



Certificate of Incorporation

Canada Business Corporations Act

Certificat de constitution

Loi canadienne sur les sociétés par actions

Local Media Concepts Inc.

Corporate name / Dénomination sociale

809758-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Marcie Girouard

Director / Directeur

2012-02-03

Date of Incorporation (YYYY-MM-DD)

Date de constitution (AAAA-MM-JJ)



- 1 Corporate name
Dénomination sociale
Local Media Concepts Inc.
-
- 2 The province or territory in Canada where the registered office is situated
La province ou le territoire au Canada où est situé le siège social
ON
-
- 3 The classes and any maximum number of shares that the corporation is authorized to issue
Catégories et le nombre maximal d'actions que la société est autorisée à émettre
See attached schedule / Voir l'annexe ci-jointe
-
- 4 Restrictions on share transfers
Restrictions sur le transfert des actions
See attached schedule / Voir l'annexe ci-jointe
-
- 5 Minimum and maximum number of directors
Nombre minimal et maximal d'administrateurs
Min. 1 Max. 10
-
- 6 Restrictions on the business the corporation may carry on
Limites imposées à l'activité commerciale de la société
None
-
- 7 Other Provisions
Autres dispositions
See attached schedule / Voir l'annexe ci-jointe
-
- 8 **Incorporator's Declaration:** I hereby certify that I am authorized to sign and submit this form.
Déclaration des fondateurs : J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

James Mitchell Walker 1800-200 Bay Street, Ottawa
ON
K1R 7W8, Canada

Original signed by / Original signé par
James Mitchell Walker

James Mitchell Walker

Chris Bouziotas 2126 Apple Leaf Way, Orleans
ON
K1W 1J7, Canada

Original signed by / Original signé par
Chris Bouziotas

Chris Bouziotas

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota : Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

Schedule / Annexe

Description of Classes of Shares / Description des catégories d'actions

The Corporation is authorized to issue shares of the following classes:

- (a) an unlimited number of First Preferred Shares;
- (b) an unlimited number of Second Preferred Shares;
- (c) an unlimited number of Third Preferred Shares;
- (d) an unlimited number of Fourth Preferred Shares;
- (e) an unlimited number of Class A Common Shares;
- (f) an unlimited number of Class B Common Shares; and
- (g) an unlimited number of Class C Common Shares.

with the rights, privileges, restrictions and conditions set out below.

(a) FIRST PREFERRED SHARES.

The First Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the holders of the First Preferred Shares shall be entitled to receive dividends as and when the directors shall in their discretion declare dividends on the First Preferred Shares and pay the same;

(ii) the First Preferred Shares shall rank, as regards repayment of the Redemption Amount (as hereinafter defined), in priority to all other classes of shares of the Corporation but shall not confer any further right to participate in profits or assets;

(iii) the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the First Preferred Shares on payment for each share to be redeemed of the amount of One Dollar (\$1.00), together with all dividends declared thereon and unpaid, the whole constituting and being herein referred to as the "Redemption Amount"; not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the First Preferred Shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the First Preferred Shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited; provided that, if payment of the Redemption Amount is not made on the redemption date, the rights of the holder of the said First Preferred Shares shall remain unaffected until payment of the Redemption Amount is made. If less than all of the First Preferred Shares represented by any certificate or certificates are to be redeemed, the registered holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the First Preferred Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be redeemed;

(iv) any holder of First Preferred Shares shall be entitled to require the Corporation to redeem at any time or times all or any of the First Preferred Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation a share certificate or certificates representing the First Preferred Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying

(A) that the registered holder desires to have all or any of the First Preferred Shares represented by such certificate or certificates redeemed by the Corporation, and

(B) the business day, being not less than fourteen (14) days and not more than thirty (30) days

from the date of giving such notice to the Corporation (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such First Preferred Shares.

Upon receipt of a share certificate or certificates representing the First Preferred Shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the redemption date redeem such First Preferred Shares by paying to such registered holder the Redemption Amount in respect of each First Preferred Share redeemed, such payment to be made by cheque payable at par at any branch of the Corporation's bank for the time being in Canada. The said First Preferred Shares shall be redeemed on the redemption date and thereafter the holder of such First Preferred Shares shall cease to be entitled to dividends declared after such date and shall not be entitled to exercise any of the other rights of holders of First Preferred Shares in respect thereof; provided that, if payment of the Redemption Amount is not made on the redemption date, the rights of the holder of the said First Preferred Shares shall remain unaffected until payment of the Redemption Amount is made. If less than all of the First Preferred Shares represented by any certificate or certificates are to be redeemed, the registered holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the First Preferred Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be redeemed;

(v) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the First Preferred Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any of the other classes of shares of the Corporation, an amount per share equal to the Redemption Amount in respect of each First Preferred Share, and no more; and

(vi) the holders of the First Preferred Shares shall be entitled to receive notice of and to attend and shall be entitled to one (1) vote at any meeting of the shareholders of the Corporation for each First Preferred Share held, except meetings at which only holders of a specified class of shares are entitled to vote.

(b) SECOND PREFERRED SHARES.

The Second Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the holders of the Second Preferred Shares shall be entitled to receive dividends as and when the directors shall in their discretion declare dividends on the Second Preferred Shares and pay the same;

(ii) the Second Preferred Shares shall rank, as regards repayment of the Redemption Amount (as hereinafter defined), in priority to all other classes of shares of the Corporation other than the First Preferred Shares but shall not confer any further right to participate in profits or assets;

(iii) the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Second Preferred Shares on payment for each share to be redeemed of the amount of Ten Dollars (\$10.00), together with all dividends declared thereon and unpaid, the whole constituting and being herein referred to as the "Redemption Amount"; not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the Second Preferred Shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Second Preferred Shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited; provided that, if payment of the Redemption Amount is not made on the redemption date, the rights of the holder of the said Second Preferred Shares shall remain unaffected until payment of the Redemption Amount is

made. If less than all of the Second Preferred Shares represented by any certificate or certificates are to be redeemed, the registered holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Second Preferred Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be redeemed;

(iv) any holder of Second Preferred Shares shall be entitled to require the Corporation to redeem at any time or times all or any of the Second Preferred Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation a share certificate or certificates representing the Second Preferred Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying

(A) that the registered holder desires to have all or any of the Second Preferred Shares represented by such certificate or certificates redeemed by the Corporation, and

(B) the business day, being not less than fourteen (14) days and not more than thirty (30) days from the date of giving such notice to the Corporation (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Second Preferred Shares.

Upon receipt of a share certificate or certificates representing the Second Preferred Shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the redemption date redeem such Second Preferred Shares by paying to such registered holder the Redemption Amount in respect of each Second Preferred Share redeemed, such payment to be made by cheque payable at par at any branch of the Corporation's bank for the time being in Canada. The said Second Preferred Shares shall be redeemed on the redemption date and thereafter the holder of such Second Preferred Shares shall cease to be entitled to dividends declared after such date and shall not be entitled to exercise any of the other rights of holders of Second Preferred Shares in respect thereof; provided that, if payment of the Redemption Amount is not made on the redemption date, the rights of the holder of the said Second Preferred Shares shall remain unaffected until payment of the Redemption Amount is made. If less than all of the Second Preferred Shares represented by any certificate or certificates are to be redeemed, the registered holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Second Preferred Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be redeemed;

(v) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Second Preferred Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any of the other classes of shares of the Corporation other than the First Preferred Shares, an amount per share equal to the Redemption Amount in respect of each Second Preferred Share, and no more; and

(vi) except as provided by the Canada Business Corporations Act, as amended from time to time, the holders of the Second Preferred Shares shall not be entitled to receive notice of or to attend any meetings of the shareholders of the Corporation and shall not be entitled to vote at any meetings of the shareholders of the Corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

(c) THIRD PREFERRED SHARES.

The Third Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the holders of the Third Preferred Shares shall not be entitled to receive any dividends in respect of such shares;

(ii) the Third Preferred Shares shall rank, as regards repayment of the Redemption Amount (as

hereinafter defined), in priority to all other classes of shares of the Corporation other than the First Preferred Shares and the Second Preferred Shares but shall not confer any further right to participate in profits or assets;

(iii) the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Third Preferred Shares on payment for each share to be redeemed of the amount of One Hundred Dollars (\$100.00) (such amount being herein referred to as the "Redemption Amount" in respect of each Third Preferred Share); not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the Third Preferred Shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited; provided that, if payment of the Redemption Amount is not made on the redemption date, the rights of the holder of the said Third Preferred Shares shall remain unaffected until payment of the Redemption Amount is made. If less than all of the Third Preferred Shares represented by any certificate or certificates are to be redeemed, the registered holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Third Preferred Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be redeemed;

(iv) any holder of Third Preferred Shares shall be entitled to require the Corporation to redeem at any time or times all or any of the Third Preferred Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation a share certificate or certificates representing the Third Preferred Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying

(A) that the registered holder desires to have all or any of the Third Preferred Shares represented by such certificate or certificates redeemed by the Corporation, and

(B) the business day, being not less than fourteen (14) days and not more than thirty (30) days from the date of giving such notice to the Corporation (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Third Preferred Shares.

Upon receipt of a share certificate or certificates representing the Third Preferred Shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the redemption date redeem such Third Preferred Shares by paying to such registered holder the Redemption Amount in respect of each Third Preferred Share redeemed, such payment to be made by cheque payable at par at any branch of the Corporation's bank for the time being in Canada. The said Third Preferred Shares shall be redeemed on the redemption date and thereafter the holder of such Third Preferred Shares shall not be entitled to exercise any of the rights of holders of Third Preferred Shares in respect thereof; provided that, if payment of the Redemption Amount is not made on the redemption date, the rights of the holder of the said Third Preferred Shares shall remain unaffected until payment of the Redemption Amount is made. If less than all of the Third Preferred Shares represented by any certificate or certificates are to be redeemed, the registered holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Third Preferred Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be redeemed;

(v) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Third Preferred Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any of the other classes of shares of the Corporation other than the First Preferred Shares and the Second Preferred Shares, an amount per share equal to the Redemption Amount in respect of each Third Preferred Share, and no more; and

(vi) except as provided by the Canada Business Corporations Act, as amended from time to time, the holders of the Third Preferred Shares shall not be entitled to receive notice of or to attend any meetings of the shareholders of the Corporation and shall not be entitled to vote at any meetings of the shareholders of the Corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

(d) FOURTH PREFERRED SHARES.

The Fourth Preferred Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

(i) the holders of the Fourth Preferred Shares shall be entitled to receive dividends as and when the directors shall in their discretion declare dividends on the Fourth Preferred Shares and pay the same;

(ii) the Fourth Preferred Shares shall rank, as regards repayment of the Redemption Amount (as hereinafter defined), in priority to all other classes of shares of the Corporation other than the First Preferred Shares, the Second Preferred Shares and the Third Preferred Shares but shall not confer any further right to participate in profits or assets;

(iii) the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Fourth Preferred Shares on payment for each share to be redeemed of the amount of One Hundred Dollars (\$100.00), together with all dividends declared thereon and unpaid, the whole constituting and being herein referred to as the "Redemption Amount"; not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the Fourth Preferred Shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Fourth Preferred Shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited; provided that, if payment of the Redemption Amount is not made on the redemption date, the rights of the holder of the said Fourth Preferred Shares shall remain unaffected until payment of the Redemption Amount is made. If less than all of the Fourth Preferred Shares represented by any certificate or certificates are to be redeemed, the registered holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Fourth Preferred Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be redeemed;

(iv) any holder of Fourth Preferred Shares shall be entitled to require the Corporation to redeem at any time or times all or any of the Fourth Preferred Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation a share certificate or certificates representing the Fourth Preferred Shares which the registered holder desires to have the Corporation redeem together with a request in writing specifying

(A) that the registered holder desires to have all or any of the Fourth Preferred Shares represented by such certificate or certificates redeemed by the Corporation, and

(B) the business day, being not less than fourteen (14) days and not more than thirty (30) days from the date of giving such notice to the Corporation (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Fourth Preferred Shares.

Upon receipt of a share certificate or certificates representing the Fourth Preferred Shares which the registered holder desires to have the Corporation redeem together with such a request, the Corporation shall on the redemption date redeem such Fourth Preferred Shares by

paying to such registered holder the Redemption Amount in respect of each Fourth Preferred Share redeemed, such payment to be made by cheque payable at par at any branch of the Corporation's bank for the time being in Canada. The said Fourth Preferred Shares shall be redeemed on the redemption date and thereafter the holder of such Fourth Preferred Shares shall cease to be entitled to dividends declared after such date and shall not be entitled to exercise any of the other rights of holders of Fourth Preferred Shares in respect thereof; provided that, if payment of the Redemption Amount is not made on the redemption date, the rights of the holder of the said Fourth Preferred Shares shall remain unaffected until payment of the Redemption Amount is made. If less than all of the Fourth Preferred Shares represented by any certificate or certificates are to be redeemed, the registered holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Fourth Preferred Shares comprised in the certificate or certificates surrendered as aforesaid which are not to be redeemed;

(v) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Fourth Preferred Shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any of the other classes of shares of the Corporation other than the First Preferred Shares, the Second Preferred Shares and the Third Preferred Shares, an amount per share equal to the Redemption Amount in respect of each Fourth Preferred Share, and no more; and

(vi) the holders of the Fourth Preferred Shares shall be entitled to receive notice of and to attend and shall be entitled to ten (10) votes at any meeting of the shareholders of the Corporation for each Fourth Preferred Share held, except meetings at which only holders of a specified class of shares are entitled to vote.

(e) CLASS A COMMON, CLASS B COMMON AND CLASS C COMMON SHARES.

The Class A Common, the Class B Common and the Class C Common Shares shall have attached thereto the following rights, conditions, restrictions, limitations and prohibitions:

(i) the Class A Common Shares, the Class B Common Shares and the Class C Common Shares shall be entitled to receive, in any financial year of the Corporation, dividends at such time and for such amount as may be determined from time to time, by the directors in their discretion. Notwithstanding the foregoing, the directors may declare and pay dividends on any class of shares to the exclusion of any other class of shares;

(ii) the holders of the Class A Common Shares shall be entitled to receive notice of and to attend and shall be entitled to one (1) vote at any meeting of the shareholders of the Corporation for each Class A Common Share held, except meetings at which only holders of a specified class of shares are entitled to vote;

(iii) except as provided by the Canada Business Corporations Act, as amended from time to time, the holders of the Class B Common Shares and the Class C Common Shares shall not be entitled to receive notice of or to attend any meetings of the shareholders of the Corporation and shall not be entitled to vote at any meetings of the shareholders of the Corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation; and

(iv) in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Common Shares, the Class B Common Shares and the Class C Common Shares shall be entitled to share in the property and assets of the Corporation available for distribution to the holders of such shares as follows: holders of Class A Common Shares, in priority to the holders of the Class C Common Shares and the Class B Common Shares, shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any of the Class C Common Shares and the Class B Common Shares of the Corporation, an amount per share equal to the amount determined by dividing the aggregate stated capital and contributed surplus attributable to the Class A

Common Shares by the total number of Class A Common Shares issued and outstanding; if, after payment of the said amount to the holders of the Class A Common Shares there remains property or assets of the Corporation available for distribution, the holders of the Class C Common Shares shall be entitled to receive an amount per share equal to the amount determined by dividing the aggregate stated capital and contributed surplus attributable to the Class C Common Shares by the total number of Class C Common Shares issued and outstanding; if, after payment of the said amount to the holders of the Class C Common Shares there remains property or assets of the Corporation available for distribution, the holders of the Class B Common Shares shall be entitled to receive an amount per share equal to the amount determined by dividing the aggregate stated capital and contributed surplus attributable to the Class B Common Shares by the total number of Class B Common Shares issued and outstanding; if, after payment of the said amount to the holders of the Class B Common Shares there remains property or assets of the Corporation available for distribution, the holders of the Class A Common Shares shall share rateably and pari passu with the holders of the Class C Common Shares and the Class B Common Shares the remaining property and assets of the Corporation.

Schedule / Annexe

Restrictions on Share Transfers / Restriction sur le transfert d'actions

No shares of the Corporation may be transferred without either:

(a) the consent of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors, or an instrument in writing signed by a majority of the directors of the Corporation; or

(b) the consent of the holders of shares of the Corporation to which are attached more than 50 per cent of the votes attaching to all the shares of the Corporation carrying a right to vote for the time being outstanding, expressed by a resolution passed at a meeting by those shareholders, or signed by all shareholders entitled to vote on that resolution.

Schedule / Annexe
Other Provisions / Autres dispositions

(a)the board of directors may from time to time, without authorization of the shareholders, in such amounts and on such terms as it deems expedient:

(i)borrow money on the credit of the Corporation;

(ii)issue, reissue, sell or pledge debt obligations (secured or unsecured) of the Corporation;

(iii)give a guarantee on behalf of the Corporation to secure performance of an obligation of any person or body corporate; and

(iv)charge, mortgage, hypothecate, pledge, cede and transfer or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

(b)the board of directors may from time to time delegate to such one or more directors and officers of the Corporation as may be designated by the board of directors all or any of the powers conferred on the board of directors pursuant to paragraph (a) above to such extent and in such manner as the board of directors shall determine at the time of each such delegation.

(c)subject to the Canada Business Corporations Act, the Corporation has a lien on a share registered in the name of a shareholder or the shareholder's personal representative for a debt of that shareholder to the Corporation including an amount unpaid in respect of a share issued by a body corporate on the date it was continued under the Canada Business Corporations Act.

(d)No securities, other than non-convertible debt securities, of the Corporation may be transferred without either:

(i)the consent of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors, or an instrument in writing signed by a majority of the directors of the Corporation; or

(ii)the consent of the holders of shares of the Corporation to which are attached more than 50 per cent of the votes attaching to all the shares of the Corporation carrying a right to vote for the time being outstanding, expressed by a resolution passed at a meeting by those shareholders, or signed by all shareholders entitled to vote on that resolution.