

BY-LAW NO. 6
ADVANCE NOTICE BY-LAW OF
CALIAN GROUP LTD.

IT IS HEREBY ENACTED as By-law No. 6 of Calian Group Ltd. (the “**Corporation**”) as follows:

1. Nomination Procedures

Subject to the Act, Applicable Securities Laws and the articles, only those individuals nominated in accordance with the procedures set out in this By-law shall be eligible for the election to the board. Nominations of persons for election to the board may only be made at any annual meeting of shareholders, or at a special meeting of shareholders called for any purpose, which includes the election of directors, as follows:

- (a) by or at the direction of the board, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of the shareholders made in accordance with the provisions of the Act; or
- (c) by any person (a “**Nominating Shareholder**”) who:
 - (i) at the close of business on the date of giving the Nomination Notice set out in Section 3, and on the record date for determining shareholders entitled to vote at such meeting, 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
 - (ii) complies with the notice procedures set forth in this By-law.

2. Exclusive Means

For the avoidance of doubt, the procedures set forth in this By-law shall be the exclusive means for any person to bring nominations for election to the board at or in connection with any annual or special meeting of shareholders of the Corporation.

3. Timely Notice

A Nominating Shareholder must give written notice of its director nomination, the contents of such notice are set out in this By-law (such notice, a “**Nomination Notice**”), to the secretary of the Corporation even if such matter is already the subject of a notice to the shareholders or a Public Announcement. The Nomination Notice must be received by the Corporation:

- (a) in the case of an annual meeting of shareholders (including an annual and special meeting), not less than 30 days before the date of such meeting; provided that, if (i) an annual meeting is called for a date that is less than 50 days after the Meeting Notice Date, notice by the Nominating Shareholder shall be made not later than the close of business on the 10th day following the Meeting Notice Date, and (ii) the Corporation uses

“notice-and-access” (as defined in National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer*) to send proxy-related materials to shareholders in connection with an annual meeting, notice must be received not less than 40 days before the date of the annual meeting;

- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not also called for the purpose of conducting other business), not later than the close of business on the 15th day after the Meeting Notice Date.

In the event of an adjournment or postponement of an annual meeting or special meeting of shareholders or any announcement thereof, a new time period shall commence for the giving of a timely notice under this Section 3.

4. Nomination Notice Information

To be in proper written form, a Nomination Notice must comply with this By-law and must disclose or include, as applicable:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (each a “**Proposed Nominee**”):
 - (i) the name, age and business and residential address of the Proposed Nominee;
 - (ii) whether the Proposed Nominee is a “resident Canadian” as defined in the Act;
 - (iii) the principal occupation, business or employment of the Proposed Nominee, both at present and within the five years preceding the notice;
 - (iv) the number of securities of each class of securities of the Corporation beneficially owned, or controlled or directed, directly or indirectly, by the Proposed Nominee, as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such Nomination Notice;
 - (v) a description of any relationships, agreements, arrangements, or understandings (including financial, compensation or indemnity related) between the Proposed Nominee or any affiliates or associates of, or any person or entity acting jointly or in concert with, the Proposed Nominee or the Nominating Shareholder, in connection with the Proposed Nominee’s nomination and election as director;
 - (vi) any other information relating to the Proposed Nominee that would be required to be disclosed in a dissident proxy circular or other filings required to be made in connection with the solicitation of proxies for the election of directors pursuant to the Act or Applicable Securities Laws; and
- (b) as to each Nominating Shareholder:
 - (i) the name, business and, if applicable, residential address of such Nominating Shareholder;

- (ii) the number of securities of each class of securities of the Corporation beneficially owned, or controlled or directed, directly or indirectly, by such Nominating Shareholder or any other person with whom such Nominating Shareholder is acting jointly or in concert (and, for each such person, any options or other rights to acquire shares in the capital of the Corporation, any derivatives or other securities, instruments or arrangements for which the value or delivery, payment or settlement obligations are derived from, referenced to or based on any such shares, and any hedging transactions, short positions and borrowing or lending arrangements relating to such shares) with respect to the Corporation or any of its securities, as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such Nomination Notice;
- (iii) the interests in, or rights or obligations associated with, any agreement, arrangement or understanding, the purpose or effect of which may be to alter, directly or indirectly, such Nominating Shareholder's economic interest in a security of the Corporation or such Nominating Shareholder's economic exposure to the Corporation;
- (iv) full particulars regarding any proxy, contract, arrangement, agreement, understanding or relationship pursuant to which such Nominating Shareholder, or any of its affiliates, or any person acting jointly or in concert with such person, has any interests, rights or obligations relating to the voting of any securities of the Corporation or the nomination of directors to the board; and
- (v) any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident proxy circular or other filings required to be made in connection with the solicitation of proxies for the election of directors pursuant to the Act or Applicable Securities Laws.

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

The Corporation may require any Proposed Nominee to furnish such other information, including completion of a director's questionnaire, as may be reasonably required by the Corporation to determine whether the Proposed Nominee would be considered "independent" under the relevant standards contemplated by Applicable Securities Laws or any stock exchange rules that may be applicable to the Corporation in the same manner as such standards are applicable to the Corporation's other directors.

Subject to applicable law, all information provided in the Nomination Notice, and such other information as requested by the Corporation, will be made publicly available to shareholders of the Corporation.

5. Compliance

In addition to the to the provisions of this By-law, a Nominating Shareholder and any Proposed Nominee shall also comply with all of the applicable requirements of the Act, Applicable Securities Laws and applicable stock exchange rules regarding the matters set forth in this By-law.

6. Date of Information

All information to be provided in a Nomination Notice shall be provided as of the date of such Nomination Notice. To be considered timely and in proper form, a Nomination Notice shall be promptly updated and supplemented, if necessary, by the Nominating Shareholder so that the information provided or required to be provided in such Nomination Notice shall be true and correct as of the record date for the meeting.

7. Delivery of Nomination Notice

A Nominating Shareholder shall deliver the Nomination Notice by personal delivery, email (at such email address as stipulated from time to time by the secretary of the Corporation), or facsimile (with confirmation of transmission), and shall be deemed to have been given and made only at the time it is served by personal delivery to the secretary of the Corporation at the address of the registered office of the Corporation, or by email (at the aforesaid address), or sent by facsimile (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Ottawa time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

8. Determination of Eligibility

No person shall be eligible for election as a director of the Corporation unless nominated in accordance with this By-law; provided, however that nothing in this By-law shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chair of the applicable meeting shall have the power and duty to determine whether a nomination was made in accordance with the provisions of this By-law and, if any proposed nomination is not in compliance with this By-law, to declare that such defective nomination shall be disregarded.

9. Waiver

The board may, in its sole discretion, waive all or any requirements in this By-law.

10. Terms

For the purposes of this By-law, in addition to terms defined elsewhere herein:

- (a) “**Act**” means the *Canada Business Corporations Act*, and any statute that may be substituted therefor, as from time to time amended;
- (b) “**Applicable Securities Laws**” means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such legislation 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;
- (c) “**board**” means the board of directors of the Corporation;

- (d) **“Meeting Notice Date”** means the date on which the first notice to the shareholders or first Public Announcement of the date of the meeting of shareholders was issued by the Corporation;
- (e) **“Public Announcement”** means disclosure in (a) a press release reported by a national news service in Canada, or (b) a document publicly filed by the Corporation or its transfer agent and registrar under the Corporation’s profile on SEDAR+; and
- (f) **“SEDAR+”** means the System for Electronic Document Analysis and Retrieval+.

11. Effective Date

Subject to the confirmation by the shareholders in accordance with the Act, this By-law will come into force on the date approved by the board.