

WESTERN PACIFIC TRUST COMPANY

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INFORMATION CIRCULAR

(As at April 24, 2019, except as indicated)

The Company is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the Annual General and Special Meeting (the "Meeting") of the Company to be held on May 29, 2019 and at any adjournments. Unless the context otherwise requires, when we refer in this Information Circular to the Company, its subsidiary is also included. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "Management Proxyholders").

A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the

Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a "Nominee"). If you purchased your shares through a broker, you are likely an unregistered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In addition, Canadian securities legislation now permits the Company to forward Meeting materials directly to "non-objecting beneficial owners". If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions.

REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least 7 days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.**

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue 100,000,000 common shares without par value and 100,000,000 preferred shares without par value. Of the preferred shares, 100,000 are designated as Series I Preferred Shares, and 1,000,000 are designated as Series II Preferred Shares. As at the date hereof, 25,018,558 common shares; 61,750 non-voting

Series I Preferred Shares; and 69,200 non-voting Series II Preferred Shares are issued and outstanding. Persons who are registered shareholders at the close of business on April 24, 2019 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each common share held.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, directly or indirectly, or controls or directs shares carrying 10% or more of the voting rights attached to all shares of the Company, except the following:

Name	No. of Shares Owned or Controlled or Directed Directly or Indirectly	Percentage of Outstanding Shares
Robert W. Macdonald	4,110,042	16.4%
Piff Properties Ltd. ¹	3,861,637	15.4%
Anthony Liscio	2,927,696	11.7%

¹ Piff Properties Ltd. is 100% owned by Derek Weston.

PRIVATE PLACEMENTS

As at the date of this Information Circular, there are 25,018,558 issued common shares. No common shares were issued during 2018.

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of directors of the Company at eight. Management recommends that the shareholders vote in favour of fixing the number of directors at eight.

The Company is required to have an Audit Committee, a Conduct Review Committee and an Investment and Loan Committee. In addition to those committees, the Company has an Executive Compensation Committee, a Capital Management Committee, and a Cyber Security Committee, the latter two of which being sub-committees of the Audit Committee. Members of these Committees are as set out below and later in this Information Circular.

Management of the Company proposes to nominate each of the following eight persons for election as a director. The persons named in the enclosed form of proxy intend to cast the votes to which the shares represented by such proxy are entitled for the election of the nominees whose names are set forth below, unless the shareholder who has given such proxy has directed that the shares be withheld from voting in the election of directors. Management of the Company does not anticipate that any of the nominees will be unable to serve as a directors, but if that should occur for any reason at or prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion.

The following table sets forth certain information with respect to the persons nominated by Management for election as a director of the Company.

Name, Jurisdiction of Residence and Position	Principal Occupation or employment and, if not a previously elected director, occupation during the past 5 years	Director Since	Number of Common Shares beneficially owned, directly or indirectly, or Controlled or directed ¹
J. Cowan McKinney ^{2 4 5} British Columbia, Canada Chairman of the Board / Director	FCPA, FCA; President, Stormont Enterprises Ltd. (private investment company); 1997 - 2017: Chairman of the Board, Pacific Insight Electronics Corp.	1997	2,089,958⁸
Alison Alfer ^{5 6 7} British Columbia, Canada Director	President & CEO, Western Pacific Trust Company	2019	255,869
Bruce H. Bailey ^{3 4} British Columbia, Canada Director	CPA, CA; 1988 - 2013: Vice President Finance & Director, JPMorgan Asset Management (Canada) Inc. Retired since 2013.	2018	382,875
G. Benjamin Cutler ^{2 3 5 7} British Columbia, Canada Director	CEO and Chairman of the Board of Hush Communications Corporation.	2015	115,000
John C.A. de Wit ^{2 6} British Columbia, Canada Director	CPA, CA; 2012 – 2014: President & CEO, Western Pacific Trust Company. President, Ozyron Financial Services (private consulting company).	2014	250,000
Dr. Anthony Liscio ^{3 4} Ontario, Canada Director	2008 – 2011: President & CEO, Western Pacific Trust Company and Futureworth Financial Planners Corp.	2004	2,927,696
Robert W. Macdonald Alberta, Canada Director	President, Keles Investments Company (private investment company).	2010	4,110,042⁹
Steven O. Youngman ^{2 6 7} British Columbia, Canada Deputy Chairman of the Board / Director	Director, Trusts, Western Pacific Trust Company; Principal and President of Youngman Tax Services Ltd.; Director, Hush Communications Corporation.	2013	110,352

¹ Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at April 24, 2019, based upon information furnished to the Company by individual directors. Unless otherwise indicated, such shares are held directly.

² Member of the Audit Committee.

³ Member of Conduct Review Committee.

⁴ Member of Executive Compensation Committee.

⁵ Member of Investment and Loan Committee.

⁶ Member of Capital Management Committee.

⁷ Member of Cyber Security Committee.

⁸ These shares are held indirectly in the name of Stormont Enterprises Ltd., a private company held by Mr. McKinney and his family, in respect to which he and his wife hold a controlling interest.

⁹ Of these shares, 73,000 are held indirectly in the name of Keles Productions Ltd., a private company in respect to which Robert W. Macdonald has a 70% interest.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the company acting solely in such capacity.

To the knowledge of the Company, no proposed director:

- (a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a director, chief executive officer (“CEO”) or chief financial officer (“CFO”) of any company (including the Company) that:
 - (i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director, except for the following:

Tamerlane Ventures Inc. (“Tamerlane”), of which Mr. J. Cowan McKinney was a director from May 16, 2002 to January 30, 2014, was an exploration and development mining company with advanced base metal development projects in Canada and Peru. Pursuant to an order of the Ontario Superior Court of Justice made on August 23, 2013, Tamerlane was granted protection under the Companies’ Creditors Arrangement Act (“CCAA”) and Duff & Phelps Canada Restructuring Inc. (“D&P”) was appointed monitor (“Monitor”) in the CCAA proceedings. Pursuant to an order of the Court dated January 30, 2014, the CCAA proceedings were terminated and D&P was discharged as Monitor. On January 30, 2014, Tamerlane’s principal secured lender brought a motion before the Court to place Tamerlane in receivership. Pursuant to a Court order made on that date, Tamerlane was placed in receivership and D&P was appointed receiver (“Receiver”) of Tamerlane’s properties, assets and undertakings. A sale was completed in 2017.

No directors of the Company currently hold directorships in other reporting issuers.

Management recommends that the shareholder vote for the nominated candidates.

EXECUTIVE COMPENSATION

The table below sets forth the particulars of compensation earned by the following persons (the “Named Executive Officers” or “NEOs”) for the Company’s three most recently completed financial years:

- (a) the Company’s CEO;
- (b) the Company’s CFO;
- (c) each of the Company’s three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds \$150,000; and
- (d) any additional individuals for whom disclosure would have been provided under (c) but for the fact that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

Summary Compensation Table

Name and principal position	Year	Salary	Share based awards (\$)	Option based awards (\$)	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other Compensation ⁴ (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Alison Alfer ¹ CEO	2018	\$112,180	Nil	Nil	Nil	Nil	Nil	\$2,964 ³	\$115,144
	2017	\$111,300	Nil	\$2,920	Nil	Nil	Nil	\$2,940 ³	\$117,160
	2016	\$105,936	Nil	\$7,755	Nil	Nil	Nil	\$2,928 ³	\$116,619
Sharon Lee ² CFO	2018	\$45,369	Nil	Nil	Nil	Nil	Nil	Nil	\$45,369
	2017	\$47,731	Nil	Nil	Nil	Nil	Nil	Nil	\$47,731
	2016	\$62,363	Nil	Nil	Nil	Nil	Nil	Nil	\$62,363

¹ Alison Alfer was appointed Chief Executive Officer and President on May 22, 2014, and was appointed a Director of the Company on January 7, 2019.

² Sharon Lee has served as CFO from November 2015 to present.

³ Travel allowance.

Incentive Plan Awards – Named Executive Officers

The following table sets out all awards outstanding for the Company’s NEOs at the end of the most recently completed financial year. This includes awards granted before the most recently completed financial year.

Name	Option Based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price	Options expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Alison Alfer CEO	262,500	\$0.07	18-11-2022	Nil	N/A	N/A
	500,000	\$0.10	26-11-2022	Nil	N/A	N/A

Incentive Plan Awards – value vested or earned during the year

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Alison Alfer, CEO	Nil	Nil	Nil

The Named Executive Officers did not exercise any options in respect of the Company's shares during the most recently completed financial year.

Termination of Employment, Changes in Responsibility and Employment Contracts

The NEOs have employment contracts that outline the terms and conditions pertaining to their employment with the Company. A summary of the material terms of those agreements is as follows.

The Company entered into an employment agreement with Ms. Alison Alfer, pursuant to which Ms. Alfer agreed to provide her services as Chief Executive Officer for an annual salary of \$125,000. The employment agreement continues in force until terminated either: (i) by Ms. Alfer upon the provision of two months' notice; or (ii) by the Company at any time with cause, or without cause upon a severance payment of two and a half times annual salary and a retirement bonus equal to 50% of annual salary. In the case of a Change of Control of the Company, the employment agreement provides that, in certain circumstances, a payment equal to the severance payment described above may be made to Ms. Alfer. The employment agreement contains non-competition, non-solicitation and non-acceptance provisions pursuant to which Ms. Alfer is prohibited during the term of such agreement and for a period of 12 months thereafter from, among other things, engaging in any business competitive with that of the Company.

The Company entered into a consulting agreement with Ms. Sharon Lee, pursuant to which Ms. Lee agreed to provide her services as Chief Financial Officer on a part-time basis at \$175.00 per hour.

INCENTIVE PLAN – STOCK OPTION PLAN

The Company has a stock option plan for the granting of incentive stock options to the officers, employees and directors.

The following table sets forth the Company's compensation plan under which equity securities are authorized for issuance as at the end of the most recently completed financial year. an Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Number of securities underlying each award or received on vesting or exercise (b)	Weighted-average exercise price of outstanding options, warrants and rights (c)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) and (d)) (d)
Stock Option Plan approved by security holders	2,725,000	2,725,000	\$0.09	2,278,711

COMPENSATION OF DIRECTORS

The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular, except as follows:

Western Pacific Trust Company

- i) Independent directors (except for the Board Chair) receive a fee of \$6,000 per year, prorated per month for services less than a year, and a fee of \$250 for each meeting of the Board of Directors (the “Board”) attended.
- ii) The independent Board Chair receives a fee of \$9,000 per year, prorated per month for services less than a year, and a fee of \$250 for each meeting of the Board attended.
- iii) Independent members of the Audit, Investment and Loan, Conduct Review, and Executive Compensation Committees receive a fee of \$250 for each meeting of the Committee attended, except that Committee members who are also directors of the Company shall not receive a Committee attendance fee whenever a Committee meeting is held in conjunction with a full Directors’ Meeting.
- iv) The Chair and Deputy Board Chair receive a fee of \$125 per hour for such time expended on the governance of the Company in their respective capacities of Chair and Deputy Board Chair, and which time is in addition to any directors’ or Committee meetings attended by them.
- v) Any independent director designated by the Board, by reason of his/her professional expertise and knowledge, to undertake special assignments or provide services which would otherwise be contracted out to a professional service provider at standard industry rates, shall be compensated for such work or services at a discounted rate of \$125 per hour.

WP Private Equity Transfers Inc. (“WPPET”)

Ms. Alfer serves as the sole director and officer of WPPET, and receives no compensation for acting in either capacity.

WP Private Health Inc. (“WPPH”)

Ms. Alfer and Mr. Steven Youngman serve as the two directors of WPPH, and Ms. Alfer serves as the sole officer. Neither Ms. Alfer nor Mr. Youngman receives any compensation for acting in either capacity.

1128668 B.C. Ltd. (“1128668”)

Mr. Steven Youngman and Ms. Alfer and serve as the two directors of 1128668. Mr. Youngman serves and President, and Ms. Alfer serves as Vice-President. Neither Mr. Youngman nor Ms. Alfer receives any compensation for acting in either capacity.

The following table (presented in accordance with National Instrument Form 51-102F6) sets forth all amounts of compensation earned by the Company’s directors during the company’s most recently completed financial year,

except any director who was also an NEO during the year and whose compensation is fully reflected in the Summary Compensation Table earlier in this Information Circular.

Name ¹	Fees Earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity Incentive plan Compensation (\$)	Pension Value (\$)	All other compensation (\$)	Total (\$)
J. Cowan McKinney	\$10,750	Nil	Nil	Nil	Nil	Nil	\$10,750
Bruce H. Bailey	\$4,750	Nil	\$5,807	Nil	Nil	Nil	\$10,557
G. Benjamin Cutler	\$8,000	Nil	Nil	Nil	Nil	Nil	\$8,000
John C.A. de Wit	\$7,875	Nil	Nil	Nil	Nil	Nil	\$7,875
Anthony Liscio	\$7,750	Nil	Nil	Nil	Nil	Nil	\$7,750
Robert W. Macdonald	\$7,750	Nil	Nil	Nil	Nil	Nil	\$7,750
Steven O. Youngman	Nil	Nil	Nil	Nil	Nil	\$84,000 ¹	\$84,000

¹ All other compensation paid directly or indirectly through Youngman Tax Services Ltd. to Mr. Youngman include the fair value of stock options for the year.

Incentive Plan Awards – Directors

\$100,000 stock options were granted to a director under the Company’s stock option plan during the most recently completed financial year.

The following table sets forth out all awards outstanding for the Company’s Directors at the end of the most recently completed financial year, except for any director who was also an NEO during the year and whose compensation is fully reflected under Incentive Plan Awards - NEO earlier in this Information Circular. This includes awards granted before the most recently completed financial year.

Name	Option Based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price	Options expiration date DD-MM-YYYY	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Bruce H. Bailey	75,000	\$0.12	11-06-2022	\$9,615	Nil	Nil
G. Benjamin Cutler	25,000	\$0.07	12-09-2022	\$1,710	Nil	Nil
John C.A. de Wit	100,000	\$0.07	18-11-2022	Nil	Nil	Nil
J. Cowan McKinney	300,000	\$0.10	26-11-2022	Nil	Nil	Nil
Anthony Liscio	150,000	\$0.10	26-11-2022	Nil	Nil	Nil
Robert Macdonald	150,000	\$0.10	26-11-2022	Nil	Nil	Nil
Steven O. Youngman	100,000	\$0.10	26-11-2022	Nil	Nil	Nil
	302,530	\$0.07	18-11-2022	Nil	Nil	Nil
	459,970	\$0.10	26-11-2022	Nil	Nil	Nil

INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

None of the Company's directors, executive officers, senior officers, proposed nominees for election as directors or their respective associates or affiliates were indebted or has been indebted to the Company or any of its subsidiaries during the most recently completed financial year.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITORS

Smythe LLP, Chartered Professional Accountants, of Vancouver, British Columbia, is the auditor of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Smythe LLP as the auditor of the Company to hold office for the ensuing fiscal year at a remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

Mr. Steven Youngman, of Vancouver, British Columbia, serves as Director, Trusts for Western Pacific Trust Company, pursuant to a consulting contract with the Company. During the year ended December 31, 2018, Mr. Youngman, directly or indirectly through Youngman Tax Services Ltd., received compensation totalling \$84,000.

No management functions of the Company or subsidiary are performed to any substantial degree by any other person, other than the directors or senior officers of the Company or subsidiary.

Ms. Sharon Lee, of Burnaby, British Columbia, serves as Chief Financial Officer for Western Pacific Trust Company, pursuant to a consulting contract with the Company. During the year ended December 31, 2018, Ms. Lee received compensation totaling \$45,369.

CORPORATE GOVERNANCE DISCLOSURE

A summary of the responsibilities and activities and the membership of each of the Committees is set out below.

National Instrument 58-201 ("NI 58-201") establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Independence of Members of Board

Pursuant to the requirements of the Financial Institutions Act, British Columbia, the Company maintains a board of a minimum five directors. Of the current board of eight directors, Bruce Bailey, G. Benjamin Cutler and John de Wit are independent and unaffiliated directors (as that term is defined under the *Financial Institutions Act*). J. Cowan McKinney, Anthony Liscio and Robert Macdonald are independent, and affiliated by virtue of their respective share positions in the Company. Alison Alfer and Steven Youngman are not independent and are affiliated.

Management Supervision by Board

The size of the Company is such that all of the Company's operations are conducted by a small management team which is represented on the Board. The Board has taken the position that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management. The independent directors have, however, been able to meet at any time without any members of management, including non-independent directors, being present. Further supervision is performed through the audit committee whose members are able to meet with the Company's auditors without management being in attendance. The independent directors exercise their responsibilities for independent oversight of management through their majority control of the Board and through having an independent Chair of the Board.

Expectations of Management

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

Participation of Directors in Other Reporting Issuers

The participation of the directors in other reporting issuers is described in the table provided under "Election of Directors" in this Information Circular.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board, committees and copies of the Company's corporate governance policies;
2. access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information; and
3. access to management and technical experts and consultants.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board has adopted a Directors' Code of Conduct.

Nomination of Directors

The Board has responsibility for identifying potential Board candidates, although a formal process has not been adopted. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and CEO.

Assessment

The Conduct Review Committee has the responsibility for overseeing a Board Self-Assessment exercise on an annual basis. The Directors complete confidential questionnaires in respect to the performance and effectiveness of the Board in a range of categories, and the results are tabulated and presented to the Board with any recommendations arising therefrom as to changes in size, personnel or responsibilities. As part of the assessments, the Board or Conduct Review Committee may review committee mandates or charters and conduct reviews of applicable corporate policies.

Compensation of Directors and the CEO

The Executive Compensation Committee has responsibility for determining compensation for the directors and senior officers.

To determine compensation payable, the Executive Compensation Committee reviews compensation paid for directors and CEOs of companies of similar size and stage of development in the financial services industry and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation, the Executive Compensation Committee reviews the performance of

the CEO in light of the Company's objectives and considers other factors that may impact the success of the Company in achieving its objectives.

Board Committees

Committees of the Board are an integral part of the Company's governance structure. There are four standing Board committees, one of which has two sub-committees, established to devote the necessary expertise and resources to particular areas, and to enhance the quality of discussion at Board meetings:

- i) Audit Committee
 - Capital Management Committee
 - Cyber Security Committee
- ii) Conduct Review Committee
- iii) Investment and Loan Committee
- iv) Executive Compensation Committee

The Committees facilitate effective Board decision making by providing recommendations to the Board on matters within their respective responsibilities. The Board believes that the Committees assist in the effective functioning of the Board and that the composition of the Committees should ensure that the views of independent and non-independent directors are effectively represented.

Audit Committee

The Audit Committee's Charter

Mandate

The primary function of the audit committee (the "Committee") is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

Composition

The Committee shall be comprised of a minimum of three Directors as determined by the Board, the majority of whom shall not be Officers or Employees of the Company, and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one-third of the Committee members shall be "Unaffiliated directors", as that term is defined in the Financial Institutions Act, British Columbia.

The majority of the members of the Committee shall have accounting or related financial management expertise. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the

purposes of the Company's Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Obtain annually from external auditors the finding of the CPAB inspection of the audit file for the Company, if any such inspection was conducted.
- (d) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (e) Take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors.
- (f) Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (g) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (h) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (i) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

- (j) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

Composition of the Audit Committee

Currently, the following are the members of the Committee:

G. Benjamin Cutler	Independent	Financially literate ¹
John de Wit	Independent	Financially literate ¹
J. Cowan McKinney, Chair	Independent	Financially literate ¹
Steven O. Youngman	Not Independent	Financially literate ¹

¹ As defined by Multilateral Instrument 52-110 ("MI 52-110").

Relevant Education and Experience

J. Cowan McKinney is a FCPA, FCA. G. Benjamin Cutler is CEO and Chairman of the Board of Hush Communications Corporation. John de Wit is a CPA, CA. Steven Youngman, B.Comm., is a Director of Hush Communications Corporation, and is a Principal and President of Youngman Tax Services Ltd.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of MI 52-110 (*De Minimis Non-audit Services*), or an exemption from MI 52-110, in whole or in part, granted under Part 8 of Multilateral Instrument 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

External Auditors' Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years are as follows.

In the following table, "audit fees" are fees for services provided in auditing the Company's annual financial statements for the fiscal year. "Audit-related fees" are fees not included in audit fees that are for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees for products and services not included in the foregoing categories.

Fees	Fiscal Year 2018	Fiscal Year 2017
Audit fees	\$27,000	\$27,000
Audit related fees	Nil	Nil
Tax Fees	Nil	Nil
All other fees	Nil	Nil

Exemption in Section 6.1 of MI 52-110

The Company is relying on the exemption in Section 6.1 of MI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

Capital Management Committee (sub-committee)

The Capital Management Committee is comprised of representatives of the Board and Management, and reports to the **Audit Committee**. The purpose of the Committee is to establish capital targets and manage business in relation thereto.

Currently, the members are John de Wit, Alison Alfer, Sharon Lee and Steven Youngman.

The Capital Plan and its underlying assumptions are reviewed at least annually by the Board to confirm that the processes are in place, that they are applied consistently, and that they remain relevant for the Company's business model and risk profile.

Cyber Security Committee (sub-committee)

The Committee is comprised of members of the Board and Management, and reports to the **Audit Committee**. The purpose of the Committee is to develop and implement policies and procedures to manage and mitigate the risk of cyber threat to the Company.

Currently, the members are G. Benjamin Cutler, Steven Youngman and Alison Alfer.

Executive Compensation Committee

The Executive Compensation Committee is responsible for reviewing all overall compensation strategy, objectives and policies; annually reviewing and assessing the performance of the executive officers; recommending to the Board the compensation of the executive officers; reviewing executive appointments; and recommending the adequacy and form of directors' compensation. The decisions of the Executive Compensation Committee in respect to compensation of directors and senior officers of the Company are subject to the approval by the disinterested members of the Board.

Currently, the members are Anthony Liscio, J. Cowan McKinney and Bruce H. Bailey, all of whom are independent directors.

Conduct Review Committee

The Conduct Review Committee assists the Board with the Company's regulatory compliance and governance, and ensures that appropriate procedures are in place to maintain the standards set by the Company.

The Conduct Review Committee developed the Company's Conflict of Interest Policy and related procedures for the Board. In accordance with the requirements of the Financial Institutions Commission, the Conduct Review Committee reports to the directors on Related Party Transactions at every directors' meeting.

The Conduct Review Committee also developed the Company's Code of Ethics for Directors, and oversees the annual Directors' Self-Assessment exercise.

Currently, the members are Bruce H. Bailey, G. Benjamin Cutler and Anthony Liscio, all of whom are independent directors.

Investment and Loan Committee

The Investment and Loan Committee ensures that the investment guidelines established by the Board are followed by management and may from time-to-time review the guidelines and recommend changes to the Board. Currently, the members are J. Cowan McKinney and G. Benjamin Cutler, both of whom are independent directors, and Alison Alfer, who is the CEO and a director of the Company.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

1. Ratification and Approval of Advance Notice Policy

On March 28, 2019, the board of directors of the Company (the "Board") adopted an advance notice policy (the "Advance Notice Policy") for the purpose of providing shareholders, directors and management of the Company with a clear framework for nominating directors of the Company in connection with any annual or special meeting of shareholders.

The purpose of the Advance Notice Policy is to (i) ensure that all shareholders receive adequate notice of director nominations and sufficient time and information with respect to all nominees to make appropriate deliberations and register an informed vote; and (ii) facilitate an orderly and efficient process for annual or, where the need arises, special meetings of shareholders of the Company. The Advance Notice Policy fixes the deadlines by which shareholders of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in a written notice to the Company for any director nominee to be eligible for election at such annual or special meeting of shareholders

A copy of the Company's Advance Notice Policy is attached to this Information Circular as Schedule "A". In order to remain effective following the Meeting, the Advance Notice Policy must be ratified, confirmed and approved by the shareholders of the Company at the Meeting.

The following is a brief summary of certain provisions of the Advance Notice Policy and is qualified in its entirety by the full text of the Advance Notice Policy:

1. Other than pursuant to (i) a proposal made in accordance with the *Business Corporations Act* (British Columbia) (the "Act"), or (ii) a requisition of the shareholders made in accordance with the provisions of the Act, shareholders of the Company must give advance written notice to the Company of any nominees for election to the Board.
2. The Advance Notice Policy fixes a deadline by which shareholders of the Company must submit, in writing, nominations for directors to the Corporate Secretary of the Company prior to any annual or special meeting of shareholders, and sets forth the specific information that such shareholders must include with their nominations in order to be effective. Only persons who are nominated in accordance with the Advance Notice Policy are eligible for election as directors of the Company.
3. For an annual meeting of shareholders, notice to the Company must be not less than 30 days and not more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date less than 50 days after the date on which the

first public announcement of the date of such annual meeting was made, notice may be given not later than the close of business on the 10th day following such public announcement.

4. For a special meeting of shareholders (that is not also an annual meeting), notice to the Company must be given not later than the close of business on the 15th day following the day on which the first public announcement of the date of such special meeting was made.
5. The time periods for giving notice set forth above shall in all cases be determined based on the original date of the applicable annual meeting and/or special meeting of shareholders, and in no event shall any adjournment or postponement of a meeting of shareholders, or the reconvening of any adjourned or postponed meeting of shareholders, or the announcement thereof, commence a new time period for the giving of notice as described above.

For the purposes of the Advance Notice Policy, "public announcement" means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on SEDAR at www.sedar.com.

The Board may, in its sole discretion, waive any provision or requirement of the Advance Notice Policy.

If approved at the Meeting, the Advance Notice Policy will continue to be effective in accordance with its terms. The Advance Notice Policy will be subject to annual review by the Board, and will be updated from time to time to reflect changes required by securities regulatory agencies or stock exchange, or to conform to industry standards, as determined by the Board.

If not approved at the Meeting, the Advance Notice Policy will terminate and be of no further force and effect from and after the termination of the Meeting.

Accordingly, at the Meeting, shareholders will be asked to approve the following ordinary resolution approving the Advance Notice Policy in the following form:

"UPON MOTION IT WAS RESOLVED that:

1. the Company's Advance Notice Policy (the "Advance Notice Policy") as set forth in the Company's Information Circular dated April 24, 2019 be and is hereby ratified, confirmed, authorized and approved;
2. the board of directors of the Company be and is hereby authorized, in its sole discretion, to administer the Advance Notice Policy and amend or modify the same from time to time in accordance with the provisions thereof, without further shareholder approval, to reflect the changes required by securities regulatory agencies or stock exchanges, to conform to industry standards, or as otherwise determined to be in the best interests of the Company and its shareholders; and
3. any one director or officer of the Company is hereby authorized and directed to carry out any act for and on behalf of the Company and to execute and deliver such deeds, documents and other instruments in writing as he or she in his or her discretion may consider necessary for the purpose of giving effect to these resolutions and to do all such other acts and things as such director or officer

may determine to be necessary or advisable to give effect to the intent of these resolutions."

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval of the Advance Notice Policy.

2) Replacement of Company Articles

On March 28, 2019, the Board approved, subject to shareholder and regulatory approval, the replacement of the Company's existing Articles with new Articles ("New Articles"), attached to this Information Circular as Schedule "B". The purpose of the replace is to update the references to, and ensure consistency with, current governing legislation.

Shareholders will be asked to consider and, if thought fit, to pass the following special resolution:

"RESOLVED, as a special resolution, that

- (a) subject to approval of the Financial Institutions Commission ("FICOM") and the TSX Venture Exchange, the Company adopt the New Articles substantially in the form presented at the Meeting in substitution for the existing articles of the Company;
- (b) any director or officer of the Company is authorized to execute and file such documents and take such further action as may be necessary to effect the foregoing, including addressing the comments received, if any, from FICOM; and
- (c) the board of directors is hereby authorized, at any time in its sole discretion, to determine whether or not to proceed with this resolution without further approval, ratification or confirmation by the shareholders."

The New Articles shall have effect immediately on the date and time the New Articles are deposited for filing at the Company's records office.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval of the New Articles.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at Suite 920 - 789 West Pender Street, Vancouver, British Columbia, V6C 1H2 to request copies of the Company's financial statements and MD&A. Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

FORWARD LOOKING STATEMENTS

This Information Circular contains certain forward-looking statements. All statements included herein, other than statements of historical fact, including without limitation statements regarding the future plans and objectives of the Company, are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed in Company documents filed from time to time with the regulatory authorities and on *www.SEDAR.com*.

DATED this 24th day of April, 2019.

APPROVED BY THE BOARD
WESTERN PACIFIC TRUST COMPANY

"ALISON ALFER"

ALISON ALFER, Chief Executive Officer

Schedule "A"
WESTERN PACIFIC TRUST COMPANY
(the "**Company**")

ADVANCE NOTICE POLICY

INTRODUCTION

The Company is committed to: (i) facilitating an orderly and efficient process for holding annual general meetings and, when the need arises, special meetings of its shareholders; (ii) ensuring that all shareholders receive adequate advance notice of the director nominations and sufficient information regarding all director nominees; and (iii) allowing shareholders to register an informed vote for directors of the Company after having been afforded reasonable time for appropriate deliberation.

PURPOSE

The purpose of this Advance Notice Policy (the "**Policy**") is to provide shareholders, directors and management of the Company with a clear framework for nominating directors of the Company. This Policy fixes a deadline by which director nominations must be submitted to the Company prior to any annual or special meeting of shareholders and sets forth the information that must be included in the notice to the Company for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

It is the position of the board of directors of the Company (the "**Board**") that this Policy is in the best interests of the Company, its shareholders and other stakeholders. This Policy will be subject to an annual review by the Board, which shall revise the Policy if required to reflect changes by securities regulatory authorities or stock exchanges, and to address changes in industry standards from time to time as determined by the Board.

NOMINATIONS OF DIRECTORS

1. Only persons who are qualified to act as directors under the *Business Corporations Act* (British Columbia) (the "**Act**") and who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. At any annual meeting of shareholders, or at any special meeting of shareholders at which directors are to be elected, nominations of persons for election to the Board may be made only:
 - a. by or at the direction of the Board, including pursuant to a notice of meeting;
 - b. by or at the direction or request of one or more shareholders pursuant to a valid "proposal" as defined in the Act and made in accordance with Part 5, Division 7 of the Act;
 - c. pursuant to a requisition of the shareholders that complies with and is made in accordance with section 167 of the Act, as such provisions may be amended from time to time; or
 - d. by any person (a "**Nominating Shareholder**") who:
 - (i) at the close of business on the date of the giving by the Nominating Shareholder of the notice provided for below and at the close of business on the record date fixed by the Company for such meeting, (a) is a "registered owner" (as defined in the Act) of one or more shares of the Company carrying the right to vote at such meeting, or (b) beneficially

owns shares carrying the right to vote at such meeting and provides evidence of such ownership that is satisfactory to the Company, acting reasonably. In cases where a Nominating Shareholder is not an individual, the notice set forth in paragraph 4 below must be signed by an authorized representative, being a duly authorized director, officer, manager, trustee or partner of such entity who provides such evidence of such authorization that is satisfactory to the Company, acting reasonably; and

(ii) in either case, complies with the notice procedures set forth below in this Policy.

2. In addition to any other requirements under applicable laws, for a nomination to be validly made by a Nominating Shareholder in accordance with this Policy, the Nominating Shareholder must have given notice thereof that is both timely (in accordance with paragraph 3 below) and in proper written form (in accordance with paragraph 4 below) to the Corporate Secretary of the Company at the principal executive offices of the Company.
3. To be timely, a Nominating Shareholder's notice to the Corporate Secretary of the Company must be made:
 - a. in the case of an annual meeting of shareholders, not less than thirty (30) days nor more than sixty-five (65) days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than fifty (50) days after the date (the "**Notice Date**") on which the first public announcement (as defined below) of the date of the annual meeting was made, notice by the Nominating Shareholder may be given not later than the close of business on the tenth (10th) day following the Notice Date; and
 - b. in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

The time periods for the giving of a Nominating Shareholder's notice set forth above shall in all cases be determined based on the original date of the applicable annual meeting and/or special meeting of shareholders, and in no event shall any adjournment or postponement of a meeting of shareholders, or the reconvening of any adjourned or postponed meeting of shareholders, or the announcement thereof, commence a new time period for the giving of a Nominating Shareholder's notice as described above.

4. To be in proper written form, a Nominating Shareholder's notice must be addressed to the Corporate Secretary of the Company, and must set forth:
 - a. as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (i) the name, age, business address and residential address of the person; (ii) the present principal occupation or employment of the person and the principal occupation or employment within the five years preceding the notice; (iii) the citizenship of such person; (iv) the class or series and number of shares in the capital of the Company which are, directly or indirectly, controlled or directed or which are owned, beneficially or of record, by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (v) a statement as to whether such person would be "independent" of the Company (within the meaning of sections 1.4 and 1.5 of National Instrument 52-110, *Audit Committees*, of the Canadian Securities Administrators, as such provisions may be amended from time to time) if elected as a director at such meeting and the reasons and basis for such determination;

- b. the full particulars regarding any oral or written proxy, contract, agreement, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Company; and
- c. any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.

The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as a director of the Company or that would reasonably be expected to be material to a reasonable shareholder's understanding of the experience, independence and/or qualifications, or lack thereof, of such proposed nominee.

As soon as practicable following receipt of a Nominating Shareholder's notice (and such other information referred to above, as applicable) that complies with this Policy, the Company shall publish through a public announcement the names of the nominees named in such notice and such other details of such notice as the Company may deem appropriate.

- 5. No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Policy; provided, however, that nothing in this Policy shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which such shareholder would have been entitled to submit a proposal pursuant to the provisions of the Act or at the discretion of the Chairman. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the provisions of this Policy and, if the Chairman determines that any proposed nomination was not made in compliance with this Policy, to declare that such defective nomination shall be disregarded.
- 6. For purposes of this Policy:
 - a. "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com; and
 - b. "**Applicable Securities Laws**" means, collectively, the applicable securities statutes of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each relevant province and territory of Canada, and all applicable securities laws of the United States.
- 7. Notwithstanding any other provision of this Policy, notice given to the Corporate Secretary of the Company pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Corporate Secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Corporate Secretary at the address of the principal executive offices of the Company, sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) or received by email (at the address as aforesaid); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Pacific Time) on a business day, then such delivery or electronic communication shall be deemed to have been made on the next business day.

8. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any provision or requirement of this Policy.

GOVERNING LAW

This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

EFFECTIVE DATE

This Policy was approved and adopted by the Board on March 28, 2019 and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date, provided that if this Policy is not ratified and approved by an ordinary resolution of shareholders of the Company at the Company's next shareholder meeting following the effective date of this Policy, the Policy shall, from and after the date of such shareholder meeting, cease to be of any force and effect.

Schedule "B"

**Proposed New Articles of
Western Pacific Trust Company
(the "Company")**

**WESTERN PACIFIC TRUST COMPANY
(the "Company")**

The Company has as its articles the following articles.

Incorporation number: BC 0981834

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1. INTERPRETATION

1.1 Definitions

In these Articles, unless the context otherwise requires:

- (1) “board of directors”, “directors” and “board” mean the directors or sole director of the Company for the time being;
- (2) “*Business Corporations Act*” means the *Business Corporations Act* (British Columbia) as amended from time to time and includes all regulations as amended from time to time made pursuant to that Act;
- (3) “*Financial Institutions Act*” means the Financial Institution Act (British Columbia) as amended from time to time and includes all regulations as amended from time to time made pursuant to that Act;
- 4) “legal personal representative” means the personal or other legal representative of the shareholder;
- (5) “registered address” of a shareholder means the shareholder’s address as recorded in the central securities register;
- (6) “seal” means the seal of the Company, if any.
- (7) “Superintendent” means the Superintendent of Financial Institutions appointed under the Financial Institutions Act of the Province of British Columbia.

1.2 *Business Corporations Act* and *Interpretation Act* Definitions Applicable

The definitions in the *Business Corporations Act* and the definitions and rules of construction in the *Interpretation Act*, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these Articles as if they were an enactment. If there is a conflict between a definition in the *Business Corporations Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Articles, the definition in the *Business Corporations Act* will prevail in relation to the use of the term in these Articles. If there is a conflict between these Articles and the Business Corporations Act, the Business Corporations Act will prevail.

1.3 Financial Institutions Act

The meaning of any words or phrases defined in the *Financial Institutions Act* shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

2. SHARES AND SHARE CERTIFICATES

2.1 Authorized Share Structure

The authorized share structure of the Company consists of shares of the class or classes and series, if any, described in the Notice of Articles of the Company.

2.2 Form of Share Certificate

Each share certificate issued by the Company must comply with, and be signed as required by, the *Business Corporations Act*.

2.3 Shareholder Entitled to Certificate or Acknowledgment

Each shareholder is entitled, without charge, to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder's name or (b) a non-transferable written acknowledgment of the shareholder's right to obtain such a share certificate (DRS Advice), provided that in respect of a share held jointly by several persons, the Company is not bound to issue more than one share certificate and delivery of a share certificate for a share to one of several joint shareholders or to one of the shareholders' duly authorized agents will be sufficient delivery to all.

2.4 Delivery by Mail

Any share certificate or non-transferable written acknowledgment of a shareholder's right to obtain a share certificate may be sent to the shareholder by mail at the shareholder's registered address and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate or acknowledgement is lost in the mail or stolen.

2.5 Replacement of Worn Out or Defaced Certificate or Acknowledgement (DRS Advice)

If the directors are satisfied that a share certificate or a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate is worn out or defaced, they must, on production to them of the share certificate or acknowledgment, as the case may be, and on such other terms, if any, as they and the transfer agent think fit:

- (1) order the share certificate or acknowledgment, as the case may be, to be cancelled; and
- (2) issue a replacement share certificate or acknowledgment, as the case may be.

2.6 Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgment

If a share certificate or a non-transferable written acknowledgment of a shareholder's right to obtain a share certificate is lost, stolen or destroyed, a replacement share certificate or acknowledgment, as the case may be, must be issued to the person entitled to that share certificate or acknowledgment, as the case may be, if the directors receive:

- (1) proof satisfactory to them and the transfer agent that the share certificate or acknowledgment is lost, stolen or destroyed; and
- (2) any indemnity the directors and the transfer agent consider adequate.

2.7 Splitting Share Certificates

If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name two or more share certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the share certificate so surrendered, the Company must cancel the surrendered share certificate and order issue replacement share certificates in accordance with that request.

2.8 Certificate Fee

There must be paid to the Company, in relation to the issue of any share certificate under Articles 2.5, 2.6 or 2.7, the amount, if any and which must not exceed the amount prescribed under the *Business Corporations Act*, determined by the directors or the transfer agent.

2.9 Recognition of Trusts

Except as required by law or statute or these Articles, no person will be recognized by the Company as holding any share upon any trust, and the Company is not bound by or compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or fraction of a share or (except as by law or statute or these Articles provided or as ordered by a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the shareholder.

3. ISSUE OF SHARES

3.1 Directors Authorized

Subject to the *Business Corporations Act* and the rights of the holders of issued shares of the Company, the Company may issue, allot, sell or otherwise dispose of the unissued shares, and issued shares held by the Company, at the times, to the persons, including directors, in the manner, on the terms and conditions and for the issue prices (including any premium at which shares with par value may be issued) that the directors, in their absolute discretion, may determine. The issue price for a share with par value must be equal to or greater than the par value of the share.

3.2 Commissions and Discounts

The Company may at any time pay a reasonable commission or allow a reasonable discount to any person in consideration of that person purchasing or agreeing to purchase shares of the Company from the Company or any other person or procuring or agreeing to procure purchasers for shares of the Company.

3.3 Brokerage

The Company may pay such brokerage fee or other consideration as may be lawful for or in connection with the sale or placement of its securities.

3.4 Conditions of Issue

Except as provided for by the *Business Corporations Act*, no share may be issued until it is fully paid. A share is fully paid when:

- (1) consideration is provided to the Company for the issue of the share by one or more of the following:
 - (a) past services performed for the Company;
 - (b) property;
 - (c) money; and
- (2) the value of the consideration received by the Company equals or exceeds the issue price set for the share under Article 3.1.
- (3) No shares shall be issued unless issued in compliance with the *Financial Institutions Act*.

3.5 Share Purchase Warrants and Rights

Subject to the *Business Corporations Act*, the Company may issue share purchase warrants, options and rights upon such terms and conditions as the directors determine, which share purchase warrants, options and rights may be issued alone or in conjunction with debentures, debenture stock, bonds, shares or any other securities issued or created by the Company from time to time.

4. SHARE REGISTERS

4.1 Central Securities Register

As required by and subject to the *Business Corporations Act*, the Company must maintain in British Columbia a central securities register. The directors may, subject to the *Business Corporations Act*, appoint an agent to maintain the central securities register. The directors may also appoint one or more agents, including the agent which keeps the central securities register, as transfer agent for its shares or any class or series of its shares, as the case may be, and the same or another agent as registrar for its shares or such class or series of its shares, as the case may be. The directors may terminate such appointment of any agent at any time and may appoint another agent in its place.

4.2 Closing Register

The Company must not at any time close its central securities register.

5. SHARE TRANSFERS

5.1 Registering Transfers

A transfer of a share of the Company must not be registered unless:

- (1) a duly signed instrument of transfer in respect of the share has been received by the Company or its transfer agent;
- (2) if a share certificate has been issued by the Company in respect of the share to be transferred, that share certificate has been surrendered to the Company or its transfer agent; and
- (3) if a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate has been issued by the Company in respect of the share to be transferred, that acknowledgment has been surrendered to the Company or its transfer agent.

5.2 Form of Instrument of Transfer

The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates or in any other form that may be approved by the directors or the transfer agent from time to time.

5.3 Transferor Remains Shareholder

Except to the extent that the *Business Corporations Act* or the *Financial Institutions Act* otherwise provide, the transferor of shares is deemed to remain the holder of the shares until the name of the transferee is entered in a securities register of the Company in respect of the transfer.

5.4 Signing of Instrument of Transfer

If a shareholder, or his or her duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified, all the shares represented by the share certificates or set out in the written acknowledgments deposited with the instrument of transfer:

- (1) in the name of the person named as transferee in that instrument of transfer; or

- (2) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered.

5.5 Enquiry as to Title Not Required

Neither the Company nor any director, officer or agent of the Company is bound to inquire into the title of the person named in the instrument of transfer as transferee or, if no person is named as transferee in the instrument of transfer, of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered or is liable for any claim related to registering the transfer by the shareholder or by any intermediate owner or holder of the shares, of any interest in the shares, of any share certificate representing such shares or of any written acknowledgment of a right to obtain a share certificate for such shares.

5.6 Transfer Fee

There must be paid to the Company, in relation to the registration of any transfer, the amount, if any, determined by the directors.

6. TRANSMISSION OF SHARES

6.1 Legal Personal Representative Recognized on Death

In case of the death of a shareholder, the legal personal representative, or if the shareholder was a joint holder, the surviving joint holder, will be the only person recognized by the Company as having any title to the shareholder's interest in the shares. Before recognizing a person as a legal personal representative, the directors may require proof of appointment by a court of competent jurisdiction, a grant of letters probate, letters of administration or such other evidence or documents as the directors consider appropriate.

6.2 Rights of Legal Personal Representative

The legal personal representative has the same rights, privileges and obligations that attach to the shares held by the shareholder, including the right to transfer the shares in accordance with these Articles, provided the documents required by the *Business Corporations Act* and the directors have been deposited with the Company.

7. PURCHASE OF SHARES

7.1 Company Authorized to Purchase Shares

Subject to Article 7.2, the special rights and restrictions attached to the shares of any class or series, the *Business Corporations Act* and the *Financial Institutions Act*, the Company may, if authorized by the directors, purchase or otherwise acquire any of its shares at the price and upon the terms specified in such resolution.

7.2 Purchase When Insolvent

The Company must not make a payment or provide any other consideration to purchase or otherwise acquire any of its shares if there are reasonable grounds for believing that:

- (1) the Company is insolvent; or
- (2) making the payment or providing the consideration would render the Company insolvent.

7.3 Sale and Voting of Purchased Shares

If the Company retains a share redeemed, purchased or otherwise acquired by it, the Company may sell, gift or otherwise dispose of the share, but, while such share is held by the Company, it:

- (1) is not entitled to vote the share at a meeting of its shareholders;
- (2) must not pay a dividend in respect of the share; and
- (3) must not make any other distribution in respect of the share.

8. BORROWING POWERS

The Company, if authorized by the directors, may:

- (1) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate;
- (2) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person and at such discounts or premiums and on such other terms as they consider appropriate;
- (3) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (4) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Company.

9. ALTERATIONS

9.1 Alteration of Authorized Share Structure

Subject to Article 9.2, the *Business Corporations Act*, and the *Financial Institutions Act*, the Company may by ordinary resolution:

- (1) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;
- (2) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
- (3) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;

Subject to Article 9.2, the *Business Corporations Act*, and the *Financial Institutions Act*, the Company may by special resolution:

- (1) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;
- (2) decrease the par value of a class of shares with par value;
- (3) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;

- (4) alter the identifying name of any of its shares; or
- (5) otherwise alter its shares or authorized share structure when required or permitted to do so by the *Business Corporations Act*.

9.2 Special Rights and Restrictions

Subject to the *Business Corporations Act* and the *Financial Institutions Act*, the Company may by special resolution:

- (1) create special rights or restrictions for, and attach those special rights or restrictions to, the shares of any class or series of shares, whether or not any or all of those shares have been issued; or
- (2) vary or delete any special rights or restrictions attached to the shares of any class or series of shares, whether or not any or all of those shares have been issued.

9.3 Change of Name

The Company may by consent resolution of the directors or by special resolution authorize an alteration of its Notice of Articles in order to change its name or adopt or change any translation of that name.

9.4 Other Alterations

If the *Business Corporations Act* does not specify the type of resolution and these Articles do not specify another type of resolution, the Company may by special resolution alter these Articles.

10. MEETINGS OF SHAREHOLDERS

10.1 Annual General Meetings

Unless an annual general meeting is deferred or waived in accordance with the *Business Corporations Act*, the Company must hold its first annual general meeting within 18 months after the date on which it was incorporated or otherwise recognized, and after that must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual reference date at such time and place as may be determined by the directors.

10.2 Resolution Instead of Annual General Meeting

If all the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution under the *Business Corporations Act* to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date of the unanimous resolution. The shareholders must, in any unanimous resolution passed under this Article 10.2, select as the Company's annual reference date a date that would be appropriate for the holding of the applicable annual general meeting.

10.3 Calling of Meetings of Shareholders

The directors may, whenever they think fit, call a meeting of shareholders.

10.4 Notice for Meetings of Shareholders

The Company must send notice of the date, time and location of any meeting of shareholders, in the manner provided in these Articles, or in such other manner, if any, as may be prescribed by ordinary resolution (whether previous notice of the resolution has been given or not), to each shareholder entitled to attend the meeting, to each

director and to the auditor of the Company, unless these Articles otherwise provide, at least the following number of days before the meeting:

- (1) if and for so long as the Company is a public company, 21 days;
- (2) otherwise, 10 days.

10.5 Record Date for Notice

The directors may set a date as the record date for the purpose of determining shareholders entitled to notice of any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the *Business Corporations Act*, by more than four months. The record date must not precede the date on which the meeting is held by fewer than:

- (1) if and for so long as the Company is a public company, 21 days;
- (2) otherwise, 10 days.

If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

10.6 Record Date for Voting

The directors may set a date as the record date for the purpose of determining shareholders entitled to vote at any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the *Business Corporations Act*, by more than four months. If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

10.7 Failure to Give Notice and Waiver of Notice

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at that meeting. Any person entitled to notice of a meeting of shareholders may, in writing or otherwise, waive or reduce the period of notice of such meeting.

10.8 Notice of Special Business at Meetings of Shareholders

If a meeting of shareholders is to consider special business within the meaning of Article 11.1, the notice of meeting must:

- (1) state the general nature of the special business; and
- (2) if the special business includes considering, approving, ratifying, adopting or authorizing any document or the signing of or giving of effect to any document, have attached to it a copy of the document or state that a copy of the document will be available for inspection by shareholders:
 - (a) at the Company's records office, or at such other reasonably accessible location in British Columbia as is specified in the notice; and
 - (b) during statutory business hours on any one or more specified days before the day set for the holding of the meeting.

11. PROCEEDINGS AT MEETINGS OF SHAREHOLDERS

11.1 Special Business

At a meeting of shareholders, the following business is special business:

- (1) at a meeting of shareholders that is not an annual general meeting, all business is special business except business relating to the conduct of or voting at the meeting;
- (2) at an annual general meeting, all business is special business except for the following:
 - (a) business relating to the conduct of or voting at the meeting;
 - (b) consideration of any financial statements of the Company presented to the meeting;
 - (c) consideration of any reports of the directors or auditor;
 - (d) the setting or changing of the number of directors;
 - (e) the election or appointment of directors;
 - (f) the appointment of an auditor;
 - (g) business arising out of a report of the directors not requiring the passing of a special resolution or an exceptional resolution;
 - (h) any other business which, under these Articles or the *Business Corporations Act*, may be transacted at a meeting of shareholders without prior notice of the business being given to the shareholders.

11.2 Remuneration of the auditor

The directors may set the remuneration of the auditor without the prior approval of the shareholders.

11.3 Special Majority

The majority of votes required for the Company to pass a special resolution at a meeting of shareholders is two-thirds of the votes cast on the resolution.

11.4 Quorum

Subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is two shareholders entitled to vote at the meeting whether in person or by proxy who hold, in the aggregate, at least 5% of the issued shares entitled to be voted at the meeting.

11.5 One Shareholder May Constitute Quorum

If there is only one shareholder entitled to vote at a meeting of shareholders:

- (1) the quorum is one person who is, or who represents by proxy, that shareholder, and
- (2) that shareholder, present in person or by proxy, may constitute the meeting.

11.6 Other Persons May Attend

The directors, the president (if any), the secretary (if any), the assistant secretary (if any), any lawyer for the Company, the auditor of the Company and any other persons invited by the directors are entitled to attend any meeting of shareholders, but if any of those persons does attend a meeting of shareholders, that person is not to be counted in the quorum and is not entitled to vote at the meeting unless that person is a shareholder or proxy holder entitled to vote at the meeting.

11.7 Requirement of Quorum

No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting, but such quorum need not be present throughout the meeting.

11.8 Lack of Quorum

If, within one-half hour from the time set for the holding of a meeting of shareholders, a quorum is not present:

- (1) in the case of a general meeting requisitioned by shareholders, the meeting is dissolved, and
- (2) in the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place.

11.9 Lack of Quorum at Succeeding Meeting

If, at the meeting to which the meeting referred to in Article 11.7(2) was adjourned, a quorum is not present within one-half hour from the time set for the holding of the meeting, the person or persons present and being, or representing by proxy, one or more shareholders entitled to attend and vote at the meeting constitute a quorum.

11.10 Chair

The following individual is entitled to preside as chair at a meeting of shareholders:

- (1) the chair of the board, if any; or
- (2) if the chair of the board is absent or unwilling to act as chair of the meeting, the deputy chair of the board, if any; or
- (2) if the chair and deputy chair of the board are both absent or unwilling to act as chair of the meeting, the president, if any.

11.11 Selection of Alternate Chair

If, at any meeting of shareholders, there is no chair or deputy chair of the board or president present within 15 minutes after the time set for holding the meeting, or if the chair and deputy chair of the board and the president are unwilling to act as chair of the meeting, or if the chair and deputy chair of the board and the president have advised the secretary, if any, or any director present at the meeting, that they will not be present at the meeting, the directors present must choose one of their number to be chair of the meeting or if all of the directors present decline to take the chair or fail to so choose or if no director is present, the shareholders entitled to vote at the meeting who are present in person or by proxy may choose any person present at the meeting to chair the meeting.

11.12 Adjournments

The chair of a meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.13 Notice of Adjourned Meeting

It is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting of shareholders except that, when a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

11.14 Decisions by Show of Hands or Poll

Subject to the *Business Corporations Act*, every motion put to a vote at a meeting of shareholders will be decided on a show of hands unless a poll, before or on the declaration of the result of the vote by show of hands, is directed by the chair or demanded by at least one shareholder entitled to vote who is present in person or by proxy.

11.15 Declaration of Result

The chair of a meeting of shareholders must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and that decision must be entered in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the chair or demanded under Article 11.13, conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against the resolution.

11.16 Motion Need Not be Seconded

No motion proposed at a meeting of shareholders need be seconded unless the chair of the meeting rules otherwise, and the chair of any meeting of shareholders is entitled to propose or second a motion.

11.17 Casting Vote

In case of an equality of votes, the chair of a meeting of shareholders does not, either on a show of hands or on a poll, have a second or casting vote in addition to the vote or votes to which the chair may be entitled as a shareholder.

11.18 Manner of Taking Poll

Subject to Article 11.18, if a poll is duly demanded at a meeting of shareholders:

- (1) the poll must be taken:
 - (a) at the meeting, or within seven days after the date of the meeting, as the chair of the meeting directs; and
 - (b) in the manner, at the time and at the place that the chair of the meeting directs;
- (2) the result of the poll is deemed to be the decision of the meeting at which the poll is demanded; and
- (3) the demand for the poll may be withdrawn by the person who demanded it.

11.19 Demand for Poll on Adjournment

A poll demanded at a meeting of shareholders on a question of adjournment must be taken immediately at the meeting.

11.20 Chair Must Resolve Dispute

In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the dispute, and his or her determination made in good faith is final and conclusive.

11.21 Casting of Votes

On a poll, a shareholder entitled to more than one vote need not cast all the votes in the same way.

11.22 Demand for Poll

No poll may be demanded in respect of the vote by which a chair of a meeting of shareholders is elected.

11.23 Demand for Poll Not to Prevent Continuance of Meeting

The demand for a poll at a meeting of shareholders does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

11.24 Retention of Ballots and Proxies

The Company must, for at least three months after a meeting of shareholders, keep each ballot cast on a poll and each proxy voted at the meeting, and, during that period, make them available for inspection during normal business hours by any shareholder or proxyholder entitled to vote at the meeting. At the end of such three month period, the Company may destroy such ballots and proxies.

12. VOTES OF SHAREHOLDERS

12.1 Number of Votes by Shareholder or by Shares

Subject to any special rights or restrictions attached to any shares and to the restrictions imposed on joint shareholders under Article 12.3:

- (1) on a vote by show of hands, every person present who is a shareholder or proxy holder and entitled to vote on the matter has one vote; and
- (2) on a poll, every shareholder entitled to vote on the matter has one vote in respect of each share entitled to be voted on the matter and held by that shareholder and may exercise that vote either in person or by proxy.

12.2 Votes of Persons in Representative Capacity

A person who is not a shareholder may vote at a meeting of shareholders, whether on a show of hands or on a poll, and may appoint a proxy holder to act at the meeting, if, before doing so, the person satisfies the chair of the meeting, or the directors, that the person is a legal personal representative or a trustee in bankruptcy for a shareholder who is entitled to vote at the meeting.

12.3 Votes by Joint Holders

If there are joint shareholders registered in respect of any share:

- (1) any one of the joint shareholders may vote at any meeting, either personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it; or
- (2) if more than one of the joint shareholders is present at any meeting, personally or by proxy, and more than one of them votes in respect of that share, then only the vote of the joint shareholder present whose name stands first on the central securities register in respect of the share will be counted.

12.4 Legal Personal Representatives as Joint Shareholders

Two or more legal personal representatives of a shareholder in whose sole name any share is registered are, for the purposes of Article 12.3, deemed to be joint shareholders.

12.5 Representative of a Corporate Shareholder

If a corporation, that is not a subsidiary of the Company, is a shareholder, that corporation may appoint a person to act as its representative at any meeting of shareholders of the Company, and:

- (1) for that purpose, the instrument appointing a representative must:
 - (a) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice for the receipt of proxies, or if no number of days is specified, two business days before the day set for the holding of the meeting; or
 - (b) be provided, at the meeting, to the chair of the meeting or to a person designated by the chair of the meeting;
- (2) if a representative is appointed under this Article 12.5:
 - (a) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the corporation that the representative represents as that corporation could exercise if it were a shareholder who is an individual, including, without limitation, the right to appoint a proxy holder; and
 - (b) the representative, if present at the meeting, is to be counted for the purpose of forming a quorum and is deemed to be a shareholder present in person at the meeting.

Evidence of the appointment of any such representative may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

12.6 Proxy Provisions Do Not Apply to All Companies

If and for so long as the Company is a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply, Articles 12.7 to 12.15 apply only insofar as they are not inconsistent with any securities legislation in any province or territory of Canada and insofar as they are not inconsistent with the regulations and rules made and promulgated under that legislation and all administrative policy statements, blanket orders and rulings, notices and other administrative directions issued by securities commission or similar authorities appointed under that legislation.

12.7 Appointment of Proxy Holders

Every shareholder of the Company, including a corporation that is a shareholder but not a subsidiary of the Company, entitled to vote at a meeting of shareholders of the Company may, by proxy, appoint one or more (but not more than five) proxy holders to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

12.8 Alternate Proxy Holders

A shareholder may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

12.9 When Proxy Holder Need Not Be Shareholder

A person must not be appointed as a proxy holder unless the person is a shareholder, although a person who is not a shareholder may be appointed as a proxy holder if:

- (1) the person appointing the proxy holder is a corporation or a representative of a corporation appointed under Article 12.5;
- (2) the Company has at the time of the meeting for which the proxy holder is to be appointed only one shareholder entitled to vote at the meeting; or
- (3) the shareholders present in person or by proxy at and entitled to vote at the meeting for which the proxy holder is to be appointed, by a resolution on which the proxy holder is not entitled to vote but in respect of which the proxy holder is to be counted in the quorum, permit the proxy holder to attend and vote at the meeting.

12.10 Deposit of Proxy

A proxy for a meeting of shareholders must:

- (1) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting; or
- (2) unless the notice provides otherwise, be provided, at the meeting, to the chair of the meeting or to a person designated by the chair of the meeting.

A proxy may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

12.11 Validity of Proxy Vote

A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the shareholder giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

- (1) at the registered office of the Company, at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or
- (2) by the chair of the meeting, before the vote is taken.

12.12 Form of Proxy

A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

WESTERN PACIFIC TRUST COMPANY
(the “Company”)

The undersigned, being a shareholder of the Company, hereby appoints *[name]* or, failing that person, *[name]*, as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of shareholders of the Company to be held on *[month, day, year]* and at any adjournment of that meeting.

Number of shares in respect of which this proxy is given (if no number is specified, then this proxy if given in respect of all shares registered in the name of the shareholder): _____

Signed *[month, day, year]*

[Signature of shareholder]

[Name of shareholder—printed]

12.13 Revocation of Proxy

Subject to Article 12.14, every proxy may be revoked by an instrument in writing that is:

- (1) received at the registered office of the Company at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or
- (2) provided, at the meeting, to the chair of the meeting.

12.14 Revocation of Proxy Must Be Signed

An instrument referred to in Article 12.13 must be signed as follows:

- (1) if the shareholder for whom the proxy holder is appointed is an individual, the instrument must be signed by the shareholder or his or her legal personal representative or trustee in bankruptcy;
- (2) if the shareholder for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation or by a representative appointed for the corporation under Article 12.5.

12.15 Production of Evidence of Authority to Vote

The chair of any meeting of shareholders may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

13. DIRECTORS

13.1 First Directors; Number of Directors

The first directors are the persons designated as directors of the Company in the Notice of Articles that applies to the Company when it is recognized under the *Business Corporations Act*. The number of directors, excluding additional directors appointed under Article 14.9, is set at:

- (1) subject to paragraphs (2) and (3), the number of directors that is equal to the number of the Company's first directors, but no fewer than the number of directors prescribed in the *Financial Institutions Act*;
- (2) if the Company is a public company, the greater of three and the most recently set of:
 - (a) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and
 - (b) the number of directors set under Article 14.5;
- (3) if the Company is not a public company, the most recently set of:
 - (a) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and
 - (b) the number of directors set under Article 14.5.

13.2 Change in Number of Directors

If the number of directors is set under Articles 13.1(2)(a) or 13.1(3)(a):

- (1) the shareholders may elect or appoint the directors needed to fill any vacancies in the board of directors up to that number;
- (2) if the shareholders do not elect or appoint the directors needed to fill any vacancies in the board of directors up to that number contemporaneously with the setting of that number, then the directors may appoint, or the shareholders may elect or appoint, directors to fill those vacancies.

13.3 Directors' Acts Valid Despite Vacancy

An act or proceeding of the directors is not invalid merely because fewer than the number of directors set or otherwise required under these Articles is in office.

3.4 Qualifications of Directors

A director is not required to hold a share in the capital of the Company as qualification for his or her office but must be qualified as required by the *Business Corporations Act* to become, act or continue to act as a director.

13.5 Remuneration of Directors

The directors are entitled to the remuneration for acting as directors, if any, as the directors may from time to time determine. If the directors so decide, the remuneration of the directors, if any, will be determined by the shareholders. That remuneration may be in addition to any salary or other remuneration paid to any officer or employee of the Company as such, who is also a director.

13.6 Reimbursement of Expenses of Directors

The Company must reimburse each director for the reasonable expenses that he or she may incur in and about the business of the Company.

13.7 Special Remuneration for Directors

If any director performs any professional or other services for the Company that in the opinion of the directors are outside the ordinary duties of a director, or if any director is otherwise specially occupied in or about the Company's business, he or she may be paid remuneration fixed by the directors, or, at the option of that director, fixed by ordinary resolution, and such remuneration may be either in addition to, or in substitution for, any other remuneration that he or she may be entitled to receive.

13.8 Gratuity, Pension or Allowance on Retirement of Director

Unless otherwise determined by ordinary resolution, the directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any salaried office or place of profit with the Company or to his or her spouse or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

14. ELECTION AND REMOVAL OF DIRECTORS

14.1 Election at Annual General Meeting

At every annual general meeting and in every unanimous resolution contemplated by Article 10.2:

- (1) the shareholders entitled to vote at the annual general meeting for the election of directors must elect, or in the unanimous resolution appoint, a board of directors consisting of the number of directors for the time being set under these Articles; and
- (2) all the directors cease to hold office immediately before the election or appointment of directors under paragraph (1), but are eligible for re-election or re-appointment.

14.2 Consent to be a Director

No election, appointment or designation of an individual as a director is valid unless:

- (1) that individual consents to be a director in the manner provided for in the *Business Corporations Act*;
- (2) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director; or
- (3) with respect to first directors, the designation is otherwise valid under the *Business Corporations Act*.

14.3 Failure to Elect or Appoint Directors

If:

- (1) the Company fails to hold an annual general meeting, and all the shareholders who are entitled to vote at an annual general meeting fail to pass the unanimous resolution contemplated by Article 10.2, on or before the date by which the annual general meeting is required to be held under the *Business Corporations Act*; or

- (2) the shareholders fail, at the annual general meeting or in the unanimous resolution contemplated by Article 10.2, to elect or appoint any directors;

then each director then in office continues to hold office until the earlier of:

- (3) the date on which his or her successor is elected or appointed; and
- (4) the date on which he or she otherwise ceases to hold office under the *Business Corporations Act* or these Articles.

14.4 Places of Retiring Directors Not Filled

If, at any meeting of shareholders at which there should be an election of directors, the places of any of the retiring directors are not filled by that election, those retiring directors who are not re-elected and who are asked by the newly elected directors to continue in office will, if willing to do so, continue in office to complete the number of directors for the time being set pursuant to these Articles until further new directors are elected at a meeting of shareholders convened for that purpose. If any such election or continuance of directors does not result in the election or continuance of the number of directors for the time being set pursuant to these Articles, the number of directors of the Company is deemed to be set at the number of directors actually elected or continued in office.

14.5 Directors May Fill Casual Vacancies

Any casual vacancy occurring in the board of directors may be filled by the directors.

14.6 Remaining Directors Power to Act

The directors may act notwithstanding any vacancy in the board of directors but, if the Company has fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the directors may only act for the purposes of appointing directors up to that number, summoning a meeting of shareholders for the purpose of filling any vacancies on the board of directors, or, subject to the *Business Corporations Act*, for any other purpose.

14.7 Shareholders May Fill Vacancies

If the Company has no directors or fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the shareholders may elect or appoint directors to fill any vacancies on the board of directors.

14.8 Additional Directors

Notwithstanding Articles 13.1 and 13.2, between annual general meetings or unanimous resolutions contemplated by Article 10.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Article 14.8 must not at any time exceed:

- (1) one-third of the number of first directors, if, at the time of the appointments, one or more of the first directors have not yet completed their first term of office; or
- (2) in any other case, one-third of the number of the current directors who were elected or appointed as directors other than under this Article 14.8.

Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Article 14.1(1), but is eligible for re-election or re-appointment.

14.9 Ceasing to be a Director

A director ceases to be a director when:

- (1) the term of office of the director expires;
- (2) the director dies;
- (3) the director resigns as a director by notice in writing provided to the Company or a lawyer for the Company;
or
- (4) the director is removed from office pursuant to Articles 14.10 or 14.11.

14.10 Removal of Director by Shareholders

The Company may remove any director before the expiration of his or her term of office by special resolution. In that event, the shareholders may elect, or appoint by ordinary resolution, a director to fill the resulting vacancy. If the shareholders do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the directors may appoint or the shareholders may elect, or appoint by ordinary resolution, a director to fill that vacancy.

14.11 Removal of Director by Directors

The directors may remove any director before the expiration of his or her term of office if the director is convicted of an indictable offence, or if the director ceases to be qualified to act as a director of a company and does not promptly resign, and the directors may appoint a director to fill the resulting vacancy.

15. ALTERNATE DIRECTORS

15.1 Appointment of Alternate Director

Any director (an “appointor”) may by notice in writing received by the Company appoint any person (an “appointee”) who is qualified to act as a director to be his or her alternate to act in his or her place at meetings of the directors or committees of the directors at which the appointor is not present unless (in the case of an appointee who is not a director) the directors have reasonably disapproved the appointment of such person as an alternate director and have given notice to that effect to his or her appointor within a reasonable time after the notice of appointment is received by the Company.

15.2 Notice of Meetings

Every alternate director so appointed is entitled to notice of meetings of the directors and of committees of the directors of which his or her appointor is a member and to attend and vote as a director at any such meetings at which his or her appointor is not present.

15.3 Alternate for More Than One Director Attending Meetings

A person may be appointed as an alternate director by more than one director, and an alternate director:

- (1) will be counted in determining the quorum for a meeting of directors once for each of his or her appointors and, in the case of an appointee who is also a director, once more in that capacity;
- (2) has a separate vote at a meeting of directors for each of his or her appointors and, in the case of an appointee who is also a director, an additional vote in that capacity;

- (3) will be counted in determining the quorum for a meeting of a committee of directors once for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, once more in that capacity;
- (4) has a separate vote at a meeting of a committee of directors for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, an additional vote in that capacity.

15.4 Consent Resolutions

Every alternate director, if authorized by the notice appointing him or her, may sign in place of his or her appointor any resolutions to be consented to in writing.

15.5 Alternate Director Not an Agent

Every alternate director is deemed not to be the agent of his or her appointor.

15.6 Revocation of Appointment of Alternate Director

An appointor may at any time, by notice in writing received by the Company, revoke the appointment of an alternate director appointed by him or her.

15.7 Ceasing to be an Alternate Director

The appointment of an alternate director ceases when:

- (1) his or her appointor ceases to be a director and is not promptly re-elected or re-appointed;
- (2) the alternate director dies;
- (3) the alternate director resigns as an alternate director by notice in writing provided to the Company or a lawyer for the Company;
- (4) the alternate director ceases to be qualified to act as a director; or
- (5) his or her appointor revokes the appointment of the alternate director.

15.8 Remuneration and Expenses of Alternate Director

The Company may reimburse an alternate director for the reasonable expenses that would be properly reimbursed if he or she were a director, and the alternate director is entitled to receive from the Company such proportion, if any, of the remuneration otherwise payable to the appointor as the appointor may from time to time direct.

16. POWERS AND DUTIES OF DIRECTORS

16.1 Powers of Management

The directors must, subject to the *Business Corporations Act* and these Articles, manage or supervise the management of the business and affairs of the Company and have the authority to exercise all such powers of the Company as are not, by the *Business Corporations Act* or by these Articles, required to be exercised by the shareholders of the Company.

16.2 Appointment of Attorney of Company

The directors may from time to time, by power of attorney or other instrument, under seal if so required by law, appoint any person to be the attorney of the Company for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles and excepting the power to fill vacancies in the board of directors, to remove a director, to change the membership of, or fill vacancies in, any committee of the directors, to appoint or remove officers appointed by the directors and to declare dividends) and for such period, and with such remuneration and subject to such conditions as the directors may think fit. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the directors think fit. Any such attorney may be authorized by the directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him or her.

17. DISCLOSURE OF INTEREST OF DIRECTORS

17.1 Obligation to Account for Profits

A director or senior officer who holds a disclosable interest (as that term is used in the *Business Corporations Act*) in a contract or transaction into which the Company has entered or proposes to enter is liable to account to the Company for any profit that accrues to the director or senior officer under or as a result of the contract or transaction only if and to the extent provided in the *Business Corporations Act*.

17.2 Restrictions on Voting by Reason of Interest

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter is not entitled to vote on any directors' resolution to approve that contract or transaction, unless all the directors have a disclosable interest in that contract or transaction, in which case any or all of those directors may vote on such resolution.

17.3 Interested Director Counted in Quorum

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter and who is present at the meeting of directors at which the contract or transaction is considered for approval may be counted in the quorum at the meeting whether or not the director votes on any or all of the resolutions considered at the meeting.

17.4 Disclosure of Conflict of Interest or Property

A director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer, must disclose the nature and extent of the conflict as required by the *Business Corporations Act*.

17.5 Director Holding Other Office in the Company

A director may hold any office or place of profit with the Company, other than the office of auditor of the Company, in addition to his or her office of director for the period and on the terms (as to remuneration or otherwise) that the directors may determine.

17.6 No Disqualification

No director or intended director is disqualified by his or her office from contracting with the Company either with regard to the holding of any office or place of profit the director holds with the Company or as vendor, purchaser

or otherwise, and no contract or transaction entered into by or on behalf of the Company in which a director is in any way interested is liable to be voided for that reason.

17.7 Professional Services by Director or Officer

Subject to the *Business Corporations Act*, a director or officer, or any person in which a director or officer has an interest, may act in a professional capacity for the Company, except as auditor of the Company, and the director or officer or such person is entitled to remuneration for professional services as if that director or officer were not a director or officer.

17.8 Director or Officer in Other Corporations

A director or officer may be or become a director, officer or employee of, or otherwise interested in, any person in which the Company may be interested as a shareholder or otherwise, and, subject to the *Business Corporations Act*, the director or officer is not accountable to the Company for any remuneration or other benefits received by him or her as director, officer or employee of, or from his or her interest in, such other person.

18. PROCEEDINGS OF DIRECTORS

18.1 Meetings of Directors

The directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the directors held at regular intervals may be held at the place, at the time and on the notice, if any, as the directors may from time to time determine.

18.2 Voting at Meetings

Questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.

18.3 Chair of Meetings

The following individual is entitled to preside as chair at a meeting of directors:

- (1) the chair of the board, if any;
- (2) in the absence of the chair of the board, the deputy chair of the board, if any;
- (3) in the absence of both the chair and deputy chair of the board, the president, if any, if the president is a director; or
- (4) any other director chosen by the directors if:
 - (a) none of the chair or deputy chair of the board or the president, if a director, is present at the meeting within 15 minutes after the time set for holding the meeting;
 - (b) none of the chair or deputy chair of the board or the president, if a director, is willing to chair the meeting; or
 - (c) the chair and deputy chair of the board and the president, if a director, have advised the secretary, if any, or any other director, that they will not be present at the meeting.

18.4 Meetings by Telephone or Other Communications Medium

A director may participate in a meeting of the directors or of any committee of the directors in person or by telephone if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director may participate in a meeting of the directors or of any committee of the directors by a communications medium other than telephone if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all directors who wish to participate in the meeting agree to such participation. A director who participates in a meeting in a manner contemplated by this Article 18.4 is deemed for all purposes of the *Business Corporations Act* and these Articles to be present at the meeting and to have agreed to participate in that manner.

18.5 Calling of Meetings

A director may, and the secretary or an assistant secretary of the Company, if any, on the request of a director must, call a meeting of the directors at any time.

18.6 Notice of Meetings

Other than for meetings held at regular intervals as determined by the directors pursuant to Article 18.1, reasonable notice of each meeting of the directors, specifying the place, day and time of that meeting must be given to each of the directors and the alternate directors by any method set out in Article 24.1 or orally or by telephone.

18.7 When Notice Not Required

It is not necessary to give notice of a meeting of the directors to a director or an alternate director if:

- (1) the meeting is to be held immediately following a meeting of shareholders at which that director was elected or appointed, or is the meeting of the directors at which that director is appointed; or
- (2) the director or alternate director, as the case may be, has waived notice of the meeting.

18.8 Meeting Valid Despite Failure to Give Notice

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any director or alternate director, does not invalidate any proceedings at that meeting.

18.9 Waiver of Notice of Meetings

Any director or alternate director may send to the Company a document signed by him or her waiving notice of any past, present or future meeting or meetings of the directors and may at any time withdraw that waiver with respect to meetings held after that withdrawal. After sending a waiver with respect to all future meetings and until that waiver is withdrawn, no notice of any meeting of the directors need be given to that director and, unless the director otherwise requires by notice in writing to the Company, to his or her alternate director, and all meetings of the directors so held are deemed not to be improperly called or constituted by reason of notice not having been given to such director or alternate director.

18.10 Quorum

The quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is deemed to be set at two directors or, if the number of directors is set at one, is deemed to be set at one director, and that director may constitute a meeting.

18.11 Validity of Acts Where Appointment Defective

Subject to the *Business Corporations Act* and the *Financial Institutions Act*, an act of a director or officer is not invalid merely because of an irregularity in the election or appointment or a defect in the qualification of that director or officer.

18.12 Consent Resolutions in Writing

A resolution of the directors or of any committee of the directors may be passed without a meeting:

- (1) in all cases, if each of the directors entitled to vote on the resolution consents to it in writing; or
- (2) in the case of a resolution to approve a contract or transaction in respect of which a director has disclosed that he or she has or may have a disclosable interest, if each of the other directors who are entitled to vote on the resolution consents to it in writing.

A consent in writing under this Article may be by signed document, fax, email or any other method of transmitting legibly recorded messages. A consent in writing may be in two or more counterparts which together are deemed to constitute one consent in writing. A resolution of the directors or of any committee of the directors passed in accordance with this Article 18.12 is effective on the date stated in the consent in writing or on the latest date stated on any counterpart and is deemed to be a proceeding at a meeting of directors or of the committee of the directors and to be as valid and effective as if it had been passed at a meeting of the directors or of the committee of the directors that satisfies all the requirements of the *Business Corporations Act* and the *Financial Institutions Act* and all the requirements of these Articles relating to meetings of the directors or of a committee of the directors.

19. EXECUTIVE AND OTHER COMMITTEES

19.1 Appointment and Powers of Executive Committee

The directors may, by resolution, appoint an executive committee consisting of the director or directors that they consider appropriate, and this committee has, during the intervals between meetings of the board of directors, all of the directors' powers, except:

- (1) the power to fill vacancies in the board of directors;
- (2) the power to remove a director;
- (3) the power to change the membership of, or fill vacancies in, any committee of the directors; and
- (4) such other powers, if any, as may be set out in the resolution or any subsequent directors' resolution.

19.2 Appointment and Powers of Other Committees

Subject to the provisions of the *Financial Institutions Act*, the directors may, by resolution:

- (1) appoint one or more committees (other than the executive committee) consisting of the director or directors that they consider appropriate;
- (2) delegate to a committee appointed under paragraph (1) any of the directors' powers, except:
 - (a) the power to fill vacancies in the board of directors;
 - (b) the power to remove a director;

- (c) the power to change the membership of, or fill vacancies in, any committee of the directors; and
- (d) the power to appoint or remove officers appointed by the directors; and
- (3) make any delegation referred to in paragraph (2) subject to the conditions set out in the resolution or any subsequent directors' resolution.

19.3 Obligations of Committees

Any committee appointed under Articles 19.1 or 19.2, in the exercise of the powers delegated to it, must:

- (1) conform to any rules that may from time to time be imposed on it by the directors; and
- (2) report every act or thing done in exercise of those powers at such times as the directors may require.

19.4 Powers of Board

Subject to the provisions of the *Financial Institutions Act*, the directors may, at any time, with respect to a committee appointed under Articles 19.1 or 19.2:

- (1) revoke or alter the authority given to the committee, or override a decision made by the committee, except as to acts done before such revocation, alteration or overriding;
- (2) terminate the appointment of, or change the membership of, the committee; and
- (3) fill vacancies in the committee.

19.5 Committee Meetings

Subject to the provisions of the *Financial Institutions Act*, and Article 19.3(1) and unless the directors otherwise provide in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under Articles 19.1 or 19.2:

- (1) the committee may meet and adjourn as it thinks proper;
- (2) the committee may elect a chair of its meetings but, if no chair of a meeting is elected, or if at a meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the committee may choose one of their number to chair the meeting;
- (3) a majority of the members of the committee constitutes a quorum of the committee; and
- (4) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting does not have a second or casting vote.

20. OFFICERS

20.1 Directors May Appoint Officers

The directors may, from time to time, appoint such officers, if any, as the directors determine and the directors may, at any time, terminate any such appointment.

20.2 Functions, Duties and Powers of Officers

The directors may, for each officer:

- (1) determine the functions and duties of the officer;
- (2) entrust to and confer on the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors think fit; and
- (3) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officer.

20.3 Qualifications

No officer may be appointed unless that officer is qualified in accordance with the *Business Corporations Act* and the *Financial Institutions Act*. One person may hold more than one position as an officer of the Company. Any person appointed as the chair of the board or deputy chair of the board must be a director. Any other officer need not be a director.

20.4 Remuneration and Terms of Appointment

All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) that the directors think fit and are subject to termination at the pleasure of the directors, and an officer may in addition to such remuneration be entitled to receive, after he or she ceases to hold such office or leaves the employment of the Company, a pension or gratuity.

21. INDEMNIFICATION

21.1 Definitions

In this Article 21:

- (1) “eligible penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;
- (2) “eligible proceeding” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which a director, former director or alternate director of the Company (an “eligible party”) or any of the heirs and legal personal representatives of the eligible party, by reason of the eligible party being or having been a director or alternate director of the Company:
 - (a) is or may be joined as a party; or
 - (b) is or may be liable for or in respect of a judgment, penalty or fine in, or expenses related to, the proceeding;
- (3) “expenses” has the meaning set out in the *Business Corporations Act*.

21.2 Mandatory Indemnification of Directors and Former Directors

Subject to the *Business Corporations Act*, the Company must indemnify a director, former director or alternate director of the Company and his or her heirs and legal personal representatives against all eligible penalties to which such person is or may be liable, and the Company must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each director and alternate director is deemed to have contracted with the Company on the terms of the indemnity contained in this Article 21.2.

21.3 Indemnification of Other Persons

Subject to any restrictions in the *Business Corporations Act*, the Company may indemnify any person.

21.4 Non-Compliance with *Business Corporations Act* or *Financial Institutions Act*

The failure of a director, alternate director or officer of the Company to comply with the *Business Corporations Act*, the *Financial Institutions Act*, or these Articles does not invalidate any indemnity to which he or she is entitled under this Part.

21.5 Company May Purchase Insurance

The Company may purchase and maintain insurance for the benefit of any person (or his or her heirs or legal personal representatives) who:

- (1) is or was a director, alternate director, officer, employee or agent of the Company;
- (2) is or was a director, alternate director, officer, employee or agent of a corporation at a time when the corporation is or was an affiliate of the Company;
- (3) at the request of the Company, is or was a director, alternate director, officer, employee or agent of a corporation or of a partnership, trust, joint venture or other unincorporated entity;
- (4) at the request of the Company, holds or held a position equivalent to that of a director, alternate director or officer of a partnership, trust, joint venture or other unincorporated entity;

against any liability incurred by him or her as such director, alternate director, officer, employee or agent or person who holds or held such equivalent position.

22. DIVIDENDS

22.1 Payment of Dividends Subject to Special Rights

The provisions of this Article 22 are subject to the rights, if any, of shareholders holding shares with special rights as to dividends.

22.2 Declaration of Dividends

Subject to the *Business Corporations Act*, and as permitted under the *Financial Institutions Act*, the directors may from time to time declare and authorize payment of such dividends as they may deem advisable.

22.3 No Notice Required

The directors need not give notice to any shareholder of any declaration under Article 22.2.

22.4 Record Date

The directors may set a date as the record date for the purpose of determining shareholders entitled to receive payment of a dividend. The record date must not precede the date on which the dividend is to be paid by more than two months. If no record date is set, the record date is 5 p.m. on the date on which the directors pass the resolution declaring the dividend.

22.5 Manner of Paying Dividend

A resolution declaring a dividend may direct payment of the dividend wholly or partly by the distribution of specific assets or of fully paid shares or of bonds, debentures or other securities of the Company, or in any one or more of those ways.

22.6 Settlement of Difficulties

If any difficulty arises in regard to a distribution under Article 22.5, the directors may settle the difficulty as they deem advisable, and, in particular, may:

- (1) set the value for distribution of specific assets;
- (2) determine that cash payments in substitution for all or any part of the specific assets to which any shareholders are entitled may be made to any shareholders on the basis of the value so fixed in order to adjust the rights of all parties; and
- (3) vest any such specific assets in trustees for the persons entitled to the dividend.

22.7 When Dividend Payable

Any dividend may be made payable on such date as is fixed by the directors.

22.8 Dividends to be Paid in Accordance with Number of Shares

All dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

22.9 Receipt by Joint Shareholders

If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.

22.10 Dividend Bears No Interest

No dividend bears interest against the Company.

22.11 Fractional Dividends

If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.

22.12 Payment of Dividends

Any dividend or other distribution payable in cash in respect of shares may be paid by cheque, made payable to the order of the person to whom it is sent, and mailed to the address of the shareholder, or in the case of joint shareholders, to the address of the joint shareholder who is first named on the central securities register, or to the person and to the address the shareholder or joint shareholders may direct in writing. The mailing of such cheque will, to the extent of the sum represented by the cheque (plus the amount of the tax required by law to be deducted), discharge all liability for the dividend unless such cheque is not paid on presentation or the amount of tax so deducted is not paid to the appropriate taxing authority.

22.13 Capitalization of Surplus

Notwithstanding anything contained in these Articles, the directors may from time to time capitalize any surplus of the Company and may from time to time issue, as fully paid, shares or any bonds, debentures or other securities of the Company as a dividend representing the surplus or any part of the surplus.

23. DOCUMENTS, RECORDS AND REPORTS

23.1 Recording of Financial Affairs

The directors must cause adequate accounting records to be kept to record properly the financial affairs and condition of the Company and to comply with the *Business Corporations Act*.

23.2 Inspection of Accounting Records

Unless the directors determine otherwise, or unless otherwise determined by ordinary resolution, no shareholder of the Company is entitled to inspect or obtain a copy of any accounting records of the Company.

24. NOTICES

24.1 Method of Giving Notice

Unless the *Business Corporations Act* or these Articles provides otherwise, a notice, statement, report or other record required or permitted by the *Business Corporations Act* or these Articles to be sent by or to a person may be sent by any one of the following methods:

- (1) mail addressed to the person at the applicable address for that person as follows:
 - (a) for a record mailed to a shareholder, the shareholder's registered address;
 - (b) for a record mailed to a director or officer, the prescribed address for mailing shown for the director or officer in the records kept by the Company or the mailing address provided by the recipient for the sending of that record or records of that class;
 - (c) in any other case, the mailing address of the intended recipient;
- (2) delivery at the applicable address for that person as follows, addressed to the person:
 - (a) for a record delivered to a shareholder, the shareholder's registered address;
 - (b) for a record delivered to a director or officer, the prescribed address for delivery shown for the director or officer in the records kept by the Company or the delivery address provided by the recipient for the sending of that record or records of that class;
 - (c) in any other case, the delivery address of the intended recipient;
- (3) sending the record by fax to the fax number provided by the intended recipient for the sending of that record or records of that class;
- (4) sending the record by email to the email address provided by the intended recipient for the sending of that record or records of that class;
- (5) physical delivery to the intended recipient.

24.2 Deemed Receipt of Mailing

A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Article 24.1 is deemed to be received by the person to whom it was mailed on the day, Saturdays, Sundays and holidays excepted, following the date of mailing.

24.3 Certificate of Sending

A certificate signed by the secretary, if any, or other officer of the Company or of any other corporation acting in that behalf for the Company stating that a notice, statement, report or other record was addressed as required by Article 24.1, prepaid and mailed or otherwise sent as permitted by Article 24.1 is conclusive evidence of that fact.

24.4 Notice to Joint Shareholders

A notice, statement, report or other record may be provided by the Company to the joint shareholders of a share by providing the notice to the joint shareholder first named in the central securities register in respect of the share.

24.5 Notice to Trustees

A notice, statement, report or other record may be provided by the Company to the persons entitled to a share in consequence of the death, bankruptcy or incapacity of a shareholder by:

- (1) mailing the record, addressed to them:
 - (a) by name, by the title of the legal personal representative of the deceased or incapacitated shareholder, by the title of trustee of the bankrupt shareholder or by any similar description; and
 - (b) at the address, if any, supplied to the Company for that purpose by the persons claiming to be so entitled;
or
- (2) if an address referred to in paragraph (1)(b) has not been supplied to the Company, by giving the notice in a manner in which it might have been given if the death, bankruptcy or incapacity had not occurred.

25. SEAL

25.1 Who May Attest Seal

Except as provided in Articles 25.2 and 25.3, the Company's seal, if any, must not be impressed on any record except when that impression is attested by the signatures of:

- (1) any two directors;
- (2) any officer, together with any director;
- (3) if the Company only has one director, that director; or
- (4) any one or more directors or officers or persons as may be determined by the directors.

25.2 Sealing Copies

For the purpose of certifying under seal a certificate of incumbency of the directors or officers of the Company or a true copy of any resolution or other document, despite Article 25.1, the impression of the seal may be attested by the signature of any director or officer.

25.3 Mechanical Reproduction of Seal

The directors may authorize the seal to be impressed by third parties on share certificates or bonds, debentures or other securities of the Company as they may determine appropriate from time to time. To enable the seal to be impressed on any share certificates or bonds, debentures or other securities of the Company, whether in definitive or interim form, on which facsimiles of any of the signatures of the directors or officers of the Company are, in accordance with the *Business Corporations Act* or these Articles, printed or otherwise mechanically reproduced, there may be delivered to the person employed to engrave, lithograph or print such definitive or interim share certificates or bonds, debentures or other securities one or more unmounted dies reproducing the seal and the chair of the board or any senior officer together with the secretary, treasurer, secretary-treasurer, an assistant secretary, an assistant treasurer or an assistant secretary-treasurer may in writing authorize such person to cause the seal to be impressed on such definitive or interim share certificates or bonds, debentures or other securities by the use of such dies. Share certificates or bonds, debentures or other securities to which the seal has been so impressed are for all purposes deemed to be under and to bear the seal impressed on them.

26. PROHIBITIONS

26.1 Definitions

In this Article 26:

- (1) “designated security” means:
 - (a) a voting security of the Company;
 - (b) a security of the Company that is not a debt security and that carries a residual right to participate in the earnings of the Company or, on the liquidation or winding up of the Company, in its assets; or
 - (c) a security of the Company convertible, directly or indirectly, into a security described in paragraph (a) or (b);
- (2) “security” has the meaning assigned in the *Securities Act* (British Columbia);
- (3) “voting security” means a security of the Company that:
 - (a) is not a debt security, and
 - (b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

26.2 Application

Article 26.3 does not apply to the Company if and for so long as it is a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply.

26.3 Consent Required for Transfer of Shares or Designated Securities

No share or designated security may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.

27. SPECIAL RIGHTS AND RESTRICTIONS ATTACHED TO COMMON SHARES

Common shares. The Common shares shall confer on the holders of those shares and shall be subject to the following special rights and restrictions:

- 27.1** The holders of the Common Shares are entitled to vote at all meetings of shareholders of the Company, except meetings at which only holders of a specified class of shares are entitled to vote.
- 27.2** Subject to the rights of the holders of any class of Preferred Shares to receive dividends, the holders of the Common Shares shall, in the absolute discretion of the directors, be entitled to receive and the Company shall pay out of monies of the Company properly applicable to the payment of dividends, only such dividends as may be declared from time to time in respect of the Common Shares.
- 27.3** The directors of the Company shall be at liberty to declare dividends on any one or more classes of the Common Shares to the exclusion of any one or more of the other classes of the Common Shares and the Preferred shares and no holder of any class of the Common Shares shall be entitled to receive dividends on parity with, or in priority to the holders of any other class or classes of shares.
- 27.4** No dividend shall be declared on the Common Shares which reduces the net assets of the Company below the aggregate Redemption Price for the Preferred shares issued and outstanding at that time.
- 27.5** In the event of the liquidation, dissolution or winding-up of the Company or other distribution of assets of the Company among its members for the purpose of winding-up its affairs (whether voluntary or involuntary) or upon a reduction of capital the holders of the Common Shares, after the holders of the Preferred shares have received the amounts to which they are entitled, shall be entitled to receive for each Common Share held, the amount paid-up thereon together with any declared but unpaid dividends to which the holder is entitled.
- 27.6** Thereafter, the holders of the Common Shares shall be entitled to participate equally on a share for share basis in any further distribution of the property or assets of the Company.

28. SPECIAL RIGHTS AND RESTRICTIONS ATTACHED TO PREFERRED SHARES

28.1 Issuable in Series

The Preferred shares may be issued at any time or times in one or more series and the Directors may, by resolution, alter the Memorandum to fix the number of Preferred shares in, and to determine the designation of the Preferred shares of, that each, and alter the Memorandum and Articles to create, define and attach special rights and restrictions to the Preferred shares of each series, subject to the special rights and restrictions attached to the Preferred shares by this; Part 28. A resolution under this Article 28.1 may only be passed prior to the issue of Preferred shares of the series to which the resolution relates.

28.2 Preference over Common Shares

The Preferred shares shall be entitled to preference over the Common shares with respect to the payment of dividends and, as to the amount of all paid up capital thereon, the distribution of assets of the Company in the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its members for the purpose of winding-up of its affairs; and the Preferred shares may be given such other preferences not inconsistent with this Part 28 over the Common shares as may be determined by the Directors in the case of each series authorized to be issued under Article 28.1.

28.3 No Preemptive Rights

The registered holders of Preferred shares shall not be entitled as such to subscribe for, purchase or receive any part of any issue of Common shares, bonds, debentures or other securities of the Company now or hereafter authorized, or any rights to acquire the same, otherwise than accordance with the special rights and restrictions, if any, which may from time to time be attached to any series of the Preferred shares.

28.4 Restriction on Creating Prior Ranking Shares

So long as any Preferred shares are outstanding, the Company shall not at any time without, in addition to any approval that may be prescribed by applicable law, the approval of registered holders of the Preferred shares given in writing by the registered holders of 2/3 of the Preferred Shares or given by a resolution passed at a meeting called and conducted in accordance with Article 28.7 and carried by the affirmative vote of not less than 2/3 of the votes cast at such meeting, create or issue any shares ranking prior to the Preferred shares with respect to the payment of dividends or the distribution of assets in the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its members for the purpose of winding-up its affairs.

28.5 Creation of Equal Ranking Shares

The Company may at any time or from time to time without the approval of the registered holders of the Preferred shares:

- (1) increase the number of authorized Preferred shares;
- (2) create shares of, or increase the number of authorized shares of, one or more other classes ranking junior to the Preferred shares with respect to the payment of dividends or the distribution of assets in the event of the liquidation, dissolution or winding-up of the Company, any other distribution of assets of the Company among its members for the purpose of winding-up its affairs, and
- (3) except as may be otherwise provided with respect to any series of Preferred shares, issue additional Preferred shares and issue shares of one or more classes referred to in paragraph (b) of this Article 28.5

28.6 Voting

Except as otherwise provided in Articles 28.4 and 28.7 or as otherwise provided with respect to any particular Series of Preferred shares in the special rights and restrictions applicable to such series and except as otherwise required by law, the registered holders of the Preferred shares shall not be entitled as a class to receive notice of or to attend or to vote at any general meeting of members of the Company.

28.7 Amendments

The special rights and restrictions attached to the Preferred shares as a class may be varied or abrogated at any time or from time to time with, in addition to any approval that may then be prescribed by applicable law, the approval given in writing of all registered holders of the Preferred shares or by a resolution passed by the affirmative vote of 2/3 of the votes cast at a meeting called and conducted in accordance with Article 28.8.

28.8 Meetings of Registered Holders of Preferred shares

The quorum of any meeting of the registered holders of any one or more series of the Preferred shares shall be the holders of one-third of the Preferred shares of such series, and at any adjourned meeting the quorum is the holders of the Preferred shares there represented. In all other respects, the formalities to be observed with respect to the

giving of notice of and voting at any such meeting (including without in any way limiting the generality of the foregoing, the record dates for the giving of notice and the entitlement to vote), and the conduct thereof shall, with the necessary changes and so far as applicable, be those from time to time prescribed by these Articles with respect to meetings of members.

28.9 Series I Preferred Shares

- (1) Rights and Restrictions. The rights and restrictions set out herein are made in addition to and do not alter or amend the special rights and restrictions set out in Part 28 of the Articles.
- (2) Dividends. The holders of the Series I Preferred Shares shall be entitled to receive quarterly, commencing on March 31, 2012, and the Company shall pay thereon out of funds or assets of the Company, a fixed non-cumulative dividend at the rate of 5% per annum of the Redemption Amount (as hereinafter defined) and no more. Notwithstanding anything to the contrary herein or in the Articles, any failure by the Company to pay the dividends as set out herein shall accelerate the Retraction Right (as hereinafter defined) and the holders of the Series I Preferred Shares shall be entitled to exercise their Retraction Right immediately upon default by the Company of its obligations to pay dividends to such holder.
- (3) Non-voting. The holders of the Series I Preferred Shares shall not be entitled to receive notice of or to attend or to vote at any general meetings of shareholders of the Company.
- (4) Issue Price. The issue price for the Series I Preferred Shares shall be \$10.00 per share (the “**Redemption Amount**”).
- (5) Consent Required for Transfer. No Series I Preferred Shares may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.
- (6) Redemption Price. The “**Redemption Price**” of each Series I Preferred Share shall be the Redemption Amount thereof together with any dividends which have been declared but are unpaid thereon up to but not including the date of redemption and no more.
- (7) Redemption. The Company may at any time, and from time to time, after the date that is three years after the date of issue of the Series I Preferred Shares, redeem any Series I Preferred Share by paying to the holder thereof the Redemption Price thereof. Subject to provisions of the *Financial Institutions Act* (British Columbia), the Company will redeem the number of Series I Preferred Shares registered in the name of the holder by paying to such holder for each Series I Preferred Share to be redeemed the Redemption Price. Prior to redemption, the Company shall provide the holder with notice of the redemption specifying the number of Series I Preferred Shares to be redeemed, such notice to be delivered by mailing or delivering same to the address of the holder as specified in the register maintained by the Company for the Series I Preferred Shares.
- (8) Retraction. The holder of the Series I Preferred Shares may at any time, and from time to time, after the date that is three years after the date of issue of the Series I Preferred Shares, upon giving written notice in the manner set forth at paragraph (h) herein, require the Company to redeem at any time or from time to time all or any part of the Series I Preferred Shares held by the holder by payment of the Redemption Price for each share to be redeemed, and the Company shall, not less than 14 days after receipt of such notice, deliver a copy thereof to each of the other holders of all classes of Preferred Shares then outstanding which notice may be waived by such holders by written instrument.

- (9) Retraction Procedure. The Series I Preferred Shares so retracted shall be redeemed in accordance with the following provisions:
- (a) If a holder of Series I Preferred Shares desires the Company to redeem any of the holder's Series I Preferred Shares, the holder shall at least 60 days before the date specified for redemption (the "**Retraction Date**") give to the Company, at its Registered Office, written notice thereof (the "**Retraction Notice**");
 - (b) The Retraction Notice shall set out the Retraction Date and if only part of the Series I Preferred Shares held by such shareholder is to be redeemed, the number and class thereof so to be redeemed;
 - (c) On the Retraction Date, the Company shall pay or cause to be paid, to the order of the registered holder of the Series I Preferred Shares to be redeemed, the Redemption Price for each such share, on presentation and surrender at the Registered Office of the Company of the certificate(s) for such shareholder's Series I Preferred Shares to be redeemed;
 - (d) Payment of the Redemption Price (less any amount required to be withheld by the Company) for the Series I Preferred Shares to be redeemed shall be made by cheque payable to the holder thereof at par at any branch of the Company's bankers in Canada. Such cheque shall discharge all liability of the Company for the Redemption Price, to the extent of the amount represented thereby, unless such cheque is not paid on due presentation. Provided notwithstanding as aforesaid with the consent of the holder of the shares to be so redeemed, the Company may pay the Redemption Price in such manner as the Company and the holder shall agree upon, for example, by delivery of a promissory note and/or transfer of assets. Upon payment of the Redemption Price therefor, such Series I Preferred Shares shall thereupon be deemed to be redeemed and shall be cancelled;
 - (e) From and after the Retraction Date, the Series I Preferred Shares so redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of the holders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificate(s) in accordance with the foregoing provisions, in which case the rights of the holder shall remain unaffected;
 - (f) If a part only of the shares represented by any certificate is redeemed, a new certificate for the balance shall be issued at the expense of the Company;
 - (g) If a holder of Series I Preferred Shares gives a Retraction Notice but fails to present the certificate(s) for such holder's Series I Preferred Shares to be redeemed on the Retraction Date, the Retraction Notice given by such holder shall be null and void and the Company shall have no obligation to make the redemption called for in the Retraction Notice; and
 - (h) Notwithstanding the foregoing, the Company shall have the right to proceed with such redemption notwithstanding such failure. If the Company elects to proceed, the Company shall deposit the Redemption Price for the Series I Preferred Shares to be redeemed in a special account maintained by the Company with any chartered bank or trust company in British Columbia (the "**Trustee**"), to be paid without interest to or to the order of the holder of such Series I Preferred Shares upon presentation and surrender to the Trustee of the certificate(s) representing such shares. Upon such deposit being made, the Series I Preferred Shares in respect of which such deposit shall have been made shall thereupon be deemed to be redeemed and shall be cancelled. The rights of the holder thereof after such deposit shall be limited to receiving without interest the amount so deposited upon presentation and surrender to the Trustee of the certificate(s) representing the Series I Preferred Shares to be redeemed. Any interest allowed on any such deposit shall belong to the Company.

- (10) Limitation on Obligation to Redeem. Notwithstanding anything contained herein, the Company shall be under no obligation to redeem any Series I Preferred Shares to the extent that such redemption would, in the reasonable opinion of the Directors, be in violation of the laws of the Province of British Columbia or any other applicable laws or the policies of any stock exchange on which the common shares of the Company are listed at that time.
- (11) Forfeiture. Any redemption monies that are represented by a cheque which has not been presented to the Company's bankers for payment or that otherwise remains unclaimed (including monies held on deposit to a special account) for a period of six years from the Redemption Date or the Retraction Date, as the case may be, shall be forfeited to the Company.

28.10 Series II Preferred Shares

- (1) Rights and Restrictions. The rights and restrictions set out herein are made in addition to and do not alter or amend the special rights and restrictions set out in Part 28 of the Articles.
- (2) Dividends. Subject to the provisions of the *Financial Institutions Act* (British Columbia), the holder of Series II Preferred Shares shall be entitled to dividends on the following basis:
 - a) The holders of the Series II Preferred Shares shall be entitled to receive quarterly dividends, commencing on September 30, 2015, and the Company shall pay thereon, as and when declared by the board of directors out of funds or assets of the Company, a fixed non-cumulative dividend at the rate of 5% per annum of the Redemption Amount (as hereinafter defined) in each fiscal year of the Company and no more. If within four months after the expiration of a fiscal year of the Company the board of directors in its discretion shall not have declared the said fixed non-cumulative dividend or any part thereof on the Series II Preferred Shares for such fiscal year, then the rights of the holders of the Series II Preferred Shares to dividends for such year shall be forever extinguished; and
 - b) The Company shall have the right to pay any declared dividends by cash or by the issuance of common shares of the Company at the current market price (as prescribed by the policies of the TSX Venture Exchange or such other stock exchange on which the Company's common shares are listed for trading) of the Company's common shares and subject to approval of the TSX Venture Exchange or other stock exchange on which the Company's common shares are listed.
- (3) Priority. The holders of Series II Preferred Shares shall be entitled to receive dividends, when and as declared by the directors, provided that such dividends shall be *pari passu* with the dividend entitlement of the holders of Series I Preferred Shares.
- (4) Non-voting. The holders of the Series II Preferred Shares shall not be entitled to receive notice of or to attend or to vote at any general meetings of shareholders of the Company.
- (5) Issue Price. The issue price for the Series II Preferred Shares shall be \$10.00 per share (the "**Redemption Amount**").
- (6) Consent Required for Transfer. No Series II Preferred Shares may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.
- (7) Redemption Price. The "**Redemption Price**" of each Series II Preferred Share shall be the Redemption Amount thereof together with any dividends which have been declared but are unpaid up to but not including the date of redemption and no more.

- (8) Redemption. The Company may at any time, and from time to time, redeem any Series II Preferred Share by paying to the holder thereof the Redemption Price thereof. Subject to provisions of the *Business Corporations Act* (British Columbia) and the *Financial Institutions Act* (British Columbia), the Company will redeem the number of Series II Preferred Shares registered in the name of the holder by paying to such holder for each Series II Preferred Share to be redeemed the Redemption Price. Prior to redemption, the Company shall provide the holder with 30 days (the "**Redemption Period**") notice of the redemption specifying the number of Series II Preferred Shares to be redeemed, such notice to be delivered by mailing or delivering same to the address of the holder as specified in the register maintained by the Company for the Series II Preferred Shares. Until the expiry of the Redemption Period, each holder of Series II Preferred Shares who has received a redemption notice shall have the right to convert the Series II Preferred Shares specified in such notice into fully paid common shares of the Company at the Conversion Ratio (as defined below) in accordance with the provisions of Article 28.10(9) and (10).
- (9) Conversion. Each holder of Series II Preferred Shares shall have the right (the "**Conversion Right**") at any time prior to the expiry of the Redemption Period to convert all or any part of such holder's Series II Preferred Shares into fully paid common shares of the Company at a conversion ratio (the "**Conversion Ratio**") equal to the Redemption Amount divided by the conversion price of \$0.15 per common share, subject to adjustment upon any subdivision, consolidation, merger, amalgamation, reorganization, plan of arrangement or reclassification per Article 28.10(15) or (16), as applicable.
- (10) Procedure for Conversion. A holder of Series II Preferred Shares may exercise the Conversion Right by notice (the "**Conversion Notice**") in writing delivered to the Company. The Conversion Notice shall specify the number of Series II Preferred Shares the holder wishes to be converted (the "**Specified Shares**"), shall be signed by the registered holder of those shares and shall be accompanied by the certificate(s) representing the Specified Shares. Effective as of the date (the "**Conversion Date**") of receipt by the Company of the signed and completed Conversion Notice and accompanying share certificate(s), the Specified Shares shall be converted into that number of fully paid and non-assessable common shares of the Company equal to the number of Specified Shares multiplied by the Conversion Ratio in effect on such date. The Company shall, as soon as practicable thereafter, issue and deliver to the holder, at the address specified in the Conversion Notice, a certificate or certificates representing the number of common shares into which the Specified Shares were converted, registered in the name of the holder or its nominee and payment of all declared, accrued and unpaid dividends in respect of the Series II Preferred Shares converted. The holder of the converted shares or its nominee shall be treated for all purposes as the registered holder of such number of common shares on and from the Conversion Date. If less than all of the Series II Preferred Shares represented by any certificate is converted, the Company shall, at its expense, promptly issue and deliver a new share certificate to the holder for the balance of the Series II Preferred Shares.
- (11) Forced Conversion. The Company shall have the right (the "**Forced Conversion Right**") to convert all of the outstanding Series II Preferred Shares into fully paid common shares of the Company in the event the closing price of the Company's common shares on the TSX Venture Exchange (or such other stock exchange on which the Company's common shares are then listed for trading) is greater than \$0.30 (subject to adjustment upon any subdivision, consolidation, merger, amalgamation, reorganization, plan of arrangement or reclassification per Article 28.10(15) or (16), as applicable) for a period of 30 consecutive days on which the Company's common shares have traded on such stock exchange.
- (12) Procedure for Forced Conversion. The Company may exercise the Forced Conversion Right by notice (the "**Forced Conversion Notice**") in writing delivered to the holders of the Series II Preferred Shares. The Forced Conversion Notice shall be accompanied by a cheque for all declared, accrued and unpaid dividends due on the Series II Preferred Shares of each holder (unless the Company has elected to pay such dividends in common shares as provided by Article 28.10(2)(ii)) and a letter of transmittal providing for the surrender of the certificate(s) for the Series II Preferred Shares in exchange for certificate(s) representing the relevant number of common shares of the Company. Effective as of the date (the "**Forced Conversion Date**") of the delivery by the Company of a duly signed Forced Conversion Notice and cheque for declared, accrued and

unpaid dividends thereon to the holders of the Series II Preferred Shares together with the letter of transmittal, the Series II Preferred Shares shall be converted into that number of fully paid and non-assessable common shares of the Company equal to the number of outstanding Series II Preferred Shares multiplied by the Conversion Ratio in effect on such date. The Company shall, as soon as practicable after receipt of a duly completed and executed letter of transmittal and a certificate representing the converted Series II Preferred Shares, issue and deliver to the surrendering holder that has delivered such letter and certificate, at the address specified in the letter of transmittal, a certificate or certificate representing the number of common shares into which the Series II Preferred Shares represented by the surrendered certificate were converted, registered as specified in the completed letter of transmittal. On and from the Forced Conversion Date, the holders of Series II Preferred Shares shall be treated for all purposes as the registered holder of such number of common shares of the Company and shall have no further rights as a holder of Series II Preferred Shares other than the right to receive such number of common shares in accordance with this Article 28.10(12).

- (13) Reservation of Shares Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued common shares a sufficient number to effect the conversion of all outstanding Series II Preferred Shares and take any corporate action which is or may be necessary in order to enable and effect the full conversion thereof in accordance with the provisions here.
- (14) No Fractional Shares on Conversion. No fractional common shares will be issued in connection with the exercise of the Conversion Rights or the Forced Conversion Rights attaching to the Series II Preferred Shares. If the exercise of such rights would result in a holder of Series II Preferred Shares being entitled to receive a fractional common share, adjustment will be made to the number of common shares issued upon exercise such that fractional shares equal to or greater than one-half will be rounded up to the next whole number and fractional shares less than one-half will be rounded down to the next lower whole number.
- (15) Anti-Dilution. In the event of any change of the common shares of the Company, at any time while any of the Series II Preferred Shares are outstanding, into a greater or a lesser number and/or different class or classes of shares, then upon any exercise of the Conversion Right or Forced Conversion Right at any time after such change, each holder of Series II Preferred Shares shall be entitled to such greater or lesser number and/or different class or classes of shares as would have resulted from the change if the Conversion Right or the Forced Conversion Right had been exercised prior to the date of the change.
- (16) Company Reorganizations. Upon the exercise of the Conversion Right or the Forced Conversion Right, at any time after a reorganization of the Company not otherwise provided for herein, a consolidation, merger or amalgamation of the Company with another body corporate or a plan of arrangement involving the Company, including a transaction whereby all or substantially all of the Company's undertaking and assets become the property of any other body corporate through a sale, lease, licensing arrangement, exchange or otherwise (any such event being hereinafter referred to as a "**Company Reorganization**"), a holder of Series II Preferred Shares shall be entitled to receive and shall accept, upon the exercise of the Conversion Right or the Forced Conversion Right, at any time after the effective date of the Company Reorganization, in lieu of the number of common shares of the Company to which he or she was entitled to upon exercise of the Conversion Right or the Forced Conversion Right, the aggregate number of shares or other securities or property of the Company or the continuing, successor or purchasing corporation under the Company Reorganization that the holder would have been entitled to receive as a result of the Company Reorganization if, on the effective date thereof, the holder had been the holder of the number of common shares to which immediately before such effective date the holder was entitled to receive upon exercise of the Conversion Right or the Forced Conversion Right. No Company Reorganization shall be carried into effect unless all necessary steps have been taken so that holders of Series II Preferred Shares shall thereafter be entitled to receive the number of shares or other securities or property of the Company, or of the continuing, successor or purchasing corporation, pursuant to this Article 28.10(16).

29. RESTRICTIONS ON BUSINESS

The business for which the Company is established is to conduct trust business in accordance with, or as permitted by, the *Financial Institutions Act*.