

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT5358813

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME	
<b>CONVEYING PARTY DATA</b>		
	<b>Name</b>	<b>Execution Date</b>
	BULLDOG ENVIRONMENTAL PROTECTION SYSTEMS INC.	03/05/2018
<b>RECEIVING PARTY DATA</b>		
<b>Name:</b>	TOTAL CONTAINMENT INC.	
<b>Street Address:</b>	40 WAPITI DRIVE	
<b>City:</b>	DEVON, AB	
<b>State/Country:</b>	CANADA	
<b>Postal Code:</b>	T9G 1R1	
<b>PROPERTY NUMBERS Total: 1</b>		
	<b>Property Type</b>	<b>Number</b>
	Application Number:	16322804
<b>CORRESPONDENCE DATA</b>		
<b>Fax Number:</b>	(513)698-5149	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
<b>Email:</b>	EROBBINS@ULMER.COM	
<b>Correspondent Name:</b>	ERIC M. ROBBINS	
<b>Address Line 1:</b>	600 VINE ST.	
<b>Address Line 2:</b>	STE. 2800	
<b>Address Line 4:</b>	CINCINNATI, OHIO 45202	
<b>ATTORNEY DOCKET NUMBER:</b>	33536-39	
<b>NAME OF SUBMITTER:</b>	ERIC M. ROBBINS, REG. NO. 52170	
<b>SIGNATURE:</b>	/Eric M. Robbins/	
<b>DATE SIGNED:</b>	02/04/2019	
<b>Total Attachments: 20</b>		
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***Certified Copy***

CORPORATE ACCESS NUMBER: 2019993399

**Government  
of Alberta ■**

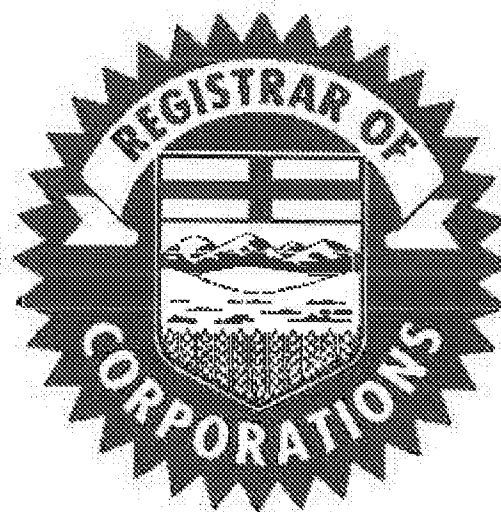
**BUSINESS CORPORATIONS ACT**

**CERTIFICATE**

**OF**

**AMENDMENT**

**BULLDOG ENVIRONMENTAL PROTECTION SYSTEMS INC.  
CHANGED ITS NAME TO TOTAL CONTAINMENT INC. ON 2018/03/05.**



***Certified Copy*****Name Change Alberta Corporation - Registration Statement****Alberta Amendment Date: 2018/03/05****Service Request Number:** 28601843**Corporate Access Number:** 2019993399**Legal Entity Name:** BULLDOG ENVIRONMENTAL PROTECTION SYSTEMS INC.**French Equivalent Name:****Legal Entity Status:** Active**Alberta Corporation Type:** Named Alberta Corporation**New Legal Entity Name:** TOTAL CONTAINMENT INC.**New French Equivalent Name:****Nuans Number:** 120413907**Nuans Date:** 2018/02/28**French Nuans Number:****French Nuans Date:****Professional Endorsement Provided:****Future Dating Required:****Annual Return**

File Year	Date Filed
2017	2018/02/26

**Attachment**

Attachment Type	Microfilm Bar Code	Date Recorded
Share Structure	ELECTRONIC	2016/10/31
Restrictions on Share Transfers	ELECTRONIC	2016/10/31
Other Rules or Provisions	ELECTRONIC	2016/10/31

**Registration Authorized By: JEFF FIXSEN**  
**SOLICITOR**

SCHEDULE TO THE ARTICLES OF  
BULLDOG ENVIRONMENTAL PROTECTION SYSTEMS INC.  
(the "Corporation")

SHARE STRUCTURE

The capital of the Corporation is divided into the classes set forth below having the respective rights and being subject to the respective restrictions, preferences, conditions and limitations hereinafter set forth.

The said classes of the Corporation's authorized capital are:

- A. An unlimited number of Class "A" common shares ("Class "A" Common Shares") without nominal or par value which may be issued and allotted by the directors of the Corporation from time to time for such consideration as may be fixed from time to time by such directors and otherwise having the designation, rights, restrictions, conditions and limitations as are hereinafter provided;
- B. An unlimited number of Class "B" common shares ("Class "B" Common Shares") without nominal or par value which may be issued and allotted by the directors of the Corporation from time to time for such consideration as may be fixed from time to time by such directors and otherwise having the designation, rights, restrictions, conditions and limitations as are hereinafter provided;
- C. An unlimited number of Class "C" common shares ("Class "C" Common Shares") without nominal or par value which may be issued and allotted by the directors of the Corporation from time to time for such consideration as may be fixed from time to time by such directors and otherwise having the designation, rights, restrictions, conditions and limitations as are hereinafter provided;
- D. An unlimited number of Class "D" common shares ("Class "D" Common Shares") without nominal or par value which may be issued and allotted by the directors of the Corporation from time to time for such consideration as may be fixed from time to time by such directors and otherwise having the designation, rights, restrictions, conditions and limitations as are hereinafter provided;
- E. An unlimited number of Class "E" non-cumulative redeemable preferred shares ("Class "E" Preferred Shares") without nominal or par value and otherwise having the designation, rights, restrictions, conditions and limitations as are hereinafter provided;
- F. An unlimited number of Class "F" non-cumulative redeemable preferred shares ("Class "F" Preferred Shares") without nominal or par value and otherwise having the designation, rights, restrictions, conditions and limitations as are hereinafter provided; and
- G. An unlimited number of Class "G" non-cumulative redeemable preferred shares ("Class "G" Preferred Shares") without nominal or par value and otherwise having the designation,

rights, restrictions, conditions and limitations as are hereinafter provided.

The Class "A" Common Shares, Class "B" Common Shares, Class "C" Common Shares and Class "D" Common Shares are hereinafter collectively referred to as the "Common Shares".

The Class "E" Preferred Shares, Class "F" Preferred Shares and Class "G" Preferred Shares are hereinafter collectively referred to as the "Preferred Shares".

The rights, restrictions, conditions and limitations attached or related to the aforesaid classes of the Corporation's authorized capital are as follows:

## 1. CLASS "A", CLASS "B", CLASS "C" AND CLASS "D" COMMON SHARES

### 1.1 DIVIDENDS

(a) At the discretion of the directors of the Corporation but subject always to the rights of the holders of Preferred Shares and the provisions hereof, dividends may be paid on any class of Common Shares (to the complete exclusion of any other class of Common Shares and any class of Preferred Shares) or in part on each such class.

(b) No dividends shall at any time be declared on issued and outstanding Common Shares if the result of the payment of the dividend once declared would be to impair the ability of the Corporation immediately thereafter to redeem all the issued and outstanding Preferred Shares at their Redemption Price (as hereinafter defined).

### 1.2 RETURN OF CAPITAL

Subject to the rights of the holders of the Preferred Shares, in the event of a liquidation, dissolution, or winding-up of the Corporation, either voluntarily or involuntarily, or other distribution of assets or property of the Corporation amongst its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares will be entitled to participate equally, share for share, in the distribution of the assets of the Corporation.

### 1.3 VOTING RIGHTS

The registered holder of each Class "A" Common Share and Class "B" Common Share shall be entitled to receive notice of and attend all meetings of shareholders of the Corporation and shall, in respect of each such share so held by him, be entitled to vote at any such meeting or to consent to a resolution in writing to be signed by all or any of the shareholders of the Corporation.

Subject to the provisions of the Business Corporations Act, the registered holder of each Class "C" Common Share and Class "D" Common Share shall not be entitled to receive notice of or to attend any meetings of shareholders of the Corporation and shall not, in respect of each such share so held by him, be entitled to vote at any such meeting or to consent to a resolution in writing to be signed by all or any of the shareholders of the Corporation.

## 2. CLASS "E" PREFERRED SHARES

### 2.1 ISSUANCE IN SERIES

The directors may at any time and from time to time issue Class "E" Preferred Shares in one or more series, each series to consist of an unlimited number of shares having the rights, privileges, restrictions and conditions as contained herein. Each such series shall be designated consecutively commencing at Class "E" Series I Preferred Shares.

### 2.2 STATED CAPITAL ACCOUNT

- (a) In accordance with the provisions of subsection 28(3) of the Business Corporations Act, on the issuance of Class "E" Preferred Shares of any particular series in exchange for property or shares of the Corporation of a different class or pursuant to an amalgamation referred to in section 182 of the Business Corporations Act or an arrangement referred to in paragraphs 193(1)(b) or (c) of the Business Corporations Act, the directors of the Corporation may add to the stated capital account maintained for the Class "E" Preferred Shares of that particular series the whole or any part of the amount of the consideration received by the Corporation in the exchange.
- (b) In accordance with the provisions of subsection 44(2) of the Business Corporations Act, if Class "E" Preferred Shares of any particular series are issued as payment of a dividend, the directors may add all or a part of the value of those shares to the stated capital account maintained or to be maintained for its Class "E" Preferred Shares of that series.

### 2.3 REDEMPTION AMOUNT

The price or consideration payable entirely in lawful money of Canada at which the Class "E" Preferred Shares of any particular series shall be redeemed (the "Class "E" Redemption Amount") shall be the amount of consideration received therefor as determined by the directors of the Corporation at the time of issuance of the Class "E" Preferred Shares of that particular series and adjusted by the directors at any time or times so as to ensure that the Class "E" Redemption Amount of such Class "E" Preferred Shares of the particular series issued as partial or total consideration for the purchase by the Corporation of any assets or the conversion or exchange of any shares (the "Class "E" Purchased Assets") shall equal the difference between the fair market value of the Class "E" Purchased Assets as at the date of purchase, conversion, or exchange by the Corporation and the aggregate value of non-share consideration, if any, issued by the Corporation as partial or total consideration for the Class "E" Purchased Assets.

For greater certainty, such fair market value shall be determined by the directors of the Corporation upon such expert advice as they deem necessary. Should, however, any competent taxing authority at any time issue or propose to issue any assessment or

assessments that impose or would impose any liability for tax on the basis that the fair market value of the Class "E" Purchased Assets is other than the amount approved by the directors and if the directors or a competent Court or tribunal agree with such revaluation and all appeal rights have been exhausted or all times for appeal have expired without appeals having been taken or should the directors of the Corporation otherwise determine that the fair market value of the Class "E" Purchased Assets is other than the amount previously approved by the directors, or if the non-share consideration referred to above is adjusted, then the Class "E" Redemption Amount of the Class "E" Preferred Shares of the particular series shall be adjusted nunc pro tunc pursuant to the provisions of this paragraph to reflect the agreed upon fair market value and all necessary adjustments, payments and repayments as may be required shall forthwith be made between the proper parties.

#### 2.4 VOTING RIGHTS

Subject to the Business Corporations Act the holders of the Class "E" Preferred Shares of any particular series shall not, as such, be entitled to receive notice of or to attend or vote at any meeting or meetings of the shareholders of the Corporation.

#### 2.5 DIVIDEND RIGHTS

When and if declared by the directors of the Corporation in their discretion, the holders of Class "E" Preferred Shares of any particular series in any calendar year shall be entitled to receive out of the net profits or surplus of the Corporation properly applicable to the payment of dividends, a non-cumulative dividend at such rate as the directors may from time to time determine on the Class "E" Redemption Amount thereof; provided that dividends may be paid on any of the Common Shares without annual dividends having been declared on the Class "E" Preferred Shares of any particular series; and further provided always that no dividends shall at any time be declared on issued and outstanding Class "E" Preferred Shares of any particular series if the result of the payment of the dividend once declared would be to impair the ability of the Corporation immediately thereafter to redeem all of the issued and outstanding Preferred Shares.

#### 2.6 RETURN OF CAPITAL

Upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or otherwise, or other distribution of the assets of the Corporation or repayment of capital to its shareholders for the purpose of winding up its affairs, the holders of each series of the Class "E" Preferred Shares shall be entitled to receive for each such share, in priority to the holders of the Common Shares, the Class "E" Redemption Amount per share together with all declared but unpaid dividends thereon (herein referred to as the Class "E" Redemption Price"). After the payment to the holders of each series of Class "E" Preferred Shares of the Class "E" Redemption Price for each such share as aforesaid, the holders of each series of Class "E" Preferred Shares shall have no right or claim to any of the remaining assets of the Corporation.

#### 2.7 PARITY RELATIONSHIP

If upon distribution of the remaining assets of the Corporation



upon any liquidation, dissolution or winding-up, whether voluntary or otherwise, or other distribution of the assets of the Corporation or repayment of capital to shareholders of the Corporation for the purpose of winding up its affairs, the assets of the Corporation shall be insufficient to permit payment in full to the holders of the Preferred Shares, the remaining assets of the Corporation shall be distributed to the holders of the Preferred Shares rateably in proportion to the amounts distributable to them as provided in Sections 2.6, 3.6 and 4.5.

## 2.8 REDEMPTION

The Corporation may, upon giving notice as hereinafter provided in Section 2.10, redeem or purchase the whole or any part of the Class "E" Preferred Shares of any series held by one or more shareholders on payment of the Class "E" Redemption Price for each share to be redeemed or purchased.

## 2.9 RETRACTION PRIVILEGE

Upon written notice of any holder of Class "E" Preferred Shares of any series which notice shall contain the information required by Section 2.10 and which shall be signed by the holder or his duly authorized attorney (in which case evidence of such authorization satisfactory to the Corporation shall accompany the notice) the Corporation shall, within thirty days (or such other period of time as may be set at the time of issuance of the said Class "E" Preferred Shares of that series) following the receipt of such notice at the registered office of the Corporation, redeem or purchase all or such portion of the outstanding Class "E" Preferred Shares of that series included in such notice, for the sum equal to the aggregate Class "E" Redemption Price in the manner provided in Section 2.10.

## 2.10 MANNER OF REDEMPTION OR PURCHASE

- (a) The redemption or purchase of Class "E" Preferred Shares of each series shall be made in the following manner:
  - (i) the Corporation shall, at least 30 days (or such other period of time as may be set at the time of issuance of the said Preferred Shares) before the date specified for redemption or purchase or such lesser period of time as may be unanimously agreed upon by the holders of all Class "E" Preferred Shares of each series then being redeemed or purchased, mail to each person, who at the date of mailing, is the registered holder of the Class "E" Preferred Shares of each series to be redeemed or purchased, a notice in writing of the intention of the Corporation to redeem or purchase such Class "E" Preferred Shares of such series. Such notice shall be mailed to each such shareholder at his address as it appears on the books of the Corporation, or in the event the address of any such shareholder not so appearing, then the last known address of such shareholder, provided however, that an accidental failure or omission to give such notice to one or more of such shareholders shall not affect

the validity of such redemption or purchase as to the other holders.

- (ii) such notice shall set out the Class "E" Redemption Price, whether the shares are being redeemed pursuant to Section 36 of the Business Corporations Act, or whether the shares are being purchased pursuant to Section 34 of the Business Corporations Act, and the date on which redemption or purchase is to take place, and, if only part of the shares held by the person to whom it is addressed are to be redeemed or purchased, the number thereof so to be redeemed or purchased.
- (iii) On or after the date so specified for redemption or purchase, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class "E" Preferred Shares of each series to be redeemed or purchased, the Class "E" Redemption Price thereof on presentation and surrender at the head office of the Corporation, or any other place designated in such notice, of the certificates for the Class "E" Preferred Shares of each series called for redemption or purchase and the certificates for such shares shall thereupon be cancelled and the shares represented thereby be deemed to be redeemed or purchased. If only part of the shares represented by any certificate are redeemed or purchased, a new certificate for the balance shall be issued at the expense of the Corporation.
- (iv) From and after the date specified in any such notice, the Class "E" Preferred Shares of each series called for redemption or purchase shall cease to be entitled to dividends, and the holders thereof shall not be entitled to exercise any of their rights as shareholders in respect thereof; unless payment of the Class "E" Redemption Price shall not be made upon the presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected.
- (v) The Corporation shall have the right at any time after mailing of the notice of its intention to redeem or purchase any Class "E" Preferred Shares of each series to deposit to a special account in any chartered bank or any trust company in Canada named in such notice, the Class "E" Redemption Price of the shares so called for redemption or purchase, or the Class "E" Redemption Price of such number of said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption or

purchase. The deposit shall be made in such a manner that it will be paid without interest to or to the order of the respective holders of such Class "E" Preferred Shares of each series called for redemption or purchase upon presentation and surrender to such bank or trust company of the share certificate or certificates representing the same, and upon such deposit being made or upon the date specified for the redemption or purchase in such notice, whichever is the later, the Class "E" Preferred Shares of each series in respect whereof such deposit shall have been made shall be and be deemed to be redeemed or repurchased and the rights of the holder thereof after such deposit or such redemption or purchase date, as the case may be, shall be limited to receiving without interest their proportionate share of the total Class "E" Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively, and any interest allowed on any such deposit shall belong to the Corporation.

- (b) If only part of the outstanding Class "E" Preferred Shares of a particular series are to be redeemed or purchased at the option of the Corporation at any one time, the directors may, subject to any contrary rights or restrictions set at the time of issuance of any Class "E" Preferred Shares of such series, in their absolute discretion determine the Class "E" Preferred Shares so to be redeemed or purchased and such redemption or purchase need not be pro-rata to the holding of any member or on any other fixed basis.

### 3. CLASS "F" PREFERRED SHARES

#### 3.1 SPECIAL PURPOSE

Pursuant to the Business Corporations Act the Class "F" Preferred Shares are hereby created for the purpose of being issued in exchange for either:

- (a) property other than a Promissory Note or a promise to pay; or
- (b) issued shares of the Corporation of a different class.

#### 3.2 STATED CAPITAL ACCOUNT

- (a) In accordance with the provisions of subsection 28(3) of the Business Corporations Act, on the issuance of Class "F" Preferred Shares in exchange for property or shares of the Corporation of a different class or pursuant to an amalgamation referred to in section 182 of the Business Corporations Act or an arrangement referred to in paragraphs 193(1)(b) or (c) of the Business Corporations Act, the directors of the Corporation may add to the stated capital account maintained

for the Class "F" Preferred Shares the whole or any part of the amount of the consideration received by the Corporation in the exchange.

- (b) In accordance with the provisions of subsection 44(2) of the Business Corporations Act, if Class "F" Preferred Shares are issued as payment of a dividend, the directors may add all or a part of the value of those shares to the stated capital account maintained or to be maintained for its Class "F" Preferred Shares.

### 3.3 REDEMPTION AMOUNT

The price or consideration payable entirely in lawful money of Canada at which the Class "F" Preferred Shares shall be redeemed (the "Class "F" Redemption Amount") shall be the amount of consideration received therefor as determined by the directors of the Corporation at the time of issuance of the Class "F" Preferred Shares and adjusted by the directors at any time or times so as to ensure that the Class "F" Redemption Amount of such Class "F" Preferred Shares issued as partial or total consideration for the purchase by the Corporation of any assets or the conversion or exchange of any shares (the "Class "F" Purchased Assets") shall equal the difference between the fair market value of the Class "F" Purchased Assets as at the date of purchase, conversion, or exchange by the Corporation and the aggregate value of non-share consideration, if any, issued by the Corporation as partial or total consideration for the Class "F" Purchased Assets.

For greater certainty, such fair market value shall be determined by the directors of the Corporation upon such expert advice as they deem necessary. Should, however, any competent taxing authority at any time issue or propose to issue any assessment or assessments that impose or would impose any liability for tax on the basis that the fair market value of the Class "F" Purchased Assets is other than the amount approved by the directors and if the directors or a competent Court or tribunal agree with such revaluation and all appeal rights have been exhausted or all times for appeal have expired without appeals having been taken or should the directors of the Corporation otherwise determine that the fair market value of the Class "F" Purchased Assets is other than the amount previously approved by the Directors, or if the non-share consideration referred to above is adjusted, then the Class "F" Redemption Amount of the Class "F" Preferred Shares shall be adjusted nunc pro tunc pursuant to the provisions of this paragraph to reflect the agreed upon fair market value and all necessary adjustments, payments and repayments as may be required shall forthwith be made between the proper parties.

### 3.4 VOTING RIGHTS

Subject to the Business Corporations Act the holders of the Class "F" Preferred Shares shall not, as such, be entitled to receive notice of or to attend or vote at any meeting or meetings of the shareholders of the Corporation.

### 3.5 DIVIDEND RIGHTS

When and if declared by the directors of the Corporation in their discretion, the holders of Class "F" Preferred Shares in any calendar year shall be entitled to receive out of the net profits

or surplus of the Corporation properly applicable to the payment of dividends, a non-cumulative dividend at such rate as the directors may from time to time determine on the Class "F" Redemption Amount thereof; provided that dividends may be paid on the Common Shares without annual dividends having been declared on the Class "F" Preferred Shares; and further provided always that no dividends shall at any time be declared on issued and outstanding Class "F" Preferred Shares if the result of the payment of the dividend once declared would be to impair the ability of the Corporation immediately thereafter to redeem all of the issued and outstanding Preferred Shares.

### 3.6 RETURN OF CAPITAL

Upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or otherwise, or other distribution of the assets of the Corporation or repayment of capital to its shareholders for the purpose of winding up its affairs, the holders of the Class "F" Preferred Shares shall be entitled to receive for each such share, in priority to the holders of the Common Shares, the Class "F" Redemption Amount per share together with all declared but unpaid dividends thereon (herein referred to as the "Class "F" Redemption Price"). After the payment to the holders of the Class "F" Preferred Shares of the Class "F" Redemption Price for each such share as aforesaid, the holders of the Class "F" Preferred Shares shall have no right or claim to any of the remaining assets of the Corporation.

### 3.7 PARITY RELATIONSHIP

If upon distribution of the remaining assets of the Corporation upon any liquidation, dissolution or winding up, whether voluntary or otherwise, or other distribution of the assets of the Corporation or repayment of capital to the shareholders of the Corporation for the purpose of winding up its affairs, the assets of the Corporation shall be insufficient to permit payment in full to the holders of the Preferred Shares, the remaining assets of the Corporation shall be distributed to the holders of the Preferred Shares rateably in proportion to the amounts distributable to them as provided in Sections 2.6, 3.6 and 4.5.

### 3.8 REDEMPTION

The Corporation may, upon giving notice as hereinafter provided in Section 3.10 redeem or purchase the whole or any part of the Class "F" Preferred Shares held by one or more shareholders on payment of the Class "F" Redemption Price for each share to be redeemed or purchased.

### 3.9 RETRACTION PRIVILEGE

Upon written notice of any holder of Class "F" Preferred Shares which notice shall contain the information required by Section 3.10 and which shall be signed by the holder or his duly authorized attorney (in which case evidence of such authorization satisfactory to the Corporation shall accompany the notice) the Corporation shall, within thirty days (or such other period of time as may be set at the time of issuance of the said Class "F" Preferred Shares) following the receipt of such notice at the registered office of the Corporation, redeem or purchase all or such portion of the outstanding Class "F" Preferred Shares included in such notice, for the sum equal to the aggregate Class "F" Redemption Price in the manner provided in Section 3.10.

## 3.10 MANNER OF REDEMPTION OR PURCHASE

(a) The redemption or purchase of Class "F" Preferred Shares shall be made in the following manner:

- (i) the Corporation shall, at least 30 days (or such other period of time as may be set at the time of issuance of the said Preferred Shares) before the date specified for redemption or purchase or other lesser period of time as may be unanimously agreed upon by the holders of all Class "F" Preferred Shares then being redeemed or purchased, mail to each person, who at the date of mailing, is the registered holder of the Class "F" Preferred Shares to be redeemed or purchased, a notice in writing of the intention of the Corporation to redeem or purchase such Class "F" Preferred Shares. Such notice shall be mailed to each such shareholder at his address as it appears on the books of the Corporation, or in the event the address of any such shareholder not so appearing, then the last known address of such shareholder, provided, however, that an accidental failure or omission to give such notice to one or more of such shareholders shall not affect the validity of such redemption or purchase as to the other holders.
- (ii) such notice shall set out the Class "F" Redemption Price, whether the shares are being redeemed pursuant to Section 36 of the Business Corporations Act, or whether the shares are being purchased pursuant to Section 34 of the Business Corporations Act, and the date on which redemption or purchase is to take place, and, if only part of the shares held by the person to whom it is addressed are to be redeemed or purchased, the number thereof so to be redeemed or purchased.
- (iii) On or after the date so specified for redemption or purchase, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class "F" Preferred Shares to be redeemed or purchased, the Class "F" Redemption Price thereof on presentation and surrender at the head office of the Corporation, or any other place designated in such notice, of the certificates for the Class "F" Preferred Shares called for redemption or purchase and the certificates for such shares shall thereupon be cancelled and the shares represented thereby be deemed to be redeemed or purchased. If only part of the shares represented by any certificate are redeemed or purchased, a new certificate for the balance shall be issued at the expense of the Corporation.

- (iv) From and after the date specified in any such notice, the Class "F" Preferred Shares called for redemption or purchase shall cease to be entitled to dividends, and the holders thereof shall not be entitled to exercise any of their rights as shareholders in respect thereof; unless payment of the Class "F" Redemption Price shall not be made upon the presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected.
- (v) The Corporation shall have the right at any time after mailing of the notice of its intention to redeem or purchase any Class "F" Preferred Shares to deposit to a special account in any chartered bank or any trust company in Canada named in such notice, the Class "F" Redemption Price of the shares so called for redemption or purchase, or the Class "F" Redemption Price of such number of said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption or purchase. The deposit shall be made in such a manner that it will be paid without interest to or to the order of the respective holders of such Class "F" Preferred Shares called for redemption or purchase upon presentation and surrender to such bank or trust company of the share certificate or certificates representing the same, and upon such deposit being made or upon the date specified for the redemption or purchase in such notice, whichever is the later, the Class "F" Preferred Shares in respect whereof such deposit shall have been made shall be and be deemed to be redeemed or repurchased and the rights of the holder thereof after such deposit or such redemption or purchase date, as the case may be, shall be limited to receiving without interest their proportionate share of the total Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively, and any interest allowed on any such deposit shall belong to the Corporation.
- (b) If only part of the outstanding Class "F" Preferred Shares are to be redeemed or purchased at the option of the Corporation at any one time, the directors may, subject to any contrary rights or restrictions set at the time of issuance of any Class "F" Preferred Shares, in their absolute discretion determine the Class "F" Preferred Shares so to be redeemed or purchased and such redemption or purchase need not be pro-rata to the holding of any member or on any other fixed basis.

#### 4. CLASS "G" PREFERRED SHARES

##### 4.1 STATED CAPITAL ACCOUNT

- (a) In accordance with the provisions of subsection 28(3) of the Business Corporations Act, on the issuance of Class "G" Preferred Shares in exchange for property or shares of the Corporation of a different class or pursuant to an amalgamation referred to in section 182 of the Business Corporations Act or an arrangement referred to in paragraphs 193(1)(b) or (c) of the Business Corporations Act, the directors of the Corporation may add to the stated capital account maintained for the Class "G" Preferred Shares the whole or any part of the amount of the consideration received by the Corporation in the exchange.
- (b) In accordance with the provisions of subsection 44(2) of the Business Corporations Act, if Class "G" Preferred Shares are issued as payment of a dividend, the directors may add all or a part of the value of those shares to the stated capital account maintained or to be maintained for its Class "G" Preferred Shares.

##### 4.2 REDEMPTION AMOUNT

The price or consideration payable entirely in lawful money of Canada at which the Class "G" Preferred Shares shall be redeemed (the "Class "G" Redemption Amount") shall be the amount of consideration received therefor as determined by the directors of the Corporation at the time of issuance of the Class "G" Preferred Shares and adjusted by the directors at any time or times so as to ensure that the Class "G" Redemption Amount of such Class "G" Preferred Shares issued as partial or total consideration for the purchase by the Corporation of any assets or the conversion or exchange of any shares (the "Class "G" Purchased Assets") shall equal the difference between the fair market value of the Class "G" Purchased Assets as at the date of purchase, conversion, or exchange by the Corporation and the aggregate value of non-share consideration, if any, issued by the Corporation as partial or total consideration for the Class "G" Purchased Assets.

For greater certainty, such fair market value shall be determined by the directors of the Corporation upon such expert advice as they deem necessary. Should, however, any competent taxing authority at any time issue or propose to issue any assessment or assessments that impose or would impose any liability for tax on the basis that the fair market value of the Class "G" Purchased Assets is other than the amount approved by the directors and if the directors or a competent Court or tribunal agree with such revaluation and all appeal rights have been exhausted or all times for appeal have expired without appeals having been taken or should the directors of the Corporation otherwise determine that the fair market value of the Class "G" Purchased Assets is other than the amount previously approved by the Directors, or if the non-share consideration referred to above is adjusted, then the Class "G" Redemption Amount of the Class "G" Preferred Shares shall be adjusted nunc pro tunc pursuant to the provisions of this paragraph to reflect the agreed upon fair market value and all necessary adjustments, payments and repayments as may be



required shall forthwith be made between the proper parties.

#### 4.3 VOTING RIGHTS

Subject to the Business Corporations Act the holders of the Class "G" Preferred Shares shall not, as such, be entitled to receive notice of or to attend or vote at any meeting or meetings of the shareholders of the Corporation.

#### 4.4 DIVIDEND RIGHTS

When and if declared by the directors of the Corporation in their discretion, the holders of Class "G" Preferred Shares in any calendar year shall be entitled to receive out of the net profits or surplus of the Corporation properly applicable to the payment of dividends, a non-cumulative dividend at such rate as the directors may from time to time determine on the Class "G" Redemption Amount thereof; provided that dividends may be paid on the Common Shares without annual dividends having been declared on the Class "G" Preferred Shares; and further provided always that no dividends shall at any time be declared on issued and outstanding Class "G" Preferred Shares if the result of the payment of the dividend once declared would be to impair the ability of the Corporation immediately thereafter to redeem all of the issued and outstanding Preferred Shares.

#### 4.5 RETURN OF CAPITAL

Upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or otherwise, or other distribution of the assets of the Corporation or repayment of capital to its shareholders for the purpose of winding up its affairs, the holders of the Class "G" Preferred Shares shall be entitled to receive for each such share, in priority to the holders of the Common Shares, the Class "G" Redemption Amount per share together with all declared but unpaid dividends thereon (herein referred to as the "Class "G" Redemption Price"). After the payment to the holders of the Class "G" Preferred Shares of the Class "G" Redemption Price for each such share as aforesaid, the holders of the Class "G" Preferred Shares shall have no right or claim to any of the remaining assets of the Corporation.

#### 4.6 PARITY RELATIONSHIP

If upon distribution of the remaining assets of the Corporation upon any liquidation, dissolution or winding up, whether voluntary or otherwise, or other distribution of the assets of the Corporation or repayment of capital to the shareholders of the Corporation for the purpose of winding up its affairs, the assets of the Corporation shall be insufficient to permit payment in full to the holders of the Preferred Shares, the remaining assets of the Corporation shall be distributed to the holders of the Preferred Shares rateably in proportion to the amounts distributable to them as provided in Sections 2.6, 3.6 and 4.5.

#### 4.7 REDEMPTION

The Corporation may, upon giving notice as hereinafter provided in Section 4.09 redeem or purchase the whole or any part of the Class "G" Preferred Shares held by one or more shareholders on payment of the Class "G" Redemption Price for each share to be redeemed or purchased.

## 4.8 RETRACTION PRIVILEGE

Upon written notice of any holder of Class "G" Preferred Shares which notice shall contain the information required by Section 4.9 and which shall be signed by the holder or his duly authorized attorney (in which case evidence of such authorization satisfactory to the Corporation shall accompany the notice) the Corporation shall, within thirty days (or such other period of time as may be set at the time of issuance of the said Class "G" Preferred Shares) following the receipt of such notice at the registered office of the Corporation, redeem or purchase all or such portion of the outstanding Class "G" Preferred Shares included in such notice, for the sum equal to the aggregate Class "G" Redemption Price in the manner provided in Section 4.9.

## 4.9 MANNER OF REDEMPTION OR PURCHASE

(a) The redemption or purchase of Class "G" Preferred Shares shall be made in the following manner:

(i) the Corporation shall, at least 30 days (or such other period of time as may be set at the time of issuance of the said Preferred Shares) before the date specified for redemption or purchase or other lesser period of time as may be unanimously agreed upon by the holders of all Class "G" Preferred Shares then being redeemed or purchased, mail to each person, who at the date of mailing, is the registered holder of the Class "G" Preferred Shares to be redeemed or purchased, a notice in writing of the intention of the Corporation to redeem or purchase such Class "G" Preferred Shares. Such notice shall be mailed to each such shareholder at his address as it appears on the books of the Corporation, or in the event the address of any such shareholder not so appearing, then the last known address of such shareholder, provided, however, that an accidental failure or omission to give such notice to one or more of such shareholders shall not affect the validity of such redemption or purchase as to the other holders.

(ii) such notice shall set out the Class "G" Redemption Price, whether the shares are being redeemed pursuant to Section 36 of the Business Corporations Act, or whether the shares are being purchased pursuant to Section 34 of the Business Corporations Act, and the date on which redemption or purchase is to take place, and, if only part of the shares held by the person to whom it is addressed are to be redeemed or purchased, the number thereof so to be redeemed or purchased.

(iii) On or after the date so specified for redemption or purchase, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class "G" Preferred Shares to be redeemed or purchased,

the Class "G" Redemption Price thereof on presentation and surrender at the head office of the Corporation, or any other place designated in such notice, of the certificates for the Class "G" Preferred Shares called for redemption or purchase and the certificates for such shares shall thereupon be cancelled and the shares represented thereby be deemed to be redeemed or purchased. If only part of the shares represented by any certificate are redeemed or purchased, a new certificate for the balance shall be issued at the expense of the Corporation.

- (iv) From and after the date specified in any such notice, the Class "G" Preferred Shares called for redemption or purchase shall cease to be entitled to dividends, and the holders thereof shall not be entitled to exercise any of their rights as shareholders in respect thereof; unless payment of the Class "G" Redemption Price shall not be made upon the presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected.
- (v) The Corporation shall have the right at any time after mailing of the notice of its intention to redeem or purchase any Class "G" Preferred Shares to deposit to a special account in any chartered bank or any trust company in Canada named in such notice, the Class "G" Redemption Price of the shares so called for redemption or purchase, or the Class "G" Redemption Price of such number of said shares represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption or purchase. The deposit shall be made in such a manner that it will be paid without interest to or to the order of the respective holders of such Class "G" Preferred Shares called for redemption or purchase upon presentation and surrender to such bank or trust company of the share certificate or certificates representing the same, and upon such deposit being made or upon the date specified for the redemption or purchase in such notice, whichever is the later, the Class "G" Preferred Shares in respect whereof such deposit shall have been made shall be and be deemed to be redeemed or repurchased and the rights of the holder thereof after such deposit or such redemption or purchase date, as the case may be, shall be limited to receiving without interest their proportionate share of the total Redemption Price so deposited against presentation and surrender of the said certificates held by them respectively, and any interest allowed

on any such deposit shall belong to the Corporation.

- (b) If only part of the outstanding Class "G" Preferred Shares are to be redeemed or purchased at the option of the Corporation at any one time, the directors may, subject to any contrary rights or restrictions set at the time of issuance of any Class "G" Preferred Shares, in their absolute discretion determine the Class "G" Preferred Shares so to be redeemed or purchased and such redemption or purchase need not be pro-rata to the holding of any member or on any other fixed basis.

#### 5. MISCELLANEOUS

The capital of the Corporation may be increased, divided, converted, consolidated and dealt with from time to time and any shares of the original capital when dealt with in accordance with the law then prevailing or new capital may be issued having attached thereto any preferred, special, qualified or deferred rights, privileges, conditions or restrictions including any preference or priority in the payment of dividends or the distribution of assets, voting or otherwise over any other shares, whether common or preferred, and whether issued or not, and the regulations of the Corporation may be varied as far as necessary to give effect thereto.

END OF SCHEDULE

SCHEDULE TO THE ARTICLES OF  
BULLDOG ENVIRONMENTAL PROTECTION SYSTEMS INC.  
(the "Corporation")

RESTRICTIONS ON SHARE TRANSFERS

No shares of the Corporation shall be sold, transferred, assigned, pledged or hypothecated without the consent of a majority of the directors of the Corporation.

END OF SCHEDULE

SCHEDULE TO THE ARTICLES OF  
BULLDOG ENVIRONMENTAL PROTECTION SYSTEMS INC.  
(the "Corporation")

OTHER RULES OR PROVISIONS

1. The number of shareholders of the Corporation, exclusive of:
  - 1.1 persons who are in its employment or that of an affiliate (within the meaning of the Securities Act), and
  - 1.2 persons who, having been formerly in its employment or that of an affiliate (within the meaning of the Securities Act), were, while in that employment, shareholders of the Corporation and have continued to be shareholders of that Corporation after termination of that employment,is limited to not more than fifty (50) persons, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. The directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

END OF SCHEDULE