleg" cpf "r tqxkf g" c" eqr { "v'j gtqgh" cpf "uj cm' wug" ku" eqo o gtecm' "tgcupcdng" ghqt u" vq. "cu" cr r rlecdrng. " *k" hkg" c" r tgrko kpcf { " cpf "hpcn" r tqur gewu" kp" cm' v'j g" r tqxkpegu" cpf "vgttkqtkgu" y j gtg" v'j g" Eqtr qtcvqp" ku" v'j gp" c" tgr qt v'ki "kuuvg" cpf "cp{ "qv'j gt" r tqxkpegu" qt "vgttkqtkgu" ur gekhgf "kp" uwej " Tgs wguv" P qvleg" *gcej" uwej "r tqur gewu" ku" j gtgkpcvgt "tghgtgf "vq" cu" c" \$Canadian Prospectus\$ "s wcrkh' kpi " hqt "F kntkdwkqp" v'j g" Tgi kntcdng" Ugewtkkgu" ur gekhgf "kp" v'j g" Tgs wguv" P qvleg" *cpf "kp" cp{ " Rki i { dcm' P qvlegu" tgegkxgf "tqo "Qv'j gt" "J qrf gt" u" p'q' rvcgt" v'j cp" v'j g" 37 v'j f c{ "chgt" tgegk v'qh" v'j g" pqvleg" ugpv' d{ "v'j g" Eqtr qtcvqp" + *uwej "Qv'j gt" "J qrf gt" u. "kh" cp{ . "cpf" v'j g" kpkkn" Tgs wguvki " J qrf gt" ctg' j gtgkpcvgt "tghgtgf "vq" cu" v'j g" \$Requesting Holders\$. "qt" *k" hkg" c" tgi kntcvqp" ucvgo gpv' y kj "v'j g" UGE" tgi kntkpi "v'j g" Tgi kntcdng" Ugewtkkgu" qh" v'j g" Tgs wguvki " J qrf gt" u" *gcej" uwej " tgi kntcvqp" ucvgo gpv' ku" j gtgkpcvgt "tghgtgf " vq" cu" c" \$U.S. Registration Statement\$ + tgs wguv'f "vq" dg" kpenmf gf "v'j gtgk' hqt" ucrg" vq" v'j g' r wdne" kp" ceeqtf cpeg' y kj "v'j g" o gv'j qf "qh" f kur qukkqp" ur gekhgf "kp" uwej " Tgs wguv" P qvleg" 0" "k" uwej " o gv'j qf "qh" f kur qukkqp" uj cm' dg" cp" wpf gty tkv'p" r wdne" qhgtkpi "qt" qp" cp" ci gpe{ "dcuku. "P I R. "chgt" eqp'wncvqp" ur kj "v'j g" Eqtr qtcvqp. "uj cm'f guki pcvg" v'j g' rvcf "w'pf gty tkv'p" qt "rvcf" ci gpv' qh" uwej "qhgtkpi 0

*e+ Vj g" Eqtr qtcvqp" uj cm' dg" qdrki cvgf "vq" "hkg" c" s wcrkh' kpi " Ecpcf kcp" Rtqur gewu" qt " WUO Tgi kntcvqp" Ucvgo gpv. "cu" cr r rlecdrng. "r wtuwcpv" vq" Ugevqp" 40 *c+ "qpn' "wr qp" tgegk v'qh" c" Tgs wguv" P qvleg" f grkxgtgf "d{ "v'j g" kpkkn" Tgs wguvki " J qrf gt. "cpf" qpn' "qp" c" o czko wo "v'j tgg" *5+ "qecukqpu" 0C" tgs wguv' r wtuwcpv' vq" Ugevqp" 40 *c+ "uj cm' dg" eqwv'f "cu" qp'g" qh" v'j g' v'j tgg" *5+ s wcrkh' kpi "Ecpcf kcp" Rtqur gewu" qt "WUO Tgi kntcvqp" Ucvgo gpv' hktkpi u' kh"

*k+ cm' v'j g" Tgi kntcdng" Ugewtkkgu" tgs wguv'f "d{ "v'j g" kpkkn" Tgs wguvki " J qrf gt" vq" dg" kpenmf gf "kp" cp{ "uwej " Ecpcf kcp" Rtqur gewu" qt "WUO Tgi kntcvqp" Ucvgo gpv' hktkpi " j cxg" dggp" uq' kpenmf gf = cpf "

*kk+ gkj gt " *C+ " c" tgegk v' hqt" c" "hpcn" Ecpcf kcp" Rtqur gewu" j cu" dggp" kuwgf "tqo " v'j g" Ecpcf kcp" Ugewtkkgu" Eqo o kuukpu" kp" cm' v'j g" r tqxkpegu" cpf "vgttkqtkgu" qh" Ecpcf c" y j gtg" v'j g" Eqtr qtcvqp" ku" v'j gp" c" tgr qt v'ki "kuuvg" cpf "cp{ "qv'j gt" r tqxkpegu" cpf " vgttkqtkgu" qh" Ecpcf c" ur gekhgf "kp" v'j g" Tgs wguv" P qvleg" qt " *D+ " v'j g" cr r rlecdrng" WUO Tgi kntcvqp" Ucvgo gpv' j cu" dgeqo g" ghgev'xg" w'pf gt "v'j g" WUO Ugewtkkgu" Cev. "cu" cr r rlecdrng="

provided, however, "v cv"v j g"kpklcnTgs wguvpi "J qrf gt"o c{."qp"qpg"qecucukqp."cv"cp{"klo g" r tkqt" vq" v j g" hklpi "qh" c" hpcn" Ecpcf kcp" Rtqur gewu" qt" v j g" ghgevxgpguu" qh" uwej " WUO' Tgi kntcvkqp"Ucvgo gpv."kp"ku"uqng" f kuetgvkqp"cpf"y kj qw"v j g"eqpugpv"qh"v j g"Eqtr qtcvkqp." cdcpf qp"v j g"r tqr qugf" qhgtkpi "vq" dg"o cf g"kp"t gur qpug"vq" v j g" Tgs wguv" P qvleg"y kj qw" eqwv kpi "uwej "r tqr qugf" qhgtkpi "cu"qpg"qh"v j g"v j tgg"5+"s wcnk{ kpi "Ecpcf kcp" Rtqur gewu" qt" WUO' Tgi kntcvkqp"Ucvgo gpv" hklpi u"uq" npi "cu"v j g" kpklcn" Tgs wguvpi "J qrf gt" r c{ u"qt" tglk dwtugu"v j g"Eqtr qtcvkqp" hqt" cp{ "gzr gpugu" r ckl" qt" r c{ cdng" d{ "v j g"Eqtr qtcvkqp" r vtuwcpv" vq" Ugev kqp"40 "kp"eqppgev kqp"y kj "uwej "r tqr qugf" qhgtkpi 0"

*f + Vj g"Eqtr qtcvkqp"uj cm"dg"gpvkrgf "vq" kpenwf g" hqt" ucng" *k" ceeqtf cpeg"y kj "v j g"o gvj qf "qh" f kur qukkqp"ur gekhgf "d{ "v j g" kpklcn" Tgs wguvpi "J qrf gt" qt" uwej "qvj gt"o gvj qf "cu"o c{ "dg" ci tggf "d{ "v j g"Eqtr qtcvkqp"cpf "v j g" kpklcn" Tgs wguvpi "J qrf gt" + "kp"cp{ "Ecpcf kcp" Rtqur gewu" qt" WUO' Tgi kntcvkqp"Ucvgo gpv" hkrf "r vtuwcpv"vq" v j g" ku" Ugev kqp"40B. "Eqo o qp" Uj ctgu" vq" dg" uqrf "d{ "v j g"Eqtr qtcvkqp" hqt" ku" qy p" ceeqwpv. "gzegr v" cu" cpf "vq" v j g" gzvvpv" v j cv. "kp" v j g" tgcupcdng" qr kpkp" qh" v j g" r gcf "wvf gty tkgtu" *kh" uwej "o gvj qf "qh" f kur qukkqp"uj cm"dg" cp" wvf gty tkwgp" r wdrlk "qhgtkpi + "qt" r gcf "ci gpw" *kh" uwej "o gvj qf "qh" f kur qukkqp"uj cm"dg" qp" cp" ci gpe{ "dcuku" + "uwej " kpenukqp" y qwf "o cvgtkcm{ " cpf " cf xgtugn{ " chge" v j g" uweeguuhwi' o ctngv kpi "qh" v j g" Tgi kntcdng" Ugewtkkgu" vq" dg" uqrf 0" Cp{ "J qrf gt" gpvkrgf "vq" Rki i { dcmi' Tgi kntcvkqp" Tki j w" y kj "t gur gev" vq" c" Ecpcf kcp" Rtqur gewu" qt" WUO' Tgi kntcvkqp" Ucvgo gpv" hkrf "r vtuwcpv"vq" v j g" ku" Ugev kqp"40B" o c{ "kpenwf g" hqt" ucng" *k" ceeqtf cpeg"y kj "v j g"o gvj qf "qh" f kur qukkqp"ur gekhgf "d{ "v j g" kpklcn" Tgs wguvpi "J qrf gt" + "Tgi kntcdng" Ugewtkkgu" y kj "t gur gev" vq" y j lej "uwej "tki j w" cr r n{ "kp" uwej "Ecpcf kcp" Rtqur gewu" qt" WUO' Tgi kntcvkqp" Ucvgo gpv" gzegr v" cpf "vq" v j g" gzvvpv" v j cv. "kp" v j g" tgcupcdng" qr kpkp" qh" v j g" r gcf "wvf gty tkgtu" *kh" uwej " o gvj qf "qh" f kur qukkqp"uj cm"dg" cp" wvf gty tkwgp" r wdrlk "qhgtkpi + "qt" "qh" v j g" r gcf "ci gpw" *kh" uwej "o gvj qf "qh" f kur qukkqp"uj cm"dg" qp" cp" ci gpe{ "dcuku" + "uwej " kpenukqp" y qwf "o cvgtkcm{ " cpf " cf xgtugn{ " chge" v j g" uweeguuhwi' o ctngv kpi "qh" v j g" Tgi kntcdng" Ugewtkkgu" vq" dg" uqrf 0" Rk. " kp" ceeqtf cpeg"y kj "v j g" hqtgi qkpi . "v j g" r gcf "wvf gty tkgtu" qt" r gcf "ci gpw. "cu" v j g" ecug" o c{ " dg. "ctg" qh" v j g" tgcupcdng" qr kpkp" v j cv" v j g" kpenukqp" d{ "dqj" v j g" Eqtr qtcvkqp" cpf " cp{ " J qrf gt" uq" gpvkrgf " vq" Rki i { dcmi' Tgi kntcvkqp" Tki j w" qh" Tgi kntcdng" Ugewtkkgu" kp" cp{ " Ecpcf kcp" Rtqur gewu" qt" WUO' Tgi kntcvkqp" Ucvgo gpv" *qvj gt" v j cp. "hqt" i tgcvgt "egt vckpv{ . "v j g" kpklcn" Tgs wguvpi "J qrf gt" + "y qwf "o cvgtkcm{ " cpf " cf xgtugn{ " chge" v j g" uweeguuhwi' o ctngv kpi " qh" v j g" Tgi kntcdng" Ugewtkkgu" vq" dg" uqrf . "v j gp" gcej "qh" v j g" Eqtr qtcvkqp" cpf "uwej "J qrf gtu" *qvj gt" v j cp. "hqt" i tgcvgt "egt vckpv{ . "v j g" kpklcn" Tgs wguvpi "J qrf gt" + "uj cm" tgf weg" v j g" pwo dgt" qh" Eqo o qp" Uj ctgu" k" y kuj gu" vq" dg" kpenwf g" "kp" uwej " Ecpcf kcp" Rtqur gewu" qt" WUO' Tgi kntcvkqp" Ucvgo gpv" qp" c" "pro-rata" "dcuku" *qt" "kp" uwej "qvj gt" o cpgt" o wwcni{ "ci tggf "vq" d{ "uwej " r ctvku" + "vq" v j g" gzvvpv" pgeguuct{ . " kp" v j g" tgcupcdng" qr kpkp" qh" v j g" r gcf " wvf gty tkgtu" qt" r gcf "ci gpw. "uq" cu" y qwf "pqv" o cvgtkcm{ " cpf " cf xgtugn{ " chge" v j g" uweeguuhwi' o ctngv kpi "qh" v j g" Tgi kntcdng" Ugewtkkgu" vq" dg" uqrf 0" "Gzegr v" cu" r tqxkf gf "kp" v j g" ku" Ugev kqp"40B" *f + "cpf "gzegr v" hqt" cp{ "tgi kntcvkqp" ucvgo gpv" qp" Hqto "U/6. "Hqto "H/6. "Hqto "U/ : . "Hqto "H: "qt" Hqto "H: 2" qt" cp{ "uweguat" hqto u" v j g" gvq" qt" cp{ "tgi kntcvkqp" ucvgo gpv" hkrf "uqrgn{ "kp" eqppgev kqp" y kj "cp" gzej cpi g" qhgt" qt" cp{ "go r m{ gg" dgpghk/ qt" f kklf gpf " tglpxguo gpv" r ncp+ . "v j g" Eqtr qtcvkqp" y knl'pqv' hkrf" c" r tgrko kpc{ "r tqur gewu" qt" tgi kntcvkqp" ucvgo gpv" kp" t gur gev" qh" ku" Eqo o qp" Uj ctgu. "y j gvj gt" hqt" ku" qy p" ceeqwpv" qt" v j cv" qh" cp{ " qvj gt" ugewtk{ " j qrf gt. " Hqo " v j g" f cvg" qh" tgegr v" qh" c" Tgs wguv" P qvleg" tgs wguvpi " v j g" r tqur gewu" qt" tgi kntcvkqp" ucvgo gpv" hklpi "kp" t gur gev" qh" c" hto "eqo o ko gpv" wvf gty tkwgp" r wdrlk "qhgtkpi " qt" c" eqo o gtekm{ " tgcupcdng" ghqtu" qhgtkpi " wvki" v j g" eqo o r gvkqp. " vgt o kpcvkqp" qt" y kj f tcy cn" cu" v j g" ecug" o c{ "dg. "qh" v j g" f kntkdwkqp" d{ "v j g" wvf gty tkgtu" qt" ci gpw. "cu" cr r rlecdrng. "qh" cm lugewtkkgu" wvf gt" uwej "r tqur gewu" qt" tgi kntcvkqp" ucvgo gpv" 0"

*g+ Uq"mipi "cu"PI R"j cu"F go cpf "Tgi kmtcvkqp"Tkj wu."vj g"Eqtr qtcvkqp"uj cm"pqv"kuwg"cp{" r tqur gewu"s wcrkhecvkqp"qt"tgi kmtcvkqp"tkj wu"vq"cp{"Rgtuqp"y kj qw"vj g"r tkqt"y tkwgp" eqpugpv"qh"PI R."y j lej "eqpugpv"uj cm"pqv"dg" wptgcuqpcdn" y kj j grf = *provided* "that." pqv kj ucpf kpi "cp{"uwej "kuwg."PI R"uj cm"tgo clk"gpvkrgf"vq"gzgtekug"vj g"Rki i {dcen" Tgi kmtcvkqp"Tkj wu"cu"ugv"htvj "kp"Ugevqp"40"kp"tgur gev"qh"c"r tqur gewu"s wcrkhecvkqp"qt" tgi kmtcvkqp" d{" cp{" uwej " Rgtuqp" cpf " F go cpf " Tgi kmtcvkqp" Tkj wu" cu" ug v" hqt vj " kp" Ugevqp"40

2.2 Piggyback Registration

*c+ Kij g"Eqtr qtcvkqp"r tqur qugu"vq"hrk" *kpenmf kpi "kp"eqppgevkqp"y kj "c"WUO'kpkrcn'Rwdrie" Qhgtkpi "+" y kj " *k+qpg" qt" o qtg" Ecpcf kcp" Ugewtkkgu" Eqo o kulkpu. "c" r tgrko kpct {" r tqur gewu"qt"Uj grh"Uwr r ngo gpv"qt" *k+c"tgi kmtcvkqp"ucvgo gpv"y kj "vj g"UGE" *qvj gt"vj cp" c"tgi kmtcvkqp"ucvgo gpv"qp" Hqto "U/6. Hqto "H/6. Hqto "U: . Hqto "H: "qt" Hqto "H: 2"qt"cp {" uweeguqt" hqto u"vj gt gvq"qt"cp {" "tgi kmtcvkqp"ucvgo gpv"hrkf "uqrgn"kp"eqppgevkqp"y kj "cp" gzej cpi g"qhgt"qt"cp {" "go r m {gg" dgpghk'qt" f klf gpf "t gkpxguo gpv" r rcp+" tgrvkpi "vq"cp" qhgtkpi "qh"Eqo o qp"Uj ctgu."y j gvj gt" hqt "ku"qy p"ceeqwpv"qt" hqt "vj g"ceeqwpv"qh"qvj gt" ugewtkkg" j qrf gtu"qt"dqvj . "vj gp" gcej "uwej "vko g"kw'uj cm'i kxg'y tkwgp"pqvleg"vq"vj g"J qrf gtu"qh" ku"kpvgpvkqp"vq" f q"uq"pq"rguu"vj cp" hkg" *7+"Dwulpguu"Fc {" u"r tkqt"vq"vj g"cpvlekr cvgf "hkpi " f cvg=*provided, however.* "vj cv'kh'vj g"Eqtr qtcvkqp"tgegxgu" c "\$dqwi j v f gcm"hgwtg" *y j lej "hqt" r wtr qugu"qh'vj ku"Ugevqp"40"o gcpu" c" hwmf "wpf gty tkwgp"eqo o ko gpv"htqo "cp"wpf gty tkgt" qt" wpf gty tkgtu" qh" tgeqi pk gf "pcvkpcn' ucwu" kp" Ecpcf c+" tgrvkpi " vq" cp" qhgtkpi " qh" Eqo o qp"Uj ctgu."uwej "pqvleg"r gkqf "cpf "cm'qdrki cvkpu"qh'vj g"J qrf gt" hqt" r wtr qugu"qh'vj ku" Ugevqp"40"uj cm'dg"cdtkf i gf "vq"qpg" *3+"Dwulpguu"Fc {" hqmjy kpi "vj g" f cvg"qp"y j lej "y tkwgp" pqvleg"ku"i kxgp" d {" vj g"Eqtr qtcvkqp"vq"vj g"J qrf gt0

*d+ Wf qp"vj g"y tkwgp"tgs wguv"qh"cp {" J qrf gt. "tgegxgf" d {" vj g"Eqtr qtcvkqp"pq"rvgt"vj cp"vj g" hqt vj " *6" + "Dwulpguu" Fc {" " chgt" tgegr v' d {" uwej " J qrf gt" qh" vj g" pqvleg" ugpv' d {" vj g" Eqtr qtcvkqp" *wpvguu"uwej "vko g"r gkqf "ku"cdtkf i gf "cu"r tqxkf gf "kp"Ugevqp"40" *c+ "kp"y j lej " ecug" gcej "J qrf gt"uj cm'j cxg"qpg" *3+"Dwulpguu"Fc {" "vq"tgur qpf "vq"uwej "pqvleg"ugpv'd {" vj g" Eqtr qtcvkqp+" vq" tgi kmtg" qt" kpenmf g" kp" vj g" ugewtkkgu" qhgtgf" d {" vj g" r tgrko kpct {" r tqur gewu."Uj grh"Uwr r ngo gpv"qt"tgi kmtcvkqp"ucvgo gpv."cu"cr r rdecdng."qp"vj g"uco g"vgo u" cpf " eqpf kkpku" cu" vj g" ugewtkkgu" qvj gty kug" dglpi " uqrf " r wtuwcpv" vq" uwej " r tgrko kpct {" r tqur gewu."Uj grh"Uwr r ngo gpv"qt"tgi kmtcvkqp"ucvgo gpv."cp {" qh"ku" Tgi kmtcdng"Ugewtkkgu" *y j lej "tgs wguv'uj cm'ucv'vj g"kpvgpf gf "o gvj qf "qh'f kur qukkqp"vj g"tqgh+" *gcej "c" \$Piggyback Notice\$+ " vj g" Eqtr qtcvkqp" y kn' wug" eqo o gtekmf " tgcuppcdn" ghqtu" vq" ecwug" vj g" Tgi kmtcdng"Ugewtkkgu"cu"vq"y j lej "uwej "tgs wguv'tgrvgu"vq"dg" kpenmf gf "kp"vj g"ugewtkkgu"vq" dg"eqxgtgf" d {" vj g" r tgrko kpct {" r tqur gewu."Uj grh"Uwr r ngo gpv"qt"tgi kmtcvkqp"ucvgo gpv" r tqur qugf "vq"dg"hrkf" d {" vj g"Eqtr qtcvkqp."qp"vj g"uco g"vgo u"cpf "eqpf kkpku"cu"cp {" uko krc" ugewtkkgu" kpenmf gf " vj g"gtgk." cm' vq" vj g" gzvgpv" tgs wkkg" vq" r gto kv" vj g" ucrg" qt" qvj gt" f kur qukkqp" d {" gcej " J qrf gt" qh" uwej " Tgi kmtcdng" Ugewtkkgu" *j g"t gk" tghgtgf" vq" cu" \$Piggyback Registration Rights\$=*provided, however.* "vj cv'vj g"Eqtr qtcvkqp"o c {" cv'cp {" vko g"r tkqt"vq"vj g"hkpi "qh" c" hpcn'r tqur gewu."Uj grh"Uwr r ngo gpv"qt"vj g" ghgexkpguu"qh" uwej "tgi kmtcvkqp"ucvgo gpv."kp"ku"uqrg" f kuetgvkqp"cpf "y kj qw"vj g"eqpugpv"qh"cp {" J qrf gt." cdcpf qp"vj g"r tqur qugf "qhgtkpi "kp"y j lej "cp {" J qrf gt" j cf "tgs wguv'vq" r ctvlekr cvg0" Vj g" J qrf gtu"uj cm"uwldgev"vq"vj g"rcu'ugpvpege"qh'vj ku"Ugevqp"40" *d+ "tgf weg"qt"grko kpvcg."qp" c" pro rata"dcuku."vj g"pwo dgt"qh" Tgi kmtcdng"Ugewtkkgu"vj g {" y kuj "vq"dg" kpenmf gf "kp"uwej " r tgrko kpct {" r tqur gewu."Uj grh"Uwr r ngo gpv"qt"tgi kmtcvkqp"ucvgo gpv"kh"cpf "vq"vj g"gzvgpv" vj cv."kp"vj g"ecug"qh'cp"wpf gty tkwgp"qhgtkpi . "kp"vj g"qr kpkqp"qh'vj g"rgcf "wpf gty tkgtu"qt."kp" vj g"ecug"qh'cp"ci gpe {" qhgtkpi . "kp"vj g"qr kpkqp"qh'vj g"rgcf "ci gpvu."uwej "kpenwkp"y qwf "

o cvgtkcmf "cpf "cf xgtugn{ "chgeev"vj g"uweeguuhwi'o ctngvki "qh"vj g"ugewtkkgu"lpenmf lpi "vj g" Tgi kntcdng"Ugewtkkgu"r tqr qugf "vq" dg" uqrf "vj g"gtkp0" Htqo "cpf "chgt"vj g"f cvg"qh"vj ku" Ci tgggo gpv'cpf "wpkiPI R'F qgu'pqv'qy p'cv'ngcu'v'gp'r gtegpv*32" +qh'vj g'gs wkvf "ugewtkkgu" qh'vj g"Eqtr qtcvqpp"qt"kp"cp{ "uweeguut"qt"cuuki pgg"tguwvki "Htqo "vj g"eqpuqkf cvkqp." o gti gt"qt"ucrg"qh'cm'qt"uwducpvcmf "cm'qh'vj g"cuugv'qh'vj g"Eqtr qtcvqpp."vj g"Eqtr qtcvqpp" uj cm'pqv'i tcv'cp{ "Rki i {dcemTgi kntcvqpp"Tkj j w'qt"uko kct"tkj j w'vq"cp{ "Rgtuqp"vprguu" uwej "tkj j w'ctg"gzr tguunf "o cf g"uwdlgev"vq"vj g'r tkqt"tkj j v'qh"J qrf gtu"j gtgwpf gt"vq"lpenmf g" cp{ "qt"cm'qh'vj gk" Tgi kntcdng"Ugewtkkgu"dghgtg"uwej "qvj gt"Rgtuqp"lpenmf gu"cp{ "Eqo o qp" Uj ctgu"kp"cp{ "r tgrko kpct { "r tqur gewu."Uj grh'Uwr r rgo gpv'qt"tgi kntcvqpp"ucvgo gpv'tgrvki " vq"cp"wpf gty tkv'gp'r wdrle"qh'htkpi "qt"qh'htkpi "y kj "tgr ge'v'v'j lej . "kp"vj g"qr kpkp"qh'vj g" rgef "wpf gty tkgtu"qt" rgef "ci gpw."cu"cr r rdecdrng."vj g" lpenvki"kp"vj g" qh'htkpi "qh"cm' Eqo o qp" Uj ctgu" tgs wgv'gf " vq" dg" lpenmf gf "kp"vj g" r tgrko kpct { " r tqur gewu." Uj grh' Uwr r rgo gpv'qt"tgi kntcvqpp"ucvgo gpv'd{ "cm'Rgtuqp"j qrf lpi "r tqur gewu"s wcrkdecvqpp"cpf " tgi kntcvqpp"tkj j w'y qwrf "o cvgtkcmf "cpf "cf xgtugn{ "chgeev"vj g"uweeguuhwi'o ctngvki "qh"vj g" ugewtkkgu"lpenmf lpi "vj g" Tgi kntcdng"Ugewtkkgu"vq"dg"uqrf 0"K"vj g"gxgpv'vj cv'vj g"pwo dgt" qh'Tgi kntcdng"Ugewtkkgu"vq"dg"lpenmf gf "kp"cr r tgrko kpct { "r tqur gewu."Uj grh'Uwr r rgo gpv'qt" tgi kntcvqpp"ucvgo gpv'ku"vq"dg"t'gf wv'gf "cu"r tqxkf gf "cdq'xg."y kj kp"hw"6+"Dwukp'guu"Fc {u" chgt" tgegr v' d{ " gcej " J qrf gt" *vprguu" uwej " vko g" r g'kqf " ku" cdtkf i gf " cu" r tqxkf gf " kp" Ugewtkqp"40"lpenmf lpi "vq"ugm" Tgi kntcdng" Ugewtkkgu"r wtuwcpv"vq"vj g"qh'htkpi "qh"vj g" qr kpkp"qh'uwej "rgef "wpf gty tkgtu"qt" rgef "ci gpw."cu"cr r rdecdrng."cm'uwej "Ugnkpi "J qrf gtu" o c{ "cm'ecv"co qpi "vj go ugr'ku"vj g"pwo dgt"qh'Eqo o qp"Uj ctgu"qh'uwej "Tgi kntcdng" Ugewtkkgu"y j lej "uwej "qr kpkp"ucv'gu"o c{ "dg" f kntkdwgf "y kj qw'cf xgtugn{ "chgeev"vj g" f kntkdwkpp"qh'vj g"ugewtkkgu"eqxgtgf "d{ "vj g" r tgrko kpct { "r tqur gewu."Uj grh'Uwr r rgo gpv'qt" tgi kntcvqpp"ucvgo gpv."cpf "kh'uwej "J qrf gtu"ctg"wp'cdng"vq"ci tgg"co qpi "vj go ugr'ku"y kj " tgr ge'v'v'uwej "cm'ecvqpp."uwej "cm'ecvqpp"uj cm'dg"o cf g"kp"r tqur qtcvqpp"vq"vj g"tgr ge'v'xg" pwo dgtu"qh'Eqo o qp"Uj ctgu"ur gek'k'kf "kp"vj gk"tgr ge'v'xg'y tkw'p'tgs wguu'0

2.3 Short-Form Prospectus Qualification

*c+ Hqt vj y kj "hqm'qy lpi "vj g"r'ku'vki "qh"vj g" Tgi kntcdng"Ugewtkkgu"qp" c"Uj qt v'Hqto "Gri kdrng" Gzej cpi g."vj g"Eqtr qtcvqpp"uj cm'wug"eqo o gtekmf "tgcup'cdng"gh'ht w'vq"dg"s wcrk'k'gf "vq" h'kg" c"r tqur gewu"r wtuwcpv"vq"vj g" tgs wktgo gpw"qh" P cvk'p'c'ri' k'p'ut wo gpv'66/323"6"Short Form Prospectus Distributions of the Canadian Securities Administrators" qt" cp{ "uweeguut"t'wrg."tgi w'cv'qpp"qt"uko kct"kp'ut wo gpv'guc'dr'kuj gf "Htqo "vko g"vq"vko g"\$NI 44-101\$+."lpenmf lpi "dw'p'q'v'iko k'gf "vq"vj g" h'k'k'pi "qh" c"p'q'v'eg"qh"kp'v'p'v'qpp"vq"dg"s wcrk'k'gf "vq" h'kg" uwej "c"r tqur gewu"kp"ceeqtf c'peg'y kj "Ugewtkqp"40 "qh" P K66/3230

*d+ K'i'cv'vj g"vko g" c" Tgs wgu'P q'v'eg"ku" f gr'k'x'gt'gf "qt"cv'vj g"vko g"vj cv'c"Rki i {dcem'P q'v'eg"ku" i k'x'gp."vj g"Eqtr qtcvqpp"o g'gu"vj g"gr'ki k'k'k'k'v" "et'k'gt'k"vq" h'kg" c"r tqur gewu"r wtuwcpv"vq"vj g" tgs wktgo gpw"qh" P K 66/323."vj g" Eqtr qtcvqpp"y km" uwdlgev"vq" Ugewtkqp"406."gh'geev"uwej " Tgs wgu'P q'v'eg"qt"Rki i {dcem'P q'v'eg"d{ "y c{ "qh" c"uj qt v'Hqto "r tqur gewu"r tgr ct'gf "r wtuwcpv" vq" P K66/3230

2.4 Shelf Qualification

*c+ Cv'cp{ "vko g" hqm'qy lpi "vj g"r'ku'vki "qh"vj g" Tgi kntcdng"Ugewtkkgu"qp" c"Uj qt v'Hqto "Gri kdrng" Gzej cpi g."vj g"Eqtr qtcvqpp"uj cm'wug"eqo o gtekmf "tgcup'cdng"gh'ht w'vq"cu"r tqo r v'f "cu" r t'ce'v'ec'dr'ng"vr qp't'gegr v'qh'c" Tgs wgu'P q'v'eg" Htqo "vj g" k'p'k'k'c'n" Tgs wgu'vki "J qrf gt"<

"

*k+ hrg"cpf "qdvkpc"tgegkr v'hq"t"r tgrko kpc{ "uj qtv'hqto "dcug"uj grh'r tqur gewu"*j g" \$Base Shelf Prospectus+r wtuwcpv'vq"vj g'uj grh'r tqur gewu'r tqxkukqpu'qh'P cvkqpcr' kputwo gpv' 66/324" ó" Shelf Distributions of the Canadian Securities Administrators"qt"cp{ "uweeguact"twrg."tgi wr'v'kqp"qt"uko krc"lputwo gpv'gucdrkuj gf " ltrqo "vko g"vq"vko g"\$NI 44-102\$+"vq"s wrkh{ "vj g"f kwtkdwkqp"qh'cm'qh'vj g" kpkrcn' Tgs wguv'kpi "J qrf gt)u" Tgi kwtcdrg" Ugewtkkgu" kp" cm' vj g" r tqxkpegu" cpf " vgttkqtkgu" y j gtg" vj g" Eqtr qtcv'kqp" ku" vj gp" c" tgr qt'v'kpi " kuwgt" cpf " cp{ " qvj gt" r tqxkpegu" qt" vgttkqtkgu"ur gekkfg" kp"uwej "Tgs wguv'P qv'kg="

*k+ hrg"cpf "qdvkpc"tgegkr v'hq"t"r tgrko kpc{ "uj qtv'hqto "dcug"uj grh'r tqur gewu"lp"vj qug"lwtkuf kev'kqpu" f guetkdgf "kp" *k+cdqxg="cpf "

*kk+ wug" eqo o gtekmf " tgcuaqpcdrng" ghqtu" vq" ngrg " vj g" Dcug" Uj grh' Rtqur gewu" eqpv'kpwqwanf " ghgevxg" cpf ." r tkqt" vq" vj g" gzt kt { " qh' vj g" kpkrcn' Dcug" Uj grh' Rtqur gewu." hrg" cpf " o clpv'kpc" kp" ghgev" uweeguixg" Dcug" Uj grh' Rtqur gewu" vj gtgvq0

*d+ Vj g"Eqtr qtcv'kqp"uj cm'ucv'kqh{ "cp{ "tgs wguv'r wtuwcpv'vq"Ugevkqp"408*c+*k+cv'c"vko g"vj cv'c" Dcug"Uj grh'Rtqur gewu"ku"ghgevxg"d{ "h'kpi "c"r tqur gewu"uwr r go gpv'vq"vj g"Dcug"Uj grh' Rtqur gewu"*c"\$Shelf Supplement\$+"kp"vj g"Gpi rkuj "rcpi wci g."y kj "vj g"Ecpcf kcp"Ugewtkkgu" Eqo o kukqpu"lp"y j lej "c"Dcug"Uj grh'Rtqur gewu"j cu'dggp"hrgf "kp"ceeqtf cpeg"y kj "P K66/ 324"cu'uqpp"cu'r tcevkcdrg"*cpf "kp"vj g"ecug"qh'c"Dcug"Uj grh'Rtqur gewu"hrgf "kp"Gpi rkuj ."pq" r'vgt"vj cp"vj g" h'kuj "tcf kpi "f c{ "chgt"uwej "tgs wguv'ku'tgegkxgf "d{ "vj g"Eqtr qtcv'kqp"+cpf "uj cm' v'ng" cm' qvj gt" uvr u" cpf " r tqeggf kpi u' vj cv' o c{ "dg" pgeguact { " kp" qtf gt" vq" s wrkh{ " vj g" Tgi kwtcdrg"Ugewtkkgu"v'pf gt"cr r r'kedrg"Ecpcf kcp"Ugewtkkgu"Ncy u0

2.5 Filing Procedures

Ki"cpf "y j gpgxgt"vj g"Eqtr qtcv'kqp"ku"tgs wktgf "r wtuwcpv'vq"vj ku" Ci tgggo gpv'vq"ghgev"vj g"ucrg"qt" f kwtkdwkqp" vq" vj g" r wdne" qh' cp{ " qh' vj g" Tgi kwtcdrg" Ugewtkkgu." vj g" Eqtr qtcv'kqp" y km' wug" eqo o gtekmf "tgcuaqpcdrng"ghqtu"vq<

*c+ *k+ hqmqy kpi "gcej "tgegkr v'qh'c" Tgs wguv'P qv'kg"r wtuwcpv'vq"Ugevkqp"408*c+*k+."y kj kp" plp'gyf " *; 2+"f c{ u." r tgr ctg." hrg" y kj " cpf " qdvkpc" c" tgegkr v' hqto " vj g" Ecpcf kcp" Ugewtkkgu"Eqo o kukqpu"lp"cm'vj g"r tqxkpegu"cpf "vgttkqtkgu"qh'Ecpcf c"y j gtg"vj g" Eqtr qtcv'kqp"ku"vj gp" c" tgr qt'v'kpi " kuwgt" cpf " cp{ " qvj gt" r tqxkpegu"cpf "vgttkqtkgu"qh' Ecpcf c" ur gekkfg" kp" uwej " Tgs wguv' P qv'kg." hqt " *C+"c" r tgrko kpc{ " r tqur gewu" tgr'v'kpi "vq"uwej "ugewtkkgu"cpf "wug"ku"eqo o gtekmf "tgcuaqpcdrng"ghqtu"vq"ecwug" uwej "r tgrko kpc{ " r tqur gewu"vq"dg"er'ctgf "hqt" h'kpi "qh'c" h'kpcn' r tqur gewu="cpf " *D+"c" h'kpcn' r tqur gewu" tgr'v'kpi " vq" uwej " ugewtkkgu" kp" ceeqtf cpeg" y kj " vj g" kputwv'kqpu'ugv'hq"t vj "kp"vj g" Tgs wguv'P qv'kg="cpf "

*k+ hqmqy kpi "gcej "tgegkr v'qh'c" Tgs wguv'P qv'kg"r wtuwcpv'vq"Ugevkqp"408*c+*k+."y kj kp" plp'gyf " *; 2+"f c{ u." r tgr ctg"cpf "hrg"y kj "vj g" UGE" c"tgi kwtcv'kqp"ucvgo gpv'tgr'v'kpi " vq"uwej "ugewtkkgu"*y j lej ."cv'vj g"qr'v'kqp"qh'vj g"Eqtr qtcv'kqp."y km'dg" c"tgi kwtcv'kqp" ucvgo gpv'qp" Hqto "H/5"qt" Hqto "H/32" *qt" Hqto "U/5"ki" vj g"Eqtr qtcv'kqp"ku"pqv' grki kdrng"vq" wug" Hqto "H/5"qt" Hqto "H/32+"qt"uwej "qvj gt" hqto "cu"vj g"Eqtr qtcv'kqp"ku" grki kdrng"vq" wug"cv'uwej "vko g+"cpf "wug"ku"eqo o gtekmf "tgcuaqpcdrng"ghqtu"vq"ecwug" uwej "tgi kwtcv'kqp"ucvgo gpv'vq" dgeqo g"ghgevxg"v'pf gt"vj g" WLUUgewtkkgu" Cev="

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Vj g"Eqtr qtcvqp"o c{"tgs vktg"geej "Ugnkpi "J qrf gt"cu"vq"y j lej "cp{"Ecpcf kcp"Rtqur gewu"qt"WUO Tgi kntcvqp"Ucvgo gpv'ku'dgkpi "ghhgev"vq"hwtpkuj "v"vj g"Eqtr qtcvqp"uwej "kphqto cvkqp"tgi ctf kpi " uwej "j qrf gt"cpf "vj g"f kntkdwkqp"qh'uwej "Tgi kntcdng"Ugewtkkgu"cu"vj g"Eqtr qtcvqp"o c{"htqo "vko g" vq"vko g"tgcupcdn{"tgs wguv'lp"y tkkpi . "dw'qpn{"vq"vj g"gzv'vj cv'uwej "kphqto cvkqp"ku'tgs vktgf "kp" qtf gt"vq"eqo r n" y kj "vj g"Ugewtkkgu"cev"vj g" WUO Ugewtkkgu"cev"qt"cp{"tgrxcpv"Ecpcf kcp" Ugewtkkgu"Ncy "qt" WUO ugewtkkgu"ncy "qt"qdrki cvkqpO "Gcej "Ugnkpi "J qrf gt"cu"vq"y j lej "cp{" Ecpcf kcp" Rtqur gewu" qt "WUO Tgi kntcvqp" Ucvgo gpv' ku' dgkpi "ghhgev" ci tggv"vq"pqvkh{"vj g" Eqtr qtcvqp"cu'r tqo r v{"cu'r tcevecdng"qh"cp{"kpeewtce{"qt"ej cpi g"kp"kphqto cvkqp"r tgxkqwan{" hwtpkuj gf"d{"uwej "Ugnkpi "J qrf gt"vq"vj g"Eqtr qtcvqp"qt"qh"vj g"j cr r gpkpi "qh"cp{"gxgpv'kp"glkj gt" ecug"cu"tguwn'qh'y j lej "cp{"r tqur gewu'tgrcvkpi "vq"uwej "f kntkdwkqp"eqpvckpu"cp"wpv'wg"ucvgo gpv' qh'c"o cvgtkcn'hcev'tgi ctf kpi "uwej "Ugnkpi "J qrf gt"qt"vj g"f kntkdwkqp"qh'uwej "Tgi kntcdng"Ugewtkkgu" qt"qo ku"vq"ucv"cp{"o cvgtkcn'hcev'tgi ctf kpi "uwej "Ugnkpi "J qrf gt"qt"vj g"f kntkdwkqp"qh'uwej " Tgi kntcdng"Ugewtkkgu'tgs vktgf "vq"dg"ucv"vj gtgk"qt"pgeguuct {"vq"o cng"vj g"ucvgo gpv'vj gtgk. "kp" rki j v'qh'vj g"ektewo ucpegu'wpf gt"y j lej "vj g"y gtg"o cf g."pqv'o kurgcf kpi . "cpf "vq"hwtpkuj "r tqo r v{" vq"vj g"Eqtr qtcvqp"cp{"cf f kkpkn"kphqto cvkqp"tgs vktgf "vq"eqttgev"cpf "w f cvg"cp{"r tgxkqwan{" hwtpkuj gf "kphqto cvkqp"qt"tgs vktgf "uq"vj cv'uwej "r tqur gewu"uj cm'pqv'eqpvckp."y kj "t gur gev"vq"uwej " Ugnkpi "J qrf gt"qt"vj g"f kntkdwkqp"qh'uwej "Tgi kntcdng"Ugewtkkgu."cp"wpv'wg"ucvgo gpv'qh'c"o cvgtkcn' hcev"qt"qo k'vq"ucv" c"o cvgtkcn'hcev'tgs vktgf "vq"dg"ucv"vj gtgk"qt"pgeguuct {"vq"o cng"vj g" ucvgo gpv'vj gtgk. "kp"rki j v'qh'vj g"ektewo ucpegu'wpf gt"y j lej "vj g"y gtg"o cf g."pqv'o kurgcf kpi O

Kp"eqppgevqp"y kj "geej "hdkpi "qh'c"Ecpcf kcp"Rtqur gewu"qt"WUO Tgi kntcvqp"Ucvgo gpv'j gtgwpf gt" y kj "t gur gev"vq"cp"wpf gty tkwgp"r wdrk"qhhtkpi "qt"ci gpe {"qhhtkpi ."vj g"Eqtr qtcvqp"cpf "geej " Ugnkpi "J qrf gt"uj cm'wug"vj gk"eqo o gtekm{"tgcupcdng"ghhqtu"vq"gpvgt"kpq"v"y tkwgp"ci tggv gpv' y kj "vj g"rgcf "wpf gty tkgt"qt"wpf gty tkgtu"qt"rgcf "ci gpv'qt"ci gpv'uggev"kp"vj g"o cppgt"j gtgk" r tqxkf gf "kp"uwej "hqt" "cpf "eqpvckkpi "uwej "r tqxkukpu"cu"ctg"ewuqo ct {"kp"vj g"ugewtkku"dwkpguu" hqt"uwej "cp"cttcci go gpv'dgy ggp"wpf gty tkgtu"qt"ci gpv."cu"cr r rkecdng."cpf "eqo r cplgu"qh"vj g" Eqtr qtcvqp)u"uk g"cpf "kpxguwo gpv'ucvwtg=provided."vj cv"uwej "ci tggv gpv'uj cm'pqv'eqpvckp"cp {" uwej "r tqxkukp"cr r rkecdng"vq"vj g"Eqtr qtcvqp"qt"vj g"Ugnkpi "J qrf gtu"vj cv'ku"lpeapukv'vj kj "vj g" r tqxkukpu"j gtgqh" cpf "hwv'j gt"r tqxkf gf ."vj cv'vj g"vko g"cpf "r rceg"qh"vj g"enukpi "wpf gt"uwej " ci tggv gpv'uj cm'dg"cu"o wcm{"ci tggf "w qp"co qpi "vj g"Eqtr qtcvqp."vj g"Ugnkpi "J qrf gtu"cpf "uwej " rgcf "wpf gty tkgt"qt"rgcf "ci gpv."cu"cr r rkecdngO

2.6 Underwritten or Agency Offerings

Ki'tgs wguvf "d {"vj g"wpf gty tkgtu"ht"cp {"wpf gty tkwgp"qhhtkpi "qt"d {"vj g"ci gpv'ht"cp {"ci gpe {" qhhtkpi "d {"Ugnkpi "J qrf gtu"r wtuwcpv"vq"vj g"gzgtelug"qh" c" F go cpf "Tgi kntcvqp" Tki j v' cpf lqt" Rki i {"dcem" Tgi kntcvqp" Tki j v' "vj g"Eqtr qtcvqp"y km'gpvgt"kpq"cpf "r gthqto "ku'qdrki cvkqp"wpf gt"cp" wpf gty tkkpi "ci tggv gpv'y kj "uwej "wpf gty tkgtu"qt"ci gpe {"ci tggv gpv'y kj "uwej "ci gpv'ht"uwej " qhhtkpi ."uwej "ci tggv gpv'vq"dg"ucv'khev"t {"kp"uwducpeg"cpf "hqt" "vq"geej "uwej "Ugnkpi "J qrf gt"cpf " vj g" wpf gty tkgtu" qt" ci gpv." cu" cr r rkecdng." gcej "cevki " tgcupcdn{" . "cpf " vq" eqpvckp" uwej " tgrtgu'pvcv'kpu" cpf " y ctcpv'ku" d {"vj g" Eqtr qtcvqp" cpf " uwej " qvj gt" vto u" cu" ctg" i gpgtcm {" r tgxckkpi "kp"ci tggv gpv'qh'vj gug"v' r gu."kpenm' kpi "kpf go pkkgu"uwducp'vcm {"vq"vj g"ghhev"cpf "vq" vj g"gzv'v' r tqxkf gf "kp"Ugewkq"40 "qt"cu"qvj gty lug"ci tggf "dgy ggp"vj g"Eqtr qtcvqp"cpf "vj g"rgcf " wpf gty tkgt"qt"rgcf "ci gpv'ht"uwej "qhhtkpi O"J qrf gtu"gzgteluki "Rki i {"dcem" Tgi kntcvqp" Tki j wu" uj cm'gpvgt"kpq"cpf "r gthqto "cp"wpf gty tkkpi "ci tggv gpv'qt"ci gpe {"ci tggv gpv'cr r rkecdng"vq"uwej " qhhtkpi ."uwej "ci tggv gpv'vq"dg"ucv'khev"t {"kp"uwducpeg"cpf "hqt" "vq"geej "uwej "J qrf gt."vj g"

Eqtr qtcvqpp"cpf "vj g"wpf gty tkgtu"qt"ci gpw"vj cv'tgr' r ctvku"vj gtgvq."cevki "tgcupcdn{0"Vj g"Ugnkpi " J qrf gtu"uj cm'dg'r ctvku"vq"uwej "wpf gty tkkpi "ci tgggo gpv'qt"ci gpe{ "ci tgggo gpv'0" Cp{ "uwej "Ugnkpi " J qrf gt"uj cm'pqv'dg'tgs wktgf "vq"o cng"cp{ "tgr tguvpcvqpu"qt"y cttcpvku"vq"qt"ci tgggo gpw'y kj "vj g" Eqtr qtcvqpp"qt"vj g"wpf gty tkgtu"qt"ci gpw"qvj gt"vj cp"tgr tguvpcvqpu."y cttcpvku"qt"ci tgggo gpw' tgi ctf kpi "uwej "Ugnkpi "J qrf gt."uwej "Ugnkpi "J qrf gt)u" Tgi kntcdng"Ugewtkkku"cpf "uwej "Ugnkpi " J qrf gt)u"kpvgpf gf "o gvj qf "qh'f kntkdwkqpp"cpf "cp{ "qvj gt"tgr tguvpcvqpp"ewuqo ct{ "hqt"tcpucevqpu" qh'vj ku'pcwtg"qt"qvj gty kug'tgs wktgf "d{ "rcy 0

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2.7 Road Shows

Ki'tgs wguv'gf "d{ "PI R"kp"eqppgevqpp"y kj "cp{ "wpf gty tkwgp"qh'htkpi "qt"ci gpe{ "qh'htkpi "o cf g" r wtuwcpv"vq"vj g"gzgtekug"qh'c" F go cpf "Tgi kntcvkpp"Tkj v."vj g"Eqtr qtcvqpp"uj cm'eqqr gtcvg"cpf " eqo r n{ "y kj "cm'tgcupcdng'tgs wguv'o cf g"d{ "vj g"rgcf "wpf gty tkgt"qh'uwej "wpf gty tkwgp"qh'htkpi " qt"rgcf "ci gpv'qh'uwej "ci gpe{ "qh'htkpi "tgr gevki "vj g"cwv'p' cpeg"qh'vj g"Eqtr qtcvqpp"cv'tqcf "uj qy u" cpf "r ctvkr cvkpp"qh'vj g"Eqtr qtcvqpp"kp"cp{ "gh'qtu"tgr cvkpi "vq"vj g" f kntkdwkqpp"cpf "ucng"qh'vj g" Tgi kntcdng"Ugewtkkku0

2.8 Expenses

Vj g"Eqtr qtcvqpp"uj cm'r c{ "cm'gzr gpugu"kp"eqppgevqpp"y kj "cp{ "tgi kntcvkpp"qt"s wntk'cevqpp"qh'vj g" Tgi kntcdng"Ugewtkkku."kpenf kpi "cm'tgi kntcvkpp."h'kpi ".uqem'gzej cpi g'h'ggu."r tkp'kpi "gzr gpugu."cm' h'ggu"cpf "gzr gpugu"qh'eqo r n{ kpi "y kj "ugewtkku"qt"dnwg'unf "rcy u."cpf "vj g'h'ggu"cpf "f kudwtugo gpw' qh' eqwpugn' hqt "vj g" Eqo r cp{ "cpf "qh' ku" kpf gr gpf gpv' ceeqwpvcpw0 "Gzegr v' cu" r tqxkf gf "kp" Ugevqpp"40 ."vj g"Eqtr qtcvqpp"uj cm'pqv'dg'tgur qpukdng"htq"vj g"gzr gpugu"qh'cp{ "cvqtpg{ "qt"qvj gt" cf xluqt"go r n{ gf "d{ "c"J qrf gt"qh'Tgi kntcdng"Ugewtkkku0" Cm'wpf gty tkkpi "h'ggu."f lueqwpw"cpf " ugnkpi "eqo o kukuqpu"cmqecdn"vq"vj g'ucng"qh'vj g" Tgi kntcdng"Ugewtkkku"d{ "Ugnkpi "J qrf gtu"uj cm'dg" hqt"vj g"ceeqwpv'qh'vj g"Ugnkpi "J qrf gtu"cpf "uj cm'dg"cmqecv'f "qp"c"r tq'tcv'f "dcuku."vq"vj g'r tqeggf u" r ckl "vq"vj g"Ugnkpi "J qrf gtu0

2.9 Indemnification

*c+ Kp"vj g"gxgpv'qh'vj g" h'kpi "r wtuwcpv"vq"vj ku"Ci tgggo gpv'qh'c"Ecpcf kcp"Rtqur gewu"qt" WUO Tgi kntcvkpp" Ucvgo gpv' qh'htkpi " cp{ " Tgi kntcdng" Ugewtkkku." vj g" Eqtr qtcvqpp" y knf kpf go plh{ "cpf "j qrf "j cto ngu" gcej "Ugnkpi "J qrf gt"vj gtgwpf gt" cpf "gcej "wpf gty tkgt"qt" ci gpv'kpxqrgf "kp"vj g" f kntkdwkqpp"qh'Tgi kntcdng"Ugewtkkku"vj gtgwpf gt."cpf "gcej "qh'ku" uj ctgj qrf gtu."o go dgtu." r ctv'p'gtu." f k'gev'qtu." qh'htkpi." go r n{ ggu" cpf " ci gpw" cpf " gcej " Rgtuqp." kn'cp{ ." y j q"eqpvtqnu"uwej "Ugnkpi "J qrf gt"qt" wpf gty tkgt"qt"ci gpv'y kj kp"vj g" o gcplkpi "qh'vj g"Ugewtkkku"Cev."ci ckpu"cp{ "f go cpf u."er'ko u."cev'qpu."r tqeggf kpi u."nquugu" *qvj gt"vj cp"nqu"qh'r tqh'v'."f co ci gu."equu."gzr gpugu"qt"nk'cdk'kku" *kpenf kpi "tgcupcdng" eqwpugn)h'ggu"qp" c"uq'nekqt"cpf "j ku"qy p"en'gpv'dcuku"y j cvq'gxg" *\$Losses\$+"lq'kv"qt" ugxgcn"vq"y j kej "uwej "Ugnkpi "J qrf gt."wpf gty tkgt"qt"ci gpv'qt"eqpvtqnu" Rgtuqp"qt"cp{ " qh'vj gkt"uj ctgj qrf gtu."o go dgtu." r ctv'p'gtu." f k'gev'qtu." qh'htkpi." go r n{ ggu"qt"ci gpw'o c{ " dgeqo g" uwdlgev' wpf gt" vj g" Ugewtkkku" Cev." vj g" WUO Ugewtkkku" Cev." cp{ " cr r'ncdn" Ecpcf kcp"Ugewtkkku"Ncy "qt" WUO"ugewtkku"rcy ."tw'g"qt"tgi w'cvkpp."cu"vj g'ecug"o c{ "dg."qt" qv' gty kug"cu"c"tguwn'qh'c" f kntkdwkqpp"wpf gt"vj ku"Ci tgggo gpv.'kpuq'ht"cu"uwej "Nquugu"ctkug" qw'qh'qt"ctg'dcugf "vr qp"cp{ "w'p't'wg'ucvgo gpv'qt"cmgi gf "w'p't'wg'ucvgo gpv'qh'cp{ "o cv'gtk'cn'

hcev'eqpvckpgf "vj gtgkp."qt"cp{"co gpf o gpv'qt"uwr r ngo gpv'vj gtgqh"qt"ctkug"qvw'qh"qt"ctg" dcugf "wr qp"vj g'qo kuukqp"qt"cmgi gf "qo kuukqp"vq"ucv'vj gtgkp"co cvgtkrcifcevtgs vktgf "vq"dg" ucvgf "vj gtgkp"qt"pgeguuct {"vq"o cnrg"vj g"ucvgo gpv'vj gtgkp"pqv'o kurgcf kpi "qt"cp{"xkqrckqp" d {"vj g" Eqtr qtcvkkp" qh" cp {" Ecpcf kcp" Ugewtkkgu" Ncy " qt " WUO ugewtkkgu" rcy . " twrg" qt " tgi wcvkqp."cu"vj g"ecug"o c {"dg. "kp"eqppgevkqp"y kj "vj g"tgi kntcvkqp"qt"fkntkdwkqp"qh"vj g" Tgi kntcdrg" Ugewtkkgu." cpf " y kn' tsko dtug" gcej " uwej " Ugnkpi " J qrf gt." gcej " uwej " wpf gty tkgt"qt"ci gpv'cpf "gcej "uwej "eqpvtqmkpi "Rgtuqp"cpf "gcej "qh"vj gkt"uj ctgj qrf gtu." o go dgtu." r ctvpgtu." f k tgevtu." qhhegtu." go r m {ggv" qt" ci gpvu" hqt" cp {" rgi cn' qt" qvj gt" gzt gpugu'tgcuqpcdn {"kpewtgf "d {"vj go "kp"eqppgevkqp"y kj "kpxguki cvkpi "qt" f ghgpf kpi "cp {" uwej "Nqu"qt"cevku="provided." however." "vj cv"vj g"Eqtr qtcvkkp"y kn'pqv'dg"rkdrg"vq" c" Ugnkpi "J qrf gt." wpf gty tkgt."ci gpv'qt"eqpvtqmkpi "Rgtuqp"cpf "gcej "qh"vj gkt"uj ctgj qrf gtu." o go dgtu." r ctvpgtu." f k tgevtu." qhhegtu." go r m {ggv"qt"ci gpvu"kp"cp {"uwej "ecug"kh'cpf "vq"vj g" gzvgpv' vj cv' cp {" uwej " Rgtuqp"u" Nquu" ku" f k tgevtu" cvtkdwcdrg" vq" cp" wptwg" ucvgv gpv'qt" cmgi gf "wptwg"ucvgo gpv'qt"qo kuukqp"qt"cmgi gf "qo kuukqp"uq"o cf g"kp"eqphqto kv"y kj " kphqto cvkqp" hwtpluj gf " d {" uwej " Ugnkpi " J qrf gt." uwej " wpf gty tkgt" qt" ci gpv' qt" uwej " eqpvtqmkpi "Rgtuqp"ur gekhccm' hqt"vug'kp"uwej " r tqur gewu"qt"tgi kntcvkqp"ucvgo gpv'o

*d+ Gcej "Ugnkpi "J qrf gt"ci tggv"vq"kp' go plh {"cpf "j qrf "j cto rguu"vj g"Eqtr qtcvkkp."ku" f k tgevtu." qhhegtu." go r m {ggv"cpf "ci gpvu"cpf "gcej "Rgtuqp."kh'cp {" . "y j q"eqpvtqmu"vj g"Eqtr qtcvkkp" y kj kp"vj g"o gcplki "qh"vj g"Ugewtkkgu"Cev"vq"vj g"uco g"gzvgpv'cu"vj g"htgi qkpi "kp' go plv' " htqo " vj g" Eqtr qtcvkkp" vq" uwej " Ugnkpi " J qrf gt." dw' qpn' " y kj " tgr gev' vq" kphqto cvkqp" tgi ctf kpi "uwej "Ugnkpi "J qrf gt" hwtpluj gf "d {"qt"qp"dgj crh'qh"uwej "Ugnkpi "J qrf gt"gzr tguun' " hqt" kpenwukqp" kp" cp {" r tqur gewu"qt" tgi kntcvkqp" ucvgv gpv' tgrcvkpi " vq" vj g" Tgi kntcdrg" Ugewtkkgu."qt"cp {"co gpf o gpv'qt"uwr r ngo gpv'vj gtgqv="provided." however." "vj cv"vj g"rkdckk' {" qh'gcej "Ugnkpi "J qrf gt" r wtuwcpv'vq"cm'kp' go plkku"i kxgp"d {"uwej "Ugnkpi "J qrf gt" r wtuwcpv' vq"vj ku"Ugevkqp"4Q "uj cm'pqv'dg"i tgevt "kp"ci i tgi cvg"co qwpv'vj cp"vj g" f qmct"co qwpv'qh"vj g" r tqeggf u"*pgv'qh"cp {"Ugnkpi "Gzr gpugu+"tgegkxgf "d {"uwej "Ugnkpi "J qrf gt"htqo "vj g"ucrg"qh" vj g" Tgi kntcdrg"Ugewtkkgu"i kxkpi "tkug"vq"cm'uwej "kp' go plhccvkuo'

*e+ Gcej "Ugnkpi "J qrf gt"ci tggv"vq"kp' go plh {"cpf "j qrf "j cto rguu"gcej "qvj gt"Ugnkpi "J qrf gt."ku" f k tgevtu."qhhegtu." go r m {ggv"cpf "ci gpvu"cpf "gcej "Rgtuqp."kh'cp {" . "y j q"eqpvtqmu"c"Ugnkpi " J qrf gt"y kj kp"vj g"o gcplki "qh"vj g"Ugewtkkgu"Cev"vq"vj g"uco g"gzvgpv'cu"vj g"htgi qkpi " kp' go plv' " htqo " vj g" Eqtr qtcvkkp" vq" vj g" Ugnkpi " J qrf gtu." dw' qpn' " y kj " tgr gev' vq" kphqto cvkqp"tgi ctf kpi "uwej "Ugnkpi "J qrf gt" hwtpluj gf "d {"qt"qp"dgj crh'qh"uwej "Ugnkpi " J qrf gt"gzr tguun' "hqt" kpenwukqp"kp"cp {" r tqur gewu"qt" tgi kntcvkqp"ucvgo gpv'tgrcvkpi "vq"vj g" Tgi kntcdrg"Ugewtkkgu."qt"cp {"co gpf o gpv'qt"uwr r ngo gpv'vj gtgqv="provided." however." "vj cv" vj g"rkdckk' {" qh'gcej "Ugnkpi "J qrf gt" r wtuwcpv'vq"cm'kp' go plkku"i kxgp"d {"uwej "Ugnkpi " J qrf gt" r wtuwcpv'vq"vj ku" Ugevkqp"4Q "uj cm'pqv'dg"i tgevt "kp"ci i tgi cvg"co qwpv'vj cp"vj g" f qmct"co qwpv'qh"vj g" r tqeggf u"*pgv'qh"cp {"Ugnkpi "Gzr gpugu+"tgegkxgf "d {"uwej "Ugnkpi " J qrf gt"htqo "vj g"ucrg"qh"vj g" Tgi kntcdrg"Ugewtkkgu"i kxkpi "tkug"vq"cm'uwej "kp' go plhccvkuo'

*f+ Rtqo r vq' "chvgt"tgegkr"vd {"cp"kp' go plhkf "r ctv' "j gtgwpf gt"qh'pqv'eg"qh"vj g"eqo o gpego gpv' qh'cp {"cevkuq."uwej "kp' go plhkf "r ctv' "uj cm"kh'c"encko "kp"tgr gev'vj gtgqh"ku"vq"dg"o cf g" ci clpuv' vj g" kp' go plh' kpi " r ctv' "j gtgwpf gt." pqvkh' " vj g" kp' go plh' kpi " r ctv' "kp"y tkkpi " vj gtgqh"dw'vj g"qo kuukqp"uq"vq"pqvkh' "vj g"kp' go plh' kpi " r ctv' "uj cm'pqv'tgrkxg"kv'htqo "cp {" rkdckk' {"y j lej "kv'o c {"j cxg"vq"cp {"kp' go plhkf "r ctv' "qvj gt"vj cp"wpf gt"vj ku"Ugevkqp"4Q . " gzevr v'vq"vj g"gzvgpv'vj cv'vj g"kp' go plh' kpi " r ctv' "ku'o cvgtkcm' "r tglwf keg" d {"uwej "qo kuukqp" vq"i kxg"uwej "pqv'eg" "kp"ecug"cp {"uwej "cevkuq"uj cm'dg"dtqwi j v'ci clpuv'cp {"kp' go plhkf " r ctv' "cpf "kv"uj cm'pqvkh' "vj g"kp' go plh' kpi " r ctv' "qh"vj g" eqo o gpego gpv' vj gtgqh" vj g" kp' go plh' kpi " r ctv' "uj cm'dg"gpv'kngf "vq"r ctv'ekr cvg"kp"cpf . "vq"vj g"gzvgpv'kv'uj cm'v kuj . "vq"

cuuwo g"cpf "wpf gtvcng"vj g"f ghgpug"vj gtgqh'y kj "eqwpugn'tgcuqpcdn{ "ucvkuhcevqt{ "vq"uwej " kpf go plhgf "r ctv{ "cpf ."chgt "pqvleg"htqo "vj g"lpf go plh{ lpi "r ctv{ "vq"uwej "kpf go plhgf "r ctv{ " qh'ku"grgevkp"uq"vq"cuuwo g"cpf "wpf gtvcng"vj g"f ghgpug"vj gtgqh"vj g"lpf go plh{ lpi "r ctv{ " uj cmi'pqv'dg'ikcdng"vq"uwej "kpf go plhgf "r ctv{ "wpf gt"vj ku"Ugevkp"40 "hqt"cp{ "rgi cni'gZR gpugu" uwdugs wgpv{ "kpewtgf "d{ "uwej "kpf go plhgf "r ctv{ "kp"eqppgevkp"y kj "vj g"f ghgpug"vj gtgqh" qvj gt" vj cp"tgcuqpcdn"equu"qh' kpxguki cvkqp"cpf "qh'rkluqp" y kj "eqwpugn"uq"ugrgevfg=" provided."however."vj cv"

*k+ kh'vj g"lpf go plh{ lpi "r ctv{ "j cu"hcrgf "vq"cuuwo g"vj g"f ghgpug"cpf "go r m{ "eqwpugn" y kj kp"tgcuqpcdn"vko g"cpf "kp"cp{ "gxgpv"y kj kp"khggp"*37+f c{ u'qh'tgegr v'd{ " vj g"lpf go plh{ lpi "r ctv{ "qh'pqvleg"qh'vj g"erko ="qt"

*k+ kh'vj g"f ghgpf cpw"lp"cp{ "uwej "cevkap"lpenwf g"dqv "vj g"lpf go plhgf "r ctv{ "cpf "vj g" kpf go plh{ lpi "r ctv{ "cpf "eqwpugn"vq"vj g"lpf go plhgf "r ctv{ "uj cmi'j cxg"eqpenwf gf " vj cv'vj gtg'o c{ "dg"tgcuqpcdn"ghgpugu"cxckcdng"vq"vj g"lpf go plhgf "r ctv{ "vj cv'ctg" f khgtgpv'htqo "qt"cf f kkpnci"vq"vj qug"cxckcdng"vq"vj g"lpf go plh{ lpi "r ctv{ "qt"kh'vj g" kpgt guu"qh'vj g"lpf go plhgf "r ctv{ "tgcuqpcdn{ "o c{ "dg"f ggo gf "vq"eqphiev'y kj "vj g" kpgt guu"qh'vj g"lpf go plh{ lpi "r ctv{ "

vj gp"vj g"lpf go plhgf "r ctv{ "uj cmi'j cxg"vj g'tki j v'vq"ugrev"u'ugr ctevg"eqwpugn"cpf "vq"cuuwo g" uwej "rgi cni'f ghgpug"cpf "qvj gty kug"vq"r ctv{ "kpv"vj g"lpf go plhgf "r ctv{ "vq"uwej "cevkap."y kj "vj g" tgcuqpcdn"gzr gpugu"cpf "hgu"qh'uwej "ugr ctevg"eqwpugn"cpf "qvj gt"gzr gpugu'tgrvfg"vq"uwej " r ctv{ "kpv"vq"dg't glo dwtugf "d{ "vj g"lpf go plh{ lpi "r ctv{ "cu"lpewtgf 0'

*g+ K'vj g"lpf go plh{ lpi"r tpxkf gf "hqt"lp"vj ku"Ugevkp"40 "ku"wpvckcdng"vq"vj g"Eqtr qtevkp"qt" vj g"Ugnkpi "J qrf gt"u"qt"ku"kpwhlelgpv"vq"j qrf "vj go "j cto ngu"lp"tgr gev'qh"cp{ "ngu"u." erko u."f co ci gu."ikcdkikgu"qt"gzr gpugu'tghgtgf "vq"j gtgk."vj gp"gej "uwej "kpf go plh{ lpi " r ctv{ "kp"hgw'qh'kpf go plh{ lpi "uwej "kpf go plhgf "r ctv{ "uj cmi'eqp'kdwg"vq"vj g"co qwpv'ckf " qt" r c{ cdng" d{ "uwej "kpf go plhgf "r ctv{ "cu" c"tguwn"qh'uwej "ngu"u."erko u."f co ci gu." ikcdkikgu"cpf "gzr gpugu"cu"dgw ggp"vj g"Eqtr qtevkp"qp"vj g"qpg"j cpf "cpf "gej "Ugnkpi " J qrf gt"qp"vj g"qvj gt."lp'uwej "r tqr qvkap"cu"ku"cr r tqr tkv"vq"tghrev"vj g'tgrvkg"hcwn"qh'vj g" Eqtr qtevkp"qp"vj g"qpg"j cpf "cpf "qh'gej "Ugnkpi "J qrf gt"qp"vj g"qvj gt"lp"eqppgevkp"y kj " vj g"ucvgo gpw"qt"qo kuukpu"y j lej "tguwngf "lp'uwej "ngu"u."erko u."f co ci gu"qt"ikcdkikgu." cu" y gni"cu" cp{ "qvj gt" tgrxcpv" gs vkcdng" eqpuf gtevkpu" " Vj g" tgrvkg" hcwn" qh' vj g" Eqtr qtevkp"qp"vj g"qpg"j cpf "cpf "gej "Ugnkpi "J qrf gt"qp"vj g"qvj gt"uj cmi'dg"fgvto kpgf "d{ " tghgtpeg"vq."co qpi "qvj gt"vj lpi u."y j gvj gt"vj g"wpv"qt"cmgi gf "wpv"ucvgo gpw"qh'c" o cvtkni'hev"qt"vj g"qo kuukpu"qt"cmgi gf "qo kuukpu"vq"ucv"o" cvtkni'hev"j cu"dggp"o cf g" d{ ."qt"tgrv"vq."kphqto cvkqp"uwr r rkgf "d{ "uwej "r ctv{ ."cpf "vj g"r ctv{ "tgrvkg" kpgpv." npqy rgi g."ceegu"vq"lphqto cvkqp"cpf "qr r qtwpk{ "vq"eqttgev"qt"r tgrv"uwej "ucvgo gpv"qt" qo kuukpu'

*h+ P q'Rgtuqp"i wkm{ "qh'htcwf wgpv'o kut gr tguvkvkqp"wpf gt"cr r ikcdng"re"y "uj cmi'dg"gpvkgf "vq" eqp'kdwkqp"htqo "cp{ "Rgtuqp"y j q'ku'pqv'i wkm{ "qh'uwej "htcwf wgpv'o kut gr tguvkvkqp'0'

*i + Vj g"lpf go plh{ lpi"cpf "eqp'kdwkqp" r tpxkukpu"r tpxkf gf "hqt"lp"vj ku"Ci tggo gpv"y kni' uwxkxg"vj g"gzr k{ "qh'vj ku"Ci tggo gpv"cpf "y kni'tgo ckp"lp"hwil'hteg"cpf "ghgev'tgi ctf ngu"qh" cp{ "kpxguki cvkqp"o cf g"d{ "qt"qp'dgj cmi'qh'vj g"lpf go plhgf "r ctv{ "qt"cp{ "qh'hteg."f k gevqt"qt" eqp'qmkpi "Rgtuqp"qh'uwej "kpf go plhgf "r ctv{ "cpf "y kni'uwtxkxg"cp{ "vcpuhgt"qh'ugewtkgu" r wuwcpvj gtgv0'

2.10 Rule 144 Undertakings

Y kj "c"xlgy "vq"o cnkpi "cxckrdng"vj g"dgpghku"qh'egt vclp"twgu"cpf "tgi wvkvqpu"qh'vj g"UGE"y j lej " o c{"r gto k'vj g"ucrg"qh'tgutlevgf "ugewtkkgu"vq"vj g"r vdrle"y kj qw'tgi kntcvkqp."vj g"Eqtr qtcvkqp" ci tggv."chgt"c"WUO'kpkcn'Rwdrle"Qhgtkpi ."vq"vug"eqo o gtekcm{ 'tgcupcdng"ghgtvu"vq<

*c+ o cng"cpf "nggr "r vdrle"lphqto cvkqp"cxckrdng"cu'vj qug"vgt o u'ctg"wpf gtuvqf "cpf "f ghkpgf "lp" Twrg"366"wpf gt "vj g"WUO'Ugewtkkgu"Cev"\$Rule 144\$+"cv'cm'vko gu"ltqo "cpf "chgt"plkgv{ " *; 2+f c{ u'hqmvy kpi "vj g"ghgevxg"fcvg'qh'vj g"WUO'kpkcn'Rwdrle"Qhgtkpi ="

*d+ hkg"y kj "vj g"UGE"lp" c"vko gn" o cppgt"cm'tgr qtuv"cpf "qvj gt"fqewo gpw"tgs vktgf "qh'vj g" Eqtr qtcvkqp"wpf gt "vj g"WUO'Gzej cpi g"Cev'cv'cp{ "vko g"chgt"kvj cu'dgeqo g"uwdlgev"vq"uwej " tgr qtvkpi "tgs vktgo gpw="cpf "

*e+ cv'cp{ "vko g"ltqo "cpf "chgt "vj g'fcvg"y j lej "ku"vy grkg"*34+"o qpj u'hqmvy kpi "vj g"ghgevxg" f cvg"qh" c"WUO' kpkcn' Rwdrle" Qhgtkpi ."hmpkuj "vq"cp{ "J qrf gt"wr qp"tgs wguv."c"y tkwgp" ucvg o gpv'd{ "vj g"Eqtr qtcvkqp"cu"vq"ku"ucvuu"wpf gt "vj g"grki kdkv{ "tgs vktgo gpw"qh"Twrg" 3660'

2.11 Period of Distribution of Registrable Securities

Hqt"r wtr qugu"qh" Ugevkvpu 407*c+."407*d+" cpf "408*e+."vj g"r gtkqf "qh" f kntkdwkqp"qh" Tgi kntcdng" Ugewtkkgu"lp" c"r vdrle"qhgtkpi "uj cm'dg"fggo gf "vq"gzvppf "wpvkl'gcej "wpf gty tkgt"j cu'eqo r ngvgf "vj g" f kntkdwkqp" qh" cm' ugewtkkgu" r wtej cugf "d{ "kv" cpf "vj g" r gtkqf "qh" f kntkdwkqp" qh" Tgi kntcdng" Ugewtkkgu"lp"cp{ "qvj gt"tgi kntcvkqp"uj cm'dg"fggo gf "vq"gzvppf "wpvkl'vj g"getrkt"qh'vj g"ucrg"qh'cm' Tgi kntcdng"Ugewtkkgu"eqxgtgf "vj gtd{ "qt"wpvkl'vj g'fcvg'vj cv'ku'plkgv{ " *; 2+f c{ u'ltqo "vj g"ghgevxg" f cvg"qh'vj g'cr r rkecdng"tgi kntcvkqp"ucvgo gpv'qt"vj g'fcvg'qh'vj g"hpkn'r tqur gewu."cu'cr r rkecdng0"

ARTICLE 3
SUCCESSORS

3.1 Certain Requirements in Respect of Reorganizations, Combinations, Etc.

*c+ Vj g'r tqxkukqpu"qh'vj ku"ci tgg o gpv'uj cm'cr r n{ "vq"cp{ "cpf "cm'uj ctgu"qh'gs vkv{ "ecr kcn'qh'vj g" Eqtr qtcvkqp"vj cv'o c{ "dg"kuwgf "lp"tgur gev'qh"lp"gzej cpi g"htq."qt"lp"uwdvkwkqp"qh'vj g" Tgi kntcdng"Ugewtkkgu."lp" gcej "ecug"cu"vj g"pwo dgt"qt" co qwpw"qh'uwej "ugewtkkgu"ctg" cr r tqr tkvgn{ "cf lwvgf "htq" cp{ "gs vkv{ "f kxkf gpf u."ur rku."tgxgtug"ur rku." eqo dlpvkqpu." tgecr kcnk{ cvkqpu"cpf "vj g'rkng"qeevttkpi "chgt"vj g'fcvg'qh'vj ku"ci tgg o gpv0"

*d+ Uwdlgev"vq"Ugevkvq"508*f+."vj g"Eqtr qtcvkqp"y km'pqv'eqpuwo o cvg"cp{ "vcpucevkqp"*y j gvj gt" d{ "y c{ "qh"tgqti cpk{ cvkqp."co cri co cvkqp."r np"qh'cttapi go gpv."o gti gt."vcpuhgt."ucrg." ngcug"qt"qvj gty kug+"y kj "c"vj ktf "r ctv{ "cevki "cv'cto u)ngpi vj "qt"qvj gty kug"y j gtd{ "cm'qt" uwdvcpkcm{ "cm'qh'ku"wpf gt vcnkpi ."r tqr gtv{ "cpf "cuugvu"y qwf "dgeqo g'vj g'r tqr gtv{ "qh'cp{ " qvj gt"Rgtuqp"qt."lp"vj g"ecug"qh" c"dwukpguu"eqo dlpvkqp."qh'vj g"eqpvkpvkpi "Rgtuqp"tguvknkpi " vj gthtqo "wprgu<

*k+ uwej "qvj gt"Rgtuqp"*vj g"\$Successor\$+"d{ "qr gtevkqp"qh'ncv "qt"qvj gty kug."dgeqo gu" dqwvf "d{ "vj g" vgt o u" cpf " r tqxkukqpu" qh'vj ku" Ci tgg o gpv' qt."kh"pqv"uq" dqwvf ." gzgewgu." r tkqt" vq" qt" eqpvgo r qtcpgqwu{ " y kj " vj g" eqpuwo o cvkqp" qh" uwej " vcpucevkqp." cp"ci tgg o gpv' uwr r ngo gpvcl'j gtvq" cpf "uwej "qvj gt" kputwo gpw" *kt

cp{+"cu"ctg"tgcupcdn{ "pgeguuct { "qt"cf xkucdng"vq"gxkf gpeg"vj g"cuuwo r vkqp"d{ "vj g" Uweeguuct"qh"tkcdkxk{ "hqt"cm'co qwpw"r c{ cdng"cpf "r tqr gt v{ "f grkxgtcdng"j gtgwpf gt" cpf "vj g"eqxgpcpv"qh"uwej "Uweeguuct"vq"r c{ "cpf "f grkxgt"qt"ecwug"vq"dg" f grkxgtgf " vj g" uco g" cpf " ku" ci tgggo gpv" vq" qdugt xg" cpf " r gthqto " cm' vj g" eqxgpcpv" cpf " qdriki cvkqpu"qh"vj g"Eqtr qtcvkqp"wpf gt"vj ku"Ci tgggo gpv="

*kk+ kh"lp"vj g"tgcupcdng"qr kpkqp"qh"PI R. "k'ku"pgeguuct { "vq"r tgugt xg"cpf "pqv"vq"ko r ckt" lp"cp{ "o cvgtkcn'tgur gev"cp{ "qh"vj g"tki j vu. "f wkgu." r qy gtu"cpf "cwj qtkkku"lp"vj ku" Ci tgggo gpv. " vj g" uj ctgu" qh' vj g" Uweeguuct. " kh" cp{ ." tgegkxgf " d{ " cp{ " J qrf gt" lp" gzej cpi g" hqt. "qt"lp"uwdurkwwkqp"qh" Tgi kmtcdng"Ugewtkkku"uj cm'dg" f ggo gf "vq" dg" Tgi kmtcdng"Ugewtkkku" hqt "vj g" r wtr qugu"qh"vj ku"Ci tgggo gpv="cpf "

*kk+ uwej "tcpucevq"uj cm'dg"wr qp"uwej "vgo u"cpf "eqpf kkpqu"uq"cu"vq"uwdurkwwk{ " r tgugt xg" cpf " pqv" vq" ko r ckt" lp" cp{ " o cvgtkcn'tgur gev" cp{ " qh' vj g" tki j vu. " f wkgu. " r qy gtu"cpf "cwj qtkkku"qh"vj g"qyj gt" r ctvku"j gtgwpf gtO

*e+ Y j gpgxgt"vj g"eqpf kkpqu"qh"Ugevq"5B*d+"j cxg"dggp" f wq{ "qdugt xgf"cpf "r gthqto gf. "kh" tgs wkt gf "d{ "Ugevq"5B*d+"vj g"Uweeguuct"cpf "vj g"qyj gt" r ctvku"j gtgwpf y km'gzgewg"cpf " f grkxgt"vj g"uwr r ngo gpvcn'ci tgggo gpv"eqpgo r mvgf "j gtgkp"cpf "vj g"gtgw qp"vj g"Uweeguuct" y km'r quugu"cpf. "hgo "vko g"vq"vko g. "o c{ "gzgteku" gcej "cpf "gxgt{ "tki j v"cpf "r qy gt"cpf " y km'dg"uwdlgev"vq" gcej "cpf "gxgt{ "qdriki cvkqp"qh"vj g"Eqtr qtcvkqp"wpf gt"vj ku"Ci tgggo gpv"lp" vj g"pco g"qh"vj g"Eqtr qtcvkqp"qt"qyj gty ku"cpf "cp{ "cev"qt" r tqeggf kpi "wpf gt"cp{ " r tqxkukqp" qh"vj ku"Ci tgggo gpv"tgs wkt gf "vq" dg" f ppg"qt" r gthqto gf "d{ "vj g"Eqtr qtcvkqp"qt"cp{ "qh"tegt"qh" vj g"Eqtr qtcvkqp"o c{ "dg" f ppg"cpf " r gthqto gf "y ky "rkng" hqt eg"cpf "gh"gevd{ "vj g" f kt gevqtu"qt" qh"tegtu"qh"uwej "UweeguuctO

*f+ P qyj kpi "j gtgkp"y km'dg"eqpuxwgf "cu"r tgxgpvki "vj g"o gti gt"qt"uko kmt "tcpucevq"qh"cp{ " y j qm{/qy pgf " f kt gev" qt" kpf kt gev" uwdurk kct{ " qh' vj g" Eqtr qtcvkqp" y kji " qt" kpq" vj g" Eqtr qtcvkqp"qt"vj g'y kpf kpi /wr. "ks wkf cvkqp"qt" f kuqurkwwkqp"qh"cp{ "y j qm{/qy pgf "uwdurk kct{ " qh'vj g"Eqtr qtcvkqp" r tqxkf gf "vj cv'cm'qh"vj g"cuugu"qh"uwej "uwdurk kct{ "ctg"tcpuhtgf "vq"vj g" Eqtr qtcvkqp"qt"cpqyj gt"y j qm{/qy pgf " f kt gev"qt" kpf kt gev"uwdurk kct{ "qh'vj g"Eqtr qtcvkqpO

ARTICLE 4
MISCELLANEOUS

4.1 Communications

Cp{ "pqvleg."eqpugpv"y ckggt. "f kt gevq"qt"qyj gt"eqo o wplecvkqp"tgs wkt gf "qt" r gto kwgf "vq" dg" i kxgp" wpf gt"vj ku"Ci tgggo gpv"d{ "c"r ctv{ "vq"cp{ "qyj gt" r ctv{ "uj cm'dg"lp"y tkkpi "cpf "uj cm'dg" f grkxgtgf "d{ " j cpf "f grkxgt{ "hceuko krg"tcpuo kuukqp. "go cki"qt" r tqxkf gf "vj cv'vj g"o cki"pi "r ctv{ "f qgu"pqv"mpqy " cpf "uj qwf "pqv" tgcupcdn{ "j cxg" mpqy p"qh"cp{ " f kutw vkqp"qt" cpvlekr cvgf " f kutw vkqp"qh" r quvcn' ugtxleg"y j lej "o ki j v'chgevf grkxgt{ "qh"vj g"o ckn"d{ "tgi kngt gf "o cki" r quvcn' g'r tgr cki + "cf f tguugf "vq" vj g"r ctv{ "vq"y j qo "vj g"pqvleg"ku"vq" dg" i kxgp. "cv'ku"cf f tguu" hqt "ugt xleg"j gtgkpO Cp{ "pqvleg."eqpugpv." y ckggt. " f kt gevq" qt" qyj gt" eqo o wplecvkqp" chqtguckf "uj cm" kh" j cpf " f grkxgtgf " qt" f grkxgtgf " d{ " hceuko krg"tcpuo kuukqp. "qt" go ckn"dg" f ggo gf "vq" j cxg" dggp" i kxgp" cpf " tgegkxgf " qp" vj g" f cvg" qp" y j lej " k'y cu" j cpf " f grkxgtgf " qt" f grkxgtgf " d{ " hceuko krg"tcpuo kuukqp" qt" go cki" vq" vj g" cf f tguu" r tqxkf gf " j gtgkp" *kh" c" Dwukpguu" F c{ " cpf. " kh" pqv" vj g" pgz v' uweegf kpi " Dwukpguu" F c{ + " cpf " kh" upv" d{ " tgi kngt gf " o cki" dg" f ggo gf "vq" j cxg" dggp" i kxgp" cpf " tgegkxgf " qp" vj g" vj kf " *5" + " Dwukpguu" F c{ " cv'vj g" r qkp'v" qh' f grkxgt{ " hmqy kpi " vj g" f cvg" qp" y j lej " k'y cu" uq" ugpvO

"

Vj g'cf f tgu'ht "ugt xleg'qh'gcej 'qh'vj g'r ct vku] gtgvq'uj cmldg'cu'hqmy u<

*c+ kh'vq'vj g'Eqtr qtcvqp<

Rgtwu'Tguqwtegu'Nf 0'
6432.'747'6": 'C'xgpwg'UOY 0'
Ecri ct {. 'Crdgtv "V4R'3I 3"

"
[Redacted] [Redacted]
[Redacted] "

y kj 'c'eqr { "q<

"
Dwtpgv'F weny qtj '('Rcm gt 'NNR"
4622.'747'6": 'C'xgpwg'UOY 0'
Ecri ct {. 'Crdgtv "V4R'3I 3"

"
[Redacted] "
[Redacted] "
[Redacted] " "

*d+ kh'vq'PI R<

Y RPI TGP "DOK0'
Rtkpu'Dgtpj ctf r ngk'422"
32; 9'LD'Co ugtf co "
Vj g'P gj gtrpf u"

"
[Redacted] [Redacted]
[Redacted] "
[Redacted] " "

y kj 'c'eqr { "q<

"
P cwtcn'I cu'Ret vpgtu"
Uwkg"3322"
7443'P 0QEppqt'Dixf 0'
Kxkpi . "VZ '9725; "

[Redacted] [Redacted]
[Redacted] "
[Redacted] " "

4.4 Termination of Registration Rights"

Vj g'tki j v'q'hc'p{ "J qrf gt "vq'tgs wguv's wcrk'lec'v'kp"qt'tgi kurt'cv'kp."qt'kpen'wuk'p'kp'cp{ 's wcrk'lec'v'kp"qt' tgi kurt'cv'kp." qh" Tgi kurt'cdng" Uge'w'k'kgu" r wtu'w'cpv' vq" Uge'v'k'q'pu" 408" vj tqwi j " 409." Uge'v'k'q'p" 4082" cpf" Uge'v'k'q'p" 4083" u'j cml'v'gto k'pc'v'g'cv'u'we'j "ko g'cu'P I R'p'q"n'p'i gt"j qrf u'cp{ "Tgi kurt'cdng" Uge'w'k'kgu" 0' H'qt" vj g'cx'q'kf c'peg'q'h'f q'w'dv." vj g'Eqtr q'tc'v'kp"u'q'd'iki cv'k'pu'w'p'f gt" Uge'v'k'q'p" 40 . "Uge'v'k'q'p" 40 . "C't'v'k'erg" 5" cpf" cuu'q'ek'c'v'g'f "f gh'k'p'k'q'p'c'n'c'p'f "q'v'j gt" cr r' n'ec'dng' r' t'q'x'k'uk'q'p' q'h' C't'v'k'erg" 6" u'j cml'w'x'k'g' u'we'j "v'gto k'pc'v'k'p" 0"

4.5 Governing Law; Attornment"

- *c+ Vj ku" Ci t'ggo gpv' u'j cml'dg" i q'x'g't'p'g'f "d{ . "cpf "eq'p'ut'w'g'f "cpf "g'p'h'q't'eg'f "k'p" c'ee'q't'f c'peg" y k'j . " vj g'cr r' n'ec'dng' r'cy u'r t'g'x'c'k'k'p'i "k'p" v'j g' R't'q'x'k'p'eg' q'h' C'n'd'g't'c'0
- *d+ Vj g'r' c't'v'k'u" j' g't'g'v'q' k't'g'x'q'ec'd'n'f "u'w'do k'v'c'p'f "c'v'q't'p" v'q" v'j g' g'z'en'w'uk'x'g' l'w't'k'uf k'ev'k'p' q'h' v'j g' e'q'w't'u" q'h' v'j g' R't'q'x'k'p'eg' q'h' C'n'd'g't'c' "h'q't" cml'o c'w'g't'u' c't'k'uk'p'i "q'w'q'h' q't' t'g'r'v'k'p'i "v'q" v'j ku" Ci t'ggo gpv." q't" c'p{ "q'h' v'j g' v't'c'p'uce'v'k'p'u' e'q'p'v'go r' r'w'g'f "j' g't'g'd{ 0

4.6 Severability

G'x'g't{ "r t'q'x'k'uk'q'p" k'p" v'j ku" Ci t'ggo gpv' u'j k'p'v'g'p'f g'f "v'q" d'g" u'g'x'g't'c'dng" 0" k'p" v'j g' g'x'g'p'v'j c'v'c'p{ "r t'q'x'k'uk'q'p" k'p" v'j ku" Ci t'ggo gpv' u'j cml'dg" j' g'f "k'p'x'c'r'k'f . "k'm'g'i c'n" q't" w'p'g'p'h'q't'eg'c'dng" k'p" c'p{ "t'g'ur g'ev." v'j g' u'co g' u'j cml'p'q'v' c'h'g'ev" k'p" c'p{ "t'g'ur g'ev" y j' c'v'q'g'x'g't" v'j g' x'c'r'k'f k'v'f "q'h' v'j g' t'go c'k'p'k'p'i "r t'q'x'k'uk'q'p" q'h' v'j ku" Ci t'ggo gpv" = provided, however." v'j c'v'k'h' c'p{ "u'we'j "r t'q'x'k'uk'q'p" o c{ "d'g" o c'f g' g'p'h'q't'eg'c'dng" d{ "r'ko k'c'v'k'p" v'j g't'g'q'h" v'j g'p' u'we'j "r t'q'x'k'uk'q'p" u'j cml'dg" f'g'g'o g'f "v'q" d'g" u'q" r'ko k'g'f "c'p'f "u'j cml'dg" g'p'h'q't'eg'c'dng" v'q" v'j g' o c'z'k'o w'o " g'z'v'g'p'v'r' g't'o k'w'g'f "d{ "cr r' n'ec'dng' r'cy 0

4.7 Counterparts

Vj ku" Ci t'ggo gpv' o c{ "d'g" g'z'g'ew'g'f "c'p'f "f' g'r'k'x'g't'g'f "k'p" u'g'r' c't'c'v'g" e'q'w'p'v't'r' c't'w' c'p'f "f' g'r'k'x'g't'g'f "d{ "q'p'g" r' c't'v'f "v'q" v'j g' q'v'j g't'u' d'f "h'c'e'uko k'g'g' "q't" q'v'j g't' g'r'g'ev't'q'p'k'e' t'g'r' t'q'f w'ev'k'p' . "g'c'ej "q'h' y' j' k'ej "y' j' g'p' u'q" g'z'g'ew'g'f " c'p'f "f' g'r'k'x'g't'g'f "u'j cml'dg" f'g'g'o g'f "c'p" q't'k'i k'p'c'n' c'p'f "cml' u'we'j "e'q'w'p'v't'r' c't'w' u'j cml'v'q'i g'v'j g't' e'q'p'uk'w'w'g" q'p'g" c'p'f "v'j g' u'co g' c'i t'ggo gpv' 0

4.8 References and Headings

Vj g' f' k'x'k'uk'q'p" q'h' v'j ku" Ci t'ggo gpv' k'p'v'q" C't'v'k'ergu." Uge'v'k'q'pu" c'p'f "u'w'd'uge'v'k'p'u" c'p'f "v'j g" k'p'ug't'v'k'p" q'h' j' g'c'f' k'p'i u' c't'g" h'q't" e'q'p'x'g'p'k'g'p'eg" q'h' t'g'h't'g'p'eg" q'p'n'f "c'p'f "u'j cml'p'q'v' c'h'g'ev" v'j g" k'p'v't'r' t'g'c'v'k'p" q'h' v'j ku" Ci t'ggo gpv' 0" W'p'rg'u' q'v'j g't'y' k'ug" k'p'f' k'ec'v'g'f . "c'p{ "t'g'h't'g'p'eg" k'p" v'j ku" Ci t'ggo gpv' v'q" c'p" C't'v'k'erg." Uge'v'k'q'p." u'w'd'uge'v'k'p" q't" U'ej' g'f' w'g" t'g'h't'g'p'eg" v'q" v'j g' u'r' g'ek'h'g'f "C't'v'k'erg." Uge'v'k'q'p" q't" u'w'd'uge'v'k'p" q'h' q't" U'ej' g'f' w'g" v'q." v'j ku" Ci t'ggo gpv' 0" Vj g" v'g't'o u' \$j' g't'g'q'h'\$. " \$j' g't'g'w'p'f' g't'\$. " \$j' g't'g'v'q'\$. " \$j' g't'g'd{ \$. " \$j' g't'g'k'p'\$. " c'p'f "u'ko k'r'c't" g'z'r' t'g'u'k'q'p'u" t'g'h't'g'p'eg" v'q" v'j ku" Ci t'ggo gpv' c'p'f "p'q'v' v'q" c'p{ "r' c't'v'k'ew'r't" C't'v'k'erg." Uge'v'k'q'p." u'w'd'uge'v'k'p." U'ej' g'f' w'g" q't" q'v'j g't" r' q't'v'k'p" q'h' v'j ku" Ci t'ggo gpv' c'p'f "k'p'en'w'f' g' c'p{ "c'i t'ggo gpv' u'w'r' r' g'o g'p'v'c'n'j' g't'g'v'q" 0" Vj g" v'g't'o u' \$k'p'en'w'f' g'u" c'p'f " \$k'p'en'w'f' k'p'i " c'p'f "u'ko k'r'c't" v'g't'o u' q'h' k'p'en'w'uk'q'p" y' k'n'i'p'q'v." w'p'rg'u' g'z'r' t'g'u'k' " o q'f' k'h'g'f "d{ "v'j g" y' q't'f u' \$q'p'n'f " \$" q't" \$u'q'rg'n'f . \$" d'g" e'q'p'ut'w'g'f "c'u" v'g't'o u' q'h' r'ko k'c'v'k'p." d'w' t'c'v'j g't" y' k'n'i' o g'c'p' \$k'p'en'w'f' g'u' d'w' k'u' p'q'v' r'ko k'g'f "v'q" c'p'f " \$k'p'en'w'f' k'p'i . " y' k'j' q'w' r'ko k'c'v'k'p" 0"

4.9 Entire Agreement and Modification

Vj ku" Ci t'ggo gpv' e'q'p'uk'w'w'g'u" v'j g' g'p'v'k'g' c'i t'ggo gpv' q'h' v'j g' r' c't'v'k'u" j' g't'g'v'q' y' k'j' "t'g'ur g'ev" v'q" v'j g' u'w'd'l'g'ev" o c'w'g't" j' g't'g'q'h" c'p'f "o c{ "p'q'v' d'g" o q'f' k'h'g'f . "u'w'r' r' g'o g'p'v'g'f "q't" c'o g'p'f' g'f "k'p" c'p{ "t'g'ur g'ev" g'z'eg'r' v' d{ "

"

y tkwgp"kpwtwo gpv"gzgewgf"d{"vj g"Eqtr qtcvkqp."PI R"cpf "c"o clqtk{/kp/kpvtguy'qh"vj g"Qvj gt"
J qrf gtu" *dcugf "qp" vj g" pwo dgt" qh" Tgi kntcdng" Ugewtkkgu" vj gp" j grf "d{" uwej " Qvj gt" J qrf gtu+ "
y j gtgwr qp" cp{ "uwej " o qf htecvkqp." uwr r ngo gpv" qt" co gpf o gpv'uj cm'dg" dkpf kpi "wr qp" cm'r ctvku"
j gtgvq0'

4.10 Lawyers' Fees

Kp"cp{"cevkqp"qt"r tqeggf kpi "dtqwi j v'vq" gphqteg"cp{"rtqxkukqp"qh"vj ku" Ci tggo gpv."vj g"uweeguuhwi"
r ctv{"uj cm'dg"gpvkrgf "vq"tgeqxt"tgcupcdng"rcy {gtu}hggu" *qp" c"uqrlekqt"cpf "j ku"qy p"erkgpv'dcuku+ "
kp"cf f kkkqp"vq"ku"equu"cpf "gZR gpugu"cpf "cp{"qyj gt"cxckrdng"tgo gf {0'

4.11 Registrable Securities Held by the Corporation

Kp" f gvgto kpkpi " y j gvj gt" vj g" J qrf gtu" qh" vj g" tgs wktgf " co qwpv" qh" Tgi kntcdng" Ugewtkkgu" j cxg"
eqpewtgf "kp"cp{"fktgevkqp."co gpf o gpv."uwr r ngo gpv."y ckxgt"qt"eqpugpv."Tgi kntcdng"Ugewtkkgu"
qy pgf "d{"vj g"Eqtr qtcvkqp"uj cm'dg" fktgi ctf gf 0'

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the date first above written.

PETRUS RESOURCES LTD.

Per: (signed) "Kevin Adair"
Name: Kevin Adair

"

IN WITNESS WHEREOF "j g'r ctvkgu"j gtgvq"j cxg"gzgewgf "j ku"Ci tggg gpv'cu'qh"j g'f cvg"htuv"
cdqyg'y tkwgp0

WINGREN B.V.

" "

Fktgevt"C<" *(signed) "John M. Perry"*

" P co g<Lqj p"O ORgtt { "

" "

Fktgevt"D<" *(signed) "J.A. Broekhuis"*

" P co g<LCO'Dtqgnj wku"

"

"

4: "

"

IN WITNESS WHEREOF "j g'r ctvkgu"j gtgvq"j cxg"gzgewgf "j ku"Ci tgggo gpv'cu'qh"j g'f cvg"htuv"
cdqyg'y tkwgp0'

"

(signed) "Kevin Adair"

Witnessed

KEVIN ADAIR

Witness

"

"

"

IN WITNESS WHEREOF "j g'r ctvkgu"j gtgvq"j cxg"gzgewgf "j ku"Ci tgggo gpv'cu'qh"j g'f cvg"htuv"
cdqyg'y tkwgp0

"

"

(signed) "Don Gray"

Witnessed

DON GRAY

Witness

"

"

IN WITNESS WHEREOF "j g'r ctvkgu"j gtgvq"j cxg"gzgewgf "j ku"Ci tgggo gpv'cu'qh"j g'f cvg"htuv"
cdqyg'y tkwgp0

"

(signed) "Neil Korchinski"

Witnessed

NEIL KORCHINSKI

Witness

"

"

IN WITNESS WHEREOF "j g'r ctvkgu"j gtgvq"j cxg"gzgewgf "j ku"Ci tgggo gpv'cu'qh"j g'f cvg"htuv"
cdqyg'y tkwgp0'

"

"

(signed) "Cheree Stephenson"

Witnessed

CHEREE STEPHENSON

Witness

"

"

IN WITNESS WHEREOF "j g'r ctvkgu"j gtgvq"j cxg"gzgewgf "j ku"Ci tgggo gpv'cu'qh"j g'f cvg"htuv"
cdqyg'y tkwgp0

"

"

(signed) "Peter Verburg"

Witnessed

PETER VERBURG

Witness

"

1531579 ALBERTA LTD.

" "

" "

Rgt< *(signed) "Peter Verburg"*

" P co g<Rgvgt"Xgtdwti "

"

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the date first above written.

EIQ CAPITAL CORPORATION

Per: (signed) "Don T. Gray"
Don T. Gray