

## BY-LAW NO. 5

A by-law relating generally to the transaction of the business and affairs of

### CALIAN GROUP LTD.

BE IT ENACTED as a by-law of the Corporation as follows:

#### Section One.

#### INTERPRETATION

1.01 Definitions. In this by-law of the Corporation, unless the context otherwise requires:

“Act” means the Canada Business Corporations Act, R.S.C. 1985, C. 44, and the regulations made thereunder, each as amended or re-enacted from time to time;

“articles” means the Articles of Incorporation dated September 27, 1982 of the Corporation as from time to time amended or restated;

“board” means the board of directors of the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means Calian Group Ltd. and its successors;

“electronic document” means any form of representation of information or of concepts fixed in any medium or by electronic, optical or other similar means and that can be read or perceived by a person by any means;

“meeting of shareholders” means an annual or special meeting of shareholders of the Corporation;

“non-business day” means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Canada);

“recorded address” means in the case of a shareholder, such shareholder’s address as recorded in the securities register; and in the case of joint shareholders the address appearing in the securities register in respect of such joint holding or the first address so appearing if there are more than one; and in the case of a director, officer, auditor or member of a committee of the board, such person’s latest address as recorded in the records of the Corporation;

“signing officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 2.04 or by a resolution passed pursuant thereto; and

“special meeting of shareholders” includes a special meeting of all shareholders entitled to vote at an annual meeting of shareholders and a meeting of any class or classes of shareholders entitled to vote on the question at issue.

1.02 Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

1.03 Subject to 1.01 above, words and expressions that are defined in the Act shall have the same meanings when used in this by-law.

1.04 This by-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between any provision of the Act or the articles and any provision of this by-law, the provision of the Act or articles will govern.

## Section Two.

### BUSINESS OF THE CORPORATION

2.01 Registered Office. Until changed in accordance with the Act, the registered office of the Corporation shall be in the City of Ottawa in the Province of Ontario and at such location therein as the board may from time to time determine.

2.02 Corporate Seal. The Corporation may, but need not, adopt corporate seal, and if one is adopted, it may be changed from time to time by the board.

2.03 Financial Year. Until changed by the board, the financial year of the Corporation shall end on the 30th day of September in each year.

2.04 Execution of Instruments. Contracts, documents or instruments in writing may be signed on behalf of the Corporation by any one director or officer, or any such employee of the Corporation (who is not a director or officer of the Corporation) authorized in writing, or by electronic transmission, by the Chief Executive Officer (with such limitations or restrictions on such authority as he or she deems appropriate). The directors are authorized from time to time by resolution to appoint any director or officer or any other 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 in writing. Any signing officer may affix the corporate seal, if any, to any contract, instrument or document in writing requiring the same.

2.05 Banking Arrangements. The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.06 Voting Rights in Other Bodies Corporate. The signing officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

Section Three.  
BORROWING AND SECURITIES

3.01 Borrowing Power. Without limiting the borrowing powers of the Corporation as set forth in the Act, the board may without authorization of the shareholders from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness of the Corporation;
- (c) subject to the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any real or personal, movable or immovable property of the Corporation, owned or subsequently acquired, to secure payment of any such evidence of indebtedness or guarantee whether present or future of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation. Delegation. Subject to the Act and the articles, the board may from time to time by resolution delegate to a director, a committee of directors or an officer of the Corporation as may be designated by the board all or any of the powers conferred on the board by Section 3.01.

Section Four.  
DIRECTORS

4.01 Number of Directors and Quorum. Until changed in accordance with the Act, the board shall consist of not fewer than the minimum number and not more than the maximum number of directors provided in the articles. Subject to Section 4.08 hereof, the quorum for the transaction of business at any meeting of the board shall consist of a majority of directors.

4.02 Qualification. No person shall be qualified for election as a director if that person is less than 18 years of age, is of unsound mind and has been so found by a court in Canada or elsewhere, is not an individual or has the status of a bankrupt. A director need not be a shareholder. So long as required by the Act, at least 25% of the directors shall be resident Canadians, however, if the Corporation has fewer than four directors, at least one director shall be a resident Canadian. Furthermore, so long as required by the Act, at least one third of the directors shall not be officers or employees of the Corporation or its affiliates.

4.03 Election and Term. Directors shall be elected to hold office until the next annual meeting of shareholders and until their successors are elected. At each annual meeting of shareholders, all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the directors or the shareholders otherwise determine. Subject to the Act, the election will be done by ordinary resolution.

4.04 Removal of Directors. Subject to the Act, the shareholders of the Corporation may by ordinary resolution at a special meeting of shareholders remove any director or directors from office, and the

vacancy or vacancies created by the removal of a director may be filled at that meeting, failing which the vacancy or vacancies may be filled by the board in accordance with the Act.

4.05 Ceasing to Hold Office. A director ceases to hold office when such director dies, is removed from office by the shareholders, ceases to be qualified for election as a director or delivers a written resignation to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later.

4.06 Vacancies. Subject to the Act, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the maximum or minimum number of directors or from a failure of the shareholders to elect the number or minimum number of directors. Subject to the Act and the articles, the directors may increase the number of directors of the Corporation within the maximum permitted by the articles and appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders of the Corporation, but the total number of directors so appointed may not exceed one-third the number of directors elected at the last annual meeting of shareholders of the Corporation.

4.07 Action by the Board. The board shall supervise the management of the business and affairs of the Corporation. Subject to Sections 4.08 and 4.08, the powers of the board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

4.08 Canadian Representation. So long as required by the Act, the board shall not transact business at a meeting, other than filling a vacancy in the board, unless at least 25% of the directors present are resident Canadians, or, if the Corporation has fewer than four directors, at least one of the directors present is a resident Canadian, except where:

(a) a resident Canadian director who is unable to be present approves in writing or by telephonic, electronic or other communication facilities the business transacted at the meeting; and

(b) the required number of resident Canadian directors would have been present had that director been present at the meeting.

4.09 Meetings by Electronic Means. A director may, to the extent and in the manner permitted by law, participate in a meeting of directors or of a committee of directors by means of telephonic, electronic or other communication facility that permits participants to communicate adequately with each other during that meeting, but only if all the directors of the Corporation have consented to that form of participation. A director participating in such a meeting by such means is deemed for the purposes of the Act to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

4.10 Place of Meetings. Meetings of the board may be held at any place in or outside Canada.

4.11 Calling of Meetings. Meetings of the board shall be held from time to time, at such time and at such place as the board, the chair of the board, or any two directors may determine.

4.12 Notice of Meeting. Notice of the time and place of each meeting of the board shall be given in the manner provided in Section 11.01 to each director not less than 48 hours before the time when the

meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business or the general nature thereof to be specified. A director may in any manner waive notice of or otherwise consent to a meeting of the board, including by sending an electronic document to that effect. Attendance of a director at a meeting of directors is a waiver of notice of the meeting except where 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.

4.13 First Meeting of New Board. Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of shareholders at which such board is elected.

4.14 Adjourned Meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.15 Regular Meetings. The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

4.16 Chair of the Board. The board shall appoint one of its members to be its chair and shall fill any vacancy in the position of chair of the board at such time and in such manner as the board shall determine. The chair of the board shall have such powers and duties as the board may specify. Except as otherwise provided in Section 10.09, the chair of the board shall preside at all meetings of the board and of shareholders. If the chair of the board is not present a meeting of the board, the directors present shall choose one of their number to act as chair.

4.17 Votes to Govern. At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote.

4.18 Resolution in Lieu of Meeting. A resolution in writing, signed by each of the directors entitled to vote on that resolution at a meeting of the directors of the Corporation, shall be as valid as if it had been passed at a meeting of the directors of the Corporation.

4.19 Remuneration and Expenses. The directors shall be paid such reasonable remuneration for their services as the board may from time to time determine. The directors shall also be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

Section Five.  
COMMITTEES

5.01 Committee of Directors. The board may appoint from its members a committee of directors, however designated, and delegate to such committee any of the powers of the board except those which, under the Act, a committee of directors has no authority to exercise. Unless otherwise determined by the

board, the following committees shall be appointed: an audit committee, a human resources and compensation committee, a governance and risk committee and a nominating committee.

5.02 Procedure. Unless otherwise determined by the board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

5.03 Transaction of Business. Subject to Section 4.09, the powers of a committee of directors may be exercised by a meeting at which a quorum of the committee is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

5.04 Audit Committee. The board shall annually appoint from among its number an audit committee to be composed of not fewer than three directors, who meet the applicable requirements as may be specified in the Act, applicable Canadian securities laws and applicable stock exchange requirements. The audit committee shall have the powers and duties provided in the Act and in applicable Canadian securities laws and in addition, such other power and duties as the board may determine.

#### Section Six.

#### OFFICERS

6.01 Appointment. The board may from time to time appoint officers as the board may determine, including one or more assistants to any of the officers so appointed. A person may hold more than one office. If the office of any officer of the Corporation becomes vacant for any reason, the board may appoint a person to fill that vacancy.

6.02 Powers and Duties. Subject to the Act, the powers and duties of all officers shall be such as are incident to his or her office or as the board may specify, and any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.03 Term of Office. An officer ceases to hold office at the earliest of (i) his or her death, (ii) his or her removal from office by the board in its sole discretion, (iii) his or her resignation, which resignation is effective when his or her written resignation is sent to the Corporation or, if a later time is specified in that resignation, at the later time, or (iv) the appointment of his or her successor. Any removal by the board is without prejudice to the officer's rights under any employment contract with the Corporation. The appointment of an officer shall not of itself create contract rights.

6.04 Agents and Attorneys. The board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

#### Section Seven.

#### PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Limitation of Liability. Every director and officer of the Corporation in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, omissions, receipts, neglects or defaults of any other director or officer or employee,

or for joining in any receipt or other act for conformity, or for any loss, damage or expense incurred by the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on such person's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such person's office or in relation thereto, unless the same are occasioned by such person's own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

7.02 Indemnity. Subject to the limitations contained in the Act, the Corporation agrees to indemnify each director, officer, former director and officer, or a person who acts or acted at the Corporation's request as a director or officer or each individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, investigative or other proceeding in which such person is involved because of that association with the Corporation or other entity. The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.

7.03 Advance of Costs. The Corporation may advance monies, actually and reasonably incurred by such person, to a director, officer or other individual for the costs, charges and expenses in advance of the final disposition of a proceeding mentioned in Section 7.02. Such a person shall repay such monies if such person does not fulfill the conditions of Section 7.04.

7.04 Limitation in Indemnity. The Corporation's indemnity pursuant to Section 7.02 applies, however, only to the extent that the person seeking such indemnity:

(a) 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 such person acted as a director or officer or in a similar capacity at the Corporation's request; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that such person's conduct was lawful.

7.05 Insurance. Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 7.02 hereof.

## Section Eight.

### SHARES

8.01 Options. Subject to the Act, the articles and applicable stock exchange requirements, the board may from time to time grant options to purchase or allot the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the board shall determine, provided that no share shall be issued until it is fully paid as prescribed by the Act.

8.02 Commissions. The board may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of such person purchasing or agreeing to purchase shares of



the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.

8.03 Registration of Transfer. Subject to the Act, no transfer of shares shall be registered in a securities register except upon presentation of the certificate representing such shares with an endorsement which complies with the Act, together with such reasonable assurance that the endorsement is genuine and effective.

8.04 Transfer Agents and Registrars. The board may from time to time appoint a registrar to maintain the securities register and a transfer agent to maintain the register of transfers and may also appoint one or more branch registrars to maintain branch securities registers of transfers, but one person may be appointed both registrar and transfer agent. The board may at any time terminate any such appointment.

8.05 Non-Recognition of Trusts. Subject to the Act, the Corporation shall 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.

8.06 Share Certificates. Every holder of one or more shares of the Corporation shall be entitled, at such person's option, to a share certificate, or to a non-transferable written acknowledgment of such person's right to obtain a share certificate, stating the number and class or series of shares held by such person as shown on the securities register. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as the board shall from time to time approve. Any share certificate shall be signed in accordance with Section 2.04 and need not be under the corporate seal; provided that, unless the board otherwise determines, certificates representing shares in respect of which a transfer agent and/or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and/or registrar. The signature of one of the signing officers or, in the case of share certificates which are not valid unless countersigned by or on behalf of a transfer agent and/or registrar, the signatures of both signing officers, may be printed or mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation. A share certificate executed as aforesaid shall be valid notwithstanding that one or both of the officers whose facsimile signature appears thereon no longer holds office at the date of issue of the certificate.

8.07 Replacement of Share Certificates. The board or any officer or agent designated by the board may in its or such person's discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken if the owner:

(a) so requests before the Corporation has notice that the security has been acquired by a bona fide purchaser;

(b) furnishes the Corporation with an indemnity sufficient, in the discretion of the board, to protect the Corporation; and

(c) satisfies any other reasonable requisites imposed by the Corporation from time to time, whether generally or in any particular case.



8.08 Joint Shareholders. If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate or written acknowledgment referred to in section 8.06 in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warranty issuable in respect of such share.

8.09 Deceased Shareholders. In the event of the death of a holder, or of one of the joint holders, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

#### Section Nine.

#### DIVIDENDS AND RIGHTS

9.01 Dividends. Subject to the Act, the board may from time to time declare dividends payable to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid by issuing fully paid shares of the Corporation and, subject to the Act, in money or property.

9.02 Dividend Payments. A dividend payable in cash shall be paid by cheque or by electronic means or by such other method as the board may determine. The payment will be made to the order of each registered holder of shares of the class or series in respect of which it has been declared. Cheques will be mailed by prepaid ordinary mail to such registered holder at such person's recorded address, unless such holder otherwise directs. In the case of joint holders the payment shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and, if applicable, mailed to them at their recorded address. The mailing of such cheque or the sending of the payment by electronic means or the sending of the payment by a method determined by the board, unless the same is not paid on due presentation, if applicable, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

9.03 Non-Receipt of Payment. In the event of non-receipt of any payment made as contemplated by Section 9.02 by the person to whom it is sent as aforesaid, the Corporation may issue to such person a re-payment for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in any particular case.

9.04 Record Date for Dividends and Rights. The board may fix in advance a date, within the period prescribed by the Act, for the payment of any dividend or the date for the issue of any warrant or other evidence of right to subscribe for securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise the right to subscribe for such securities. Unless waived in accordance with the Act, notice of any such record date shall be given within the period prescribed by the Act and in the manner provided in the Act. If no record date is fixed in advance, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the board.

9.05 Unclaimed Payments. To the extent permitted by applicable law, any payment made pursuant to this Section Nine that remains unclaimed after a period of 6 years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

Section Ten.

MEETINGS OF THE SHAREHOLDERS

10.01 Annual Meetings. Subject to the Act, the board will call an annual meeting of the shareholders not later than fifteen months after holding the last preceding annual meeting but no later than six months after the end of the Corporation's preceding financial year, for the purpose of placing before the annual meeting the financial statements, reports and any further information required by the Act to be placed before the annual meeting, electing directors, appointing an auditor and transacting any other business that may be properly brought before the meeting.

10.02 Special Meetings. Subject to the Act, the board may at any time call a special meeting of shareholders, and a special meeting of shareholders may be held in conjunction with an annual meeting of shareholders.

10.03 Place of Meetings. All meetings of the shareholders shall be held at such place within Canada as the board determines or, in the absence of such a determination, at the place stated in the notice of meeting. A meeting held under Section 10.05 shall be deemed to be held at the registered office of the Corporation.

10.04 Participation by Electronic Means. Any person entitled to attend a meeting of shareholders may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during such meeting, if the Corporation makes available such a communication facility. A person participating in such a meeting by such means is deemed, for the purposes of the Act, to be present at such meeting.

10.05 Meetings by Electronic Means. If the board calls a meeting of the shareholders pursuant to the Act and there is a compelling reason to not hold the meeting in person, the board may determine that the meeting will be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

10.06 Notice of Meetings. Notice of the time and place of any meeting of shareholders must be sent to each shareholder of the Corporation entitled to vote at the meeting, to each director and to the auditor of the Corporation not less than 21 days and not more than 60 days before the meeting, or within such other period as may be prescribed by the Act. Notice of a meeting of shareholders at which special business (as defined in the Act) is to be transacted must state the nature of that business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and the text of any special resolution to be submitted to the meeting.

10.07 Record Date for Notice. For the purpose of determining shareholders entitled to receive notice of a meeting of shareholders, the board may fix in advance, as the record date for that determination, a date that is not less than 21 days and not more than 60 days before the date of the meeting or that is within such other period as may be prescribed by the Act. If no record date is so fixed, the record date for the determination of the shareholders entitled to notice of the meeting shall be the close of business on the

day immediately preceding the day on which the notice is given or if no notice is given, the day on which the meeting is held

10.08 List of Shareholders Entitled to Notice. For every meeting of shareholders, the Corporation will prepare an alphabetical list of shareholders entitled to receive notice of the meeting, showing the number of shares entitled to vote at the meeting held by each shareholder. If a record date for the meeting is fixed pursuant to section 10.07, the shareholders listed shall be those registered at the close of business on such record date. If no record date is fixed, the shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, on the day on which the meeting is held. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where the securities register is maintained and at the meeting for which the list was prepared. Where a separate list of shareholders has not been prepared, the names of persons appearing in the securities register at the requisite time as the holder of one or more shares carrying the right to vote at such meeting shall be deemed to be a list of shareholders.

10.09 Chair, Secretary and Scrutineers. The chair of any meeting of shareholders shall be the chair of the board. If the chair of the board is not present, the chair of the meeting shall be the first mentioned of the following officers as have been appointed and who is present at the meeting: chief executive officer, president, executive vice-president or a vice-president who is a shareholder, or failing such officer, any director who is present and willing to act as chair of the meeting. If the chair of the board or no such officer or director is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. The chair will conduct the meeting and determine the procedure to be followed at the meeting. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chair with the consent of the meeting.

10.10 Persons Entitled to be Present. The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act, the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

10.11 Quorum. Subject to the Act and the articles, a quorum at any meeting of shareholders will be two persons present and holding or representing by proxy not less than 25% of the votes attached to all shares entitled to be voted at the meeting. If a quorum is present at the opening of the meeting, the shareholders present in person or by proxy may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

10.12 Right to Vote. Subject to the Act, every person named in the list referred to in Section 10.08 shall be entitled to vote the shares on the list opposite such person's name at the meeting to which the list relates.

10.13 Proxies. Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or the shareholder's attorney and shall conform with

the requirements of the Act. Any such proxy shall be valid only at the meeting of shareholders of the Corporation or any adjournment thereof in respect of which such proxy is given.

10.14 Representatives. Every shareholder that is a body corporate or other legal entity may authorized by resolution of its directors or other governing body, an individual to represent such entity at a meeting of the shareholders of the Corporation and that authorized individual may exercise on such entity's behalf all of the powers that such entity could exercise if it were an individual shareholder of the Corporation. In order to authenticate the authority of such an authorized individual, the Corporation may required that such an entity deposit with the Corporation a certified copy of such a resolution or otherwise demonstrate such authority in such other manner as may be satisfactory to the secretary or chairperson of such a meeting of the shareholders of the Corporation.

10.15 Time for Deposit of Proxies. The board may specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting by not more than 48 hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, unless it has been received by the secretary of the Corporation or by the chair of the meeting or any adjournment thereof prior to the time of voting. The board may, prior to or following the deadline, waive or extend the proxy cut-off, with or without notice.

10.16 Joint Shareholders. If two or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one on the shares jointly held by them.

10.17 Voting at Meetings.

(a) Voting at a meeting of shareholders will be by show of hands, except where a ballot is demanded by a shareholder or proxyholder entitled to vote at the meeting or applicable law requires a ballot to be taken on a particular matter. A shareholder or proxyholder may demand a ballot either before or after any vote by show of hands. A demand for a ballot may be withdrawn.

(b) Despite Section 10.17(a), any vote referred to in Section 10.17(a) may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility.

(c) Any person participating in a meeting of shareholders under Section 10.04 and entitled to vote at that meeting may vote, in accordance with the Act, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

(d) On a show of hands, every person who is present and entitled to vote at the meeting will have one vote. Subject to the Act, if a ballot is taken on a question, every person who is present and entitled to vote at the meeting will, unless the articles otherwise provide, have one vote for each share which that person is entitled to vote at the meeting on the question.

(e) If at any meeting a ballot is demanded or required, the vote will be taken by ballot in the manner and at the time as the chair of the meeting directs. The result of a ballot on a question will be the decision of the shareholders on that question.

(f) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(g) Subject to the Act, the articles, applicable law or stock exchange requirement, every question at any meeting of shareholders will be determined by a majority of the votes cast on the question. In case of an equality of votes, either on a show of hands or on a ballot, the chair of the meeting will not be entitled to a second or casting vote.

10.18 Adjournment. The chair at a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of shareholders is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earlier meeting that it is adjourned. Subject to the Act, if a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

#### Section Eleven.

#### NOTICES

11.01 Method of Giving Notice. Any notice, communication or document required to be given, sent delivered or served by the Corporation to any director, officer, shareholder or auditor pursuant to the Act, the regulations thereunder, the articles, or this by-law shall be sufficiently given if (i) delivered personally, (ii) delivered to the person's recorded address, (iii) mailed to the person at the person's recorded address by prepaid mail, or (iv) if otherwise communicated by electronic means permitted by the Act. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box and deemed received on the fifth day after being so deposited; and a notice so sent by any means of transmitted or recorded communication shall be considered given and received at the times prescribed by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, shareholder or auditor by any means of communication permitted by the Act or other applicable law. The secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The recorded address of a director shall be such director's latest address as shown in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act (Canada)*, whichever is the more current.

11.02 Electronic Documents. A requirement under the Act or this by-law that a notice, document or other information be provided in writing may be satisfied by providing an electronic document and a requirement under this by-law for a signature or that a document be executed, in relation to an electronic document, may be satisfied, in each case, if the requirements in the Act in respect thereof are met. A requirement under the Act to provide a document by registered mail is not satisfied by the sending of an electronic document unless prescribed under the Act.

11.03 Notice to Joint Shareholders. If two or more persons are registered as joint holders of any share, any notice shall be addressed to all of such joint holders but notice to one of such persons shall be sufficient notice to all of them.

11.04 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.05 Undelivered Notices. If any notice given to a shareholder pursuant to Section 11.01 is returned on three consecutive occasions because such person cannot be found, the Corporation shall not be required to give any further notices to such person until such person informs the Corporation in writing of such person's new address.

11.06 Omissions and Errors. The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.07 Persons entitled by Death or Operation of Law. Subject to the Act, every person who by operation of law, transfer, death of a shareholder or any other means becomes entitled to any securities of the Corporation will be bound by every notice in respect of those securities that, prior to that person's name and address being entered in the records of the Corporation, has been duly given to the registered holder of those securities.

11.08 Waiver of Notice. Where a notice or document is required to be sent, the sending of the notice or document may be waived or the time for the notice or document may be waived or abridged at any time with the consent in writing of the person entitled thereto, except a waiver of notice of a meeting of shareholders or of the board which may be given in any manner.

#### Section Twelve.

#### APPROVAL, CONFIRMATION AND EFFECTIVE DATE

12.01 Approval and Confirmation. Unless the articles or by-laws otherwise provide, the board may, by resolution, make, amend or repeal any by-laws. Where the board so makes, amends or repeals a by-law, the board will submit the by-law, amendment or repeal to the shareholders at the next meeting of shareholders, and the shareholders may by ordinary resolution confirm, reject or amend that by-law, amendment or repeal.

12.02 Effective Date. Subject to this Section Twelve, any by-law, amendment or repeal of a by-law is effective from the date of the resolution of the board and remains in force until it is confirmed, confirmed as amended or rejected by the shareholders at the next meeting of shareholders. If a by-law, amendment or repeal is rejected by the shareholders, or if the board does not submit it to the shareholders as required by the Act, the by-law, amendment or repeal ceases to be effective and no subsequent resolution of the board to make, amend or repeal a by-law having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the shareholders.

The foregoing by-law was initially made by the directors of the Corporation on the 12<sup>th</sup> day of November, 2002, and was confirmed without variation by the shareholders on 26<sup>th</sup> day of February, 2003. The foregoing by-law was further amended and restated by the directors on the Corporation on the 25<sup>th</sup> day of November, 2024.