

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

The holders of Class C Special Shares shall not be entitled to vote separately as a class, and shall not be entitled to dissent, upon a proposal to amend the articles of the Corporation to:

- (a) effect an exchange, reclassification or cancellation of the Class C Special Shares; or
- (b) create a new class or series of shares equal or superior to the Class C Special Shares.

G. CLASS D SPECIAL SHARES

1. Definitions

With respect to the Class D Special Shares, the following terms shall have the meanings ascribed to them below:

(a) "Act" means the Business Corporations Act (Ontario).

(b) "Class D Redemption Amount" in respect of each Class D Special Share means \$4.

(c) "Class D Redemption Price" in respect of each Class D Special Share means the Class D Redemption Amount together with all dividends declared thereon and unpaid up to the date of liquidation, dissolution or winding up or the date of redemption, as the case may be.

2. Dividends

Subject to paragraph C.8, the holders of the Class D Special Shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive dividends in an amount to be determined by the board of directors, as and when declared by the board of directors, out of the moneys of the Corporation properly applicable to the payment of dividends. During a given financial year, the directors may declare dividends on the Class D Special Shares, without declaring dividends on the Class A Special Shares, the Class B Special Shares, the Class C Special Shares, the Class E Special Shares, the Class F Special Shares, the Class A Common Shares and the Class B Common Shares, and vice versa.

The holders of the Class D Special Shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

3. No Voting Rights

Except as otherwise provided in the Act, the holders of the Class D Special Shares shall not be entitled to receive notice of, or to attend or to vote at, any meeting of the shareholders of the Corporation.

4. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, the holders of the Class D Special Shares shall