

EVERYDAY PEOPLE FINANCIAL CORP.

BY-LAW NO. 1

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BY-LAW NO. 1

A By-law relating generally to the conduct of the business and affairs of EVERYDAY PEOPLE FINANCIAL CORP. (the "**Corporation**") is made as follows:

DEFINITIONS/INTERPRETATION/OFFICE/AGENT/SEAL

1. Definitions

In this By-law and all other by-laws of the Corporation, the following terms have the following indicated meanings:

- (a) "**Act**" means the *Business Corporations Act* (Alberta) and the regulations made pursuant to it, as from time to time amended, and in the case of such amendment, any reference in the By-laws are to be read as referring to the amended provisions thereof;
- (b) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation or continuance of the Corporation;
- (c) "**Board**" means the board of directors of the Corporation;
- (d) "**By-laws**" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (e) "**Chair**" means the chairperson of the Board;
- (f) "**recorded address**" means, subject to Paragraph 70 of the By-laws: (i) in the case of a shareholder, their address as recorded in the securities register of the Corporation, and in the case of joint shareholders, the address appearing in the securities register of the Corporation in respect of the joint holding or the first address so appearing if there is more than one; (ii) in the case of a director, their latest address as recorded in the most recent notice filed under section 106 or 113 of the Act; or (iii) in the case of an officer, auditor or member of a committee of the Board, their latest address as shown in the records of the Corporation; and
- (g) "**STA**" means the *Securities Transfer Act* (Alberta) and the regulations made pursuant to it, as from time to time amended, and in the case of such amendment, any reference in the By-laws are to be read as referring to the amended provisions thereof.

2. Interpretation

- (a) **Defined Terms.** All terms used in the By-laws that are defined in the Act and are not otherwise defined in the By-laws will have the meanings given to such terms in the Act.
- (b) **Number.** Words importing the singular number include the plural and *vice versa*.
- (c) **Headings.** The headings used in the By-laws are inserted for reference purposes only. The headings are not to affect the construction or interpretation of the By-laws or to indicate that all of the provisions of the By-laws relating to any topic are to be found in any particular paragraph.

- (d) **Certain Terms.** The term "including", "includes" and "include" means "including (or includes or include) without limitation." Any reference to a specific Paragraph number refers to the specified Paragraph in these By-laws, and any reference to a specific section number refers to the specified section in the Act unless another act is otherwise specified.
- (e) **Computation of Time.** Where a given number of days' notice or calculating a period of time is required to be given under the Articles or By-laws, the day the notice is sent will not be counted in such number of days or period.

3. Registered Office

The Corporation shall at all times have a registered office within Alberta. Subject to section 20(4) of the Act, the directors of the Corporation may at any time:

- (a) change the address of the registered office within Alberta;
- (b) designate, or revoke or change a designation of, a records office within Alberta; or
- (c) designate, or revoke or change a designation of, a post office box within Alberta as the address for service by mail of the Corporation.

4. Agent for Service

The Corporation must appoint an agent for service who is a resident Albertan in accordance with section 20.1 of the Act. The Corporation must also give notice to the Registrar upon any of the following:

- (a) the initial appointment of agent for service;
- (b) any change in the name, address or other contact information of the agent for service; or
- (c) the death of the agent for service or the revocation of the agent's appointment.

Upon death or revocation, the Corporation must appoint a new agent for service and provide notice of such appointment without delay. The Corporation may also appoint an alternative agent for service in accordance with section 20.2 of the Act.

5. Seal

The directors may by resolution from time to time adopt and change a corporate seal of the Corporation.

DIRECTORS

6. Number

Subject to section 101(2) of the Act, the number of directors will be the number fixed by the Articles, or where the Articles provide for a minimum and maximum number of directors, the Board shall determine from time to time the number of directors within such limits. If the Board fails to set such a number, the shareholders will fix the number of directors within such limits by special resolution.

7. Vacancies

Subject to section 111 of the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure to elect the number or minimum number of directors required by the Articles. If there is not a quorum of directors, or if there has been a failure to elect the number or minimum number of directors required by the Articles, the directors then in office shall, without delay, call a special meeting of shareholders to fill the vacancy, and if they fail to call a meeting or if there are no directors then in office, any shareholder can call the meeting.

A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

8. Powers

The directors shall manage, or supervise the management of, the business and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not expressly directed or required to be done in some other manner by the Act, the Articles, the By-laws, any special resolution of the shareholders of the Corporation, a unanimous shareholder agreement or by statute.

9. Duties

Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

10. Qualification

The following persons are disqualified from being a director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who
 - (i) is a represented adult as defined in the *Adult Guardianship and Trustee Act* (Alberta) or is the subject of a certificate of incapacity that is in effect under the *Public Trustee Act* (Alberta),
 - (ii) is a formal patient as defined in the *Mental Health Act* (Alberta),
 - (iii) is the subject of an order under *The Mentally Incapacitated Persons Act* (Alberta) appointing a committee of the person or estate or both, or
 - (iv) has been found to be a person of unsound mind by a court elsewhere than in Alberta;
- (c) a person who is not an individual; and

- (d) a person who has the status of bankrupt.

Unless required by the Articles, a director of the Corporation is not required to hold shares issued by the Corporation.

11. First Directors

Each director named in the notice of directors delivered with the articles of incorporation will hold office from the issue of the certificate of incorporation until the first meeting of shareholders.

12. Election/Term of Office

Subject to sections 106 and 107 of the Act, the shareholders of the Corporation shall, at the first meeting of shareholders and at each succeeding annual meeting at which an election of directors is required, elect directors to hold office for a term expiring not later than the close of the next annual meeting of shareholders following the election. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of shareholders following his or her election but, if qualified, is eligible for re-election. Notwithstanding the foregoing, if directors are not elected at a meeting of shareholders, the incumbent directors continue in office until their successors are elected.

If a meeting of shareholders fails to elect the number or the minimum number of directors required by the Articles by reason of the disqualification or death of any candidate, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum.

13. Consent to Election

A person who is elected or appointed as a director is not a director unless such person was present at the meeting when the person was elected or appointed and did not refuse to act as a director, or if the person was not present at the meeting when the person was elected or appointed, the person consented to act as a director in writing before the person's election or appointment or within 10 days after it, or the person has acted as a director pursuant to the election or appointment.

14. Removal

Subject to section 107(g) of the Act, the shareholders of the Corporation may by ordinary resolution at a special meeting remove any director or directors from office before the expiration of his or her term of office and may elect any person in his or her stead for the remainder of the director's term. Notwithstanding the foregoing sentence, where the holders of any class or series of shares of the Corporation have an exclusive right to elect one or more directors, a director so elected may only be removed by an ordinary resolution at a meeting of the shareholders of that class or series.

15. Vacation of Office

A director of the Corporation ceases to hold office when:

- (a) the director dies or resigns;
- (b) the director is removed from office; or
- (c) the director becomes disqualified under Paragraph 10 of this By-law.

A resignation of a director becomes effective at the time a written resignation is sent to the Corporation, or at the time specified in the resignation, whichever is later.

16. Validity of Acts

An act of a director or officer is valid notwithstanding an irregularity in the director or officer's election or appointment or a defect in the director or officer's qualifications.

MEETINGS OF DIRECTORS

17. Regular and Special Purpose Meetings

Unless the Articles otherwise provide, meetings of directors and of any committee of directors may be held at any place within or outside Alberta. A meeting of directors may be convened by the Chair (if any), the President (if any) or any director at any time. The Secretary (if any) or any other officer or any director shall, as soon as reasonably practicable following receipt of a direction from any of the foregoing, send a notice of the applicable meeting to the directors in accordance with Paragraph 19.

18. Electronic, Telephone and Other Communication Facilities

A director may participate in a meeting of directors or of any committee of directors by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a director participating in a meeting by any such means is deemed for the purposes of the Act and the By-laws to be present at that meeting.

19. Notice

Notice of the time and place for the holding of any meeting of directors or of any committee of directors must be sent to each director or each director who is a member of such committee, as the case may be, not less than 48 hours before the time of the meeting, except that a meeting of directors or of any committee of directors may be held at any time without notice if all the directors or members of such committee are present (except where a director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent directors waive notice of the meeting. Any notice of meeting of the directors (or a committee of the Board) may be sent to the directors (or members of the applicable committee) by way of email or text message in addition to the methods of giving notice specified in Paragraph 70. The notice of a meeting of directors must specify any matter referred to in section 115(3) of the Act (such matters are listed in Paragraph 26(a) – (k) of this By-law) that is to be dealt with at the meeting but need not otherwise specify the purpose or the business to be transacted at the meeting.

For the first meeting of directors to be held following the election of directors at an annual or special meeting of the shareholders, or for a meeting of directors at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted so long as a quorum of the directors is present.

20. Waiver of Notice

Notice of any meeting of directors or of any committee of directors or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any director in writing or email addressed to the Corporation or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a director at any meeting of

directors or of any committee of directors is a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

21. Omission of Notice

The accidental omission to give notice of any meeting of directors or of any committee of directors to, or the non-receipt of any notice by, any person will not invalidate any resolution passed or any proceeding taken at such meeting.

22. Adjournment

Any meeting of directors or of any committee of directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of an adjourned meeting of directors or committee of directors is not required to be given if the date, time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting will be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting will be deemed to have terminated immediately after its adjournment. Any business may be brought before or dealt with at the adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

23. Quorum and Voting

Subject to the Articles, a majority of the number of directors then in office constitutes a quorum at any meeting of directors and such a quorum of directors may exercise all the powers of the directors. Subject to the Act, directors cannot transact business at a meeting of directors unless a quorum is present. Questions arising at any meeting of directors will be decided by a majority of votes. In the case of an equality of votes, the Chair will not have a second or casting vote.

24. Conduct of Meetings

The Chair of the Board (if any) shall preside as chair at all meetings of the Board, or in his or her absence or inability to act, the President (if any) shall preside if the President is also a director. In the President's absence or inability to act, a Vice-President (if any) who is also a director shall preside (if there is more than one Vice-President, the position of chair of the meeting will be designated in order of seniority). In the absence or inability to act of a Vice-President, the individual whom the Chair appoints as chair of the meeting shall act as chairperson and preside at the meeting. If the Board does not appoint a Chair, or all such foregoing persons are absent, or if the Chair does not appoint a chair of the meeting, then a director selected by a majority of votes of the Board will preside as chair. The secretary (if any), or in his or her absence or inability to act, the individual whom the chair of the meeting appoints as secretary, will act as secretary of the meeting and keep the meeting minutes.

25. Resolution instead of Meeting

A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors is as valid as if it had been passed at a meeting of directors or committee of directors. A resolution in writing dealing with all matters required by the Act or the By-laws to be dealt with at a meeting of directors, and signed by all the directors entitled to vote at that meeting, satisfies all the requirements of the Act and the By-laws relating to meetings of directors.

COMMITTEES OF DIRECTORS

26. General

The directors may from time to time appoint from among themselves a managing director or one or more committees of directors, and may delegate to any such managing director or committee, any of the powers of the directors, except that no managing director or committee will have the authority to:

- (a) submit to the shareholders any question or matter requiring the approval of the shareholders;
- (b) fill a vacancy among the directors or in the office of auditor;
- (c) appoint additional directors;
- (d) issue securities except in the manner and on the terms authorized by the directors;
- (e) declare dividends;
- (f) purchase, redeem or otherwise acquire shares issued by the Corporation, except in the manner and on the terms authorized by the directors;
- (g) pay a commission referred to in section 42 of the Act;
- (h) approve a management proxy circular referred to in Part 12 of the Act;
- (i) approve any financial statements referred to in section 155 of the Act;
- (j) adopt, amend or repeal by-laws of the Corporation; or
- (k) exercise any other power under the Act that a committee of directors has no authority to exercise.

27. Audit Committee

Subject to section 171(3) of the Act, if the Corporation becomes a distributing corporation (defined as a reporting issuer for the purposes of the *Securities Act* (Alberta)), the Board shall appoint from among themselves an audit committee to be composed of not fewer than three directors, a majority of whom are not officers or employees of the Corporation or any of its affiliates, to hold such position until the next annual meeting of shareholders. At any time when the Corporation is not a distributing corporation, the Board may (but will not be required to) appoint from among themselves an audit committee to be composed of such number of directors as may be determined by the Board from time to time in accordance with the Act, to hold such position until the next annual meeting of the shareholders.

Each member of the audit committee shall serve at the pleasure of the Board and, in any event, only so long as such member is a director of the Corporation. The directors may fill vacancies in the audit committee by election from among themselves. The audit committee, if appointed, shall have power to fix its quorum at not less than a majority of its members and to determine its own rules of procedure subject to any requirements imposed by the Board from time to time and this Paragraph 27.

The auditor of the Corporation is entitled to receive notice of every meeting of the audit committee and, at the expense of the Corporation, to attend and be heard thereat. If requested by a member of the audit committee, the auditor shall attend every meeting of the committee held during the term of office of the auditor. The auditor of the Corporation or any member of the audit committee may call a meeting of the audit committee.

The audit committee, if appointed, shall review the financial statements of the Corporation referred to in section 155 of the Act before they are approved by the Board under section 158 of the Act, and will have such other powers and duties as may from time to time by resolution be assigned to it by the Board.

REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES

28. Remuneration of Directors, Officers and Employees

The directors of the Corporation may fix the remuneration of the directors, officers and employees of the Corporation. Any remuneration paid to a director of the Corporation will be in addition to the salary paid to such director in his or her capacity as an officer or employee of the Corporation. Subject to section 120 of the Act, the directors may also by resolution award special remuneration to any director in undertaking any special services on the Corporation's behalf other than the routine work ordinarily required of a director of the Corporation. The confirmation of any such resolution by the shareholders will not be required. The directors, officers and employees will also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation.

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO SHAREHOLDERS FOR APPROVAL

29. Submission of Contracts or Transactions to Shareholders for Approval

The directors, in their discretion, may submit any contract, act or transaction for approval, ratification or confirmation at any annual or special meeting of shareholders called for the purpose of considering the same. Any contract, act or transaction approved, ratified or confirmed by resolution passed by a majority of the votes cast at any such shareholders' meeting (unless any different or additional requirement is imposed by the Act or other applicable law or by the Corporation's Articles or any other By-law) will be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved, ratified and/or confirmed by every shareholder of the Corporation.

CONFLICT OF INTEREST

30. Conflict of Interest

A director or officer of the Corporation who is:

- (a) a party to a material contract or material transaction or proposed material contract or proposed material transaction with the Corporation; or
- (b) a director or an officer of, or has a material interest in, any person who is a party to a material contract or material transaction or proposed material contract or proposed material transaction with the Corporation;

shall, at the time and in the manner provided in the Act, disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors, the nature and extent of his or her interest.

If a material contract is made or a material transaction is entered into between the Corporation and one or more of its directors or officers, or between the Corporation and another person of which a director or officer of the Corporation is a director or officer or in which he or she has a material interest, the director or officer will not be accountable to the Corporation or its shareholders for any profit or gain realized from the contract or transaction, and the contract will not be void or voidable, by reason only of that relationship or by reason only that such director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if (a) the director or officer disclosed his or her interest in accordance with the Act, and (b) the contract or transaction was reasonable and fair to the Corporation at the time it was approved.

Even if the foregoing conditions are not met, a director or officer, acting honestly and in good faith, will not be accountable to the Corporation or to its shareholders for any profit or gain realized from any such contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the Corporation at the time it was approved, will not be void or voidable by reason only of the director's or officer's interest therein where (a) the contract or transaction is confirmed or approved by special resolution at a meeting of the shareholders duly called for that purpose, and (b) the nature and extent of the director or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting or in the information circular.

PROTECTION OF DIRECTORS AND OFFICERS

31. Indemnities to Directors and Others

- (a) The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, or any other individual permitted by the Act to be so indemnified in the manner and to the fullest extent permitted by the Act. Without limiting the generality of the foregoing, but subject to section 124 of the Act, the Corporation shall indemnify such individual against all costs, charges and expenses, including costs reasonably incurred in the defence of an action or proceeding and an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall advance money to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Paragraph 31(a). The individual shall repay the money if the individual does not fulfill the conditions of Paragraph 31(c).
- (c) The Corporation shall not indemnify an individual under Paragraph 31(a) unless the individual:
 - (i) acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

- (d) The Corporation shall, with the approval of a court, indemnify an individual referred to in Paragraph 31(a), or advance money under Paragraph 31(b), in respect of an action by or on behalf of the Corporation or other entity to obtain a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Paragraph 31(a), against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfills the conditions set out in Paragraph 31(c). The individual must repay the money if the individual does not fulfill the conditions of Paragraph 31(c).

32. Insurance

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Paragraph 31(a) against any liability incurred by that individual to the extent permitted by the Act.

OFFICERS

33. Appointment of Officers

The directors may appoint, annually or as often as may be required, from among themselves, a Chair of the Board (either on a full-time or part-time basis), a Chief Executive Officer, President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary and a Treasurer. None of such officers except the Chair needs to be a director of the Corporation although a director may be appointed to any office of the Corporation. Two or more offices of the Corporation may be held by the same person. The directors may from time to time appoint other officers, employees and agents as they deem necessary.

34. Powers and Duties

The powers and duties of the officers of the Corporation will be as provided from time to time by resolution of the Board, or by such other description of the respective officer role approved by the Board as set out in a policy, mandate, agreement, job description or other terms of reference. In the absence of such resolution or other role description, the respective officers will have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation, subject to the control of the Board. The directors may from time to time and subject to the provisions of the Act, vary, add to or limit the duties and powers of any officer, employee or agent.

35. Removal of Officers and Vacation of Office

Subject to the Articles, all officers, employees and agents are subject to removal by resolution of the directors at any time, with or without cause.

An officer of the Corporation ceases to hold office when such officer dies, resigns or is removed from office. A resignation of an officer becomes effective at the time a written resignation is sent to the Corporation, or at the time specified in the resignation, whichever is later.

36. Vacancies

If the office of Chair of the Board, President, Vice-President, Secretary, Treasurer, or any other office created by the directors pursuant to Paragraph 33 is or becomes vacant by reason of death, resignation,

removal from office or in any other manner whatsoever, the directors may appoint an individual to fill such vacancy.

37. Duties of Officers may be Delegated

In case of the absence or inability or refusal to act of any officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

38. Agents and Attorneys

The Corporation shall have power from time to time to appoint agents or attorneys for the Corporation within or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as the directors, Chair, or the President of the Corporation may consider necessary or appropriate.

SHAREHOLDERS' MEETINGS

39. Annual Meeting

The annual meeting of shareholders will be held at such date, time and place within Alberta that the directors determine (or outside Alberta if the place is specified in the Articles or if all the shareholders entitled to vote at that meeting agree that the meeting is to be held at that place). Subject to section 132 of the Act, the directors shall call the Corporation's first annual meeting not later than 18 months after the Corporation's date of incorporation, and subsequently the directors must call each annual meeting not later than 15 months after holding its last preceding annual meeting.

40. Special Meetings

The directors of the Corporation may at any time call a special meeting of shareholders to be held on such day, time and place within Alberta (or outside Alberta if the place is specified in the Articles or all the shareholders entitled to vote at the meeting agree that the meeting is to be held at that place) as the directors may determine.

41. Meeting on Requisition of Shareholders

The registered holders or beneficial owners of not less than 5% of the issued shares of the Corporation that carry the right to vote at a meeting sought to be held may requisition the directors to call a meeting of shareholders for the purposes stated in the requisition. The requisition must state the business to be transacted at the meeting and be sent to each director and to the registered office of the Corporation. Subject to section 142(3) of the Act, upon receipt of the requisition, the directors shall call a meeting of shareholders to transact the business stated in the requisition. If the directors do not call a meeting within 21 days after receiving the requisition, any registered or beneficial shareholder who signed the requisition may call the meeting.

42. Meetings held Entirely by Electronic Means

If the directors or the shareholders call a meeting of shareholders, the directors or the shareholders that called the meeting may determine that the meeting shall be held, in accordance with the Act, entirely by electronic means, telephone or other communication facility that permits all participants to communicate adequately with each other during the meeting.

43. Participation in Meetings by Electronic Means and Electronic Voting

Subject to the Act, a shareholder or any other person entitled to attend a meeting of shareholders may participate in the meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other and a person participating in such a meeting by any such means is deemed for the purposes of the Act and the By-laws to be present at the meeting. Any such person entitled to vote at the meeting may vote, in accordance with the Act, by telephonic or electronic means that the Corporation has made available for that purpose.

44. Notice

A notice in writing of a meeting of shareholders stating the date, time and place of the meeting shall be sent not less than 21 days and not more than 50 days before the meeting to each director, to the auditor and to each shareholder of the Corporation entitled to vote at the meeting, who, on the record date for notice is registered on the records of the Corporation or its transfer agent as a shareholder. Notice of a meeting of shareholders called for any purpose other than considering the financial statements and auditor's report, fixing the number of directors, electing directors, or reappointing the incumbent auditor must state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment on that business, and the text of any special resolution to be submitted to the meeting.

45. Waiver of Notice

Any shareholder, duly appointed proxy of any shareholder, director or auditor of the Corporation may waive notice of any meeting of shareholders, or the time for the giving of any such notice, or any irregularity in any meeting or in the notice to any meeting, in writing or by email or other form of recorded electronic transmission addressed to the Corporation or in any other manner, and any such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a shareholder or any other person entitled to attend a meeting of shareholders is a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

46. Omission of Notice

The accidental omission to give notice of any meeting of shareholders to, or the non-receipt of any notice by, any person will not invalidate any resolution passed or any proceeding taken at any such meeting.

47. Record Dates

The directors may fix in advance a date as the record date for the determination of shareholders: (a) entitled to receive payment of a dividend; (b) entitled to participate in a liquidation or distribution; or (c) for any other purpose except the right to receive notice of or to vote at a meeting of shareholders, but such record date cannot precede by more than 50 days the particular action to be taken.

The directors may also fix in advance a date as the record date for the determination of shareholders entitled to receive notice of or to vote at a meeting of shareholders, but such record date cannot precede by more than 50 days or by less than 21 days the date on which the meeting is to be held.

If no record date is fixed,

- (a) the record date for the determination of shareholders entitled to receive notice of or to vote at a meeting of shareholders will be,

- (i) at the close of business on the last business day preceding the day on which the notice is sent; or
 - (ii) if no notice is sent, the day on which the meeting is held; and
- (b) the record date for the determination of shareholders for any purpose other than to establish a shareholder's right to receive notice of a meeting or to vote will be at the close of business on the day on which the directors pass the resolution relating to that purpose.

48. Shareholder List

The officer of the Corporation who has charge of the securities register shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares held by each shareholder in accordance with section 137 of the Act. If a record date is fixed pursuant to Paragraph 47, such officer shall prepare this list no later than 10 days after setting the record date. If no record date is fixed, then such officer shall prepare this list at the close of business on the day immediately preceding the day on which notice of a shareholders' meeting is given, or where no notice of a shareholders' meeting is given, on the day on which the meeting is held. Shareholders may examine the list of shareholders during usual business hours at the records office of the Corporation or at the place where the securities register is maintained, and at the meeting of shareholders for which the list was prepared. If this meeting is held solely by means of telephonic or electronic means, the list will be open for inspection by any shareholder during the time of the meeting.

49. Conduct of Meetings

The Chair of the Board (if any) shall preside as chair at all meetings of shareholders, or in his or her absence, inability, refusal or failure to act, the President (if any), or, in his or her absence, inability, refusal or failure to act, a Vice-President who is also a director (if there is more than one eligible Vice-President, the position of chair of the meeting will be designated in order of seniority), shall act as chairperson of, and preside at the meeting. In the absence of all such persons or, in case of their inability, refusal or failure to act, the persons present entitled to vote shall choose another director as chair. If no director is present, or if all the directors present refuse to act, then the persons entitled to vote shall choose one from among themselves to be chair of the meeting. The secretary (if any), or in his or her absence, inability, refusal or failure to act, the individual whom the chair of the meeting appoints as secretary, shall act as secretary of the meeting and keep the meeting minutes.

The chairperson of any shareholders' meeting will have the right and authority to make decisions, and to establish rules and procedures for the proper conduct at the meeting. His or her decision in any matter will be conclusive and binding on the shareholders. Such decisions, rules or procedures may include:

- (a) determining the validity of any instruments of proxy;
- (b) admitting or rejecting a vote;
- (c) determining when the polls or ballots will open and close for any given matter to be voted on at the meeting; and
- (d) limiting the time allotted for participants' questions or comments.

50. Votes

Votes at meetings of shareholders may be cast either personally or by proxy. Subject to Paragraph 52, every question submitted to any meeting of shareholders will be decided on a show of hands, except when a ballot is required by the chair of the meeting or is demanded by a shareholder or proxyholder entitled to vote at the meeting. A shareholder or proxyholder may demand a ballot either before or on the declaration of the result of any vote by a show of hands. At every meeting at which shareholders are entitled to vote, each shareholder present in person and every proxyholder will have one vote on a show of hands. Upon any ballot on which shareholders are entitled to vote, each shareholder present in person or by proxy will (subject to the Articles) have one vote for every share registered in the name of such shareholder. In the case of an equality of votes, the Chair or an acting chair of the meeting will not have a second or casting vote in addition to the vote or votes to which he or she may be entitled as a shareholder or proxyholder.

At any meeting of shareholders, unless a ballot is demanded, an entry in the minutes of the meeting that a resolution was carried or defeated following a vote by way of a show of hands is sufficient proof of the results of the vote, and no record need be kept of the number or proportion of votes for or against the resolution. However, the chair of the meeting may direct that a record be kept of the number or proportion of votes for or against the resolution for any purpose the chair of the meeting considers appropriate.

If at any meeting a ballot is demanded on the election of a chair for the meeting or on the question of an adjournment or termination, the ballot must be taken immediately without adjournment. If a ballot is demanded on any other question or as to the election of directors, the ballot must be taken in such manner and at such time as the chair of the meeting directs. The result of a ballot will be deemed to be the decision of the shareholders upon the said question. A demand for a ballot may be withdrawn.

51. Right to Vote

Subject to section 139 of the Act or unless the Articles otherwise provide, each share of the Corporation entitles the holder of such share to one vote at a meeting of shareholders.

Where a body corporate or a trust, association or other unincorporated organization is a shareholder of the Corporation, any individual authorized by a resolution of the directors of the body corporate or the directors, trustees or other governing body of the association, trust or unincorporated organization, to represent it at meetings of shareholders of the Corporation will be recognized as the person entitled to vote at all such meetings of shareholders in respect of the shares held by such body corporate or by such trust, association or other unincorporated organization and the chair of the meeting may establish or adopt rules or procedures in relation to the recognition of a person to vote shares held by such body corporate or by such trust, association or other unincorporated organization.

Where a person holds shares as a personal representative, such person or his or her proxy is the person entitled to vote at all meetings of shareholders in respect of the shares so held by him or her, and the chair of the meeting may establish or adopt rules or procedures in relation to the recognition of such person to vote the shares in respect of which such person has been appointed as a personal representative.

Where a person mortgages, pledges or hypothecates his or her shares, such person or such person's proxy is the person entitled to vote at all meetings of shareholders in respect of such shares so long as such person remains the registered owner of such shares unless, in the instrument creating the mortgage, pledge or hypothec, the person has expressly empowered the person holding the mortgage, pledge or hypothec to vote in respect of such shares, in which case, subject to the Articles, such holder or such holder's proxy is the person entitled to vote in respect of the shares and the chair of the meeting may establish or adopt rules or

procedures in relation to the recognition of the person holding the mortgage, pledge or hypothec as the person entitled to vote in respect of the applicable shares.

Where two or more persons hold shares jointly, one of those holders present at a meeting of shareholders may in the absence of the others vote the shares, but if two or more of those persons who are present, in person or by proxy, vote, they shall vote as one on the shares jointly held by them and the chair of the meeting may establish or adopt rules or procedures in that regard.

52. Proxies

Every shareholder entitled to vote at a meeting of shareholders may, by means of a proxy, appoint a proxyholder and one or more alternate proxyholders, who are not required to be shareholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy.

A proxy must be in a form compliant with the Act and must be signed in writing or by electronic signature by the shareholder or an attorney who is authorized by a document that is signed in writing or by electronic signature, or if the shareholder is a body corporate, by an officer or attorney of the body corporate duly authorized. A proxy will be valid only at the meeting in respect of which it is given or any adjournment of that meeting.

An instrument appointing a proxyholder may be in the following form or in any other form which complies with the requirements of the Act:

The undersigned shareholder of _____ hereby appoints _____ of _____, whom failing, _____ of _____ as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the meeting of the shareholders of the said Corporation to be held on the ___ day of _____, 20__ and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment thereof.

Dated the ___ day of _____, 20__.

Signature of Shareholder

53. Time for Deposit of Proxies

The directors may specify in a notice calling a meeting of shareholders a time not exceeding 48 hours, excluding non-business days, preceding the meeting or an adjournment of the meeting before which time proxies to be used at the meeting must be deposited with the Corporation or its agent. If no such time is specified in a notice, a proxy cannot be acted upon unless it is received by the Secretary or by the Chair prior to the time of voting at the meeting or any adjournment thereof.

54. Adjournment

The chair of the meeting may, with the consent of the meeting, adjourn any meeting of shareholders from time to time to a fixed time and place. If the meeting is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary to give notice of the adjourned meeting other than by announcement at the time of an adjournment. If the meeting of shareholders is adjourned by one or more

adjournments for an aggregate of 30 days or more, notice of the adjourned meeting must be given as for an original meeting. If the meeting is adjourned by one or more adjournments for an aggregate of more than 90 days and the Corporation is not a private issuer, then the shareholders who wish to appoint a proxy will have to submit a new proxy.

Any adjourned meeting will be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting. If there is no quorum present at the adjourned meeting, the original meeting will be deemed to have terminated immediately after its adjournment. At any such adjourned meeting no business will be transacted other than business left unfinished at the meeting from which the adjournment took place.

55. Quorum

Subject to the final paragraph of this Paragraph 55, at any meeting of the shareholders of the Corporation:

- (a) two (or more) shareholders, present in person or represented by proxy, will be quorum for purposes of electing a chair of the meeting and for adjourning the meeting to a fixed time and place, but not for the transaction of any other business; and
- (b) two (or more) shareholders, present in person or represented by proxy, who hold or represent by proxy not less than 5% in the aggregate of the issued and outstanding shares of the Corporation will be quorum for the transaction of all other business.

If a quorum (as contemplated by Paragraph 55(b)) is present at the opening of a meeting of shareholders, the shareholders present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.

If the Corporation has only one shareholder, or one shareholder holding a majority of the shares entitled to vote at the meeting, that shareholder present on their own behalf or by proxy constitutes a meeting and a quorum for such meeting.

56. Persons Entitled to be Present

The only persons entitled to be present at a meeting of shareholders will be those entitled to vote at such meeting, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair or with the consent of the meeting.

57. Resolution instead of Meetings

A resolution in writing signed by all the shareholders entitled to vote on that resolution is as valid as if it had been passed at a meeting of the shareholders. A resolution in writing dealing with all matters required by the Act or the By-laws to be dealt with at a meeting of shareholders, and signed by all the shareholders entitled to vote at that meeting, satisfies all the requirements of the Act or the By-laws relating to meetings of shareholders.

SHARES AND TRANSFERS

58. Issuance

Subject to the Articles and the Act, the Board may issue shares in the Corporation at the times and to the persons and for the consideration that the Board determines, except that no share can be issued until it is fully paid in money or in property or past service that is not less in value than the fair equivalent of the money that the Corporation would have received if the share had been issued for money.

59. Share Certificates

Every shareholder is entitled to a share certificate or to a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate, at the shareholder's option, stating the number and class or series of shares held by the shareholder on the securities register. The share certificates, if any, must be in compliance with the Act and in such form as the Board may from time to time by resolution approve. Such certificates must be signed by any two directors and/or officers of the Corporation or by or on behalf of a registrar, transfer agent or branch transfer agent of the Corporation, or by a trustee who certifies it in accordance with a trust indenture. Any signatures required on a share certificate may be electronic, printed or otherwise mechanically reproduced. If a share certificate contains an electronic, printed or mechanically reproduced signature of a person, the Corporation may issue the share certificate, notwithstanding that such person has ceased to be a director or an officer of the Corporation, and the share certificate is as valid as if he or she were a director or an officer at the date of its issue.

60. Replacement of Share Certificates

A shareholder must report to the Corporation any destruction, theft or loss of a share certificate. The Board or any officer or agent designated by the Board may, in their discretion direct the issue of a new share certificate upon the cancellation of a share certificate that has been destroyed, stolen or lost in replacement thereof and require the shareholder to give the Corporation an indemnity sufficient to indemnify the Corporation against any claim that may be made against the Corporation with respect to the certificate alleged to have been destroyed, lost or stolen together with a reasonable fee and evidence of loss and of title (including a statutory declaration).

61. Transfer Agents and Registrars

The directors may from time to time by resolution appoint or remove: (a) one or more trust corporations as its agent or agents to maintain a central securities register or registers; and (b) an agent or agents to maintain a branch securities register or registers for the Corporation.

62. Dealings with Registered Holder

Subject to the Act, the STA, the *Civil Enforcement Act* (Alberta) and this By-law, the Corporation may treat the registered owner of a security as the person exclusively entitled to vote, to receive notices, to receive any interest, dividend or other payments in respect of the security, and otherwise to exercise all the rights and powers of an owner of the security.

63. Registration of Transfers

Subject to the Act, the STA and the Articles, no share transfer will be registered until the share certificate representing the shares to be transferred has been presented together with either an endorsement on the certificate or a duly executed share transfer power of attorney, in each case in compliance with the STA. In

the case of uncertificated shares, no share transfer will be registered until a duly executed share transfer power of attorney has been presented for registration in compliance with the Act, the STA and the Articles.

64. Electronic, Book-Based or Other Uncertificated Registered Positions

Subject to section 48(1) of the Act, a registered security holder may have their holdings of securities of the Corporation evidenced by an electronic, book-based, direct registration service or other uncertificated entry or position on the register of security holders to be kept by the Corporation or its agent in place of a physical share certificate pursuant to a registration system that may be adopted by the Corporation or its transfer agent. The By-laws will be read such that a registered holder of securities of the Corporation pursuant to any such electronic, book-based, direct registration service or other uncertificated entry or position will be entitled to all of the same benefits, rights, entitlements and will incur the same duties and obligations as a registered holder of securities evidenced by a physical share certificate. The Corporation and its transfer agent (if any) may adopt such policies and procedures and require such documents and evidence as they may determine necessary or desirable in order to facilitate the adoption and maintenance of a security registration system by electronic, book-based, direct registration system or other uncertificated means.

DIVIDENDS

65. Dividends

Subject to the Articles, the directors may from time to time by resolution declare, and the Corporation may pay, dividends on its issued shares.

The Corporation cannot declare or pay a dividend if there are reasonable grounds for believing that:

- (a) the Corporation is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realizable value of the Corporation's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes.

The Corporation may pay a dividend consisting of fully paid shares of the Corporation, money or other property.

66. Joint Shareholders

In case several persons are registered as joint holders of any securities of the Corporation, any one of such persons may give effectual receipts for all dividends and payments on account of dividends, principal, interest and or redemption payments in respect of such securities.

67. Dividend Payments

A dividend payable in money is to be paid by: (a) an electronic funds transfer to the bank account designated by the registered holder; (b) a cheque sent by prepaid ordinary mail to the registered holder at their recorded address; or (c) such other method as the Corporation and registered holder agree. In the case of joint holders, the cheque will be made payable to the order of all of such joint holders unless such joint holders otherwise direct, and if more than one address is recorded in the Corporation's security register in respect of such joint holding, the cheque will be mailed to the first address that is listed. Payment of the dividend (plus the amount of the tax required by law to be deducted) will discharge all liability for the dividend unless such cheque is not paid on presentation or the amount of tax so deducted is not paid to the appropriate taxing

authority. In the event of non-receipt of any dividend by the person to whom it was sent, the Corporation shall resend to such person payment for the same amount by way of electronic funds transfer, cheque or such other method as the Corporation and registered holder agree, and on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt as any officer or director may from time to time require, whether generally or in any particular case.

68. Unclaimed Dividends

Any dividend unclaimed after a period of six years from the date it was declared to be payable will be forfeited and will revert to the Corporation.

VOTING SECURITIES IN OTHER BODIES CORPORATE

69. Voting Securities in other Bodies Corporate

All securities or other interests held from time to time by the Corporation in a body corporate or a partnership, trust, association or other unincorporated organization carrying voting rights that may be exercised by or on behalf of the Corporation, whether as a holder, trustee or otherwise, may be voted at all meetings of the applicable shareholders, unitholders or holders of such securities or other interests, as the case may be, and in such manner and by such person or persons as the Board determines from time to time. Any officer of the Corporation may also from time to time execute and deliver, for and on behalf of the Corporation, proxies and arrange for the issuance of voting certificates or other evidence of the right to vote in such names as such officer may determine, without the necessity of a resolution or other action by the Board.

NOTICES

70. Method of Giving Notice

Any notice, document or other communication (in this Paragraph, a "**Notice**") to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-Laws, or any unanimous shareholder agreement, to a shareholder, director, officer, auditor or member of a committee of directors will be sufficiently given if delivered in one of the following ways:

- (a) delivered personally to the addressee during normal business hours at their recorded address (such a Notice will be deemed to be received by the addressee when actually delivered);
- (b) delivered by a prepaid courier service to the addressee's recorded address (such a Notice will be deemed to be received by the addressee when actually delivered);
- (c) sent by registered mail (postage prepaid) to the addressee (such a Notice will be deemed to have been received by the addressee on the third business day following the date of mailing unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all);
- (d) transmitted by email or other electronic means consented to by the directors in accordance with the provisions of the Act and the procedures set out below; or
- (e) sent in a manner prescribed by a unanimous shareholder agreement in respect of the Corporation, if applicable.

A notice or document required to be sent or delivered as noted above in this Paragraph 70 or pursuant to section 256 or section 257 of the Act may be sent by electronic means in accordance with the provisions of the *Electronic Transactions Act* (Alberta).

The Secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of directors in accordance with any information believed by him or her to be reliable.

71. Undelivered Notices

If the Corporation sends a notice or document to a shareholder and the notice or document is returned on two consecutive occasions because the shareholder cannot be found, the Corporation is not required to send any further notices or documents to the shareholder until the shareholder informs the Corporation in writing of the shareholder's new address.

72. Notice to Joint Shareholders

If two or more persons are registered as joint holders of any share, any notice will be addressed to all such joint holders but notice given to any one or more of such persons at the recorded address for such joint shareholder will be sufficient notice to all of them.

73. Persons Becoming Entitled by Operation of Law

Every person who becomes entitled to any shares in the capital of the Corporation by operation of law, transfer or by any other means shall be bound by every notice or document in respect of such shares, including those notices and documents sent to the prior owner of such shares before their name and address was entered on the records of the Corporation.

74. Signatures upon Notices

Subject to applicable law and the requirements of any regulatory authority, the signature of any director or officer of the Corporation upon any notice need not be a manual signature.

75. Proof of Service

A certificate of any officer of the Corporation in office at the time of the making of the certificate or of an agent of the Corporation as to facts in relation to the mailing or delivery or sending of any notice or document to any shareholder, director, officer or auditor of the Corporation or any other person or publication of any notice or document will be conclusive evidence thereof and will be binding on every shareholder, director, officer or auditor of the Corporation or other person, as the case may be.

CUSTODY OF SECURITIES

76. Custody of Securities

All securities (including warrants) owned by the Corporation may be kept (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by any officer or director.

All securities (including warrants) belonging to the Corporation may be issued and held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee,

will be held in the names of the nominees jointly with right of survivorship) and will be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be completed and registration thereof to be effected.

EXECUTION OF CONTRACTS

77. Execution of Contracts

Contracts, documents or instruments requiring the signature of the Corporation may be signed by any two directors and/or officers or any person or persons authorized by resolution of the directors and all contracts, documents or instruments so signed will be binding upon the Corporation without any further authorization or formality. The directors are authorized from time to time by resolution to appoint any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments.

The corporate seal (if any) of the Corporation may be affixed by any director or officer to contracts, documents or instruments signed by such director or officer or by the person or persons appointed as aforesaid by resolution of the directors.

The term "**contracts, documents or instruments**" as used in this By-law includes agreements, notices, deeds, mortgages, hypothecs, charges, cheques, drafts, directions for the payment of money, acceptances, conveyances, transfers and assignments of property (real or personal, or immovable or movable), releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities.

The signature of any director or officer or any other person appointed by resolution of the directors on all contracts, documents or instruments executed or issued by or on behalf of the Corporation may be electronic or mechanically reproduced. Such signatures will be valid and have the same legal effect as if the contracts, documents or instruments were signed manually, notwithstanding that the persons whose signature is affixed or reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments.

FISCAL PERIOD

78. Fiscal Period

The fiscal period of the Corporation will terminate on such day in each year as the Board may from time to time by resolution determine.

CONFLICT WITH LAW, ARTICLES OR UNANIMOUS SHAREHOLDER AGREEMENT

79. Conflict with Law, Articles or Unanimous Shareholder Agreement

The By-laws are enacted subject to the Act, the Articles and any unanimous shareholder agreement. If the By-laws conflict with the Act, the Articles or any unanimous shareholder agreement, the conflict will be resolved in favour of the Act, Articles or unanimous shareholder agreement.

EXECUTION AND DELIVERY BY ELECTRONIC MEANS

80. Execution and Delivery by Electronic Means

The By-laws, resolutions, consents and other documents required by the Act to be kept with the records of the Corporation may be executed and delivered in counterparts and all of which, when taken together, will be deemed to constitute one and the same document. Counterparts may be executed by electronic means (including by electronic signature) and delivered by email or other means of electronic transmission, and any such execution and delivery will be deemed to have the same legal effect as delivery of an original signed counterpart of such document.

[Signature page follows]

MADE the 30th day of August, 2022.

EVERYDAY PEOPLE FINANCIAL CORP.

(signed) "Richard Graham"

Name: Richard Graham

Title: President, Chief Executive Officer, Chief
Financial Officer, Corporate Secretary

EVERYDAY PEOPLE FINANCIAL CORP.

BY-LAW NO. 2

A by-law respecting the borrowing of money, the giving of guarantees and the giving of security by EVERYDAY PEOPLE FINANCIAL CORP. (hereinafter called the "**Corporation**") is hereby made as follows:

The directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation, including bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation, whether secured or unsecured;
- (c) subject to section 45 of the *Business Corporations Act* (Alberta) , give a guarantee on behalf of the Corporation to secure performance of an obligation of any person, including any individual, partnership, association, body corporate, trustee, executor, administrator or legal representative;
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation;
- (e) delegate to one or more directors, a committee of directors or one or more officers of the Corporation as may be designated by the directors, all or any of the powers conferred by the foregoing clauses of this by-law to such extent and in such manner as the directors shall determine at the time of each such delegation.

In the event any provision of any other by-law of the Corporation now in force is inconsistent with or in conflict with any provision of this by-law, the provisions of this by-law shall prevail to the extent necessary to remove the inconsistency or conflict.

MADE the 30th day of August, 2022.

EVERYDAY PEOPLE FINANCIAL CORP.

(signed) "Richard Graham"

Name: Richard Graham

Title: President, Chief Executive Officer, Chief
Financial Officer, Corporate Secretary

EVERYDAY PEOPLE FINANCIAL CORP.

BY-LAW NO. 3

A by-law relating generally to the advance notice requirements for the nomination of persons for election to the Board of Directors of Everyday People Financial Corp. (the "**Corporation**").

INTRODUCTION

The purposes of this advance notice by-law (the "**Advance Notice By-law**") are to (i) establish the conditions and framework under which holders of common shares of the Corporation (collectively "**Shareholders**", and each individually a "**Shareholder**") may exercise their right to submit director nominations, (ii) establish a window within which such nominations must be submitted by a Shareholder to the Corporation prior to any annual meeting of Shareholders or any special meeting of Shareholders at which directors are to be elected, and (iii) set out the information that a Shareholder must include in the notice to the Corporation for such notice to be in proper form, so as to:

- a) promote the orderly conduct of Shareholders' meetings; and
 - b) ensure that all Shareholders, whether they are voting by proxy or in person at a meeting of Shareholders, will have adequate time and sufficient information to evaluate potential nominees to the board of directors (the "**Board**").
1. Nomination Procedures. Subject only to the *Business Corporations Act* (Alberta), as amended from time to time (the "**Act**"), the Articles of Continuance of the Corporation, as amended (the "**Articles**"), and applicable securities legislation of each relevant province and territory of Canada, as amended from time to time (including the written rules, regulations and forms made or promulgated under any applicable statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each province and territory of Canada (collectively, "**Applicable Securities Laws**"), only persons who are nominated in accordance with the following procedures will be eligible for election as directors of the Corporation at any meeting of the Shareholders at which directors are to be elected. For greater certainty, this Advance Notice By-law does not apply to:
- (a) the appointment, by the Board, of a director to fill a vacancy on the Board; or
 - (b) the appointment, by the Board, of a director or directors between annual meetings of the Shareholders in accordance with the Articles.

Nominations of persons for election to the Board may be made at any annual meeting of Shareholders, or at any special meeting of Shareholders if one of the scheduled items of business for such special meeting is the election of directors. Such nominations will be accepted only if made in the following manner:

- (a) by or at the direction of the Board or an authorized officer of the Corporation, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more Shareholders of the Corporation pursuant to a proposal duly made in accordance with the Act, or a requisition of a meeting of the Shareholders duly made in accordance with the Act; or

- (c) by any person (a "**Nominating Shareholder**") who:
 - (i) at the close of business on the date of that notice to the Secretary of the Corporation provided below in this Advance Notice By-law is given and on the record date for determining shareholders entitled to receive notice of, or to vote at, such meeting (as applicable), is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting, or who beneficially owns shares that are entitled to be voted at such meeting and who establishes to the satisfaction of the chair of the meeting such beneficial ownership; and
 - (ii) who complies with the notice and other procedures set out below in this Advance Notice By-law.
- 2. Timely and Proper Notice. In addition to any other applicable requirements, for a nomination made by a Nominating Shareholder to be valid and accepted, such Nominating Shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation at the head office of the Corporation in accordance with this Advance Notice By-law.
- 3. Manner of Timely Notice. To be timely, a Nominating Shareholder's notice to the Secretary of the Corporation must be given:
 - (a) in the case of an annual meeting (including an annual and special meeting) of Shareholders, not less than 30, nor more than 65, days prior to the date of the annual meeting of Shareholders; provided, however, that if the annual meeting of Shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder must be given not later than the close of business on the 10th day following the Notice Date; and
 - (b) in the case of a special meeting of Shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

Each of the notice periods set out in Sections 3(a) and 3(b) above shall be reset if the meeting is adjourned or postponed, and for this purpose the Notice Date shall be the date of the first public announcement of the adjournment or postponement.

- 4. Proper Form of Notice. To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Corporation must set out:
 - (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (i) the name, age, business address and residential address of the person;
 - (ii) the principal occupation, business or employment of the person for the most recent five years including, without limitation, the name and principal business of any company in which any such employment is carried on;

- (iii) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or in respect of which control or direction is exercised, directly or indirectly, by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred as of the date of the Notice) and as of the date of such notice;
 - (iv) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for the election of directors pursuant to the Act or Applicable Securities Laws (or both); and
 - (v) a duly completed personal information form in the form prescribed by the principal stock exchange on which the securities of the Corporation are listed for trading; and
- (b) as to the Nominating Shareholder:
- (i) the name and address of such Nominating Shareholder;
 - (ii) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or over which control or direction (or both) is exercised, directly or indirectly, by such person, alone or together with any joint actor or joint actors, as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred as of the date of the Notice) and as of the date of such notice;
 - (iii) full particulars of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the notice by, or on behalf of, such Nominating Shareholder, whether or not such instrument or right shall be subject to settlement in underlying securities of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such Nominating Shareholder with respect to securities of the Corporation;
 - (iv) full particulars of any proxy, contract, arrangement, agreement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote or to direct or to control the voting of any shares of the Corporation;
 - (v) whether such Nominating Shareholder intends to deliver a proxy circular and/or form of proxy to any Shareholders of the Corporation in connection with such nomination or otherwise solicit proxies or votes from Shareholders of the Corporation in support of such nomination; and
 - (vi) any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws.

References to Nominating Shareholder in this Section 4 shall be deemed to refer to each Shareholder that nominates a person for election as director in the case of a nomination proposal where more than one Shareholder is involved in making such nomination proposal.

5. Consent to Serve as Director. The notice provided under Section 4 must be accompanied by the written consent of each nominee to being named as a nominee and to serve as a director, if elected.
6. Other Information. The Corporation may require any proposed nominee to furnish such other information as the Corporation may request to (a) determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee, or (b) satisfy the requirements of applicable stock exchange rules.
7. Notice to be Updated. In addition, to be considered timely and in proper written form, a Nominating Shareholder's notice must be promptly updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting.
8. Eligibility for Election. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Advance Notice By-law; provided, however that nothing in this Advance Notice By-law shall be deemed to preclude discussions by a Shareholder (as distinct from the nomination of a person or persons for election to the Board) at a meeting of Shareholders of any matter in respect of which such Shareholder would have been entitled to submit a proposal pursuant to the provisions of the Act. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Advance Notice By-law and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such nomination is defective and cannot be accepted. If such a determination is made, the person will not be considered to be duly nominated for purposes of the applicable meeting and will not be eligible for election as a director.
9. Additional Directorships. Notwithstanding any provision of this Advance Notice By-law, if the number of directors to be elected at a meeting of the Shareholders is increased, with effect after the date by which the Nominating Shareholder's notice would otherwise be required to be given hereunder in order to be effective for the applicable meeting of Shareholders, a notice with respect to nominees for the additional directorships required hereunder shall be considered timely if it is given no later than the close of business on the 10th day following the date on which the first public announcement of such increase was made by the Corporation.
10. Terms. For the purposes of this Advance Notice By-law "**public announcement**" shall mean disclosure in a news release disseminated through a national news service in Canada, or in a document publicly filed by the Corporation (under its profile) on the System for Electronic Document Analysis and Retrieval at www.sedar.com.
11. Means of Giving Notice. Notwithstanding anything to the contrary in the by-laws, notice given to the Secretary of the Corporation pursuant to this Advance Notice By-law may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for the purposes of this Advance Notice By-law), and shall be deemed to have been given and made only at the time it is served by personal delivery, received by email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary of the Corporation at the address of the head office of the Corporation; provided that if such delivery or electronic

communication is made on a day that is not a business day or later than 5:00 p.m. (local time at the head office of the Corporation) on a day that is a business day, then such delivery or electronic communication shall be deemed to have been made on the first subsequent day that is a business day.

12. Waiver of Notice Requirements. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Advance Notice By-law or may delegate such discretion to the Chair of any meeting of the Shareholders.
13. Inconsistencies with Other By-Laws. In the event any provision of any other by-law of the Corporation now in force is inconsistent with or in conflict with any provision of this Advance Notice By-law, the provisions of this Advance Notice By-law will govern and prevail to the extent necessary to remove the inconsistency or conflict.

MADE the 30th day of August, 2022.

EVERYDAY PEOPLE FINANCIAL CORP.

(signed) "*Richard Graham*"

Name: Richard Graham

Title: President, Chief Executive Officer, Chief
Financial Officer, Corporate Secretary