

**Revised By-Law No. 2**

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

**MINDORO RESOURCES LTD.**

**June 17, 2010**

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**By-Law No. 2**, a by-law relating generally to the transaction of the business and affairs of **Mindoro Resources Ltd.**

**BE IT ENACTED** as a by-law of **Mindoro Resources Ltd.** (the "**Corporation**") as follows:

**1. INTERPRETATION**

**1.1 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the *Business Corporations Act* (Alberta) together with the regulations made pursuant thereto and any statute or regulations that may be substituted therefor, as amended from time to time and, in the case of any such amendment or substitution, any reference in this by-law shall be read as referring to the amended or substituted portions therefor;
- (b) "**appoint**" includes "**elect**" and *vice versa*;
- (c) "**articles**" means the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement, articles of dissolution and articles of revival and includes an amendment to any of them;
- (d) "**attendance**", "**attend**" and "**present**" includes attendance or being present by way of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other in accordance with the requirements of the Act;
- (e) "**board**" means the board of directors of the Corporation;
- (f) "**by-law**" or "**by-laws**" means this by-law of the Corporation and all other by-laws from time to time in force and effect relating to transaction of business and affairs of the Corporation in addition hereto, or in amendment hereof or in substitution for all or any part of this by-law;
- (g) "**director**" means a director of the Corporation;
- (h) "**distributing corporation**" means a corporation (i) any of whose issued shares, or securities may or might be exchanged for or converted into shares, were part of a distribution to the public, and (ii) that has more than 15 shareholders;
- (i) "**meeting of shareholders**" means any meeting of shareholders, including any meeting of one or more classes or series of shareholders;

- (j) "**recorded address**" means, in the case of a shareholder, the address of such shareholder as recorded in the securities register; 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, the latest address of such person as recorded in the records of the Corporation;
- (k) "**resident Canadian**" means an individual who is
  - (i) a Canadian citizen ordinarily resident in Canada,
  - (ii) a Canadian citizen not ordinarily resident in Canada who is a member of a prescribed class of persons, or
  - (iii) a permanent resident within the meaning of the *Immigration Act* (Canada) and ordinarily resident in Canada;
- (l) "**signing officer**" means, in relation to any instrument or Document (as defined in section 2.4(a)), any person authorized to sign the same on behalf of the Corporation by section 1.1(a)(a) or by a resolution passed pursuant thereto;

## 1.2 **Interpretation**

- (a) All terms contained in the by-laws which are not defined in the by-laws and which are defined in the Act shall have the meaning given to such terms in the Act.
- (b) Words importing the singular number only shall include the plural and vice versa. Words importing gender shall include the masculine, feminine and neuter genders.
- (c) The headings used in this by-law are inserted for reference purposes only and are not to be considered in construing the terms and provisions hereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
- (d) The by-laws are made pursuant to and are subordinate to the Act and shall be read in conjunction with the Act. In case of conflict between the provision of any by-law and a provision of the Act, the applicable provision of the Act shall govern. In case of conflict between the provision of any by-law and the provision of the articles, the applicable provision of the articles shall govern.
- (e) The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

## **2. GENERAL MATTERS**

### **2.1 Registered Office**

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

### **2.2 Corporate Seal**

The corporate seal of the Corporation, if any, shall be in such form as the board may from time to time approve by resolution.

### **2.3 Financial Year**

The financial year of the Corporation shall end on such day in each year as the board may determine from time to time by resolution.

### **2.4 Execution of Documents**

- (a) To the extent permitted under applicable law, deeds, transfers, assignments contracts, obligations, certificates, documents, securities or other instruments in written, electronic or any other form binding upon the Corporation ("**Documents**") may be executed in writing or in electronic form or otherwise assented to in any legally effective manner by any two officers or directors or any director together with any officer. The board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation to execute or otherwise assent to either Documents generally or specific Documents. In addition, any two officers or directors that may so execute or otherwise assent to Documents on behalf of the Corporation may direct the manner in which and the person or persons by whom any particular Document or class of Documents may or shall be executed or otherwise assented to on behalf of the Corporation. Any signing officer may affix the corporate seal to any Document requiring the same.
- (b) The signature of any signing officer on behalf of the Corporation may, if specifically authorized by resolution of the board, be printed, engraved, lithographed or otherwise mechanically reproduced upon all Documents in writing and any such Document shall be deemed to have been manually signed by the person whose signature is so reproduced and shall be as valid as if the Document had been signed manually, notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such Document.
- (c) Any Document required or permitted to be executed by one or more signing officers may be executed in separate counterparts, each of which when duly executed by one or more of such persons shall be an original and all such counterparts together shall constitute one and the same such Document.

- (d) Any director or officer of the Corporation at the time of the making of the certificate, may certify a copy of any resolution, by-law or other document of the Corporation to be a true copy thereof.

## **2.5 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.

## **2.6 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 signing 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.

## **2.7 Withholding Information from Shareholders**

Subject to the provisions of the Act, no shareholder shall be entitled to discovery of any information respecting any details or conduct of the Corporation's business which, in the reasonable opinion of the board, could be inexpedient in the interests of the shareholders or the Corporation to communicate to the public. The board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts, records and documents of the Corporation or any of them shall be open to the inspection of shareholders and no shareholder shall have any right to inspect any account, record or document of the Corporation except as conferred by the Act or authorized by the board or by resolution passed at a general meeting of shareholders.

## **3. BORROWING AND SECURITIES**

### **3.1 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, pledge or hypothecate bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured;

- (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 or charge upon all or any real or personal, movable or immovable property of the Corporation, owned or subsequently acquired, including book debts, rights, powers, franchises and undertakings by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness, guarantee or other obligation of the Corporation, whether present or future.

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.

### **3.2 Delegation of Power**

The board may from time to time delegate by resolution to one or more directors, a committee of directors or one or more officers of the Corporation, all or any of the powers conferred on the board by section 3.1 or by the Act to such extent and in such manner as the board shall determine at the time of each such delegation.

## **4. DIRECTORS**

### **4.1 Number of Directors**

The board shall consist of the number of directors provided in the articles, or, if a minimum number and a maximum number of directors is so provided, the number of directors of the Corporation shall be determined from time to time by ordinary resolution of the board.

### **4.2 Qualifications and Restrictions**

No person shall be qualified for election as a director if such person is less than 18 years of age; if such person is a represented adult under the *Adult Guardianship and Trusteeship Act* (Alberta), is subject of a certificate of incapacity effective under the *Public Trustee Act* (Alberta), is a formal patient under the *Mental Health Act* (Alberta), is the subject of an order under *The Mentally Incapacitated Persons Act* (Alberta) or who has been found to be of unsound mind by a court elsewhere than in Alberta; if such person is not an individual; or if such person has the status of a bankrupt. A director need not be a shareholder. At least twenty-five (25%) per cent of the directors shall be resident Canadians. So long as the Corporation is a distributing corporation, the Corporation shall have not fewer than three (3) directors, at least two (2) of whom are not officers or employees of the Corporation or its affiliates.

### **4.3 Election and Term**

The term of office for a director shall be from the date of the meeting at which he or she is elected by resolution until the annual meeting next following; provided that a retiring director shall retain office until the adjournment or termination of the meeting at which

his or her successor is elected unless such meeting was called for the purpose of removing the director from office in which case the director so removed shall vacate office immediately upon the passing of the resolution for his or her removal. Retiring directors, if qualified under the Act and other applicable requirements, are eligible for re-election.

Whenever at any election of directors of the Corporation the full number of directors is not elected by reason of the disqualification, the refusal to act or the failure to consent to act as a director or the death of any nominee or nominees, the directors elected may exercise all powers of the board so long as the number of directors so elected constitutes a quorum.

#### **4.4 Resignation**

A director may resign by sending to the Corporation a resignation in writing. A resignation of a director shall become effective at the time it is sent to the Corporation or at the time specified in the resignation, whichever is later.

#### **4.5 Removal of Directors**

Subject to the provisions of the Act, the shareholders may by resolution passed at a meeting specifically called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the board.

#### **4.6 Ceasing to Hold Office**

A director ceases to hold office when he or she dies, is removed from office by the shareholders or ceases to be qualified for election as a director, or when or his or her resignation becomes effective.

#### **4.7 Vacancies**

Subject to Section 4.8, the Act and the articles, a quorum of the board may fill a vacancy in the board, 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 a vacancy or vacancies on the board, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office. In the absence of a quorum of the board, or if there has been a failure to elect the number of directors required by the articles or by the Act, the board shall forthwith call a special meeting of shareholders to fill the vacancy. If the board fails to call such meeting or if there are no directors then in office, any shareholder may call the special meeting of shareholders. Any director appointed or elected to fill such vacancy holds office for the unexpired term of such director's predecessor.

#### **4.8 Appointment of Additional Directors**

Subject to the Act and the articles, where the board has been empowered to fix the number of directors within the minimum and maximum number of directors as specified

in the articles, the board may appoint one or more additional directors who shall hold office until the close of the next annual meeting, but the total number of additional directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of the shareholders of the Corporation.

#### **4.9 Remuneration and Expenses**

Subject to the articles, the directors shall be paid such remuneration for their services as the board may from time to time determine. The directors shall also be entitled to be reimbursed for travelling and other expenses reasonably incurred by them in attending meetings of the board or any committee of the board. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration for such service.

#### **4.10 Action by the Board**

The board shall manage or supervise the management of the business and affairs of the Corporation. Subject to section 5.7, 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. A resolution in writing, signed by all the directors entitled to vote on that resolution of a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or a committee of directors. Resolutions in writing contemplated by this section 4.10 may be signed in several counterparts including counterparts delivered by facsimile, which counterparts together shall constitute a single resolution in writing.

### **5. MEETINGS OF DIRECTORS**

#### **5.1 Place of Meetings**

Subject to the Act and the articles, meetings of the board and of any committee of the board may be held at any place within or outside Canada.

#### **5.2 Calling Meetings**

A meeting of the board may be convened at any time by the chair of the board, the President, Chief Executive Officer, if any, or any two directors, and the Secretary shall upon direction of any of the foregoing, convene a meeting of the board. A meeting of any committee may be convened at any time by the committee chair or any two members of the committee, and the Secretary shall upon the direction of either of the foregoing, convene a meeting of such committee.

#### **5.3 Notice of Meetings**

Notice of the time and place of each meeting of the board, or of any committee of the board, shall be given in the manner provided in section 12.1 to each director or committee member, as the case may be, or by telephone. Where notice of a meeting is

given by telephone, it shall be deemed to have been given when communicated personally to the director or committee member in question. If notice of a meeting is to be given personally or by telephone, then such notice shall be given not less than twenty-four (24) hours before the time when the meeting is to be held. If notice of a meeting is to be delivered or sent (other than by mail) in the manner provided in section 12.1, then the notice shall be given not less than forty-eight (48) hours before the time when the meeting is to be held. If notice of a meeting is to be given by mail, then such notice shall be given not less than ninety-six (96) hours before the time when the meeting is to be held. Meetings of the board or of any committee of the board may be held at any time without formal notice if all the directors or members of the committee are present (including present by way of telephone or other electronic means) or if all the absent directors or committee members waive notice. A notice of a meeting of directors or of any committee need not specify the purpose of or the business to be transacted at the meeting, except where required by the Act.

#### **5.4 Regular Meetings**

The board may from time to time fix 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.

#### **5.5 Waiver of Notice**

Notice of any meeting of the board or of any committee of the board or any irregularity in any meeting or in the notice thereof may be waived by any director in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.

#### **5.6 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.

#### **5.7 Participation in Meeting by Electronic Means**

If all the directors or members of a committee of the board consent, a director may participate in a meeting of the board or a committee of the board by means of a telephonic, electronic or other communication facility in accordance with the Act and which means permit all persons participating in the meeting to hear each other. 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. A director participating in such a meeting in such manner shall be considered present at the meeting.

## **5.8 Resident Canadians**

The board shall not transact business at a meeting unless at least twenty-five (25%) per cent of the directors present are resident Canadians, except where:

- (a) A resident Canadian director who is unable to be present approves in writing or by telephone or other communication device the business transacted at the meeting, and
- (b) The number of resident Canadian directors present at the meeting, together with any resident Canadian director who gives that director's approval under section 5.8(a) above, totals at least twenty-five (25%) of the directors present at the meeting.

## **5.9 Quorum**

Subject to section 5.8, a majority of the number of directors prescribed by the articles or fixed by the board pursuant to section 4.1 shall constitute a quorum for the transaction of business at any meeting of the board. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting.

## **5.10 Chair and Secretary of Meeting**

The chair of any meeting of the board shall be the director present at the meeting who is the first mentioned of the following officers as have been appointed: chair of the board, President, Chief Executive Officer, if any, or a Vice-President (in order of seniority). If no such officer is present, the directors present shall choose one of their number to be chair. If the secretary of the Corporation is absent, the chair of the meeting shall appoint some person, who need not be a director, to act as secretary of the meeting.

## **5.11 Adjournment of Meetings**

Any meeting 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 the board is not required if the fixed time and place of the adjourned meeting is announced at the original meeting. The adjourned meeting shall be duly constituted if a quorum is present and if it is held in accordance with the terms of the adjournment. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

## **5.12 Votes to Govern**

At all meetings of the board and of each committee 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 have a second or casting vote and the motion shall be defeated.

### **5.13 Conflict of Interest**

A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose the nature and extent of the individual's interest at the time and in the manner provided by the Act. Any such contract or transaction or proposed contract or transaction shall be referred to the board or the shareholders for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the board or the shareholders, and a director interested in a contract so referred to the board shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the same except as provided by the Act. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of the foregoing, the remaining directors shall be deemed to constitute a quorum for the purpose of voting on the resolution. Where all of the directors are required to disclose their interests pursuant to this section and the Act, the contract or transaction may be approved only by the shareholders.

## **6. MANAGING DIRECTOR AND COMMITTEES**

### **6.1 Managing Director**

The board may appoint any one of the directors to be a managing director, provided that the managing director is a resident Canadian. Subject to the Act, the board may delegate to the managing director any of the powers of the board.

### **6.2 Formation of Committees**

The board may appoint one or more committees of directors as it may determine, provided that at least twenty-five (25%) per cent of the committee members are resident Canadian, and the board may delegate to such committee any of the powers of the board, except those which pertain to items which, under the Act, a committee of directors has no authority to exercise.

### **6.3 Transaction of Business**

The powers of a committee of directors may be exercised by a meeting at which a quorum of the committee is present, in person or in accordance with section 5.7, 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 any such committee may be held at any place within or outside Canada.

### **6.4 Procedure**

Unless otherwise determined by the board, each committee of directors 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.

## **6.5 Audit Committee**

So long as the Corporation is a distributing corporation, the board shall elect annually from among its number an audit committee to be composed of not fewer than three (3) directors of whom a majority shall not be officers or employees of the Corporation or any of its affiliates. The audit committee shall have the powers and duties provided in the Act.

## **7. OFFICERS**

### **7.1 Appointment of Officers**

The board may from time to time appoint a president, a chief executive officer, one or more vice-presidents (to which title may be added words indicating seniority or function), a chief financial officer, a chief operating officer, a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to sections 7.2 and 7.3, an officer may, but need not be, a director, and one person may hold more than one office.

### **7.2 Chair of the Board**

The board may from time to time also appoint a chair of the board who shall be a director. If appointed, the board may assign to that individual any of the powers and duties that are by any provisions of this by-law capable of being assigned to the managing director or to the president; and the individual shall, subject to the provisions of the Act, have such other powers and duties as the board may specify. During the absence or disability of the chair of the board, the individual's duties shall be performed and the individual's powers exercised by the managing director, if any, or by the president.

### **7.3 Managing Director**

The board may from time to time appoint a managing director who shall be a director. If appointed, the managing director, subject to the provisions of the Act, shall have such powers and duties as the board may specify.

### **7.4 President**

The board may from time to time appoint a president. The president shall have such powers and duties as the board may specify and in the absence or disability of the Managing Director, or if no Managing Director has been appointed, the President will also have the powers and duties of that office.

### **7.5 Chief Executive Officer**

The board may from time to time appoint a chief executive officer. The chief executive officer shall have such powers and duties as the board may specify.

## **7.6 Vice-President**

The board may from time to time appoint one or more vice-presidents. Any vice-president so appointed shall have such powers and duties as the board or the chief executive officer may specify.

## **7.7 Secretary**

The board may from time to time appoint a secretary. If so appointed, the secretary shall attend and be the secretary of all meetings of the board, shareholders and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; the secretary shall give or cause to be given, as and when instructed, all notices to shareholders, directors, officers, the auditor and members of committees of the board; the secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and all of the books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and the secretary shall have such other powers and duties as the board or the chief executive officer may specify.

## **7.8 Treasurer**

The board may from time to time appoint a treasurer. If so appointed, the treasurer, in the absence of a chief financial officer, shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; the treasurer shall render to the board whenever required an account of all of the treasurer's transactions as treasurer and of the financial position of the Corporation; and the treasurer shall have such other powers and duties as the board or the chief executive officer may specify.

## **7.9 Powers and Duties of Other Officers**

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board or the chief executive officer may specify. 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 or the chief executive officer otherwise directs.

## **7.10 Variation of Powers and Duties**

The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

## **7.11 Term of Office**

The board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the board shall hold office until his or her successor is appointed, or until his or her earlier resignation, death or date of appointment of his or her successor.

## **7.12 Terms of Employment and Remuneration**

The terms of employment and the remuneration of an officer appointed by the board shall be established by the board from time to time.

## **7.13 Conflict of Interest**

An officer shall disclose that officer's interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with section 5.13.

## **7.14 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.

# **8. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

## **8.1 Limitation of Liability**

Each director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and 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, 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 happening to 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 moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on such director's or officer'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 wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

## **8.2 Indemnity**

Subject to any limitations contained in the Act, 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, and any such individual's heirs and legal representatives, against all costs, charges and expenses, including 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, if:

- (a) such individual 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
- (b) 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.

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.

### **8.3 Advance of Costs**

The Corporation, if authorized by the board, may advance money to a director, officer or other individual referred to in section 0 hereof for the costs, charges and expenses of a proceeding referred to in section 0. The individual shall repay the money if the individual does not fulfill the conditions set out in sections (a) and (b) above.

### **8.4 Indemnity Agreements**

Nothing in this by-law shall limit the right of any person entitled to indemnity apart from the provisions of this by-law. The Corporation is hereby authorized to execute indemnity agreements in favour of the individuals referred to in section 0 to the fullest extent permitted by law.

### **8.5 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 0 hereof.

### **8.6 Legal Proceedings**

The board is authorized from time to time to: (a) retain and instruct legal counsel to commence or defend legal proceedings on behalf of the Corporation and to authorize any settlement, compromise, waiver of privilege, plea in criminal or quasi-criminal matters, proceedings or other steps whatsoever on behalf of the Corporation as the board considers expedient; and (b) delegate to such directors, officers or employees of the Corporation as the board may designate, any or all of the foregoing powers to such extent and in such manner as the board may determine.

### **8.7 Derivative Actions**

The Corporation may, with the approval of a court authorized by the Act to give such approval, indemnify an individual referred to in section 8.2, or advance money under section 8.3, 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 section 0, 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 sections (a) and (b).

## **9. SHARES AND TRANSFERS**

### **9.1 Allotment**

Subject to the provisions of the Act and the articles, 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.

### **9.2 Commissions**

The board may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of the 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 shares.

### **9.3 Registration and Transfer**

All transfer of securities of the Corporation shall be made in accordance with the provisions of the Act, the *Securities Act* (Alberta) and the *Securities Transfer Act* (Alberta). Subject to the Act, the *Securities Act* (Alberta) and the *Securities Transfer Act* (Alberta), no transfer of shares shall be registered in the securities register except upon presentation of the certificate representing such shares with an endorsement which complies with the Act, made thereon or delivered therewith duly executed by an appropriate person as provided by the Act, together with such reasonable assurance that the endorsement is genuine and effective.

### **9.4 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 and one or more branch transfer agents to maintain branch registers of transfers, but one person may be appointed both registrar and transfer agent. The board may at any time terminate such appointment.

### **9.5 Non-Recognition of Trusts**

Subject to the Act, the Corporation shall treat the registered holder of a security as the person exclusively entitled to vote, to receive notices, to receive any interest, dividend or other payments in respect of such security, and otherwise to exercise all the rights and powers of an owner of such security, irrespective of any indication to the contrary through knowledge or notice or description in the Corporation's records or on the share certificate.

## **9.6 Share Certificates and Uncertificated Securities**

A share issued by the Corporation may be represented by a share certificate or may be an uncertificated security in accordance with the Act and the *Securities Transfer Act*. Unless the articles of the Corporation otherwise provide, the board may determine that any class or series of the Corporation's securities shall be uncertificated securities, provided that such determination by the board shall not apply to securities represented by a certificate until such certificate is surrendered to the Corporation. Every holder of one or more shares of the Corporation that are certificated securities shall be entitled, at the holder's option, to a share certificate, or to a non-transferrable written acknowledgement of the holder's right to obtain a share certificate, stating the number and class or series of shares held by the holder 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 2.4 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 the person whose facsimile signature appears thereon has ceased to be a director or an officer of the Corporation at the date of issue of the certificate.

## **9.7 Replacement 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 certificate has been acquired by a protected purchaser;
- (b) unless the board otherwise determines in a particular case, furnishes the Corporation with an indemnity bond sufficient, in the opinion of the board, to protect the Corporation and any transfer agent, registrar or other agent of the Corporation from any loss that the Corporation or any of them may suffer by complying with the request to issue the new share certificate; and
- (c) satisfies any other reasonable requirements imposed by the Corporation from time to time, whether generally or in any particular case.

## **9.8 Joint Shareholders**

If two or more persons are registered as joint holders of any shares of the Corporation, the Corporation shall not be bound to issue more than one certificate or written acknowledgement referred to in section 9.6 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 dividends, bonus, return of capital or other money payable or warrant issuable in respect of such shares.

## **9.9 Deceased Shareholders**

In the event of the death of a holder, or any 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.

## **10. DIVIDENDS**

### **10.1 Declaration**

Subject to the provisions of the Act and the articles, the board may from time to time declare and the Corporation may pay dividends 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 or options or rights to acquire fully paid shares of the Corporation or, subject to the provisions of the Act, may be paid in money or property.

### **10.2 Dividend Payment**

A dividend payable in cash shall be paid by cheque of the Corporation drawn on the Corporation's bankers or one of them or by other electronic means, or if the Corporation has appointed a disbursement agent, by cheque of the disbursement agent drawn on the disbursement agent's bankers or one of them (or by other electronic or means by which such agent effects such payments in the normal course of its business as a disbursement agent) to the order of each registered holder of shares of the class or series in respect of which it has been declared and mailed by prepaid ordinary mail to such registered holder at such holder's recorded address, unless such holder otherwise directs. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all such joint holders and mailed to them at their recorded address. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, 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.

### **10.3 Non-Receipt of Cheques**

In the event of non-receipt of any dividend cheque by the person to whom it is sent as aforesaid, the Corporation shall issue or cause to be issued to such person a replacement cheque 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.

### **10.4 Record Date for Dividends and Rights**

Subject to the Act and the rules of any stock exchange on which the shares of the Corporation are listed, the board may fix in advance, within the period prescribed by the Act, a date as a record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities, provided that, unless notice of the record date is waived in writing by every holder of a share of the class or series affected whose name is set out in the securities register at the close of business on the day the board fixes the record date, notice of any such record date shall be given by the Corporation within the period prescribed by the Act, in the manner provided in the Act and by written notice to each stock exchange on which the shares of the Corporation are listed for trading. Where no record date is fixed in advance as aforesaid, 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.

### **10.5 Unclaimed Dividends**

Subject to the Act, any dividend unclaimed after a period of six (6) years from the date on which it has been declared payable shall be forfeited and shall revert to the Corporation.

## **11. MEETINGS OF SHAREHOLDERS**

### **11.1 Annual Meetings**

Subject to section 11.21, the board shall call an annual meeting of shareholders not later than fifteen (15) months after holding the last preceding annual meeting, for the purpose of receiving the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing an auditor and for the transaction of such other business as may properly be brought before the meeting.

### **11.2 Special Meetings**

The board shall have power to call a special meeting of shareholders at any time.

### **11.3 Place of Meetings**

Subject to the Act and the articles, meetings of shareholders shall be held at such place in or outside Alberta as the board, or any person to whom such decision is delegated by the board, may from time to time determine.

### **11.4 Calling Meetings**

The President, Chief Executive Officer, if any, or the board by resolution, may at any time call the annual or a special meeting of shareholders. The Secretary shall upon direction of any of the foregoing, subject to compliance with the Act, the articles and the by-laws, convene such meeting of shareholders.

### **11.5 Notice of Meetings**

Notice of the time and place of each meeting of the shareholders of the Corporation shall be given in the manner provided in section 12.1 not less than twenty-one (21) nor more than fifty (50) days before the date of the meeting to each director, to the auditor and to each shareholder who at the close of business on the record date for notice was entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Subject to the Act and any other applicable law, notice of a meeting of shareholders called for any purpose other than the consideration of the minutes of an earlier meeting, receiving the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

### **11.6 Waiver of Notice**

Notice of any meeting of shareholders or any irregularity in any such meeting or in the notice thereof may be waived by any shareholder, the duly appointed proxy of such shareholder or any other person entitled to attend the meeting of shareholders on behalf of such shareholder, in any manner and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of any shareholder, duly appointed proxy of any shareholder or any other person entitled to attend the meeting of shareholders on behalf of such shareholder shall be deemed to constitute a waiver of notice of the meeting, except where that person at the opening of business of the meeting states to the meeting that his or her attendance at the meeting is solely for the purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

### **11.7 List of Shareholders Entitled to Notice**

For every meeting of shareholders, the Corporation shall prepare or cause to be prepared 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 entitled to vote at the meeting. If a record date for the meeting is fixed pursuant to section 11.8, 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. Such list shall be prepared, if a record date for the determination of shareholders entitled to notice of the meeting is fixed pursuant to section 11.8, not later than ten (10) days after such record date and if no record date is fixed, at the close of business on the day on which notice is given. 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 central securities register is maintained and at the meeting for which the list was prepared.

#### **11.8 Record Date for Notice**

The board may fix in advance a date, preceding the date of any meeting of shareholders by not more than fifty (50) days and not less than twenty-one (21) days, as a record date for the determination of the shareholders entitled to notice of the meeting, and notice of any such record date must be given not less than seven (7) days before the meeting by: (a) in the manner provided for in the Act and (b) by written notice to each stock exchange in Canada on which the shares of the Corporation are listed for trading. 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.

#### **11.9 Participation in Meeting by Electronic Means**

The board may by resolution direct that the Corporation make available adequate communication facilities in accordance with the Act so as to permit attendance and voting at a meeting of shareholders by means of a telephonic, electronic or other communication facility.

#### **11.10 Chair, Secretary and Scrutineers**

The chair of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting and prepared to act as chair of the meeting: chair of the board, managing director, president, chief executive officer or a vice-president who is a shareholder. If none of such officers is present within fifteen (15) minutes from the time fixed for holding such meeting, the persons present and entitled to vote shall choose one of their number to be chair. 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.

#### **11.11 Persons Entitled to be Present**

The only persons entitled to attend a meeting of shareholders are those entitled to vote at such meeting, the directors, the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under the Act or other applicable law, the articles or the by-laws of the Corporation to be present at such meeting. Any other person may be

admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

#### **11.12 Quorum**

A quorum for the transaction of business at any meeting of shareholders shall be: (i) two persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxy or representative for an absent shareholder so entitled, and (ii) shareholders, in person or represented by proxy at the meeting, holding in aggregate not less than Ten (10%) per cent of the issued and outstanding shares of the Corporation entitled to vote at such meeting. If a quorum is present at the opening of any meeting of shareholders, the shareholders present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the time appointed for the meeting or within a reasonable time thereafter as the shareholders may determine, the shareholders present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

#### **11.13 Right to Vote and Record Date for Voting**

Subject to the provisions of the Act as to authorized representatives of any other body corporate or association, at any meeting of shareholders in respect of which the Corporation has prepared the list referred to in section 11.7, every person who is named in such list shall be entitled to vote the shares shown opposite such person's name except to the extent that, where the Corporation has fixed a record date in respect of such meeting pursuant to section 11.8, such person has transferred the ownership of any of his or her shares after such record date and the transferee of those shares: (a) produces properly endorsed share certificates or otherwise establishes ownership of such shares and (b) demands not later than ten (10) days prior to the meeting (or such shorter period as the board may approve and the Act may permit) that his or her name be included in the list before the meeting, in which case, the transferee shall be entitled to vote the shares at the meeting. In the absence of a list prepared as aforesaid in respect of a meeting of shareholders, every person shall be entitled to vote at the meeting whose name appears in the securities register as the holder of one or more shares carrying the right to vote at such meeting.

#### **11.14 Proxyholders and Representatives**

Every shareholder entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, as such shareholder's nominees to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. To be effective, each proxy must be signed in writing or by electronic signature in accordance with the Act by the shareholder or his or her attorney authorized by a document that is signed in writing or by electronic signature in accordance with the Act (or provided in such other manner as the board may approve and the Act may permit), or if the shareholder is a body corporate or association, by an officer or attorney thereof duly authorized. Every form of proxy shall comply with the Act.

### **11.15 Time for Deposit of Proxies**

The board may by resolution fix a time not exceeding forty-eight (48) hours, excluding non-business days, preceding any meeting or adjourned meeting of shareholders, before which time proxies to be used at such meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting. 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.

### **11.16 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 joint holder or holders, 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 the shares jointly held by them.

### **11.17 Votes to Govern**

At any meeting of shareholders every question shall, unless otherwise required by the articles or by-laws of the Corporation or by the Act, or by the requirements of any stock exchange on which the Corporation's shares are then listed, be determined by the majority of votes cast on the question. In case of an equality of votes, whether upon a show of hands, a poll or a vote conducted by means of a telephonic, electronic or other communication facility, the chair presiding at the meeting shall not be entitled to a second or casting vote.

### **11.18 Show of Hands**

Subject to the provisions of the Act, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot is required or demanded as hereinafter provided. Upon a show of hands, every person present and entitled to vote shall have one vote regardless of the number of shares he or she represents. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the shareholders upon the said question.

### **11.19 Electronic Voting**

Notwithstanding section 11.18, any vote referred to in section 11.18, if so permitted by and in accordance with the Act, may be held entirely by means of telephonic, electronic

or other communication facility, if the Corporation elects to make available such a communication facility.

## **11.20 Ballots**

On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting or the chair of the meeting, may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair of the meeting directs. A requirement of demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the shares which such person is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

## **11.21 Adjournment of Meetings**

If a quorum is not present at the time appointed for a meeting of shareholders or within such reasonable time thereafter as the shareholders present may determine, the shareholders present may adjourn the meeting to a fixed time and place but may not transact any other business. If a meeting of shareholders is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

## **11.22 Resolution in Writing**

A resolution in writing, signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders, is as valid as if it had been passed at a meeting of shareholders. Resolutions in writing contemplated by this section 10.18 may be signed in several counterparts including counterparts delivered by facsimile, which counterparts together shall constitute a single resolution in writing.

## **12. NOTICES**

### **12.1 Method of Giving Notice**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the board shall be sufficiently given to the person to whom it is to be given:

- (a) if delivered personally to that person; or
- (b) if delivered (other than via mail) to his or her recorded address; or
- (c) if mailed to his or her recorded address by prepaid ordinary or air mail; or

- (d) if sent to his or her recorded address by any means of prepaid electronic document, provided that the addressee has consented in writing to receipt of electronic documents and has designated an information system for the receipt of electronic documents.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as set out above. A notice so mailed shall be deemed to have been given when deposited in a post office or public letterbox. An electronic document so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the designated information system for dispatch. 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 which he or she reasonably believes to be reliable.

For the purpose of this article, "**recorded address**" means the latest address (including electronic address) recorded in the records of the Corporation.

## **12.2 Notice to Joint Shareholders**

All notices or other documents shall, with respect to any shares in the capital of the Corporation registered in more than one name, be given to whichever of such persons is named first in the records of the Corporation and any notice or other document so given shall be sufficient notice of delivery of such document to all the holders of such shares.

## **12.3 Computation of Time**

In computing the time when notice must be given under any provision requiring a specific number of hours notice of any meeting or other event, the hour of giving the notice and the hour of commencement of the meeting shall be excluded, and 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.

## **12.4 Notice Returned**

Where notices or other documents required to be given by the Corporation to its shareholders have been mailed to a shareholder at his or her latest recorded address and where, on three (3) consecutive occasions, notices or other documents have been returned by the post office to the Corporation, the Corporation is not required to mail to the shareholder any further notices or other documents until such time as the Corporation receives written notice from the shareholder requesting that notices and other documents be sent to the shareholder at a specified address.

## **12.5 Accidental Omissions and Errors**

The accidental omission to give any notice to any shareholder, director, officer or auditor, or the non-receipt of any notice by any shareholder, director, officer or auditor 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.

## **12.6 Persons Entitled by Death or Operation of Law**

Every person who, by operation of law, transfer, death of a shareholder or by any other means whatsoever, becomes entitled to shares is bound by every notice in respect of such shares which has been duly given to the registered holder from whom such holder derives title prior to such holder's name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which such holder became so entitled) and prior to such holder furnishing to the Corporation the proof of authority or evidence of such holder's entitlement prescribed by the Act.

## **12.7 Deceased Shareholders**

Any notice or other document given as herein provided shall, notwithstanding that such shareholder be then deceased and whether or not the Corporation has notice of his or her death, be deemed to have been duly served in respect of the shares held by such shareholder (whether held solely or with other persons) until some other person be entered in his or her stead in the records of the Corporation as the holder or one of the holders thereof and such service shall for all purposes be deemed a sufficient service of such notice or other document on his or her heirs, executors, or administrators and all persons (if any), interested with him or her in such shares.

## **12.8 Waiver of Notice**

Any shareholder (or the duly appointed proxy thereof), director, officer or auditor may waive any notice or abridge the time required for any notice required to be given under any provision of the Act, the articles or by-laws of the Corporation or other event of which notice is required to be given, and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing or by electronic means in accordance with the Act except a waiver of notice of a meeting of shareholders or of the board or a committee of the board which may be given in any manner.

## **12.9 Signatures to Notices**

The signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

## **12.10 Evidence of Notice**

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

## **12.11 Combined Notice of Annual General and Special Meeting**

A special meeting and the annual general meeting of shareholders of the Corporation may be convened by one and the same notice, and it shall be no objection to such notice that it

only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.

### **13. EFFECTIVE DATE**

#### **13.1 Effective Date**

This Amended and Restated By-Law No. 2 shall come into force once it has been approved by the directors and ratified by the shareholders of the Corporation.

### **14. ASX LISTING**

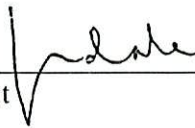
For so long as the Corporation is admitted to the official list of ASX, the following rules apply:

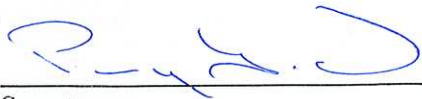
- (a) Notwithstanding anything contained in these by-laws, if the ASX Listing Rules prohibit an act being done, the act shall not be done.
- (b) Nothing contained in these by-laws prevents an act being done that the ASX Listing Rules require to be done.
- (c) If the ASX Listing Rules require an act to be done or not be done, authority is given for that act to be done or not be done (as the case may be).
- (d) If the ASX Listing Rules require these by-laws to contain a provision and they do not contain such a provision, these by-laws are deemed to contain that provision.
- (e) If the ASX Listing Rules require these by-laws not to contain a provision and they contain such a provision, these by-laws are deemed not to contain that provision.
- (f) If any provision of these by-laws is or becomes inconsistent with the ASX Listing Rules, these by-laws are deemed not to contain that provision to the extent of the inconsistency.

and for the purposes of this section 14:

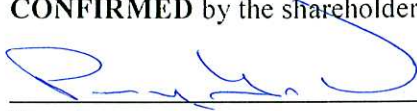
- (g) "**ASX**" means ASX Limited, trading as the Australian Securities Exchange;
- (h) "**ASX Listing Rules**" means the Listing Rules of ASX and any other rules of ASX which are applicable while the company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

**APPROVED** by the board this 17<sup>th</sup> day of June, 2010.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

**CONFIRMED** by the shareholders in accordance with the Act on this 17<sup>th</sup> day of June, 2010.

  
\_\_\_\_\_  
Secretary