

# INTER-ROCK MINERALS INC.

## MANAGEMENT INFORMATION CIRCULAR

November 6, 2017

### SOLICITATION OF PROXIES

This management information circular (the “Information Circular”) and a form of proxy (the “Proxy”) are furnished in connection with the solicitation by the management of Inter-Rock Minerals Inc. (the “Corporation”) of proxies to be used at the special meeting (the “Meeting”) of holders of common shares (the “Shareholders” and “Shares”, respectively) of the Corporation to be held on Wednesday, December 6, 2017 at 10:00 a.m. (Toronto time) at 2 Toronto Street, Suite 500, Toronto, Ontario, M5C 2B6 for the purposes set out in the accompanying Notice of Special Meeting of Shareholders (the “Notice”).

The Corporation expects that the solicitation of proxies will be primarily by mail; however, proxies may be solicited personally or by telephone, facsimile or personal interview by directors and officers of the Corporation without receiving special compensation. The cost of solicitation will be borne by the Corporation. Arrangements will also be made with brokerage houses and other custodians, fiduciaries and nominees to forward proxy solicitation material to the beneficial owners of the Shares.

### INFORMATION REGARDING THE VOTING OF SHARES

#### Registered Shareholders

#### *Voting by Proxy*

Shares of the Corporation represented by a properly executed Proxy will be voted or withheld from voting by the designated holder on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be voted upon, the Shares will be voted in accordance with the specification made by the Shareholder. **If no specification is made, then those Shares will be voted in favour of passing the matters set forth in the Proxy and Information Circular.**

The enclosed Proxy confers discretionary authority upon the persons named therein as proxyholder to vote as they see fit with respect to amendments or variations to matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date of this Information Circular, the Corporation’s management is not aware of any such amendments, variations or other matters to be presented before the Meeting. However, if any other matters not presently known to the Corporation’s management should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgement of the named proxyholders.

Completed proxies must be received by TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Fax: (416) 595-9593, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment(s) or postponement(s) thereof. Late proxies may be accepted or rejected by the chairman of the Meeting at their discretion. The chairman of the Meeting may waive or extend the proxy cut-off without notice.

#### *Appointment of Proxy*

A proxy serves to designate a person 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 Proxy are officers and/or directors of the Corporation (the “Proxyholders”).

**Each Shareholder has the right to appoint a person (who need not be a Shareholder) other than one of the Proxyholders to represent such Shareholder at the Meeting.** To exercise this right, a Shareholder may strike out the names printed on the Proxy and insert such person's name in the blank space provided in the enclosed Proxy or by completing another proxy in a form similar to the enclosed form. All proxies must be executed by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a company, by a duly authorized officer or attorney. Completed proxies must be received by TSX Trust Company, Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Fax: (416) 595-9593, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment(s) or postponement(s) thereof. Late proxies may be accepted or rejected by the chairman of the Meeting at their discretion. The chairman of the Meeting may waive or extend the proxy cut-off without notice.

A Shareholder may indicate how his or her appointee is to vote with respect to any specific item by checking the appropriate space in the Proxy. If the Shareholder giving the Proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Shares represented by the Proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the Proxy.

### ***Revocation of Proxies***

A Shareholder who has given a Proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the Proxy. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by either executing a form of proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Shareholder or by such Shareholder's authorized attorney in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized by a certified resolution authorizing the revocation, and by filing the form of proxy bearing a later date or the revocation of proxy either at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment(s) or postponement(s) thereof, or by filing the form of proxy with TSX Trust Company, at the address noted above, not less than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any or any adjournment(s) or postponement(s) thereof, or by filing the revocation of proxy with the chairman of the Meeting on the day of the Meeting, or any adjournment(s) or postponement(s) thereof. In addition, a Proxy may be revoked by the Shareholder personally attending the Meeting and voting.

### **Beneficial Shareholders (Non-Registered Holders)**

**Only Shareholders whose names appear on the records maintained by the Corporation's registrar and transfer agent as registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting.** Most Shareholders of the Corporation are "non-registered" Shareholders because the Shares they own are not registered in their names, but instead are registered in the name of a nominee such as a brokerage firm, bank or trust company through which they purchased the Shares. In many cases, common Shares beneficially owned by a person (a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) that the Non-Registered Holder deals with in respect of the Shares, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 ("**NI 54-101**"), the Corporation has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the "**Meeting Materials**") to CDS and Intermediaries for onward distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as “NOBOs”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as “OBOs”.

The Corporation is not relying on the notice-and-access delivery procedures set out in NI 54-101 to distribute copies of proxy-related materials in connection with the Meeting.

Intermediaries will frequently use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the intermediary (typically by a facsimile stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder, which must be completed, but not signed by the Non-Registered Holder and deposited with TSX Trust Company in the manner set out above in this Information Circular; or
- (b) more typically, be given a voting instruction form (a “VIF”) which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute authority and instructions which the Intermediary must follow.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. **Should a Non-Registered Holder who receives a Proxy or VIF wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the persons named in the form and insert the Non-Registered Holder’s name in the blank space provided. Non-Registered Holders should carefully follow the instructions, including those regarding when and where the proxy or VIF is to be delivered.**

Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted or withheld at the direction of Non-Registered Holders. Without specific instructions, brokers and their agents and nominees are prohibited from voting Shares for the broker’s clients. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

## EXERCISE OF DISCRETION BY PROXYHOLDERS

**The management representatives designated in the accompanying form of proxy will vote the Shares in respect of which they are appointed in accordance with the directions of the Shareholder appointing them. On any ballot that may be called for and, where the person whose proxy is solicited, specified a choice with respect to any matter to be voted upon, such person’s Shares shall be voted in accordance with the specifications so made.**

**In the absence of such direction, such Shares will be voted as follows:**

- **IN FAVOUR** of the special resolution authorizing the discontinuance of the Corporation under the *Companies Act, Cap. 308* (the “**Barbados Act**”) and the continuance of the Corporation into Ontario, Canada under the *Business Corporations Act* (Ontario) (“**OBCA**”); and
- **IN FAVOUR** of the ordinary resolution conditionally approving the repeal of the Corporation’s current by-law and the adoption of a new by-law.

Unless the articles, by-laws or an unanimous shareholder agreement otherwise provide, the directors of a company may by resolution make, amend, or repeal any by-laws for the regulation of the business or

affairs of the company. However, the directors of a company must submit a by-law, or any amendment or repeal of a by-law to the shareholders of the company at the next meeting of shareholders after the making, amendment or repeal of the by-law; and the shareholders may, by ordinary resolution, confirm, amend or reject the by-law, amendment or repeal.

A by-law, or any amendment or repeal of a by-law, is effective from the date of the resolution of the directors making, amending or repealing the by-law until (a) the by-law, amendment or repeal is confirmed, amended or rejected by the shareholders, or (b) the by-law, amendment or repeal ceases to be effective (as provided hereafter) and, if the by-law, amendment or repeal is confirmed or amended by the shareholders, it continues in effect in the form in which it was confirmed or amended.

When a by-law, or an amendment or repeal of a by-law is not submitted to the shareholders or is rejected by the shareholders, the by-law, amendment or repeal ceases to be effective; and no subsequent resolution of the directors to make, amend or repeal a by-law having substantially the same purpose or effect is effective until the resolution is confirmed, with or without amendment, by the shareholders.

A shareholder who is entitled to vote at an annual meeting of shareholders may, in accordance with sections 112 to 120 of the Barbados Act, make a proposal to make, amend or repeal a by-law.

The enclosed Proxy confers discretionary authority upon the persons named therein in respect of any amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date hereof, the Corporation knows of no such amendments, change or other matters to come before the Meeting other than the matters referred to in the Notice.

The persons named in the enclosed Proxy will have discretionary authority with respect to any amendments or variations of the matters of business to be acted on at the meeting or any other matters properly brought before the meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the meeting is routine and whether or not the amendment, variation or other matter that comes before the meeting is contested.

The special resolution authorizing the continuance of the Corporation under the OBCA must be approved by the affirmative vote of at least two-thirds of the votes cast by Shareholders at the Meeting and the resolution conditionally repealing the Corporation's current by-law and approving a new by-law must be approved by a majority of the votes cast Shareholders at the Meeting.

## **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

No person who has been a director or an executive officer of the Corporation at any time since the beginning of its last completed financial year, or who is a proposed nominee for election as a director of the Corporation, or any associate or affiliate of such persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting. Directors and executive officers may, however, be interested in the approval of the discontinuance of the Corporation in Barbados pursuant to section 356.4 of the Barbados Act and the continuance of the Corporation into Ontario pursuant to section 180 of the OBCA (the "**Continuance**").

## **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The directors have fixed October 24, 2017 as the record date for the determination of Shareholders entitled to receive notice of the Meeting. As at the close of business on October 24, 2017, 22,617,811 Shares and 17,136,980 Class A preference shares (the "**Class A Preference Shares**") were outstanding. Each Shareholder of record on October 24, 2017, is entitled to cast one vote for each Share then held of record, unless pursuant to subsection 100(2) of the OBCA, a transferee of Shares acquired after such

record will be entitled to vote such shares at the Meeting or any adjournment(s) or postponement(s) thereof if such transferee produces properly endorsed certificates for such shares, or otherwise establishes that he or she owns shares recorded in the name of a Shareholder otherwise entitled to vote and demands not later than ten days before the Meeting to be included on the list of Shareholders entitled to vote at the Meeting, in which case he or she is entitled to vote the shares transferred to him or her instead of the transferor.

To the knowledge of the directors and officers of the Corporation as at November 6, 2017, no person beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to the Shares of the Corporation except for The Cromwell Trust, which owns 10,096,400 Shares, representing approximately 45% of the issued and outstanding Shares, and 17,136,980 Class A Preference Shares, representing 100% of the issued and outstanding Class A Preference Shares.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **A. CONTINUANCE OUT OF BARBADOS TO ONTARIO**

At the Meeting, or any adjournment(s) or postponement(s) thereof, Shareholders of the Corporation will be asked to consider and, if thought fit, pass, with or without amendment, a special resolution authorizing the Continuance.

The Continuance will not affect the Corporation's status as a listed company on The Toronto Stock Exchange or as a reporting issuer under the securities legislation of British Columbia, Alberta, Ontario and Quebec, and the Corporation will remain subject to the requirements of such legislation.

#### **Reasons for Continuance**

Currently, the Corporation is governed by the Barbados Act. The Corporation's board of directors proposes to continue the Corporation from Barbados under the Barbados Act to the laws of Ontario under the OBCA. As management and the head office of the Corporation is located in Ontario, management believes that it will be more efficient and cost-effective for the Corporation to be governed by the laws of Ontario. Management also believes that the Continuance will provide the Corporation with increased opportunities and flexibility in obtaining corporate-level debt financing.

#### **Required Shareholder Approval**

The form of special resolution of the Shareholders approving the Continuance is attached as Schedule "A" to this Information Circular. In order to become effective, the special resolution must be approved by a vote of at least 66 2/3% of the votes cast by the Shareholders of the Corporation.

Notwithstanding the approval of the Continuance by special resolution of the Shareholders of the Corporation, the Board of Directors of the Corporation may, without further approval by the Corporation's Shareholders, abandon the application for the Continuance of the Corporation under the OBCA at any time prior to the issue of a certificate of continuance by the Director (as defined under the OBCA) pursuant to s. 180(4) of the OBCA.

#### **Application for Continuance**

If the special resolution approving the Continuance is approved at the Meeting, it is proposed the Corporation shall apply to and file all necessary documentation with the Registrar of Companies under the Barbados Act (the "**Registrar**") for an authorization to continue into Ontario. Immediately following the receipt of the Registrar's authorization, it is proposed that the Corporation shall apply for a certificate of continuance and file articles of continuance under the OBCA to continue the Corporation into Ontario.

## Effect of Continuance

Upon the issuance of a certificate of continuance by the Director, the Continuance will become effective, whereupon the Corporation will become subject to the OBCA, as if it had been incorporated under the OBCA, and the articles of continuance will be deemed to be the articles of incorporation of the Corporation. A draft copy of the articles of continuance is attached as Schedule "C" to this Information Circular.

The articles of continuance will constitute the governing instrument of the continued Corporation under the OBCA and the certificate of continuance issued by the Director will be deemed to be the certificate of incorporation of the continued Corporation. Upon the articles of continuance becoming effective, the Corporation becomes a corporation to which the OBCA applies as if it had been incorporated under the OBCA. If the Corporation is continued under the OBCA, the Board intends to enact a new by-law. This new by-law will replace the existing articles and by-law of the Corporation.

Section 180(7) of the OBCA provides that upon continuance of a foreign corporation as a corporation under the OBCA:

- (a) the corporation possesses all the property, rights, privileges and franchises and is subject to all the liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of the body corporate;
- (b) a conviction against, or ruling, order or judgment in favour of or against, the body corporate may be enforced by or against the corporation; and
- (c) the corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against the body corporate.

## Description of Share Capital Upon Continuance

Upon the Continuance becoming effective, the Corporation's authorized capital shall consist of an unlimited number of Shares, Class A Preference Shares issuable in series, Class B preference shares issuable in series and the Class C preference shares issuable in series, of which 22,617,811 Shares and 17,136,980 Class A Preference Shares will be issued and outstanding.

The following is a summary only of the rights, privileges, restrictions and conditions attaching to the Shares which will be authorized upon the Continuance.

**Common Shares.** Shareholders of the Corporation will be entitled to one vote for each Share held at all meetings of Shareholders other than meetings of holders of another class of shares. Shareholders will also participate in all dividends declared on Shares and will have the right to receive the remaining property of the Corporation upon dissolution, subject to the rights of holders of the preference shares or any other shares of the Corporation ranking senior to the Shares with respect to such distribution. The terms of the Shares of the Corporation following the Continuance are substantially equivalent to the terms of the authorized Shares immediately prior to the Continuance.

**Preference Shares.** Each class of preference shares shall be issuable in series. The articles of continuance shall authorize the directors to fix the number of shares in and to determine the designation, rights, privileges, restrictions and conditions attaching to the shares of each series. No rights, privileges, restrictions or conditions attached to a series of preference shares may confer upon that series a priority in respect of dividends or return of capital over any other series of shares of the same class of preference shares that are then outstanding.

## **Comparison of Shareholder Rights under the OBCA and Barbados Act**

The Continuance of the Corporation into Ontario will affect certain rights of Shareholders as they currently exist under the Barbados Act. Please refer to Schedule "B" for an outline of the differences between the OBCA and the Barbados Act. Shareholders should consult their legal advisers regarding implications of the Continuance, which may be of particular importance to them.

## **Canadian Federal Income Tax Considerations**

The following is a summary of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) (the "**Tax Act**") generally applicable in respect of the Continuance to a Shareholder who holds Shares of the Corporation as capital property, deals at arm's length with the Corporation and is not affiliated with the Corporation.

Management of the Corporation has advised, and it is assumed for the purposes of this summary, that the Corporation is resident in Canada for purposes of the Tax Act.

A Shareholder's Shares will generally be considered to be capital property of the Shareholder, unless the Shareholder holds the Shares in the course of carrying on a business of trading or dealing in securities or acquired the Shares in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Shareholders who are residents of Canada for the purposes of the Tax Act and whose Shares might not otherwise be capital property may be entitled to make an irrevocable election under subsection 39(4) of the Tax Act to have such Shares and every other "Canadian security" (as defined in the Tax Act) owned by such Shareholder in the taxation year of the election, and in all subsequent taxation years, be deemed to be capital property.

This summary is not applicable to a Shareholder (i) that is a "financial institution" for the purposes of the mark-to-market rules in the Tax Act, (ii) that is a "specified financial institution" (as defined in the Tax Act), (iii) an interest in which is a "tax shelter investment" (as defined in the Tax Act), (iv) who has made an election pursuant to the functional currency reporting election rules in the Tax Act, (v) that is a foreign affiliate (as defined in the Tax Act) of a taxpayer resident in Canada, or (vi) that has entered into, or will enter into, a "derivative forward agreement" as that term is defined in the Tax Act.

This summary is based upon the current provisions of the Tax Act, the regulations thereunder (the "**Regulations**"), specific proposals to amend the Tax Act which have been announced prior to the date hereof by the Minister of Finance (Canada), and the Corporation's understanding of the current published administrative practice and assessing policies of the Canada Revenue Agency. This summary does not take into account or anticipate any other changes in law, whether by judicial, governmental or legislative action or decision. This summary does not take into account the tax laws of any province, territory or foreign jurisdiction which may differ significantly from those discussed herein.

This summary is of a general nature only and is not exhaustive of all Canadian federal income tax considerations. It is not intended to be, and should not be construed to be, legal or tax advice to any particular Shareholder. Shareholders should consult their own tax advisers with respect to the income tax consequences to them of the Continuance under federal, provincial, territorial and other applicable tax legislation.

## **Residents of Canada**

The following portion of this summary is generally applicable to a Shareholder who, for the purposes of the Tax Act, and at all relevant times, is resident or deemed to be resident in Canada (a "**Canadian Resident Shareholder**").

## **Continuance**

The Continuance will not be a taxable event under the Tax Act for Canadian Resident Shareholders.

Management of the Corporation has advised, and it is assumed for the purposes of this summary, that the Corporation is resident in Canada for the purposes of the Tax Act. Accordingly, certain rules in the Tax Act that might otherwise apply on the continuance of a foreign corporation into Canada will not apply to the Corporation.

### ***Exercise of Dissent Rights***

#### *Deemed Dividends*

A Canadian Resident Shareholder who validly exercises dissent rights (“**Dissent Rights**”) and receives the fair value of their Shares from the Corporation will be deemed to have received a taxable dividend equal to the amount by which the amount received from the Corporation (other than in respect of interest awarded by a court) exceeds the paid-up capital of the Shares for purposes of the Tax Act.

A Canadian Resident Shareholder who is an individual will be required to include in income any dividend received or deemed to be received on the Shares and will be subject to the gross-up and dividend tax credit rules normally applicable to dividends from taxable Canadian corporations under the Tax Act.

A Canadian Resident Shareholder that is a corporation will be required to include in income any dividend received or deemed to be received in income and generally will be entitled to deduct an equivalent amount in computing its taxable income. A “private corporation” or a “subject corporation” (as defined in the Tax Act) may be liable to pay a refundable tax of 38½% on any dividends received or deemed to be received.

In the case of a Canadian Resident Shareholder that is a corporation, in some circumstances, the amount of any such deemed dividend may be treated as proceeds of disposition and not as a dividend.

#### *Capital Gains and Capital Losses*

A Canadian Resident Shareholder who validly exercises Dissent Rights will also be considered to have disposed of Shares and may realize a capital gain (or a capital loss) to the extent the proceeds of disposition of the Shares exceeds (or are exceeded by) the adjusted cost base to the Canadian Resident Holder of the Shares. The Canadian Resident Shareholder’s proceeds of disposition for this purpose will be equal to the amount received by the Canadian Resident Shareholder from the Corporation less the total of the amount of any deemed dividend referred to above and any interest awarded by a court.

A Canadian Resident Shareholder generally will be required to include in computing its income for the taxation year of disposition one-half of the amount of any capital gain (a “taxable capital gain”) realized in such year. Subject to and in accordance with the detailed provisions of the Tax Act, a Canadian Resident Shareholder will be permitted to deduct one-half of the amount of any capital loss (an “allowable capital loss”) against taxable capital gains realized in the taxation year of disposition. Allowable capital losses in excess of taxable capital gains arising in the taxation year of disposition generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances specified in the Tax Act.

In general, a capital loss otherwise arising upon the disposition of a share by a Canadian Resident Shareholder that is a corporation may be reduced by the amount of dividends previously received or deemed to have been received by it on such share, to the extent and under the circumstances described in the Tax Act. Similar rules may apply where shares are owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary.

A Canadian Resident Shareholder that is throughout a taxation year a “Canadian-controlled private corporation” (as defined in the Tax Act) may be liable to pay an additional 10%% refundable tax on certain investment income, which includes taxable capital gains.

Capital gains realized by an individual or trust, other than certain specified trusts, may give rise to a liability for alternative minimum tax under the Tax Act.

#### *Interest*

Interest awarded to a Canadian Resident Shareholder who validly exercises Dissent Rights will be included in such Canadian Resident Shareholder's income for the purposes of the Tax Act.

#### **Non-Residents of Canada**

The following portion of this summary is generally applicable to a Shareholder who, for the purposes of the Tax Act and any applicable income tax treaty is not resident (or deemed to be resident) in Canada, and does not use or hold (and is not deemed to use or hold) the Shares in connection with carrying on business in Canada (a "**Non-Resident Shareholder**"). Special rules, not discussed in this summary, may apply to a Non-Resident Shareholder that is an insurer carrying on an insurance business in Canada and elsewhere.

#### **Continuance**

The Continuance will not be a taxable event under the Tax Act for Non-Resident Shareholders.

#### **Exercise of Dissent Rights**

##### *Deemed Dividends*

A Non-Resident Shareholder who validly exercises Dissent Rights and receives the fair value of their Shares from the Corporation will be deemed to have received a dividend equal to the amount by which the amount received from Corporation (other than in respect of interest awarded by a court) exceeds the paid-up capital of the Shares for purposes of the Tax Act. Any such deemed dividend will be subject to Canadian withholding tax at the rate of 25%, subject to reduction under the provisions of an applicable income tax treaty or convention.

##### *Capital Gains and Capital Losses*

A Non-Resident Shareholder who validly exercises Dissent Rights will also be considered to have disposed of Shares and may realize a capital gain (or a capital loss) to the extent the proceeds of disposition of the Shares exceeds (or are exceeded by) the adjusted cost base to the Non-Resident Shareholder of the Shares. The Non-Resident Shareholder's proceeds of disposition for this purpose will be equal to the amount received by the Canadian Resident Shareholder from the Corporation less the total of the amount of any deemed dividend referred to above and any interest awarded by a court.

A Non-Resident Shareholder will not be subject to tax under the Tax Act on any capital gain realized on the disposition of the Shares unless the Shares are "taxable Canadian property" of the Non-Resident Shareholder and are not "treaty-protected property", each as defined in the Tax Act.

Generally, a Share will not be taxable Canadian property of a Non-Resident Shareholder if such share is listed on a "designated stock exchange" (which includes the TSXV), unless at any time during the 60-month period immediately preceding the time the Shares are disposed of: (a) the Non-Resident Shareholder, persons with whom the Non-Resident Shareholder does not deal at arm's length, partnerships in which the Non-Resident Shareholder (or a person with whom the Non-Resident Shareholder does not deal at arm's length) holds a membership interest directly or indirectly through one or more partnerships, and the Non-Resident Shareholder together with all such persons, owned 25% or more of the Shares, and (b) more than 50% of the fair market value of the Shares was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, "Canadian resource properties" (as defined in the Tax Act), "timber resource properties" (as defined in the Tax Act)

or options in respect of, or interests in, or for civil law rights in, any such property, whether or not such property exists. Notwithstanding the foregoing, a Share may be deemed to be taxable Canadian property of a Non-Resident Shareholder in certain circumstances specified in the Tax Act.

#### *Interest*

Provided that any interest awarded by a court and paid to the Non-Resident Shareholder is not “participating debt interest” (within the meaning of the Tax Act), such interest will not be subject to Canadian withholding tax.

## **B. REPEAL OF BY-LAW AND CONFIRMATION OF NEW BY-LAW**

At the Meeting, or any adjournment(s) or postponement(s) thereof, Shareholders will be asked to consider and, if thought fit, pass, with or without amendment, a resolution approving the repeal of the current by-law of the Corporation and the adoption of a new by-law of the Corporation, conditional upon the Continuance becoming effective. A draft copy of the new by-law is attached as Schedule “D” to this Information Circular. The new by-law is substantially equivalent to the current by-law and conforms to the requirements of the OBCA.

### **Required Shareholder Approval**

In order for its continued effect, the new by-law must be approved by a majority of the votes cast by the Shareholders of the Corporation.

**See above, under “Exercise of Discretion by Proxyholders”** - Unless the articles, by-laws or an unanimous shareholder agreement otherwise provide, the directors of a company may by resolution make, amend, or repeal any by-laws for the regulation of the business or affairs of the company. However, the directors of a company must submit a by-law, or any amendment or repeal of a by-law to the shareholders of the company at the next meeting of shareholders after the making, amendment or repeal of the by-law; and the shareholders may, by ordinary resolution, confirm, amend or reject the by-law, amendment or repeal.

## **RIGHTS OF DISSENTING SHAREHOLDERS**

### **Shareholders’ Rights of Dissents in Respect of the Continuance**

A registered Shareholder has the right to dissent from the special resolution. A dissenting Shareholder is entitled to be paid the fair value of his Shares in accordance with sections 213 to 222 of the Barbados Act if the Continuance becomes effective; and the fair value is to be determined as of the close of business on the day before the special resolution was approved.

### **Dissent Rights under the Barbados Act**

The right to dissent must be exercised in respect of all the Shares held by the Shareholder. If any of the Shares are voted in favour of the Continuance, the Shareholder loses the right to be paid the fair value.

### **Procedure for Dissent under Barbados Act**

A dissenting Shareholder seeking payment of the fair value of his Shares must send to the Corporation, at or before the Meeting, a written dissent from the special resolution. The address of the Corporation for such purpose is 2 Toronto Street, Suite 500, Toronto, Ontario, M5C 2B6.

Within 10 days after the special resolution is approved by the Shareholders, the Corporation must so notify the dissenting Shareholder who is then required, within 20 days after receipt of such notice (or if he, she or it does not receive such notice within 20 days after he, she or it learns of the approval of the

special resolution), to send to the Corporation a written notice containing his, her or its name and address, the number of Shares in respect of which he, she or it dissents and a demand for payment of the fair value of such Shares and, within 30 days after sending such written notice, to send the Corporation the appropriate share certificate or certificates. The Corporation must, no later than 7 days after the Continuance becomes effective, or the day on which the Corporation receives the demand for payment of the fair value, whichever is the later date, send to each dissenting Shareholder who submitted a demand for payment of fair value, a written offer to pay for his, hers or its Shares in an amount considered by the directors of the Corporation to be the fair value of those Shares, which must be accompanied with a statement showing how the fair value was determined. If such offer is not made or not accepted within 50 days after the Continuance becomes effective, the Corporation may apply to the court to fix the fair value of such Shares. There is no obligation on the Corporation to apply to the court. If the Corporation fails to make such an application, a dissenting Shareholder has the right to so apply within a further 20 days. If an application is made by either party, the dissenting Shareholder will be entitled to be paid the amount fixed by the court. The fair value of the Shares as determined for such purpose by a court will not necessarily be the same as and could vary significantly from the fair market value of such shares.

#### **Address for Dissent Notices**

All notices to the Corporation should be addressed to the Secretary of the Corporation, 2 Toronto Street, Suite 500, Toronto, Ontario, M5C 2B6.

### **INDEBTEDNESS OF DIRECTORS AND OFFICERS**

No person who is now, or was at any time since the beginning of the most recently completed financial year of the Corporation, a director or officer of the Corporation, or associate thereof, has been indebted to the Corporation, or had indebtedness during that period which was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

None of the directors or executive officers of the Corporation or a subsidiary of the Corporation, nor any proposed director of the Corporation, nor any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Corporation, nor any associate or affiliate of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Corporation's last completed fiscal year, or proposed transaction which has materially affected or would materially affect the Corporation or its subsidiaries, except as disclosed herein.

### **APPOINTMENT OF AUDITORS**

The auditors of the Company are Collins Barrow Toronto LLP. Collins Barrow Toronto LLP were first appointed auditors of the Company on June 24, 2011.

### **MANAGEMENT CONTRACTS**

Management functions of the Corporation are substantially performed by executive officers of the Corporation and not, to any substantial degree, by any other person with whom the Corporation has contracted.

### **OTHER MATTERS**

Management knows of no matters to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matters which are not now known to management should

properly come before the Meeting or if amendments or variations to the matters identified in the Notice of Meeting are presented for action at the Meeting, the accompanying form of proxy will be voted on such other matters, amendments or variations in accordance with the best judgment of the persons voting the proxy, which form of proxy confers such discretionary authority.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). 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 or Shareholders may request that copies be sent to them upon written request to Inter-Rock Minerals Inc., 2 Toronto Street, Suite 500, Toronto, Ontario M5C 2B6.

## **APPROVAL OF INFORMATION CIRCULAR**

The content and sending of this Information Circular has been approved by the board of directors of the Corporation.

Dated this 6<sup>th</sup> day of November, 2017

### **BY ORDER OF THE BOARD OF DIRECTORS**

(signed) “Michael B. Crombie”

MICHAEL B. CROMBIE

Director and Chief Executive Officer

## SCHEDULE "A"

### INTER-ROCK MINERALS INC. (the "Corporation")

#### SPECIAL RESOLUTION

WHEREAS the Corporation was continued under the *Companies Act* (Barbados) (the "**Barbados Act**") by certificate and articles of continuance which became effective on April 12, 2000;

AND WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Business Corporations Act* (Ontario) (the "**OBCA**") pursuant to section 356.4 of the Barbados Act and section 180 of the OBCA;

NOW THEREFORE BE IT RESOLVED THAT:

1. the continuance of the Corporation under the OBCA is hereby authorized and approved;
2. the Corporation is hereby authorized to make an application to the Registrar under the Barbados Act, pursuant to section 356.4, for approval to file articles of continuance under the OBCA, and in due course of time to apply for a certificate of discontinuance;
3. the Corporation be and it is hereby authorized to make an application to the Director under the OBCA, pursuant to section 180 of the OBCA, for a certificate of continuance continuing the Corporation under the OBCA;
4. the articles of continuance of the Corporation forming part of the said application for continuance shall be substantially in the form annexed as Schedule "C" to the management information circular of the Corporation dated November 6, 2017 and, upon the issuance of a certificate of continuance continuing the Corporation under the OBCA, the articles of the Corporation shall be replaced in their entirety by the said articles of continuance;
5. the directors of the Corporation are hereby authorized, without further approval of the shareholders of the Corporation, to abandon the application for continuance of the Corporation under the OBCA at any time prior to the issue of a certificate of continuance by the Director under the OBCA; and
6. any director or officer of the Corporation is hereby authorized to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such continuance (including, without limitation, the execution and delivery of such articles of continuance and of certificates or other assurances that such continuance will not adversely affect creditors or shareholders of the Corporation), the execution of any such document or the doing of any such other act or thing by any director or officer of the Corporation being conclusive evidence of such determination.

## SCHEDULE "B"

### COMPARISON OF SHAREHOLDER RIGHTS UNDER THE OBCA AND BARBADOS ACT

The provisions of the OBCA and the Barbados Act regulate, among other things, the incorporation, financing, management, required records and capital alterations of companies incorporated under their respective legislative jurisdictions as well as the rights and remedies of shareholders of such companies.

The following summary compares certain significant aspects of the two statutes insofar as they affect the rights of Shareholders. The following is a summary only and does not purport to be, nor should it be considered to be, an exhaustive analysis of the two statutes. Shareholders should consult their own legal advisors if they wish further information concerning these matters.

#### ***General.***

The OBCA will provide Shareholders of the Corporation with many, but not all, of the same rights as are available to Shareholders under the Barbados Act, including rights of dissent and appraisal and the right to bring an oppression action. The OBCA is generally similar, but not identical to the Barbados Act.

#### ***Registered Office.***

Under the OBCA, a company must have a registered office in Ontario. As the Corporation maintains a registered office in Toronto, Ontario, the Corporation is in compliance with the OBCA.

#### ***Amendments to the Articles of a Corporation.***

Under both the OBCA and the Barbados Act, certain fundamental changes to the articles of a corporation, such as:

- (i) a change to the name of the corporation;
- (ii) an alteration of the restrictions, if any, on the business carried on by the corporation;
- (iii) an alteration of any maximum number of shares that the corporation is authorized to issue;
- (iv) the creation of any new classes of shares;
- (v) a change in the designation of all or any of its shares;
- (vi) a change or removal of any rights, privileges, restrictions and conditions, including rights to accrued dividends in respect of all or any of its shares, whether issued or unissued;
- (vii) a change in the shares of any class or series whether issued or unissued into a different number of shares of the same class or series or into the same or a different number of shares of other classes or series;
- (viii) dividing a class of shares whether issued or unissued, into a series of shares and fixing the number of shares in each series, and the rights, privileges, restrictions and conditions attached thereto;
- (ix) authorizing the directors to divide any class of unissued shares into series of shares and fixing the number of shares in each series and the rights, privileges, restrictions and conditions thereof;
- (x) authorizing the directors to change the rights, privileges, restrictions and conditions attached to unissued shares of any series;

- (xi) revoking, diminishing or enlarging any authority conferred under items (ix) and (x) above;
- (xii) increase or decrease the number, or minimum or maximum number, of directors;
- (xiii) add, change or remove restrictions on the transfer of shares; and
- (xiv) to add, change or remove any other provision that is permitted by the OBCA or the Barbados Act to be set out in the articles

must be approved by a special resolution passed by a majority of not less than 2/3 of the votes cast by shareholders voting in person or by proxy at a general meeting of the corporation. Certain fundamental changes, such as the addition, change or removal of any rights, privileges, restrictions or conditions (including a prejudicial change to rights to accrued dividends or rights to cumulative dividends) in respect of shares of a particular class, must be approved by a special resolution passed by not less than 2/3 of the votes cast by the holders of shares of that class, and, where a series of shares of the class will be affected by an amendment in a manner different from other shares of the class, by a special resolution passed by the holders of shares of that series (regardless of whether such shares of the class or series, as the case may be, otherwise do not carry a right to vote).

#### ***Extraordinary Transactions.***

Under both the OBCA and the Barbados Act, certain extraordinary transactions, such as an amalgamation or a proposed sale, lease or exchange of all or substantially all of the property of a corporation, other than in the ordinary course of business, must be approved by a special resolution passed by not less than 2/3 of the votes cast by shareholders voting in person or by proxy (regardless of whether their shares otherwise do not carry a right to vote) at a general meeting. Both the OBCA and the Barbados Act provide that shareholders are entitled to vote separately as a class or series on an amalgamation if the amalgamation agreement contains a provision that, if contained in a proposed amendment to the articles, would entitle the shareholders to vote separately as a class or series. If the proposed sale, lease or exchange of the corporation's property will affect a class or series of shares differently from another class or series of shares, then the special resolution approving it must be submitted to a separate vote of the holders of shares of that class or series, as the case may be.

#### ***Rights of Dissent and Appraisal.***

Both the OBCA and the Barbados Act provide that shareholders who dissent from certain actions being taken by a corporation may exercise a right of dissent and require the corporation to purchase the shares held by such shareholder at the fair value of such shares. The dissent right may be exercised by a holder of shares of any class of the corporation if the corporation resolves to:

- (i) amend its articles to add, change or remove any provision restricting or constraining the issue or transfer of shares of that class;
- (ii) amend its articles to add, change or remove any restrictions on the business or businesses that the corporation may carry on;
- (iii) amalgamate with another corporation (except pursuant to a vertical or horizontal short form of amalgamation, as provided for under the OBCA or the Barbados Act, as the case may be);
- (iv) continue out of the jurisdiction; or
- (v) sell, lease or exchange all or substantially all of its property, other than in the ordinary course of business.

### ***Oppression Remedies.***

Under the OBCA a holder of a security of a corporation, former holder of a security of a corporation, director, former director, officer or former officer of a corporation or any of its affiliates, or any other person who, in the discretion of the court, is a proper person to seek an oppression remedy may apply to the court for an order to rectify the matters complained of where in respect of a corporation or any of its affiliates, any act or omission of the corporation or its affiliates effects a result, the business or affairs of the corporation or any of its affiliates are or have been carried on or conducted in a manner, or the powers of the directors of the corporation or its affiliates are or have been exercised in a manner that is oppressive or unfairly prejudicial to, or that unfairly disregards the interests of, any security holder, creditor, director or officer.

The Barbados Act also contains a similar oppression remedy. However, under the Barbados Act not all security holders can bring an oppression action, only shareholders and debenture holders, or former shareholders and debenture holders, are so permitted; “debentures” are generally defined under the Barbados Act as an instrument evidencing an obligation or a guarantee. Like the OBCA, the Barbados Act permits directors, officers and former directors and officers to bring an oppression action. The Barbados Act specifically permits the Registrar to bring an oppression action.

### ***Derivative Actions.***

Under the OBCA and the Barbados Act, a shareholder, former shareholder, director, former director, officer or former officer of a corporation or its affiliates, and any person who, in the discretion of the court, is a proper person to do so, may apply for the court's leave to:

- (a) bring a derivative action in the name and on behalf of the corporation or any of its subsidiaries, or
- (b) intervene in an action to which a corporation or any of its subsidiaries is a party, for the purpose of prosecuting, defending or discontinuing the action on behalf of the corporation or the subsidiary.

### ***Requisition of Meetings.***

Both the OBCA and the Barbados Act permit the holders of not less than 5% of the issued shares that carry the right to vote at a meeting sought to be held to require the directors to call and hold a general meeting of a corporation.

### ***Form of Proxy and Information Circular.***

Both the OBCA and the Barbados Act require a public corporation, such as the Corporation, to provide with notice of a general meeting a form of proxy for use by every shareholder entitled to vote at such meeting as well as an information circular containing prescribed information relating to the corporation and the matters to be dealt with at the meeting.

### ***Place of Meetings.***

Subject to the articles and any unanimous shareholders' agreement, the OBCA permits a meeting of shareholders to be held in such place as the directors determine or, in the absence of such determination, at the place where the registered office of the corporation is located. The Barbados Act stipulates that a meeting of shareholders must be held in Barbados, unless all of the shareholders entitled to vote at the meeting agree to hold it outside of Barbados.

***Residence of Directors.***

The OBCA provides that a majority of the directors of the corporation must be residents of Canada. The Barbados Act does not contain any residence requirements for directors.

***Mandatory Acquisition.***

Pursuant to the OBCA and the Barbados Act, if within 120 days after the date of a take-over bid, the bid is accepted by the holders of not less than 90% of the class of shares to which the bid relates, other than shares held by the offeror (or its affiliates or associates), then the offeror is entitled to acquire the shares held by the shareholders who did not tender to the bid. The remaining shareholders are required to transfer their shares to the offeror on the same terms that the original offer was made or demand to receive the fair value of their shares.

***Directors' Liability.***

The OBCA and the Barbados Act each contain provisions whereby a corporation may indemnify a director or officer, former director or former officer of the corporation or a director or officer or former director or former officer of a corporation of which it is or was a shareholder or creditor, and his legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in a civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer if (i) he acted honestly and in good faith with a view to the best interest of the corporation; and (ii) in the case of a criminal or administrative action or proceeding, he had grounds for believing that his conduct was lawful.

Under the OBCA and the Barbados Act, every director and officer of a corporation, in exercising his powers and performing his function, must (i) act honestly and in good faith and in the best interest of the corporation, and (ii) exercise the care, diligence and skill of a reasonably prudent person.

**SCHEDULE "C"**

**INTER-ROCK MINERALS INC.**

**ARTICLES OF CONTINUANCE**



6. Number of directors is/are: Fixed number  OR minimum and maximum  3  7  
 Nombre d'administrateurs : Nombre fixe  OU minimum et maximum  3  7

7. The director(s) is/are: / Administrateur(s) First name, middle names and sur-name Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Keith M. Belingheri	500-2 Toronto Street, Toronto, ON M5C 2B6	No
David R. Crombie	500-2 Toronto Street, Toronto, ON M5C 2B6	No
Michael B. Crombie	500-2 Toronto Street, Toronto, ON M5C 2B6	Yes
Scott Kelly	500-2 Toronto Street, Toronto, ON M5C 2B6	Yes
Frank van de Water	500-2 Toronto Street, Toronto, ON M5C 2B6	Yes

8. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
 Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

9. The classes and any maximum number of shares that the corporation is authorized to issue:  
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

An unlimited number of Common Shares, an unlimited number of Class A Preference Shares, an unlimited number of Class B Preference Shares and an unlimited number of Class C Preference Shares.

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

See Schedule "A" annexed hereto and forming part of these Articles.

11. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

None

12. Other provisions, (if any):  
Autres dispositions s'il y a lieu :

None

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.  
La société s'est conformée au paragraphe 180(3) de la *Loi sur les sociétés par actions*.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on  
Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le

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Year, Month, Day  
année, mois, jour

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.  
Le maintien de la société en vertu de la *Loi sur les sociétés par actions* a le même effet que si la société avait été constituée en vertu de cette loi.

These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

INTER-ROCK MINERALS INC.

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Name of Corporation / Dénomination sociale de la société

By / Par

---

Signature / Signature

Michael B. Crombie

CEO

---

Print name of signatory / Nom du signataire en lettres moulées

---

Description of Office / Fonction

These articles **must** be signed by a director or officer of the corporation (e.g. president, secretary)  
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).

**SCHEDULE "A"**  
**INTER-ROCK MINERALS INC. - ARTICLES OF CONTINUANCE**

**1.1 COMMON SHARES**

The Common Shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

**1.1.1 VOTING RIGHTS**

The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have 1 vote for each Common Share held at all meetings of the shareholders of the Corporation, except meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

**1.1.2 RESTRICTIONS ON CLASS VOTING**

The holders of shares of any class, and subject to section 1.1.3, the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon a proposal to amend the articles to:

1.1.2.1 increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or

1.1.2.2 effect an exchange, reclassification or cancellation of all or part of the shares of such class.

1.1.3 The holders of a series of shares of a class are entitled to vote separately as a series under section 1.1.2 only if the series is affected by an amendment in a manner different from other shares of the same class.

**1.1.4 DIVIDENDS**

Subject to the prior rights of the holders of the Class A Preference Shares, Class B Preference Shares and Class C Preference Shares with respect to priority in the payment of dividends, the holders of Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors of the Corporation may from time to time determine and all dividends which the board of directors of the Corporation may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding.

**1.1.5 DISSOLUTION**

In the event of the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall subject to the prior rights of the holders of the Class A preference shares, Class B preference shares and Class C preference shares with respect to priority in the distribution of assets upon dissolution, liquidation, winding up or distribution for the purpose of winding up, be entitled to receive the remaining property and assets of the Corporation.

**1.2 CLASS A PREFERENCE SHARES**

The Class A Preference Shares shall, as a class, have attached thereto the following rights, privileges, restrictions and conditions:

**1.2.1 DIRECTORS' AUTHORITY TO ISSUE IN ONE 1 OR MORE SERIES**

The directors of the Corporation may issue the Class A Preference Shares at any time and from time to time in 1 or more series. Before any shares of a particular series are issued, the directors of the Corporation shall fix the

number of shares that will form such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the Class A Preference Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of dividends thereon, the currency or currencies of payment of dividends, the time and place of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights, the conversion or exchange rights attached thereto, the voting rights attached thereto and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of any shares of a series, the directors shall send to the Director (the "Director") appointed under the *Business Corporations Act* (Ontario) (the "Act") articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the directors.

## 1.2.2 RANKING OF CLASS A PREFERENCE SHARES

No rights, privileges, restrictions or conditions attached to a series of Class A Preference Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Class A Preference Shares. The Class A Preference Shares shall be entitled to priority over the Class B Preference Shares, Class C Preference Shares and Common Shares of the Corporation with respect to priority in the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs. If any cumulative dividends or amounts payable on a return of capital in respect of a series of Class A Preference Shares are not paid in full, the Class A Preference Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Class A Preference Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends.

The Class A Preference Shares of any series may also be given such other preferences not inconsistent with clauses 1.2.1 to 1.2.6 hereof over the Class B Preference Shares, Class C Preference Shares and Common Shares as may be determined in the case of such series of Class A Preference Shares.

## 1.2.3 VOTING RIGHTS

Except as hereinafter referred to or as otherwise provided by law or in accordance with any voting rights which may from time to time be attached to any series of Class A Preference Shares, the holders of the Class A Preference Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

## 1.2.4 RESTRICTIONS ON CLASS VOTING

The holders of shares of any class, and subject to section 1.2.4, the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon a proposal to amend the articles to:

1.2.4.1 increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or

1.2.4.2 effect an exchange, reclassification or cancellation of all or part of the shares of such class.

1.2.5 The holders of a series of shares of a class are entitled to vote separately as a series under section 1.2.4 only if the series is affected by an amendment in a manner different from other shares of the same class.

## 1.2.6 APPROVAL OF HOLDERS OF CLASS A PREFERENCE SHARES

The rights, privileges, restrictions and conditions attaching to the Class A Preference Shares as a class may be added to, changed or removed but only with the approval of the holders of Class A Preference Shares given as hereinafter specified.

The approval of the holders of Class A Preference Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class A Preference Shares as a class or any other matter requiring the consent of the holders of the Class A Preference Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of Class A Preference Shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time prescribed by the Act and the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Class A Preference Shares as a class, or at a joint meeting of the holders of 2 or more series of Class A Preference Shares, each holder of Class A Preference Shares entitled to vote thereat shall have 1 vote in respect of each Class A Preference Share held by him or her.

### 1.3 **CLASS B PREFERENCE SHARES**

The Class B Preference Shares shall, as a class, have attached thereto the following rights, privileges, restrictions and conditions:

#### 1.3.1 DIRECTORS' AUTHORITY TO ISSUE IN 1 OR MORE SERIES

The directors of the Corporation may issue the Class B Preference Shares at any time and from time to time in 1 or more series. Before any shares of a particular series are issued, the directors of the Corporation shall fix the number of shares that will form such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the Class B Preference Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of dividends thereon, the currency or currencies of payment of dividends, the time and place of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights, the conversion or exchange rights attached thereto, the voting rights attached thereto and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of any shares of a series, the directors shall send to the Director appointed under the Act (the "Director") articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the directors.

#### 1.3.2 RANKING OF CLASS B PREFERENCE SHARES

No rights, privileges, restrictions or conditions attached to a series of Class B Preference Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Class B Preference Shares. The Class B Preference Shares shall be entitled, subject to the prior rights of the holders of the Class A Preference Shares, to priority over the Class C Preference Shares and Common Shares of the Corporation with respect to priority in the payment of dividends and in the distribution of assets, in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs. If any cumulative dividends or amounts payable on return of capital in respect of a series of Class B Preference Shares are not paid in full, the Class B Preference Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Class B Preference Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Class B Preference Shares of any series may also be given such other preferences not inconsistent with clauses 1.3.1 to 1.3.6 hereof over the Class C Preference Shares and Common Shares as may be determined in the case of such series of Class B Preference Shares.

#### 1.3.3 VOTING RIGHTS

Except as hereinafter referred to or as otherwise provided by law or in accordance with any voting rights which may from time to time be attached to any series of Class B Preference Shares, the holders of the Class B Preference Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

#### 1.3.4 RESTRICTIONS ON CLASS VOTING

Restrictions on class voting the holders of shares of any class, and subject to section 1.3.5, the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon a proposal to amend the articles to:

1.3.4.1 increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or

1.3.4.2 effect an exchange, reclassification or cancellation of all or part of the shares of such class.

1.3.5 The holders of a series of shares of a class are entitled to vote separately as a series under section 1.3.4 only if the series is affected by an amendment in a manner different from other shares of the same class.

#### 1.3.6 APPROVAL OF HOLDERS OF CLASS B PREFERENCE SHARES

The rights, privileges, restrictions and conditions attaching to the Class B Preference Shares as a class may be added to, changed or removed but only with the approval of the holders of Class B Preference Shares given as hereinafter specified.

The approval of the holders of Class B Preference Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class B Preference Shares as a class or of any other matter requiring the consent of the holders of the Class B Preference Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of Class B Preference Shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time prescribed by the Act and the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Class B Preference Shares as a class, or at a joint meeting of the holders of 2 or more series of Class B Preference Shares, each holder of Class B Preference Shares entitled to vote thereat shall have 1 vote in respect of each Class B Preference Share held by him or her.

#### 1.4 **CLASS C PREFERENCE SHARES**

The Class C Preference Shares shall, as a class, have attached thereto the following rights, privileges, restrictions and conditions:

##### 1.4.1 DIRECTORS' AUTHORITY TO ISSUE IN 1 OR MORE SERIES

The directors of the Corporation may issue the Class C Preference Shares at any time and from time to time in one or more series. Before any shares of a particular series are issued, the directors of the Corporation shall fix the number of shares that will form such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the Class C Preference Shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, the rate or rates, amount or method or methods of calculation of dividends thereon, the currency or currencies of payment of dividends, the time and place of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights, the conversion or exchange rights attached thereto, the voting rights attached thereto and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of any shares of a series, the directors shall send to the Director articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the directors.

##### 1.4.2 RANKING OF CLASS C PREFERENCE SHARES

No rights, privileges, restrictions or conditions attached to a series of Class C Preference Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Class C Preference Shares. The Class C Preference Shares shall be entitled, subject to the prior rights of the holders of the Class A Preference Shares and Class B Preference Shares, to priority over the Common Shares of the Corporation with respect to priority in the payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs. If any cumulative dividends or amounts payable on return of capital in respect of a series of Class C Preference Shares are not paid in full, the Class C Preference Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Class C Preference Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Class C Preference Shares of any series may also be given such other preferences not inconsistent with clauses 1.4.1 to 1.4.6 hereof over the Common Shares as may be determined in the case of such series of Class C Preference Shares.

#### 1.4.3 VOTING RIGHTS

Except as hereinafter referred to or as otherwise provided by law or in accordance with any voting rights which may from time to time be attached to any series of Class C Preference Shares, the holders of the Class C Preference Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

#### 1.4.4 RESTRICTIONS ON CLASS VOTING

The holders of shares of any class, and subject to section 1.4.5, the holders of shares of any series of any class are not entitled to vote separately as a class or series, as the case may be, upon a proposal to amend the articles to:

1.4.4.1 increase or decrease any maximum number of authorized shares of such class, or increase any maximum number of authorized shares of a class having rights or privileges equal or superior to the shares of such class; or

1.4.4.2 effect an exchange, reclassification or cancellation of all or part of the shares of such class.

1.4.5 The holders of a series of shares of a class are entitled to vote separately as a series under section 1.4.4 only if the series is affected by an amendment in a manner different from other shares of the same class.

#### 1.4.6 APPROVAL OF HOLDERS OF CLASS C PREFERENCE SHARES

The rights, privileges, restrictions and conditions attaching to the Class C Preference Shares as a class may be added to, changed or removed but only with the approval of the holders of Class C Preference Shares given as hereinafter specified.

The approval of the holders of Class C Preference Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Class C Preference Shares as a class or of any other matter requiring the consent of the holders of the Class C Preference Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of Class C Preference Shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time prescribed by the Act and the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Class C Preference Shares as a class, or at a joint meeting of the holders of 2 or more series of Class C Preference Shares, each holder of Class C Preference Shares entitled to vote thereat shall have 1 vote in respect of each Class C Preference Share held by him or her.

## SCHEDULE "D"

### INTER-ROCK MINERALS INC.

#### BY-LAW NO. 1

BE IT ENACTED as a by-law relating generally to the transaction of the business and affairs of INTERROCK MINERALS INC. (hereinafter called the "Corporation"), as follows:

##### 1. Interpretation

(a) Unless the context otherwise requires, in this by-law: the singular includes the plural; the plural includes the singular; the masculine includes the feminine and, where applicable, the neuter; "Act" means the *Business Corporations Act* (Ontario) and includes the regulations thereto; "articles" means the original or restated articles of incorporation, articles of amalgamation or articles of continuance of the Corporation and includes any amendments thereto; "auditor" means the auditor of the Corporation; "board" means the board of directors of the Corporation; "by-law" means a by-law of the Corporation; "director" means a director of the Corporation; "officer" means an officer of the Corporation and reference to any specific officer is to an officer of the Corporation; "person" includes firms and bodies corporate; "proxyholder" means a person holding a valid proxy for a shareholder; "shareholder" means a shareholder of the Corporation; and reference to any statute or statutory provision shall extend to any amendment thereof or substitution therefor.

(b) To the extent that there is any conflict or inconsistency between by-laws and the Act or the articles of the Corporation, the Act or articles will govern.

##### 2. Directors

(a) Any director, the chairman of the board, the president, the secretary or any assistant secretary may convene a meeting of the board by notice given to each of the directors (except for the person giving the same, if a director) not later than the second day before the day of the meeting.

(b) For the first meeting of the board to be held following the election of directors at an annual or special meeting of the shareholders, or for a meeting of the board at which a director is appointed to fill a vacancy on the board, no notice of such meeting need be given to the newly elected or appointed director(s) in order for the meeting to be duly constituted, provided a quorum of the directors is present.

(c) In the case of a director appointed to fill a vacancy on the board, no notice of the meeting at which he is appointed shall be required to be given to that director.

(d) The board may, from time to time, fix by resolution the quorum for meetings of the board, but in no case shall a quorum be less than two-fifths of the number of directors or minimum number of directors, as the case may be. Where the Corporation has fewer than three directors, all directors must be present to constitute a quorum. Until otherwise fixed, a majority of directors in office, from time to time, will constitute a quorum.

(e) At all meetings of the board, each director shall have one vote and upon an equal division, the chairman of the meeting shall not have a second or casting vote. Questions arising at meetings of the board shall be decided by a majority vote.

(f) A director may, if all the directors consent, participate in a meeting of the board or of a committee of the directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means shall be deemed to be present at that meeting.

(g) The office of a director shall be *ipso facto* vacated if he: (i) has the status of a bankrupt or is found under the *Substitute Decisions Act* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere; (ii) ceases to hold any required share qualification; (iii) has been disqualified from being a director in the manner stipulated in the Act; (iv) dies; (v) resigns in the manner herein provided; or (vi) is removed in the manner provided in the Act.

(h) A director may resign by giving notice of his resignation to the Corporation and such resignation shall take effect, without more, upon the giving of such notice.

(i) Meetings of directors may be held at the registered office of the Corporation or any other place within or outside Canada. In any financial year of the Corporation, a majority of the meetings of the board of directors (the board) need not be held within Canada.

### **3. Officers**

(a) The officers shall be a president, a secretary and such other officers, if any, as the board in its discretion shall from time to time appoint including, if deemed advisable but without limitation, a chairman of the board, one or more vice-presidents, a treasurer, a controller, one or more assistant secretaries and one or more assistant treasurers.

(b) Any office, except those of president and vice-president, may be held by the same person.

(c) Except as may otherwise from time to time be specified by the board, the president shall be the chief executive officer and shall have general supervision of all other officers and their duties.

(d) The president, if present, shall preside at all meetings of the board and of the shareholders, provided that whenever there is a chairman of the board in office, he shall, if present, preside at all such meetings. In the absence or refusal to act of the officer or officers who would, if present, be entitled to preside at any meeting, or if the relevant office is vacant, the meeting shall appoint a chairman.

(e) The secretary shall cause to be kept in accordance with the applicable provisions of the Act, the books and records, other than accounting records, required to be maintained by the Act, except any thereof which are kept by an agent of the Corporation pursuant to this by-law.

(f) In the absence of an agreement to the contrary, all offices shall be held at the pleasure of the board, all officers shall be subject to removal for or without cause by resolution of the board and an officer may resign his office at any time by giving notice to the Corporation. Subject thereto, an officer shall continue in office until, but shall cease to hold office when, his successor is appointed.

(g) Subject to such limitations as the board may from time to time impose and to the provisions of any applicable by-law, an officer shall have all the powers and authority, and shall perform all the duties usually incident to the office he holds and shall perform such other duties as may from time to time be specified for the holder of such office by the by-laws or by resolution of the board.

(h) The board may from time to time delegate to any other person, the powers, authority and duties of any officer.

### **4. Meetings of Shareholders**

(a) It shall be the duty of the secretary to give notice in accordance with the provisions of the Act of any meeting of shareholders authorized to be called but such notice may be given by any other person.

(b) The directors may fix, in advance of any meeting of shareholders of the Corporation, a date, preceding the date for the holding of such meeting by not more than the maximum number of days permitted under

the Act, to be the date of record for the determination of the shareholders of the Corporation entitled to receive notice of such meeting.

(c) Unless the Corporation has only one shareholder, at any meeting of shareholders, two individuals present in person each of whom is a shareholder or a proxy holder entitled to vote at such meeting shall constitute a quorum for the appointment of the chairman and the adjournment of the meeting. For all other purposes, at least two individuals present in person, each of whom is a shareholder or a proxyholder entitled to vote at such meeting, and who hold or represent by proxy not less than 25% of the total number of shares carrying the right to vote at such meeting, shall constitute a quorum. If a quorum is present at the opening of any such meeting, the shareholders and proxyholders present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

(d) For the purposes of a particular meeting and subject to the Act, the board may establish requirements as to the form and/or lodgment of proxies other than the requirements set out in the Act, if such requirements are communicated to the shareholders with notice of the meeting.

(e) The chairman of any meeting of shareholders shall have an additional casting vote in case of an equal division, both on a show of hands and on a ballot. Unless the chairman shall direct a ballot, or a ballot shall be demanded by a shareholder or proxyholder entitled to vote at the meeting, any question submitted shall be voted upon by a show of hands. Any such shareholder or proxyholder may demand a ballot, either before or after any vote by show of hands. If a ballot is taken on any question, a prior vote on such question by show of hands shall have no effect. Save as may be otherwise provided by the Act or the articles in respect of the shares of any particular class or in respect of a vote upon a particular question, upon a show of hands each shareholder present in person shall have one vote (a duly appointed proxyholder who is not himself a shareholder being for such purposes treated as a shareholder present in person), and upon a ballot, each shareholder present in person or by proxy shall have one vote for each share held by such shareholder.

(f) Except as may be otherwise provided by the Act or the articles, all questions proposed for consideration at any meeting of shareholders shall be determined by a majority of the votes cast.

(g) A declaration by the chairman of a meeting of shareholders that a resolution has been carried or lost, as to the number of votes cast and/or as to the requisite majority for or against, shall be conclusive evidence thereof.

(h) The chair of any meeting of shareholders may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to conditions as such persons may decide. Any adjourned meeting is duly constitute if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original meeting of shareholders.

(i) A meeting of shareholders may be held by telephonic or electronic means and a shareholder, proxyholder or shareholder's representative who, through those means, votes at a meeting or establishes a communications link to the meeting shall be deemed to be present at that meeting.

## **5. Share Certificates and Transfers**

(a) The board may from time to time by resolution appoint one or more persons as agents of the Corporation to maintain a central securities register and/or branch securities registers at such place or places as it may designate and to keep the records thereof.

(b) Subject to the applicable provisions of the Act and the *Securities Transfer Act* (Ontario), share certificates shall be in such form as the board may approve or the Corporation adopt and shall be signed by the chairman of the board, the president or a vice-president and by the secretary or an assistant

secretary. Any share certificate issued while a transfer agent is in office shall be countersigned by or on behalf of such transfer agent or any branch transfer agent.

(c) Following production to the Corporation or to a transfer agent or branch transfer agent of the Corporation of any share certificate which has become defaced, the chairman, the president, the secretary or the board may order its cancellation and the issuance of a replacement certificate.

(d) Subject to the Act, if any share certificate is alleged to have been lost or destroyed, the president or the board may order the issuance of a new certificate in lieu thereof upon delivery of such proof of loss and such indemnity to protect the Corporation and its registrars and transfer agents (if any) as the president or board may require.

## **6. Dividends**

(a) Dividends shall be payable from time to time only to the extent, and as and when and in the manner, the board, in its discretion, shall from time to time by resolution determine.

(b) A dividend payable in cash to each registered shareholder entitled thereto, shall be paid by cheque drawn to the order of such holder and mailed by ordinary or air mail, postage prepaid, to such holder (unless such holder otherwise directs in writing) at his address recorded on the books of the Corporation. In the case of joint holders, the cheque shall be made payable to the order of all such joint holders and if more than one address is recorded on the books of the Corporation in respect of such joint holding, the cheque shall (unless such joint holders otherwise direct in writing) be mailed to the first address so recorded. The mailing of a cheque as aforesaid shall satisfy and discharge all liability for the applicable dividend to the extent of the sum represented by such cheque, unless such cheque is not paid on due presentation. In the event of non-receipt of any dividend cheque by the person to whom it is sent as aforesaid, the Corporation shall cause a replacement cheque to be issued for a like amount upon such terms of indemnity and evidence of non-receipt as the president or the board may from time to time prescribe, whether generally or in a particular case.

## **7. Banking and Negotiable Instruments**

(a) Bank accounts of the Corporation shall be kept at such banks and in such places and shall be operated in such manner and by such persons as the board shall from time to time determine.

(b) Negotiable instruments and orders for the payment of money shall be signed by such persons as the board shall from time to time determine.

## **8. Execution of Documents**

(a) All writings (except writings made in the ordinary course of business) requiring the signature of the Corporation, shall be signed (i) by such person or persons as shall have been appointed to sign the same by resolution of the board applying either to specific writings or to writings generally; or (ii) where no such resolution shall apply, by the chairman of the board, the president or a vice president or any director and, in addition, by the secretary or the treasurer or the controller or an assistant secretary or an assistant treasurer or any other vice-president or any other director.

(b) The seal of the Corporation may, when required or deemed desirable, be affixed by the Corporation to any writing as part of the execution thereof in the manner aforesaid.

## **9. Withholding Information from Shareholders**

Except as may be required by the Act or the articles, no shareholder shall be entitled by virtue of being a shareholder, to discovery of any information or records respecting the Corporation or its business except under authority (which may be general or specific) of a resolution of the board.

## **10. Protection and Indemnity of Directors and Officers**

(a) Subject to compliance with the Act, to the extent to which the same shall in any case apply, no director or officer shall be disqualified by his office or by reason of holding any other office or place of profit under the Corporation or under any body corporate in which the Corporation shall be a shareholder or otherwise interested, from entering into any contract, transaction or arrangement with the Corporation either as vendor, purchaser, or otherwise or from being concerned or interested in any manner whatsoever in any contract, transaction or arrangement made or proposed to be entered into with the Corporation; nor shall any such contract, transaction or arrangement be thereby voided; nor shall any director be liable to account to the Corporation for any profit arising from any such office or place of profit or realized by any such contract, transaction or arrangement. Subject to due compliance with the Act to the extent to which the same shall in any case apply, no director or officer shall be obligated to make any declaration or disclosure of interest or refrain from voting.

(b) Subject to applicable statutory provisions, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other person; joining in any receipt or act for conformity; any loss, damage or expense caused the Corporation through the insufficiency or deficiency of title to any property acquired by, for or on behalf of the Corporation; the insufficiency or deficiency of any security on or upon which any moneys of the Corporation are invested; any loss or damages arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or other properties of the Corporation are lodged or deposited; or any other loss, damage or mis-fortune whatever which may arise out of the execution of or in relation to the duties of his office.

(c) Any contract entered into or action taken or omitted by or on behalf of the Corporation shall, if approved by a resolution of the shareholders, be deemed for all purposes to have had the prior authorization of all the shareholders.

(g) The foregoing provisions of this section shall be in amplification of and/or in addition to and not by way of limitation to or substitution for any rights, immunities or protection conferred upon any director or officer by any statute, law, matter or thing whatsoever.

## **11. Remuneration of Directors, Officers and Employees**

The remuneration of the directors and officers and employees of the Corporation shall be established by the board or in such manner as the board shall from time to time determine.

## **12. Notices**

(a) Any notice, communication or document to be given or sent to any person under the provisions of the articles or the by-laws or the Act or of any other statute shall be sufficiently given or sent, subject to any special requirement in that regard contained in such provisions, if reduced to writing and either delivered or mailed by prepaid ordinary or air mail or sent by any means of wire or wireless communication or any form of recorded communication to such person at the following applicable address: (i) if to a shareholder or director, to the latest address of such shareholder or director as shown in the records of the Corporation or its transfer agent, or, if not so appearing, to the last address known to the person charged with the mailing, and for such purpose, the address of any shareholder or director on the records of the Corporation or its transfer agent may be changed in accordance with any information which appears to be reliable, and any notice, communication or document to be given or sent with respect to shares registered in the names of more than one person, shall be given or sent to whichever of such persons is named first in the share register and shall be deemed to have been sufficiently given or sent to all the holders thereof; (ii) if to the Corporation, to its registered office; or (iii) if to the auditor, to the office of the auditor in the municipality in which the registered office of the Corporation is situate, or to such other address as the auditor shall have designated by notice in writing to the Corporation.

(b) Any notice, communication or document sent by mail shall be deemed to have been given, sent and received by the shareholder or director or the Corporation or the auditor, as the case may be, at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that such shareholder or director or the Corporation or the auditor, as the case may be, did not receive such notice, communication or document at that time or at all. Any notice or communication sent by any means of wire or wireless communication or any form of recorded communication shall be deemed to have been given, sent and received on the day it is dispatched or delivered to the appropriate communication authority or agency or its representative for dispatch and a certificate or declaration in respect of such dispatch in writing signed by an officer or an employee of a transfer agent of the Corporation shall be conclusive evidence of the matters therein certified or declared.

(c) Every person, who by any means whatsoever becomes entitled to any share, shall be bound by every notice, communication or document in respect thereof given or sent to his predecessor in title, to the name and address of such person as recorded in the share register as the holder thereof.

(d) Any notice, communication or document duly given or sent to any shareholder shall, notwithstanding such shareholder is then deceased and whether or not the Corporation has notice thereof, be deemed to have been duly given or sent and received by all persons, including his heirs, executors, administrators or assigns, having any title to or interest in the shares registered in the name of such shareholder, either as sole holder or as holder thereof jointly with others.

(e) The signature to any notice, communication or document to be given or sent by the Corporation may be written, stamped, typewritten, printed or otherwise mechanically reproduced.

(f) The accidental omission to give or send any notice, communication or document to any shareholder or director or the auditor, or the non-receipt of any notice, communication or document by any shareholder or director or the auditor, or any error in any notice, communication or document not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice, communication or document or otherwise founded thereon.

(g) Any shareholder or director or the auditor may waive any notice or other communication or document required to be given or sent by the articles or the by-laws or by the Act and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or sending of such notice or other communication or document.

### **13. Period of Fiscal Year**

The fiscal year of the Corporation shall terminate on such day in each year as the board shall from time to time determine.

### **14. Repeal**

All previous by-laws of the Corporation are repealed effective as of the coming into force of this By-Law No. 1 without prejudice to any action taken thereunder prior to such repeal.





