



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

ATD Health Network Inc.

Corporate name / Dénomination sociale

874571-4

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under sections 27 and 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes des articles 27 et 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Cheryl Ringor

Deputy Director / Directeur adjoint

2014-03-17

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

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- 1 Corporate name
Dénomination sociale
ATD Health Network Inc.
-
- 2 Corporation number
Numéro de la société
874571-4
-
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

-
- 4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Prakash Chand
Prakash Chand
416-562-5410

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

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

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

3. The articles are amended as follows:

A. Authorized and Issued Capital

1. to create an unlimited number of Common Shares, issuable in series, of which an unlimited number of shares are designated as Voting Common Shares and an unlimited number of shares are designated as Non-Voting Common Shares;
2. to change each issued and outstanding common share in the capital of the Corporation into one Voting Common Shares; and
3. to provide that the Common Shares, issuable in series, the Voting Common Shares and the Non-Voting Common Shares shall have the rights, privileges, restrictions and conditions as set out in Appendix A attached hereto,

with the result that upon the issuance of a Certificate of Amendment effecting the foregoing, the authorized capital of the Corporation shall consist of an unlimited number of Common Shares, issuable in series, of which an unlimited number are designated as Voting Common Shares and an unlimited number are designated as Non-Voting Common Shares;

B. Other Amendments

1. to remove in its entirety the provisions as set out in Item 4 of the Articles of the Corporation and substitute the following:

“The shares of the Corporation shall be subject to the restriction on transfer of securities set out under Other provisions, if any.”; and
2. to remove in its entirety the provisions as set out in Item 7 of the Articles of the Corporation and substitute the following:
 - “(i) Subject to any unanimous shareholder agreement with respect to the Corporation then in force, the securities of the Corporation, other than non-convertible debt securities, shall not be transferred without either the approval of the board of directors of the Corporation or the holder or holders of shares in the capital of the Corporation to which are attached more than 50% of the votes attaching to all voting shares of the Corporation for the time being outstanding, to be evidenced in either case by a resolution of such directors or shareholders which approval must be given prior to the time of the transfer of securities.
 - (ii) The directors may appoint from time to time one or more additional directors within the limits provided in the *Canada Business Corporations Act*.
 - (iii) The directors may from time to time determine the number of directors of the Corporation.”

APPENDIX A
TO
ARTICLES OF AMENDMENT
OF
ATD HEALTH NETWORK INC. (the “Corporation”)

The total number of shares of all classes of shares that the Corporation shall have authority to issue is an unlimited number of common shares (“**Common Shares**”).

The following is a statement of the rights privileges, restrictions and conditions of each class and series of shares in the capital of the Corporation.

A. COMMON SHARES, ISSUABLE IN SERIES

1. General. The voting, dividend and liquidation rights of the holders of the Common Shares are subject to and qualified by the rights, privileges, restrictions and conditions of any class of shares of the Corporation designated to be senior to the Common Shares.

2. One or More Series. The Common Shares may be issued at any time or from time to time in one or more series. The first series of Common Shares shall be unlimited in number and shall be designated the “**Voting Common Shares**”. The second series of Common Shares shall be unlimited in number and shall be designated the “**Non-Voting Common Shares**”.

3. Ranking. The Common Shares of each series shall rank *pari passu* with the Common Shares of every other series with respect to dividends and return of capital in the event of the liquidation, dissolution or winding-up of the Corporation.

4. Voting.

4.1 Each holder of the Voting Common Shares is entitled to:

4.1.1 one vote for each Voting Common Share held at all meetings of shareholders;

4.1.2 receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only the holders of a specified class of shares (other than the Common Shares) or a specified series of shares (other than the Voting Common Shares) are entitled to attend; and

4.1.3 vote on all matters submitted to a vote or consent of shareholders of the Corporation, except matters upon which only the holders of a specified class of shares (other than the Common Shares) or a specified series of shares are entitled to vote (other than the Voting Common Shares).

4.2 Except as otherwise provided in the *Canada Business Corporations Act*, the holders of Non-Voting Common Shares shall not be entitled to receive notice of, or to attend or to vote at, any meeting of the shareholders of the Corporation.

4.3 The holders of Common Shares, and the holders of each series of Common Shares, shall not be entitled to vote separately as a class or series upon any proposal to amend the articles of the Corporation to:

4.3.1 increase or decrease any maximum number of authorized Common Shares, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Common Shares; or

4.3.2 create a new class or series of shares equal or superior to the Common Shares.

5. Dividends. The holders of Common Shares are entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares in the capital of the Corporation, to receive dividends if, as and when declared by the board of directors of the Corporation on the Common Shares.

6. Liquidation, Dissolution or Winding-up. The holders of the Common Shares are entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares in the capital of the Corporation, to receive the remaining property of the Corporation on a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.