MCAN MORTGAGE CORPORATION

BY-LAW NO.
THIRTEEN
(Replacing By-Law No. Twelve)

A BY-LAW RELATING GENERALLY TO THE
TRANSACTION OF BUSINESS AND AFFAIRS OF

MCAN MORTGAGE CORPORATION

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

ARTICLE ONE

INTERPRETATION

1.01 Definitions – In the by-laws of the Corporation, unless the context otherwise requires:

(a) **"Act"** means the *Trust and Loan Companies Act*, S.C. 1991, c.45, and includes regulations made thereunder, or any statute that may be substituted therefor, as from time to time amended, and any reference to a particular provision of the Act shall be deemed also to be a reference to any similar provision resulting from the amendment or replacement thereof;

(b) **"Board"** means the Board of Directors of the Corporation;

(c) **"By-laws"** means this by-law and other by-laws of the Corporation from time to time in force and effect;

(d) **"Corporation"** means the company incorporated by Letters Patent under the Act and named "MCAN Mortgage Corporation";

(e) **"Governing Legislation"** means (i) the Act and (ii) the provisions of the *Loan and Trust Corporations Act*, R.S.O. 1990, c.L25 (and the regulations made thereunder) that apply to a loan corporation that is not a provincial corporation but is a registered extra-provincial corporation for the purposes of such legislation, and includes any statute that may be substituted therefor, as from time to time amended, and any reference to a particular provision of such legislation shall be deemed also to be a reference to any similar provision resulting from the amendment or replacement thereof;

(f) **"Letters Patent"** means the Letters Patent and includes any supplementary Letters Patent of the Corporation;

(g) **"Non-Business Day"** means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Canada);

(h) **"Ordinary Resolution"** means a resolution that is (i) submitted to a meeting of shareholders of the Corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at a meeting by at least a majority of the votes cast, or (ii) consented to in writing by each Shareholder of the Corporation entitled to vote at such a meeting or the Shareholder's agent authorizing in writing;

(i) **"public announcement"** means disclosure in a press release disseminated by the Corporation through a national news service in Canada, or in a document filed by the Corporation for public access under its profile on the System for Electronic Document Analysis and Retrieval at www.sedarplus.com;

(j) **"Signing Officer"** means any natural person authorized by or pursuant to Section 2.05 to sign contracts, documents and instruments on behalf of the Corporation;

(k) **"special meeting of shareholders"** means any meeting of shareholders, other than an annual meeting of shareholders, and including a meeting of shareholders where a Special Resolution has been submitted for consideration by shareholders;

(l) **"Special Resolution"** means a resolution that is, (i) submitted to a meeting of shareholders of a corporation duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds of the votes cast, or (ii) consented to in writing by each Shareholder of the corporation entitled to vote at such a meeting or the Shareholder's agent authorizing in writing;

(m) **"Superintendent"** means the Superintendent of Financial Institutions appointed pursuant to the *Office of Superintendent of Financial Institutions Act* and defined as "Superintendent" in the Act.

1.02 **Terms Defined in the Act –** Subject to Section 1.01 hereof, terms defined in the Act and used herein shall, unless the context otherwise requires, have the same meaning herein as in the Act.

1.03 **Number and Gender** – In this by-law words importing the singular number only include the plural and vice-versa and words importing masculine gender include the feminine and neuter genders.

1.04 **"Herein", etc.** – The terms "herein," "hereof," "hereby" and similar expressions refer to this by-law, as from time to time amended, and not to any particular Section or other portion hereof.

1.05 **Persons** – In this by-law words importing persons include natural persons, bodies corporate, partnerships, trusts, funds and unincorporated associations and organizations.

1.06 **Headings, etc.** – The division of this by-law into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

ARTICLE TWO

BUSINESS OF THE CORPORATION

2.01 **Head Office –** Until changed in accordance with the Act, the head office of the Corporation shall be at the City of Toronto in the Province of Ontario and at such location therein as the Board may by resolution from time to time determine.

2.02 **Corporate Seal** – Until changed by resolution of the Board, the corporate seal of the Corporation shall be in the form impressed hereon.

2.03 **Financial Year** – Until changed in accordance with the Act the financial year of the Corporation shall end on the 31st day of December in each year.

2.04 **Auditor** – By Ordinary Resolution, at each annual meeting, the shareholders of the Corporation shall appoint an auditor to hold office until the close of the next annual meeting. The remuneration of an auditor may be fixed by Ordinary Resolution of the shareholders but, if not so fixed, shall be fixed by the Board. No person shall be appointed an auditor unless such person is independent of the Corporation and is otherwise qualified to be an Auditor of the Corporation pursuant to the Act.

2.05 **Execution of Instruments** – Contracts, documents and instruments in writing required to be executed by the Corporation may be signed on behalf of the Corporation by:

(a) the chair of the Board, the president, a senior vice-president, or any director together with the secretary, the treasurer, a vice-president, an assistant vice-president, an assistant secretary or an assistant treasurer; or

(b) any two directors

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board may at any time and from time to time by resolution direct the manner in which and the person or persons by whom any particular contract, document or instrument in writing or any class of contracts, documents and instruments in writing may or shall be signed on behalf of the Corporation. The seal of the Corporation may be affixed to contracts, documents and instruments in writing signed as aforesaid by any Signing Officer but no such contract, document or instrument in writing shall be invalid by reason only of the seal not being affixed thereto.

2.06 Banking Arrangements – Subject to Governing Legislation, 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 and other persons as may from time to time be designated, appointed or authorized by or under the authority of the Board. Such banking business, or any part thereof, shall be transacted by such persons under and in accordance with such agreements, instructions and delegations of power as the Board may from time to time by resolution designate, direct or authorize.

2.07 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 by resolution 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.

ARTICLE THREE

DIRECTORS

3.01 Number of Directors and Quorum – Until changed in accordance with the Act, the Board shall consist of nine (9) directors, of whom (a) a majority shall be resident Canadians for the purposes of the Act and (b) a majority or such greater number as may be required under the Governing Legislation shall be outside directors, not affiliated with the Corporation and a majority shall constitute a quorum at any meeting of the Board. Subject to any exceptions contained in the Act, a majority of the quorum at any meeting of the Board must be resident Canadians.

3.02 Qualification – The following persons are disqualified from being elected as directors of the Corporation:

(a) a person who is less than eighteen (18) years of age;

(b) a person who is of unsound mind and has been so found by a court in Canada or elsewhere;

(c) a person who has the status of a bankrupt;

(d) a person not approved for election or appointment by the Superintendent; or

(e) a person otherwise disqualified under Governing Legislation.

3.03 Disqualification – If any director makes an assignment for the benefit of creditors or comes within the operation of any insolvency law he thereupon ceases to be a director.

3.04 Election and Term – Shareholders shall, at each annual meeting of shareholders, elect directors to hold office until the close of the next annual meeting of shareholders and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at each such meeting shall be the number of directors fixed pursuant to Section 3.01. Except where the Act or these by-laws provide for cumulative voting for the election of directors, the persons, to the number authorized to be elected, who have the greatest number of votes at any election shall be the directors. If, at any election referred to in the preceding sentence, two or more persons have an equal number of votes and there are not sufficient vacancies remaining to enable all the persons receiving an equal number of votes to be elected, the directors who receive a greater number of votes or the majority of them shall, in order to complete the full number of directors, determine which of the persons so receiving an equal number of votes are to be elected. If any director makes an assignment for the benefit of creditors or comes within the operation of any insolvency law he thereupon ceases to be a director. The election of directors shall take place by way of cumulative voting in accordance with the Act where the aggregate of the voting shares of the Corporation beneficially owned by a person and any entities controlled by the person carries more than 10% of the voting rights attached to all the outstanding voting shares of the Corporation.

3.05 Removal of Directors – Subject to the provisions of the Act, the shareholders may, by ordinary resolution passed at a special meeting of shareholders, remove a director from office. Subject to the provisions of the Act, the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the directors. A director who receives notice or otherwise learns of a meeting, at which it is proposed the director be removed from office or another person is to be appointed or elected to fill the office of the director, may submit to the Corporation a written statement giving the reasons, if any, why the director opposes the removal or replacement.

3.06 Resignation of Director – A director may resign from the office of director of the Corporation by written notice of resignation sent to the Corporation by the director. Such a

resignation of a director shall be effective at the time the written resignation is sent to the Corporation by the director or at the time specified in the resignation, whichever is later. Where a director resigns as a result of a disagreement with the other directors or the officers of the Corporation, the director shall submit to the Corporation and to the Superintendent a written statement setting out the nature of the disagreement.

3.07 Vacation of Office – The office of a director shall ipso facto be vacated when: the director dies; the director ceases to be qualified for election as a director; the director ceases to be a director under Section 3.03 hereof; the director is removed from office in accordance with Section 3.05 hereof; or specified in the director's written resignation sent or delivered to the Corporation in accordance with Section 3.06 hereof.

3.08 Vacancies – Subject to the provisions of the Act, vacancies that occur in the Board may be filled for the remainder of the term by a quorum of directors. In the absence of a quorum, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy or vacancies and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any shareholder.

3.09 Action by the Board – The powers of the directors may be exercised by resolution passed at a meeting of the Board at which a quorum is present. Where there is a vacancy among the directors, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

3.10 Place of Meetings – Meetings of the Board may be held at the head office of the corporation or elsewhere within Canada. The Board shall meet at least five times in each year.

3.11 Calling of Meetings – Meetings of the Board shall be held from time to time at such locations at such times and on such days as the Board, the chair of the Board, the president or any two (2) directors may determine.

3.12 Notice of Meeting – Notice of the date, time and place of each meeting of the Board shall be given in the manner provided in Section 13.01 hereof to each director at least forty-eight (48) hours before the time when the meeting is to take place, provided always that the director may in any manner, and either before or after the meeting, waive notice of a meeting of the Board or any meeting of any committee of the Board. Attendance by a director at a meeting of the Board or of any committee of the Board shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly held. Except if the business to be transacted at a meeting of the Board is

(a) authorizing submission to the shareholders of a question or matter requiring the approval of the shareholders,

(b) filling of a vacancy among the directors or a committee of the directors or in the office of auditor,

(c) issue of securities of the Corporation,

(d) declaration of a dividend,

(e) redemption or other acquisition by the Corporation of shares issued by it,

(f) payment of a commission on a securities issue,

(g) approval of a management proxy circular,

(h) approval of the annual statement of the Corporation or any other financial statements issued by the Corporation,

(i) adoption, amendment or repeal of By-laws of the Corporation, or

(j) any other matter which the Act requires to be specified,

the notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting.

3.13 First Meeting of New Board – No notice of the first meeting of the Board held following a meeting of shareholders at which directors are elected shall be necessary in order to legally constitute the meeting, provided that a quorum of directors is present and further provided that such meeting is held not later than three (3) days following such meeting of shareholders.

3.14 Adjourned Meetings – Notice of an adjourned meeting of directors is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.15 Regular Meetings – The directors may appoint a day or days in any month or months for regular meetings of the Board at a stated 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 meetings except where Section 3.12 or the Act requires a matter proposed to be dealt with at the meetings to be specified.

3.16 Chair – The chair of each meeting of the Board shall be the chair of the Board, or in his or her absence, or if there is no chair of the Board, the Lead Director shall chair the meeting. In the absence of the Lead Director, the directors present shall choose one of their number to be chair of the meeting.

3.17 Remuneration of Directors – The directors shall be paid such remuneration for their services, if any, as the Board may from time to time by resolution determine, to the extent that such remuneration in the aggregate shall not exceed $1,000,000 in any year until changed by directors' remuneration By-law, and such remuneration shall be in addition to any professional fees paid to a director in a professional capacity or any salary paid to a director who is also an officer or employee of the Corporation subject to the provisions of Section 6.10 hereof. The Board may by resolution from time to time award special remuneration out of the funds of the Corporation to any director who performs any special

work or service for, or undertakes any special mission on behalf of, the Corporation outside the work or services ordinarily required of a director by the Corporation. In addition, each director shall also be reimbursed in respect of his or her out-of-pocket expenses properly incurred in attending Board, committee and shareholders' meetings or otherwise in respect of the performance by him or her of his or her duties as a director, as the Board may from time to time determine. For the purposes hereof "directors' remuneration By-law" means a By-law fixing the aggregate of all amounts that are to be paid to all directors in respect of directors' remuneration during a fixed period of time that has been confirmed by Special Resolution. The following payments, which may be made by the Corporation to a person who is a director, shall not be subject to the limitation of the directors' remuneration By-law: (a) any professional fees paid to a director for services provided in a professional capacity, (b) in the case of a person who is a director and is also an officer or an employee of the Corporation, any salary paid to such a person in respect of the office or employment, (c) special remuneration out of the funds of the Corporation awarded to any director who performs any special work or service for, or undertakes any special mission on behalf of, the Corporation outside the work or services ordinarily required of a director by, the Corporation, and (d) reimbursement of a director's out-of-pocket expenses properly incurred by the director in attending Board, committee and shareholders' meetings or otherwise in respect of the performance by the director of the duties of a director, subject to such limitation as the Board may from time to time determine.

3.18 Votes to Govern – At all meetings of the Board, every question to be decided shall be decided upon by a majority of the votes cast on the question. The chair of the meeting may vote and in the case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

3.19 Meetings By Telephone, etc. – If all the directors of the Corporation consent, a director may participate in a meeting of the Board or of a committee of the Board by means of such telephonic, electronic or other communications facilities as permit all other persons participating in the meeting to communicate adequately with each other during the meeting, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent may be given, and if given, shall be effective, whether given before, during or after the meeting to which it relates and may be given on a blanket basis with respect to all meetings of the Board and of committees of the Board.

ARTICLE FOUR

ADVANCE NOTICE FOR NOMINATIONS OF DIRECTORS

4.01 Nominations of Directors – Subject to the provisions of the Act, only individuals who are nominated in accordance with the procedures set out in this Article Four shall be eligible for election as directors of the Corporation. Nominations of individuals for election to the Board may be made at an annual meeting of shareholders, or at a special meeting of shareholders called for any purpose which includes the election of directors. Such nominations must be made:

(a) by or at the direction of the Board, including pursuant to a notice of meeting;

(b) by or at the direction or request of one or more shareholders of the Corporation pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of the shareholders made in accordance with the provisions of the Act; or

(c) by any person entitled to vote at such meeting (a "Nominating Shareholder") who: (i) at the close of business on the date of giving notice provided for below in this Article Four and at the close of business on the record date for notice of such meeting, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and provides evidence of such beneficial ownership to the Corporation; and (ii) complies with the notice procedures set out below in this Section Four.

4.02 Nomination for Election – For the avoidance of doubt, the procedures set forth in this By-Law shall be the exclusive means for any person to bring nominations for election to the Board before any annual or special meeting of shareholders of the Corporation.

4.03 Timely Notice – In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder pursuant to paragraph 4.01(c) above, the Nominating Shareholder must have given timely notice thereof (in accordance with paragraph 4.04 below) in proper written form (in accordance with paragraph 4.05 below) to the Corporate Secretary of the Corporation at the Head Office of the Corporation as set forth below.

4.04 Manner of Timely Notice – To be timely, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must be made:

(a) in the case of an annual meeting of shareholders, not less than 30 days prior to the date of the annual meeting of shareholders; provided, however, if (i) the first public announcement made by the Corporation of the date of the annual meeting is less than 50 days prior to the meeting date, not later than the tenth (10^{th}) day following the day on which the first public announcement of the date of such annual meeting is made by the Corporation and (ii) the Corporation uses "notice-and-access" (as defined in National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer*) to send proxy-related materials to shareholders in connection with an annual meeting, notice must be received not less than 40 days prior to the date of the annual meeting; and

(b) in the case of a special meeting of shareholders (which is not also an annual meeting of shareholders) called for any purpose which includes the election of directors, not later than the fifteenth (15^{th}) day following the day on which the first public announcement of the date of the special meeting of shareholders is made.

The time periods for the giving of notice by a Nominating Shareholder set out above shall be determined based on the original date of the applicable annual meeting of shareholders or special meeting of shareholders, as applicable, or the first public announcement of the

annual meeting of shareholders or special meeting of shareholders. Any adjournment or postponement of a meeting of shareholders or the announcement thereof shall commence a new time period for the giving of such notice.

4.05 Proper Form of Timely Notice – To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must set forth:

(a) as to each individual whom the Nominating Shareholder proposes to nominate for election as a director: (i) the name, age, business address and residential address of the individual; (ii) the principal occupation, employment or business of the individual, both present and within the five (5) years preceding the date of the notice, and the name and principal business of any company in which any such employment is carried on; (iii) the country of residence of the person; (iv) the number of shares of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by the individual as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; (v) a description of any relationship, agreement, arrangement or understanding (financial, compensation or indemnity related or otherwise) between the Nominating Shareholder and the individual, or any affiliate or associate of, or any person or entity acting jointly or in concert with the Nominating Shareholder or the individual, in connection with the individual's nomination and election as a director; (vi) whether the individual is party to any existing or proposed relationship, agreement, arrangement or understanding with any competitor of the Corporation or any other third party which may give rise to a real or perceived conflict of interest between the interests of the Corporation and the interests of the individual; (vii) the individual's written consent to being named in the notice as a nominee and to serve as a director of the Corporation if elected; and (viii) any other information relating to the individual that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and applicable securities laws; and

(b) as to each Nominating Shareholder giving the notice and each beneficial owner, if any, on whose behalf the nomination is made: (i) their name, business address, residential address and the number of shares of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by such person or any such person with whom the Nominating Shareholder or beneficial owner is acting jointly or in concert with respect to the Corporation or any of its shares, as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; (ii) their interests in, or rights or obligations associated with any agreements, arrangements or understandings, the purpose or effect of which is to alter, directly or indirectly, the Nominating Shareholder's or beneficial owner's economic interest in a share of the Corporation or the Nominating Shareholder's or beneficial owner's economic exposure to the Corporation; (iii) full particulars regarding any proxy, contract, agreement, arrangement, understanding or relationship pursuant to which such Nominating Shareholder or beneficial owner has a right to vote or direct the voting of any shares of the Corporation; (iv) full particulars regarding any direct or indirect interest of the

Nominating Shareholder or beneficial owner in any contract with the Corporation or with any of the Corporation's affiliates; (v) whether the Nominating Shareholder or beneficial owner is a party to any existing or proposed relationship, agreement, arrangement or understanding with any competitor of the Corporation or any other third party which may give rise to a real or perceived conflict of interest between the interests of the Corporation and the interests of the Nominating Shareholder; (vi) whether the Nominating Shareholder intends to deliver a proxy circular and/or form of proxy to any shareholder of the Corporation in connection with such nomination or otherwise solicit proxies or votes from shareholders of the Corporation in support of such nomination; and (vii) any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and applicable securities laws.

The Corporation may require any proposed nominee as a director to furnish such other information as may reasonably be required by the Corporation to comply with requirements of the Office of the Superintendent of Financial Institutions (Canada) relating to assessing the suitability of directors and potential changes to the Board, to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation, or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee, or to satisfy the requirements of applicable stock exchange rules.

In addition, a Nominating Shareholder's notice shall be promptly updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting.

All information provided or required to be provided in a Nominating Shareholder's notice shall be made publicly available to shareholders.

4.06 Eligibility for Nomination as a Director – No individual shall be eligible for election as a director of the Corporation unless nominated in accordance with this Article Four; provided, however, that nothing in this Article Four shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter that is properly brought before such meeting pursuant to the provisions of the Act. The chair of the meeting of shareholders shall have the power and duty to determine whether a nomination of a person for election to the Board was made in accordance with this Article Four, and if the chair determines that a nomination does not comply with this Article Four, to declare that such defective nomination shall be disregarded.

4.07 Delivery of Notice – Notwithstanding any other provision of the Corporation's By-laws, notice given to the Corporate Secretary of the Corporation pursuant to this Article Four may only be given by personal delivery, facsimile transmission or by e-mail (at the e-mail address indicated under the Corporation's profile on the System for Electronic Document Analysis and Retrieval at www.sedarplus.com), and shall be deemed to have been given and made only at the time it is served by personal delivery, e-mail (at the aforesaid address) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the Head Office of the Corporation; provided that if such delivery or electronic communication is made on a day

which is not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next day that is a business day.

4.08 Board Discretion – Notwithstanding the foregoing, the Board may, in its sole discretion waive any requirement of this Article Four.

ARTICLE FIVE

COMMITTEES

5.01 Audit Committee – The Board shall appoint from their number an Audit Committee which shall consist of at least three (3) directors, a majority of whom shall be outside directors not affiliated with the Corporation and none of whom shall be officers or employees of the Corporation or a subsidiary of the Corporation. The Audit Committee shall fulfil such duties as required by the Governing Legislation.

5.02 Risk Committee - The Board shall appoint from their number a Risk Committee which shall consist of at least three (3) directors, a majority of whom shall be outside directors not affiliated with the Corporation, and such Committee shall fulfil such duties as are required pursuant to the Governing Legislation, including, but not limited to, overseeing the Corporation's risk appetite, risk limits and risk management practices, and establishing written procedures to ensure that prudent investment standards are applied by the Corporation.

5.03 Conduct Review Committee – The Board shall appoint from their number a Conduct Review Committee which shall consist of at least three (3) directors, a majority of whom shall be outside directors not affiliated with the Corporation and none of whom shall be officers or employees of the Corporation or a subsidiary of the Corporation. The Conduct Review Committee shall, without limitation, (a) establish procedures for the review of transactions with related parties of the Corporation, (b) review all proposed transactions with related parties of the Corporation (including persons who ceased to be related parties within the twelve (12) months preceding a transaction), (c) review the practices of the Corporation to ensure that any transactions with related parties of the Corporation that may have a material effect on the stability or solvency of the Corporation are identified.

5.04 Other Committees – The Board may from time to time appoint such other committees as they may deem advisable. The function of any such other committees need not be advisory only, unless the Governing Legislation specifies otherwise.

5.05 Procedures to be Established by the Board and Reviewed by Committees – The Board shall:

(a) establish procedures to resolve conflicts of interest, including techniques for the identification of potential conflict situations and for restricting the use of confidential information and designate a committee of the Board to monitor such procedures, and

(b) establish procedures to provide disclosure of information to customers of the Corporation that is required to be disclosed by the Act and for dealing with complaints made by customers of the Corporation about the application of charges applicable to deposit accounts or payment, credit or charge cards with the Corporation or the disclosure of or manner of calculating the cost of borrowing in respect of a loan made by the Corporation, as required by the Act, and designate a committee of the board to monitor such procedures and satisfy itself that they are being adhered to by the Corporation.

5.06 Transaction of Business – The powers of a committee shall be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all members entitled to vote on that resolution at a meeting of that committee. A majority of the members of a committee shall constitute a quorum at any meeting of the committee. Subject to any exceptions contained in the Act, a majority of the quorum at any meeting of a committee must be resident Canadians. Subject to the provisions of the Act and unless otherwise determined by the Board, each committee shall have power to elect its chair and to regulate its procedures.

5.07 Reporting of Committee Activity –

(a) The Corporation shall report to the Superintendent on the mandate and responsibilities of the Conduct Review Committee and the procedures established by the committee for the review of transactions with related parties of the Corporation to which the self-dealing provisions of the Act applies.

(b) After each meeting of the Conduct Review Committee, the committee shall report to the directors on all transactions and other matters reviewed by the committee.

(c) Prior to Board approval of the annual statement and returns of the Corporation, the Audit Committee shall report to the Board thereon.

(d) Within ninety (90) days after the end of each financial year, the directors shall report to the Superintendent on the proceedings of the Conduct Review Committee and on all transactions and other matters reviewed by the committee during the year.

(e) A record of meetings of each committee held, and the attendance by directors who are members of the committee at such meetings must be included in the notice of each annual meeting sent to shareholders, as more particularly set forth in Section 8.04.

ARTICLE SIX

OFFICERS

6.01 Appointments – Annually following each election of directors, or more often as may be necessary or appropriate, the Board shall appoint (a) from among its members, a chief executive officer who must be a person ordinarily resident in Canada, and (b) a president. The chief executive officer of the Corporation shall be charged with managing the business and affairs of the Corporation and shall perform the duties incident to his or her office, subject to the authority of the Board. From time to time the Board may appoint one or more vice-presidents, a secretary, a treasurer and such other officers as the Board deems appropriate. At any time the Board may revoke any such appointment and all officers shall hold office during the pleasure of the Board, until their successors are appointed. Persons appointed to such offices must have satisfied any prescribed qualifications set out in Governing Legislation. One person may hold more than one office and, save as herein otherwise provided with respect to the chief executive officer, an officer may be, but is not required to be a director. If the same person holds the office of secretary and treasurer such person may but need not be known as the secretary/treasurer. Vacancies occurring from time to time in any office may be filled by the Board. The board may designate the offices of the Corporation, appoint officers thereto, specify the duties of those officers and subject to the provisions of Governing Legislation, delegate to them to manage the business and affairs of the Corporation.

6.02 Chair of the Board – The chair of the Board shall be an independent director appointed by the Board. Notwithstanding the foregoing requirement, the Board may appoint a director as chair of the Board who is not independent to act as chair on all matters, except those matters for which he or she is not independent. The Lead Director shall act as chair of the Board in respect of all matters for which the chair is not independent. Subject to the foregoing, the chair of the Board shall, when present, preside at meetings of the Board as provided in this by-law. The chair of the Board and the Lead Director shall have such other powers and duties as the Board may specify.

6.03 President – The Board may by resolution appoint the president, as the chief executive officer of the Corporation and may at any time revoke such appointment. If not so appointed, the president shall be the chief operating officer of the Corporation. As chief operating officer, the president shall manage the business and affairs of the Corporation under the general direction of the chair of the Board, and in the absence or inability to act as chief executive officer, subject to Governing Legislation, the president shall be vested with and may exercise all of the powers and perform all the duties assigned to the chief executive officer hereunder and shall have such other powers and duties as the Board may specify.

6.04 Vice-Presidents – Each vice-president shall perform such duties and exercise such powers as the Board may from time to time prescribe or as the chair of the Board, chief executive officer or the president may from time to time instruct. During the absence, inability or refusal to act of the chair of the Board, chief executive officer and the president, subject to Governing Legislation, all of the duties of the chair of the Board, chief executive officer and of the president may be performed and their powers exercised by the vice-president, or if

there are more than one, by the senior vice-president (as determined by the Board) provided that no vice-president who is not a director shall preside at any meeting of the Board or any committee of directors. If a vice-president exercises any such duty or power, the absence, inability or refusal to act of the chair of the Board, the chief executive officer or president shall be presumed with reference thereto.

6.05 **Secretary** – 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 the 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, auditors and members of committees of the Board. The secretary shall, except when some other officer or agent has been appointed for that purpose be custodian of the stamp or mechanical device generally used for affixing the seal of the Corporation and all books, papers, records, contracts, documents and other instruments belonging to the Corporation and shall have such other powers and duties as may from time to time be prescribed by the Board, the chair of the Board, or the president, or required by law. When the secretary is indisposed and unable to attend any of the meetings aforementioned, the assistant secretary if available shall fulfil the duties of the secretary. If an assistant is unavailable the chair of the Board shall appoint a secretary designate for that particular meeting.

6.06 **Treasurer** – Subject to the provisions of any resolution of the Board, the treasurer, if one be appointed, shall be responsible for the control of the funds of the Corporation, for all banking arrangements for the Corporation and for the safe-keeping of securities, shall keep or cause to be kept full and accurate books of account and accounting records as may be required by applicable law and shall render to the Board as and when required of him or her an account of all the treasurer's transactions and of the financial position of the Corporation. In addition, the treasurer shall have such other powers and duties as the Board, the chair of the Board or the president may from time to time prescribe.

6.07 **Powers and Duties of Other Officers** – The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board or chief executive officer may from time to time prescribe. Any of the powers and/or 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.

6.08 **Variation of Powers and Duties** – The Board may from time to time, subject to the provisions of the Governing Legislation, vary, add to or limit the powers and duties of any officer.

6.09 **Terms of Employment and Term of Office** – The terms of employment of officers elected or appointed by the Board shall be settled from time to time by the Board. The Board, in its discretion may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Save as aforesaid, each officer appointed by the Board shall hold office until his or her successor is elected or appointed; provided that the terms of office of the chair of the Board, president and the chief executive officer shall expire if and when the persons occupying those offices cease to be directors.

6.10 Remuneration – The officers of the Corporation shall be paid such remuneration for their services as the Board may from time to time by resolution determine. In addition, any officer shall also be reimbursed in respect of out-of-pocket expenses properly incurred by the officer in attending Board, committee and shareholders' meetings, or otherwise in respect of the performance of the officer's duties as an officer, subject to such limitations as the Board may from time to time determine.

6.11 Agents and Attorneys – Subject to Governing Legislation, the Board shall have the 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 the Board may deem fit.

6.12 Fidelity Bonds – The Board may require such officers, employees and agents of the Corporation as the Board deem advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the Board may from time to time determine.

ARTICLE SEVEN

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Conflicts of Interest – Except as otherwise provided in the Governing Legislation, no director shall be disqualified by reason of his or her office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established. A director or an officer of the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of the meetings of directors the nature and extent of the interest of the director or officer if the director or officer

(a) is a party to a material contract or proposed material contract with the Corporation,

(b) is a director or an officer of any entity that is a party to a material contract or proposed material contract with the Corporation, or

(c) has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation.

In the case of a director, the required disclosure shall be made

(d) at the meeting of the directors at which the proposed contract is first considered;

(e) if the director was not then interested in a proposed contract, at the first meeting after the director becomes so interested;

(f) if the director becomes interested after a contract is made, at the first meeting after the director becomes so interested; or

(g) if a person who is interested in a contract later becomes a director, at the first meeting after that person becomes a director.

In the case of an officer who is not a director, the required disclosure shall be made

(h) forthwith after the officer becomes aware that a proposed contract is to be considered or a contract has been considered at a meeting of the Board of directors;

(i) if the officer becomes interested after a contract is made, forthwith after the officer becomes so interested; or

(j) if a person who is interested in a contract later becomes an officer, forthwith after that person becomes an officer.

If a material contract or proposed material contract is one that, in the ordinary course of business of the Corporation, would not require approval by the directors or shareholders, a director or an officer who is required to disclose the nature and extent of the director's or officer's interest shall make such disclosure in writing to the Corporation or request to have entered in the minutes of the meetings of directors forthwith after the director or officer becomes aware of the contract or proposed contract.

For the purpose of such requirements of disclosure by directors and officers, a general notice to the directors by a director or an officer declaring that the director or officer is a director or an officer of an entity, or has a material interest in a person, and is regarded as interested in any contract made with that entity or person, is a sufficient declaration of interest in relation to any contract so made.

The Conduct Review Committee shall establish and monitor, as set out in Section 5.05 hereof, such procedures as are necessary to ensure compliance with the above.

7.02 Voting by Interested Director – A director of the Corporation who (a) is a party to a material contract or proposed material contract with the Corporation, (b) is a director or an officer of any entity that is a party to a material contract or proposed material contract with the Corporation, or (c) has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation, shall not be present or vote on any resolution to approve the contract unless the contract is

(a) an arrangement by way of security for money lent to or obligations undertaken by the director for the benefit of the Corporation or a subsidiary of the Corporation,

(b) a contract relating primarily to the director's remuneration as a director or an officer, employee or agent of the Corporation or a subsidiary of the Corporation or an entity in which the Corporation has a substantial investment,

(c) a contract for indemnity by the Corporation of the director under the Act or for insurance for the benefit of the director under the Act, or

(d) a contract with an affiliate of the Corporation.

7.03 Limitation of Liability – Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, including any person with whom any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of, or any damage resulting from any dealings with, the monies, securities or other assets of the Corporation, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own wilful neglect or default. Nothing herein shall relieve any director or officer from the duty to act in accordance with Governing Legislation or from liability for any breach thereof.

7.04 Indemnification – Subject to the limitations contained in the Act, the Corporation shall indemnify and save harmless every director or officer of the Corporation, former director or officer of the Corporation and every person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their respective heirs and legal representatives, from and against any liability and all costs, charges and expenses, including any amounts paid to settle an action or to satisfy a judgment, reasonably incurred by him or her in respect of any suit, action or proceeding to which he is made party by reason of being or having been a director or officer of the Corporation or such body corporate, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

7.05 Insurance – The Corporation may purchase and maintain insurance for the benefit of anyone referred to in section 7.04 above against any liability incurred by the individual:

(a) in the capacity of a director or an officer of the Corporation, except where the liability relates to a failure to act honestly and in good faith with a view to the best interests of the Corporation; or

(b) in the capacity of a director or an officer of another entity where the individual acts or acted in that capacity at the Corporation's request, except where the liability relates to a failure to act honestly and in good faith with a view to the best interests of the entity.

ARTICLE EIGHT

MEETINGS OF SHAREHOLDERS

8.01 Annual Meetings – The Board shall call an annual meeting of shareholders to be held not later than six (6) months after the end of each financial year at such time, on such day, and at such place within Canada as the Board may from time to time determine, for the purpose of receiving the comparative annual statement of the affairs of the Corporation required by the Act to be placed before the annual meeting and the report of the auditor, electing directors, appointing the auditor and, if thought fit, fixing the auditor's remuneration, and for the transaction of such other business as may properly be brought before the meeting. The comparative annual statement of the Corporation to be submitted at an annual meeting shall be approved by the Board, with such approval evidenced as required by Governing Legislation, and present fairly, in accordance with generally accepted accounting principles (except as otherwise specified by any applicable regulatory authority) and shall include, with respect to each of the financial years to which it relates:

(a) a balance sheet;

(b) a statement of income;

(c) a statement of changes in financial position;

(d) a statement of changes in shareholders' equity; and

(e) such other information as may be prescribed under Governing Legislation.

8.02 Special Meetings – A special meeting of the shareholders may be called by the chair of the Board or any three (3) of the directors at any time. The Board shall, under any circumstance where the holding of a special meeting of shareholders is required hereunder or under Governing Legislation, and upon a written requisition signed by any twenty–five (25) shareholders specifying in the requisition the object of the meeting, call a special meeting of shareholders.

8.03 Meetings by Telephone - Any person entitled to attend a meeting of shareholders may participate in the meeting, to the extent and in the manner permitted by law, by means of a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting. The directors or the shareholders of the Corporation who call a meeting of shareholders pursuant to the Act may determine that the meeting shall be held, to the extent and in the manner permitted by law, entirely by means of a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

8.04 Notice of Meetings – Notice of the time and place of each annual general meeting and each special meeting of shareholders shall be given in accordance with Governing Legislation and the provisions hereof not less than twenty-one (21) days nor more than fifty (50) days before the date of the meeting to the auditors of the Corporation, to each director and to each shareholder who at the close of business on the day immediately preceding the day on which the notice is given, is recorded on the books of the Corporation as the holder of one (1) or more shares carrying the right to vote at the meeting. Notice of any such meeting and of any related record date shall be published as required under the Act. Notice of a special meeting of shareholders or an annual general meeting at which special business is to be transacted shall state the nature of the special business in sufficient detail to permit a shareholder to form a reasoned judgment thereon and contain the text of any Special Resolution to be submitted to the meeting. All matters except receipt of the financial statements, auditors' report, election of directors, remuneration of directors and reappointment of the incumbent auditor are deemed to be special business. Notice of the time and place at which an annual general meeting of shareholders will be held shall state the general nature of the business to be transacted and shall include or have attached thereto (a) the statement of the affairs of the Corporation as set forth in Section 8.01 hereof and (b) a statement showing, in respect of the period of twelve (12) months immediately preceding the date of the notice, the total number of directors' meetings and directors' committee meetings held during that period and the number of such meetings attended by each director. All notices shall be delivered either personally or sent by prepaid mail to each shareholder entitled to vote at such meeting of shareholders at the shareholder's latest address as appears on the books of the Corporation. An annual general meeting or special meeting of shareholders may be held at any time and place without notice if all the shareholders and other persons entitled to a notice of the meeting are present in person or if the absent shareholders and other persons entitled to a notice of the meeting have waived notice of the meeting. Notice of any meeting or any irregularity in any meeting or in any notice thereof may be waived by a shareholder on his or her own behalf or, in the case of an annual general meeting, by the duly appointed proxy of a shareholder on behalf of that shareholder.

8.05 Meetings Without Notice - A meeting of shareholders may be held without notice at any time and place permitted by the Act:

(a) if all the shareholders entitled to vote at that meeting are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held; and

(b) if the auditor and the directors are present or waive notice of or otherwise consent to such meeting being held.

At such meeting, any business may be transacted which the Corporation at a meeting of shareholders may transact.

8.06 Chair, Secretary and Scrutineers – The chair of the Board, shall be chair at any meeting of shareholders. If no such person is present within fifteen (15) minutes after the time fixed for holding the meeting, the Lead Director will chair the meeting. If the Lead Director is not present, the shareholders present in person shall choose one of the shareholders present in person to be chair. The chair of the meeting (provided he or she is a shareholder) may vote as a shareholder at meetings of shareholders. The secretary of the Corporation shall be secretary of any meeting of shareholders but, if the secretary is not present, the chair of the meeting shall appoint some person, who need not be a shareholder, to act as the secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders of the Corporation, may be appointed by a resolution or by the chair of the meeting with the consent of the meeting.

8.07 Persons entitled to be present – The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and auditors of the Corporation and others who, although not entitled to vote, are entitled or required under the Act or the Letters Patent or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

8.08 Quorum – A quorum for the transaction of business at any meeting of shareholders shall be two (2) shareholders present in person or by proxy representing not less than twenty-five percent (25%) of the total outstanding shares of the Corporation then entitled to vote at the meeting unless the Act or the By-laws require a greater number of shareholders and/or a greater number of shares to be represented for the purpose of transacting certain business. If a quorum is present at the opening of any meeting of shareholders, the shareholders present or represented by proxy 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 opening of any meeting of shareholders, the shareholders present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.

8.09 Right to Vote - Except as otherwise provided in the Act, at any meeting of the shareholders, every person shall be entitled to vote who is at the time entered in the books of the Corporation as the holder of one or more shares carrying the right to vote at such meeting. Subject as aforesaid, every executor, administrator, tutor, curator, guardian or trustee may represent the shares in his or her possession in his or her fiduciary capacity at meetings of the shareholders, and may vote as a shareholder at such meetings.

8.10 Proxies – Every shareholder entitled to vote at a meeting of shareholders may vote either in person or by proxy. Such a shareholder, by executing a form of proxy instrument containing such information and authority as are required under the Act, may appoint one or more proxyholders, who need not be a shareholder, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority contained in the proxy. An instrument appointing a proxy shall be in writing under the hand of the shareholder or the shareholder's attorney duly authorized in writing to do so. Any proxy related instrument executed by an entity other than a natural person shall be executed by its duly authorized officer or officers under seal. An instrument of proxy is not valid unless executed within one (1) year before the date of the meeting at which it is to be used. A proxy is valid only at the meeting in respect of which it is given or any adjournment thereof.

8.11 Time for Deposit of Proxies – The Board may specify in a notice calling a meeting of shareholders a time not exceeding forty-eight (48) hours, exclusive of Non-Business Days, preceding the meeting before which time proxies to be used at the meeting must be produced and recorded. A proxy shall be acted upon only if, prior to the time so specified, it shall be deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, it has been received by the secretary of the Corporation or by the chair of the meeting or adjournment thereof prior to the time of voting.

8.12 Revocation of Proxies – A shareholder may revoke a proxy (a) by depositing an instrument of revocation in writing, executed by the shareholder or by the shareholder's attorney authorized in writing to do so, (i) at the head office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or an adjournment thereof at which the proxy is to be used, or (ii) with the chair of the meeting on the day of the meeting or an adjournment thereof; or (b) in any other manner permitted by law.

8.13 Joint Shareholders – If two (2) or more persons hold shares jointly, any one (1) of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two (2) or more of those persons are present in person or represented by proxy and vote, they shall vote as one (1) on the shares jointly held by them.

8.14 Votes to Govern – At any meeting of shareholders, every question, unless otherwise required by the Letters Patent or By-laws or by the Act, shall be determined by the majority of the votes cast on the question except in the case of a Special Resolution. In case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

8.15 Number of Votes and Ballot – Subject to the Act, the Letters Patent and the By-laws of the Corporation, every shareholder is entitled to as many votes at all meetings of the Corporation as the shareholder owns shares in the Corporation which he is entitled to vote at the meeting. Voting at a meeting of shareholders shall be by show of hands unless a ballot is demanded, either before or after a vote by show of hands by a shareholder or proxyholder entitled to vote at the meeting. If voting is by ballot the chair shall direct the manner in which the balloting shall be conducted.

8.16 Electronic Voting by Shareholders - Any vote at a meeting of the shareholders may be held, to the extent and in the manner permitted by law, entirely by means of a telephone, electronic or other communication facility, if the Corporation makes available such a communication facility. Any person participating in a meeting of shareholders by electronic means and entitled to vote at that meeting may vote, to the extent and in the manner permitted by law, by means of the telephone, electronic or other communication facility that the Corporation has made available for that purpose.

8.17 Resolution in Writing - A resolution in writing signed by all of 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 the shareholders.

8.18 Pledgor – Every person who pledges his or her shares may, notwithstanding the pledge, represent those shares at all such meetings, and vote as a shareholder.

8.19 Adjournment – The chair at a meeting of shareholders may, with the consent of the meeting subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. No notice need be given to the shareholders of the adjourned meeting unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more in which case notice of the adjourned meeting shall be given as if for an original meeting.

ARTICLE NINE

SHARES

9.01 Allotment and Issue – Subject to the Letters Patent, the By-laws and to any preemptive rights provided by the Letters Patent, unissued shares of the Corporation, including any shares created by supplementary Letters Patent increasing or otherwise varying the capital stock of the Corporation, may be allotted, and issued pursuant to resolution of the Board at such times and to such persons or class of persons as the Board shall determine, subject to the limitations contained in the Act with respect to non-resident shareholders. Unless the Act otherwise provides, the Board may specify the consideration for such shares.

9.02 Share Certificates – Every holder of one (1) or more shares of the Corporation shall be entitled, at his or her option and without payment, to a share certificate in registered form stating the number and class or series of shares held by the holder as shown on the books of the Corporation. Subject to the requirements of the Act, share certificates shall be in such form or forms as the Board shall from time to time by resolution approve. Unless the Board by resolution otherwise directs, share certificates shall be signed by any one of the chair of the Board, the president or a vice-president together with any one of the executive vice-president, secretary or an assistant secretary of the Corporation and need not be under the corporate seal. Notwithstanding any change in the persons holding the said offices between the time of actual signing and the issuance of a share certificate and notwithstanding such persons holding the said offices may not have held office at the issuance of a share certificate, certificates so signed shall be binding and valid upon the Corporation. Unless the Act otherwise provides, signatures on share certificates may be printed, engraved or otherwise mechanically produced.

9.03 Replacement of Share Certificates –The Board or any officer or any agent designated by resolution of the Board may in his or her 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 on payment of such reasonable fee and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the Board may from time to time by resolution prescribe, whether generally or in a particular case.

9.04 Transfer of Shares – Unless made by sale under execution or under the decree, order or judgment of a court of competent jurisdiction, no transfer of shares in the capital stock of the Corporation is valid for any purpose whatsoever, except for the purpose of exhibiting the rights of the parties thereto as between each other and of rendering the transferee liable, in the meantime, jointly and severally with the transferor to the Corporation and its creditors, until it is recorded in the register of transfers or on one of the branch registers of transfers (if any) of the Corporation. Shares in the capital stock of the Corporation shall be transferable only on the register of transfers or on one of the branch registers of transfers (if any) kept by or for the Corporation in respect thereof by the registered holder of such shares in person or by attorney duly authorized in writing upon surrender of the certificate representing such shares with a properly executed transfer and subject to the restrictions on transfer set forth in the Letters Patent and By-laws of the Corporation or in the Act. No share is transferable until all calls due thereon up to the date of transfer have been fully paid, or until it is declared forfeited for non-payment of a call or calls thereon. No transfer of shares in respect of which the whole amount subscribed has not been paid in shall be made without consent of the directors.

9.05 Transfer Agent and Registrar – The Board may from time to time appoint one or more transfer agents and/or branch transfer agents and/or registrars and/or branch registrars to maintain the register of transfers and/or securities register but one person may be appointed both registrar and transfer agent. The Board at any time may terminate any such appointment. All share certificates issued by the Corporation shall in the event of any such appointment be countersigned by or on behalf of one of the said transfer agents and/or branch transfer agents and/or registrars and/or branch registrars if any.

9.06 Joint Shareholders – If any two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to any such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant or right issuable in respect of such share. All the joint holders of a share may be severally as well as jointly liable for the payment of all calls and demands payable in respect thereof.

9.07 Declaration –

(a) Any person holding any share of the capital stock of the Corporation shall submit declarations:

(i) with respect to the ownership of such share,

(ii) with respect to the place in which the shareholder and any person for whose use or benefit the share is held are ordinarily resident,

(iii) whether the shareholder is associated with any other shareholder, and

(iv) with respect to such other matters as the directors may deem relevant.

(b) Any declarations required under sub-paragraph (a) shall be submitted within thirty (30) days of receipt by the shareholder of written notice from the Corporation requesting such declarations and shall be in such form as the Board may from time to time require.

(c) Any person desiring to have a transfer of shares to him or her entered in the book or books of the Corporation shall submit such a declaration as may be required pursuant to this paragraph in the case of a shareholder.

(d) Where any declaration is required to be submitted by a shareholder or a person in respect of the transfer of any share pursuant to this paragraph, the directors may refuse to enter such transfer in the book or books of the Corporation until the required declaration has been completed and submitted.

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

ARTICLE TEN

DIVIDENDS AND RIGHTS

10.01 Dividends – Subject to the Act, the Board may from time to time by resolution declare and the Corporation may pay dividends on issued and outstanding shares of the Corporation to the holders thereof according to their respective rights and interests in the Corporation. The directors shall notify the Superintendent of the declaration of a dividend at least ten (10) days prior to the day fixed for its payment.

10.02 Dividend Cheques – A dividend payable may be paid by cheque drawn on the Corporation's bankers or any one or more of them 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 his or her recorded address, unless such holder otherwise directs. The Board may by resolution appoint one or more dividend disbursing agents for such purpose and may empower such agent or agents to direct, make and sign all cheques on special dividend accounts opened for such purpose with the Corporation's bankers. In the case of joint holders the cheque shall, unless such 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 cheques 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.

10.03 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 in like currency 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 by resolution prescribe, whether generally or in any particular case.

10.04 Record Date for Dividend and Rights – The Board may by resolution fix in advance a date for the payment of any dividend or the date for the issue of any warrant or other evidence of right to subscribe for securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise such right to subscribe, as the case may be, provided that no such record date shall precede by more than fifty (50) days the action to be taken. 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, as the case may be, shall be at the close of business on the date on which the resolution relating to such dividend or right to subscribe is passed by the Board. Where a record date is fixed as aforesaid, unless notice thereof is waived by every holder of record of a share of the class or series effected by the record date, notice of the record date shall be published as required under the Act.

10.05 Unclaimed Dividends – Subject to applicable laws, any dividend unclaimed after a period of six (6) years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

ARTICLE ELEVEN

BORROWING POWER GENERAL

11.01 Borrowing Power – Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may when authorized by By-law duly passed by the Board and sanctioned by the shareholders in accordance with the Act:

(a) borrow money for the purpose of carrying out the objects and powers of the Corporation as authorized by the Act or such of them as the Corporation may be authorized to exercise and, subject to restrictions on creation of security interests under the Act, may hypothecate, mortgage or pledge its real or personal property, or both, to secure money borrowed for such purpose; and

(b) borrow money for the purpose of investment.

11.02 Delegation – The Board may from time to time delegate to such officer(s) or director(s) of the Corporation as the Board may designate all or any of the powers conferred on the Board by Section 11.01 or by the Act to such extent and in such manner as the Board may determine.

ARTICLE TWELVE

INVESTMENT POLICIES

12.01 Investment Policies – The Board may make regulations with respect to the conduct of the affairs of the Corporation and shall adopt written investment policies that are consistent with the investment provisions of the Act. Such investment policies shall be reviewed at least annually by the Board.

ARTICLE THIRTEEN

NOTICES

13.01 Method of Giving Notice – Except as otherwise expressly provided in this By-law or in the Act, any notice (which term includes any communication or document) required or permitted to be given (which term includes sent, delivered or served) pursuant to the Act, the Letters Patent, the By-laws or otherwise, to any shareholder, director, officer, auditor or member of a committee of the Board shall be well and sufficiently given if: (a) delivered personally to the person to whom it is to be given, (b) delivered to his or her recorded address or if mailed to such person by postage-paid first class mail at such person's recorded address, (c) sent to such person's recorded address by any means of prepaid transmitted or recorded communication, or (d) otherwise provided, made available or electronically delivered pursuant to the requirements of applicable laws. Any notice so delivered under subsection (a) shall be deemed to have been given and received when it is delivered personally or to the recorded address as aforesaid. A notice so mailed under subsection (b) shall be deemed to have been given and received when deposited in a post office or public letter box provided that a notice or document sent by prepaid mail to a shareholder or a director at his or her recorded address shall be deemed to be received by him or her in the ordinary course of mail unless there are reasonable grounds for believing that the shareholder or director did not receive the notice or document at that time or at all. A notice so given under subsection (c) by any means of recorded communication shall be deemed to have been given and received when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. A notice so provided under subsection (d) shall be deemed to have been sent when provided, made available or electronically delivered pursuant to the requirements of applicable laws. Notices provided under subsection (d) shall be deemed to have been received on the business day on which such notices were sent, or on the next business day following, if sent on a day other than a business day. The secretary or the transfer agent or registrar 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 received and believed the secretary or the transfer agent or registrar to be reliable.

13.02 Notice to Joint Shareholders- If two (2) or more persons are registered as joint holders of any share, notice to one (1) of such persons shall be sufficient notice to all of them.

13.03 Undelivered Notices – If any notice given to a shareholder pursuant to Section 13.01 hereof is returned on three (3) consecutive occasions because he cannot be found, the Corporation shall not be required to give any further notices to such shareholder until the shareholder informs the Corporation in writing of the shareholder's new address.

13.04 Computation of Time – In computing the date when the 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.

13.05 Omissions and Errors – None of the accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the Board, the non-receipt of any notice by any such person, or any error in any notice not affecting the substance thereof shall invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

13.06 Persons Entitled by Death or Operation of Law – Every person who, by operation of law, transfer, death of a shareholder or other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which shall have been duly given to the shareholder from whom such person derives title to such share prior to such person'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 he became entitled) and prior to such person's furnishing to the Corporation the proof or authority or evidence of such person's entitlement prescribed by the Act.

13.07 Waiver of Notice – When a notice or document is required by the Act, the Letters Patent, the By-laws or otherwise to be given to any shareholder (or a shareholder duly appointed proxyholder), director, officer, auditor or member of a committee of the Board or any other person, the giving of such notice or document may be waived or the time for the notice or document may be waived or abridged with the consent in writing of the persons entitled thereto, either before or after the time prescribed. Such waiver or abridgement shall cure any default in giving or the time of such notice, as the case may be. The provisions of this Section 13.07 shall be in addition to and not in limitation of Sections 3.12 and 8.04 hereof relating to waivers of notice of meetings of directors and shareholders which may be given in any manner at any time.

ARTICLE FOURTEEN

AUTHORIZED SHARE CAPITAL

14.01 Authorized Share Capital - The Corporation is authorized to issue an unlimited number of shares of one class designated as Common Shares.

14.02 Rights, Privileges, Restrictions and Conditions - The Common Shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

(a) **Voting Rights -** The holders of Common Shares of the Corporation shall be entitled to receive notice of, to attend and to exercise one vote per share at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares other than the Common Shares are entitled to vote.

(b) **Payment of Dividends -** Subject to the Act, the holders of Common Shares of the Corporation shall be entitled to receive in each financial year of the Corporation, any dividends declared at the discretion of the directors.

(c) **Liquidation, Dissolution or Winding-up -** Subject to the Act, including without limitation any requirement to obtain the approval of the Superintendent, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of Common Shares of the Corporation shall be entitled to receive the remaining assets of the Corporation.

ARTICLE FIFTEEN

GENERAL

15.01 Electronic Signatures – Any requirement under the Act or this by-law for a signature, or for a document to be executed, is satisfied by a signature or execution in electronic form if such is permitted by law or by this by-law and all requirements prescribed by law or by this by-law are met.

ARTICLE SIXTEEN

REPLACEMENT AND REPEAL

16.01 Replacement - This By-law No. Thirteen constitutes a replacement of By-law No. Twelve of the Corporation and sets out, without substantive change, the currently effective provisions of By-law No. Twelve, with certain amendments as approved by the directors of the Corporation and confirmed by its shareholders by resolution in accordance with the Act. For clarity, By-law No. Twelve of the Corporation has been repealed and has no further force and effect except to the extent incorporated herein or as specifically otherwise provided in this Article.

Notwithstanding anything to the contrary contained herein, By-law No. Four of the Corporation shall remain in full force and effect, unamended.

16.02 **Repeal** - Except as specifically otherwise provided in this Article, all By-laws of the Corporation previously enacted or deemed by the Act to be By-laws of the Corporation, are repealed as of the coming into force of this By-law; provided that such repeal shall not affect the previous operation of any By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract, instrument or agreement made pursuant to any such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Board or of the shareholders with continuing effect passed under any repealed By-law shall continue good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ARTICLE SEVENTEEN

AMENDMENT

17.01 Subject to the Act, the Board may by resolution make, amend or repeal this or any other By-law of the Corporation, provided that any By-law so made by the Board is submitted to the shareholders at the next meeting of shareholders for confirmation or amendment by the shareholders. Unless the Act otherwise provides, this By-law, any other By-law or an amendment to or repeal of a By-law, is effective from the date of the resolution of the Board enacting same, until it is confirmed, confirmed as amended, or rejected by the shareholders or ceases to be effective by means of rejection by the shareholders or the failure of the same to be considered by the shareholders at the next meeting of shareholders.

This By-law No. Thirteen has been approved by the Board of Directors of the Corporation this 23rd day of February, 2026, and confirmed by resolution of the shareholders of the Corporation on April 30, 2026.

Chair of the Board

Secretary

MTC MORTGAGE INVESTMENT CORPORATION

BY-LAW NO. FOUR

A BY-LAW AUTHORIZING THE BOARD OF DIRECTORS
TO BORROW MONEY AND GIVE SECURITY FOR

MTC MORTGAGE INVESTMENT CORPORATION

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

1. Without limiting the borrowing powers of the Corporation as set forth in the Trust and Loan Companies Act (Canada) (the "Act"), but subject always to the restrictions and limitations contained in the Act, the Board of directors of the Corporation is hereby authorized from time to time:

(a) to borrow money upon the credit of the Corporation for the purpose of carrying out the objects and powers of the Corporation as authorized by the Act, or such of them as the Corporation may be authorized to exercise, and/or for the purpose of investment, in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;

(b) to pledge or sell securities of the Corporation for such sums and at such prices as may be deemed expedient;

(c) to mortgage, hypothecate, charge or pledge all or any of the property, real and personal, immoveable and moveable, undertaking and rights of the Corporation, present and future, to secure any securities of the Corporation, present or future, or any money borrowed or to be borrowed or any debt, obligation or liability of the Corporation, present or future; and

(d) to delegate to such officer(s) or director(s) of the Corporation as the Board may designate all or any of the foregoing powers to such extent and in such manner as the Board may determine.

2. This by-law shall remain in force and be binding upon the Corporation as regards any party acting on the faith thereof, until a copy, certified by the Secretary of the Corporation under the Corporation's seal, of a by-law repealing or replacing this by-law shall have been received by such party.

ENACTED by the Board of directors on the 11th day of February, 1993.

WITNESS the corporate seal of the Corporation.

Chairman of the Board

Secretary

CONFIRMED by the shareholders of the Corporation in accordance with the Act, the 12th day of May, 1993.

Secretary