

APPLICATION FOR U-BREW / U-VIN LICENCE

☒ **NEW** ☐ **TRANSFER**

This application **must** be accompanied by **all** requested supporting documentation. Applicant(s) will receive written acknowledgement of a complete application from the Liquor Control and Licensing Branch. A complete application must be made in order to gain formal status of applicant.

FIN 20709

IMPORTANT NOTE: This form must be completed by all those applying for a new licence and for a licence transfer. This information is collected under the authority of the *Liquor Control and Licensing Act* (RSBC 1996, c.267, s.15). The information provided will be used only by ministry staff in consideration of your application for a U-Brew / U-Vin licence or for a licence transfer. If you have any questions about the collection, use or disclosure of this information, contact the Liquor Control and Licensing Branch at the address given above. Telephone (250) 387-1254.

APPLICANT INFORMATION: To be completed by all applicants

[All official correspondence will be directed to address (1) below, except where otherwise requested.]

(1) Individual or Partner or Corporation
(including a society/club)

(2) Co-applicant / Partner (attach separate sheet if additional space required)

1. Name:

2. Mailing address and postal code:

3. Telephone/Facsimile No.:

4. Does applicant currently hold, or has applicant ever held or ever previously applied for, a liquor licence in British Columbia?
If yes, provide details of current or previous licence, or previous applications (date, location, type of licence, etc.).

☐ yes ☒ no

5. Does applicant have a Federal Wort Licence?
If yes, please provide licence number:

☒ yes ☐ no

6. Does applicant have any connection, financial or otherwise, direct or indirect, with any manufacturer of liquor or licensed establishment that sells liquor by the glass? *If yes, provide details.*

☐ yes ☒ no

7. Does applicant store liquor manufactured by its customers at a site other than the primary site of the U-Brew or U-Vin?
If yes, provide details in the Establishment Information section on the reverse.

☐ yes ☒ no

Corporate Applicants:

8. Name of agent or manager:

9. Is agent or manager a British Columbia resident?

10. Is agent or manager of legal age?

☒ yes ☐ no

☒ yes ☐ no

Individuals and Partnership

11. Is each individual applicant or non-corporate partner a British Columbia resident? ☒ yes ☐ no
12. Is each individual applicant or non-corporate partner of legal age? ☒ yes ☐ no
13. If partnership is not registered under the *Partnership Act*, indicate the percentage of interest held by each partner:

Name: _____ Percentage: _____ Name: _____ Percentage: _____

Name: _____ Percentage: _____ Name: _____ Percentage: _____

ESTABLISHMENT INFORMATION: To be completed by all applicants

14. Proposed or Existing Name of Business (Trade Name): Caribou Brewmasters Inc
15. Street Address: 4197 S. Ogilvie St. Postal Code: V1N 1X2
City: Prince George
16. Mailing Address: Same Postal Code: _____
City: _____
17. Telephone: (250) 564 2197 Facsimile: (250) 564 7737
18. Legal Description of Site: lot 15, District lot 936, Caribou District, Plan 15083
19. Local Government Jurisdiction (e.g., municipality) City of Prince George
s.21
20. Social Services Tax Number: A
21. If you answered yes to question number seven, please provide the street address(es) and legal description(s) of the other site(s).
- Street Address: NA
- Legal Description: _____
- Street Address: _____
- Legal Description: _____

DECLARATION

My signature below indicates I understand and acknowledge:

- All of the information given is true and complete to the best of my knowledge. Section 15(2) of the *Liquor Control and Licensing Act* states "A person applying for the issue, renewal, transfer or amendment of a licence who fails to disclose a material fact required by the form of application or makes a false or misleading statement in the form of application, commits an offence."
- If the Liquor Control and Licensing Branch grants a licence as a result of this application, it will be granted **only** to the persons named in Question #1, or to a private corporation whose principal shareholders and executive officers are those persons disclosed in the corporate documentation, or to a public corporation whose executive officers are those persons disclosed in the corporate documentation.
- Licence Transfers:** Applicants must ensure they are familiar with the expiration date of the licence they are acquiring. A late renewal fee of \$100 will be levied against any licensee who fails to renew their U-Brew / U-Vin licence prior to the expiry date printed on the licence.

Signature(s) of Applicant(s)
(Signature of signing officer
of company or society,
sole proprietor, or all
partners)



1991/11/5
Y Y M M D D

NUMBER: 437654



**CERTIFICATE
OF
CHANGE OF NAME**
COMPANY ACT

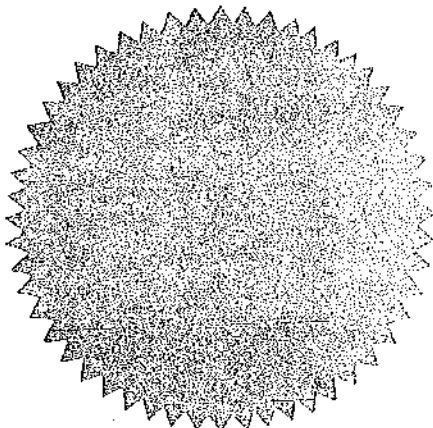
CANADA
PROVINCE OF BRITISH COLUMBIA

I Hereby Certify that

437654 B.C. LTD.

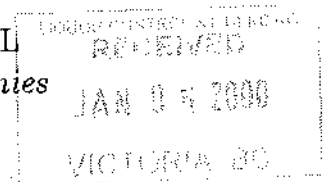
has this day changed its name to
CARIBOU BREWMASTERS INC.

*Issued under my hand at Victoria, British Columbia
on May 31, 1993*



A handwritten signature in cursive script, reading "J. Powell".

JOHN S. POWELL
Registrar of Companies



FORM 21
(Section 371)
PROVINCE OF BRITISH COLUMBIA

COMPANY ACT

SPECIAL RESOLUTION

Certificate of

Incorporation No. 437654

I HEREBY CERTIFY THAT THIS IS A COPY
OF A DOCUMENT FILED WITH THE
REGISTRAR OF COMPANIES ON

MAY 31 1993

J. Adam
REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

The following special resolution was passed by the undermentioned Company on the date stated:

Name of Company: 437654 B.C. LTD.
Date Resolution Passed: MAY 20, 1993

Resolution:

THAT the name of the Company be changed from 437654 B.C. LTD. to CARIBOU BREWMASTERS INC. and that the first paragraph of the Memorandum be altered as set forth in Schedule "A" attached hereto.

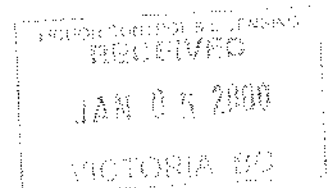
Certified a true copy May 21st, 1993.

(Signature)

NOEL P. KEARNEY

Solicitor

(Relationship to Company)

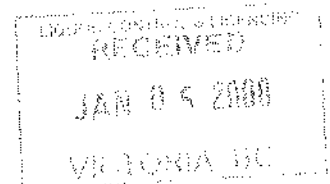


Schedule "A"

Altered Memorandum of 437654 B.C. LTD.

(as altered by Special Resolution dated MAY 20, 1993)

1. The name of the Company is "CARIBOU BREWMASTERS INC."
2. The authorized capital of the company consists of SEVEN HUNDRED THOUSAND (700,000) SHARES DIVIDED INTO:
 - 2.1 ONE HUNDRED THOUSAND (100,000) CLASS "A" VOTING COMMON SHARES WITH A PAR VALUE OF ONE (\$1.00) DOLLAR each having the special rights and restrictions set out in the Articles of the Company;
 - 2.2 ONE HUNDRED THOUSAND (100,000) CLASS "B" NON-VOTING COMMON SHARES WITH A PAR VALUE OF ONE (\$1.00) DOLLAR each having the special rights and restrictions set out in the Articles of the Company;
 - 2.3 FIVE HUNDRED THOUSAND (500,000) CLASS "C" PREFERENCE SHARES WITH A PAR VALUE OF ONE (\$1.00) DOLLAR each having the special rights and restrictions set out in the Articles of the Company.
3. I agree to take the number and shares in the Company set opposite my name.



NUMBER: 437654



COMPANY ACT

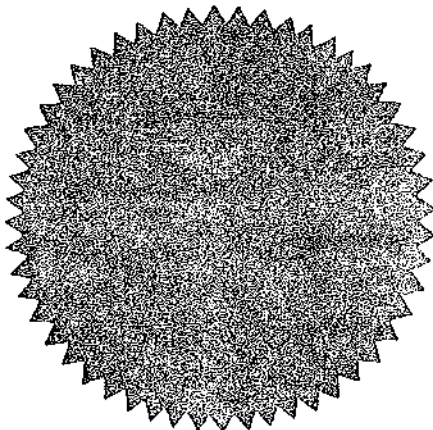
CANADA
PROVINCE OF BRITISH COLUMBIA

CERTIFICATE OF INCORPORATION

I Hereby Certify that
437654 B.C. LTD.

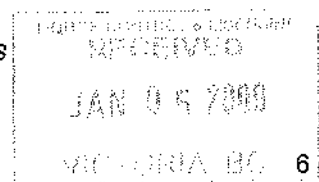
has this day been incorporated under the *Company Act*

Issued under my hand at Victoria, British Columbia
on December 17, 1992



A handwritten signature in cursive script, reading "J. Powell".

JOHN S. POWELL
A/Registrar of Companies



COMPANY ACT

MEMORANDUM

437654 B.C. LTD.

I wish to be formed into a Company with limited liability under the Company Act in pursuance of this Memorandum.

1. The name of the Company is 437654 B.C. LTD.
2. The authorized capital of the Company consists of SEVEN HUNDRED THOUSAND (700,000) SHARES DIVIDED INTO:
 - 2.1 ONE HUNDRED THOUSAND (100,000) CLASS "A" VOTING COMMON SHARES WITH A PAR VALUE OF ONE (\$1.00) DOLLAR each having the special rights and restrictions set out in the Articles of the Company;
 - 2.2 ONE HUNDRED THOUSAND (100,000) CLASS "B" NON-VOTING COMMON SHARES WITH A PAR VALUE OF ONE (\$1.00) DOLLAR each having the special rights and restrictions set out in the Articles of the Company;
 - 2.3 FIVE HUNDRED THOUSAND (500,000) CLASS "C" PREFERENCE SHARES WITH A PAR VALUE OF ONE (\$1.00) DOLLAR each having the special rights and restrictions set out in the Articles of the Company.

3. I agree to take the number and shares in the Company set opposite my name.

Full Name, Resident Address,
Citizenship and Occupation
of Subscriber

Number and Class of Shares
taken by Subscriber

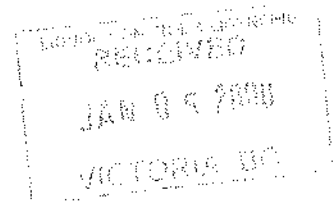
W M Sadler

W. MURRAY SADLER
Barrister and Solicitor
2504 Bordon Crescent
PRINCE GEORGE, B.C.
V2L 2X5

s.22

TOTAL SHARES TAKEN:

DATED this 9th day of DECEMBER, 1992.



CONSENT DIRECTOR. RESOLUTION OF 437654 B.C. L.L.D. (THE "COMPANY")
PURSUANT TO THE PROVISIONS OF SECTION 149 OF THE "COMPANY ACT",
R.S.B.C. 1979, AS AT THE 20TH DAY OF APRIL, 1993.

WHEREAS the Subscriber to the Memorandum and Articles incorporating the Company
has appointed the persons whose names are set out at the end of this document as the
Directors of the Company.

Pursuant to the provisions of the "Company Act", the Directors of the Company hereby
consent in writing to all the business required to be transacted at a Directors' Meeting of
the Subscriber of the Company, and does hereby pass the following Resolutions.

BE IT RESOLVED:

OFFICERS

1. That the following persons are hereby appointed to the following offices of the
Company:

| | | |
|-----------|---|-----------------|
| President | - | James Mullen |
| Secretary | - | John Scarsbrook |

BANK AND SIGNING OFFICERS

2. That the Bank of Montreal, Main Branch, Prince George, B.C. is hereby appointed
the Bank of the Company, and that the form of Banking Resolution required by the said
Bank be and the same is hereby adopted and approved.

SUBSCRIBERS

3. That all acts of the Subscribers to the Memorandum and Articles of the Company
and of all persons acting as directors or officers of the Company be ratified, confirmed and
approved.

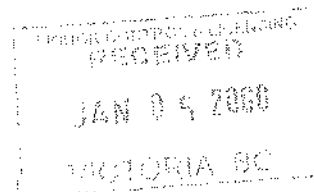
TRANSFER AND ALLOTMENT OF SHARES

Whereas the application has been made for the following transfer and allotment of shares,
and the Subscriber has waived his rights in connection therewith.

4.1 That the following share transfer is hereby approved at \$1.00 per share:

| Transferor | Transferee | Number & Class of Shares |
|------------------|--------------|-----------------------------|
| W. Murray Sadler | James Mullen | |

s.22



4.2 That the following allotment of shares at and for the price of \$1.00 per share is hereby approved:

| Name | Number & Class of Shares |
|------|-----------------------------|
|------|-----------------------------|

s.22

Dr. R.P. Mullen Professional Corporation
419188 B.C. Ltd.
James Mullen
Dr. R.P. Mullen Professional Corporation
419188 B.C. Ltd.

4.3 That pursuant to the transfer and allotment the following share certificates are issued:

| Name | Share Certificate Number | Number & Class of Shares |
|------|-----------------------------|-----------------------------|
|------|-----------------------------|-----------------------------|

s.22

| | |
|---|-----|
| James Mullen | 2-A |
| Dr. R.P. Mullen Professional Corporation | 3-A |
| 419188 B.C. Ltd. | 4-A |
| James Mullen | 1-B |
| Dr. R.P. Mullen Professional Corporation | 2-B |
| 419188 B.C. Ltd. | 3-B |

4.4 That upon payment therefore being received by the Company, the above shares shall be issued as fully paid and non-assessable.

4.5 That the following share certificate is hereby cancelled:

| Share Certificate Number | Name | Number & Class of Shares |
|-----------------------------|------|-----------------------------|
|-----------------------------|------|-----------------------------|

s.22

| | |
|-----|------------------|
| 1-A | W. Murray Sadler |
|-----|------------------|

4.6 That any Director of the Company is authorized to execute and deliver the above share certificates.

RECORDS AND REGISTERED OFFICE

5. That the Company appoint the firm of Heather Sadler Jenkins, Barristers and Solicitors, as its agent for the maintenance of the Company's records office and registered office under the provisions of the British Columbia Company Act and that the said offices be at Suite 700 - 550 Victoria Street, in the City of Prince George, in the Province of British Columbia, V2L 2K1 or at such other location within the City of Prince George as Heather

Sadler Jenkins may from time to time determine.

6. That if Heather Sadler Jenkins gives notice to the Company that it shall no longer act as agent for the maintenance of the Company's records office and registered office, the records office and registered office shall be located at the head office of the Company, in the Province of British Columbia, being the address of the President of the Company as shown on the last filed annual report or consent to be a director if no such annual report has been filed.

7. That the Company do enter into that certain agreement submitted by Heather Sadler Jenkins between the Company and the said firm relating to the records office and registered office of the Company, a copy of which is attached hereto; that the terms and conditions therein contained be confirmed and approved; and the directors ratify the subscriber entering into this agreement on behalf of the Company.

Whereas it is expedient to determine the fees to be charged by the Records Office:

8. That the following fees shall be charged by the Records Office:

| | |
|-----------------|--------------------------|
| Examination Fee | 50 cents per examination |
| Copying Fee | 50 cents per page |

ACCOUNTING OFFICE

9. That the accounting records of the Company be kept at the Company's head office or principal place of business or at such other place as the directors may from time to time determine.

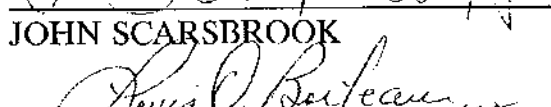
The Company Accountants are: Fred Punko, CGA

The foregoing Resolutions are hereby consented to in writing by all the Directors of the Company and are duly passed as of the date hereinbefore set out.



JAMES MULLEN

RONALD PERRY MULLEN

JOHN SCARBROOK

LOUIS BOILEAU

ARTICLES
OF
437654 B.C. LTD.

TABLE OF CONTENTS

| <u>PART</u> | <u>ARTICLE</u> | <u>SUBJECT</u> |
|-------------|----------------|--|
| 1 | | INTERPRETATION |
| | 1.1 | Definition |
| | 1.2 | Definitions same as Company Act |
| | 1.3 | Interpretation Act Rules of Construction Apply |
| | 1.4 | Table "A" inapplicable |
| 2 | | SHARES |
| | 2.1 | Member entitled to Certificate |
| | 2.2 | Replacement of Lost or Defaced Certificate |
| | 2.3 | Recognition of Trusts |
| | 2.4 | Excution of Certificates |
| | 2.5 | Financial Restrictions under Company Act |
| 3 | | ISSUE OF SHARES |
| | 3.1 | Directors Authorized |
| | 3.2 | Conditions of Allotment |
| | 3.3 | Commissions and Brokerage |
| | 3.4 | Conditions of Issue |
| 4 | | SHARE REGISTERS |
| | 4.1 | Registers of members, Transfers and Allotments |
| | 4.2 | Branch Registers of Members |
| | 4.3 | Record Date of Members |
| 5 | | TRANSFER AND TRANSMISSION OF SHARES |
| | 5.1 | Transfer of Shares |
| | 5.2 | Execution of Instrument of Transfer |
| | 5.3 | Personal Representative Recognized on Death |
| | 5.4 | Persons in Representative Capacity |

23.3 A notice, statement or report may be given or delivered by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post prepaid addressed to them by name or by the title of representatives of the deceased, or trustee of the bankruptcy, or by any like description, at the address (if any) supplied to the company for the purpose by the person claiming to be so entitled, or (until such address has been so supplied) by giving the notice in a manner in which the same might have given if death or bankruptcy had not occurred.

23.4 Notice of every general meeting or meeting of members holding a class of shares shall be given in a manner hereinbefore authorized to every member holding at the time of the issue of the notice of the date fixed for determining the members entitled to such notice, whichever is the earlier, shares which confer the right to notice of and to attend and vote at any such meeting. No other person except the auditor of the Company and the Directors of the Company shall be entitled to receive notices of any such meeting.

PART 24

PROHIBITIONS

- 24.1 So long as the Company is a company which is not a reporting company
- 24.1.1 no shares shall be transferred without the previous consent of the Directors expressed by a resolution passed by the Board or by an instrument or instruments in writing signed by a majority of the Directors, and
 - 24.1.2 any invitation to the public to subscribe for any shares, bonds, debentures or other securities of the Company shall be prohibited.

PART 25

PRE-EMPTIVE RIGHTS

25.1 No shares in the Company shall be transferred by any member, or the personal representative of any deceased member, or trustee in bankruptcy of any bankrupt member, or the liquidator or receiver or receiver-manager of a member which is a corporation, except under the following conditions:

- 25.1.1 A person (herein called the "proposing transferor") desiring to transfer any share or shares in the Company shall give notice in writing (herein called the "transfer notice") to the Company that he desires to transfer the same.

The transfer notice shall specify the price, which shall be expressed in lawful money of Canada, and the terms of payment upon which the proposing transferor is prepared to transfer the share or shares and shall constitute the Company his agent for the sale thereof to any member or members of the Company at the price and upon the terms of payment so specified. The transfer notice shall also state whether or not the proposing transferor has had an offer to purchase the shares or any of them from, or proposes to sell the shares or any of them to, any particular person or persons who are not members and if so the names and addresses of such persons shall be specified in the transfer notice and shall not be revocable except with the sanction of the directors. If the transfer notice pertains to shares of more than one class then the consideration and terms of payment for each class of shares shall be stated separately in the transfer notice.

- 25.1.2 The directors shall forthwith upon receipt thereof transmit the transfer notice to each of the members, other than the proposing transferor, holding shares of the class or classes set forth in the transfer notice and request the member to whom the transfer notice is sent to state in writing within 14 days from the date of transmittal of the transfer notice whether he is willing to accept any, and if so, the maximum number of shares he is willing to accept at the price and upon the terms specified in the transfer notice. A member shall only be entitled to purchase shares of the class or classes held by him.
- 25.1.3 Upon the expiration of the 14 day notice period referred to in article 25.1.2, if the directors shall have received from the members entitled to receive the transfer notice sufficient acceptances to take up the full number of shares offered by the transfer notice and, if the transfer notice includes shares of more than one class, sufficient acceptances from the members of each class to take up the full number of shares of each class offered by the transfer notice, the directors shall thereupon apportion shares so offered among the members so accepting and so far as may be, pro rata, according to the number of shares held by each of them respectively, and in the case of more than one class of shares, then pro rata in respect of each class. If the directors shall not have received sufficient acceptances as aforesaid, they may, but only with the consent of the proposing transferor who shall not be obliged to sell to members in the aggregate less than the total number of shares offered by the transfer notice, apportion the shares so offered among the members so accepting so far as they be according to the number of shares held by each respectively but only up to the amount accepted by such members respectively. Upon any such apportionment being made the proposing transferor shall be bound upon payment of the

price to transfer the shares to the respective members to whom the directors have apportioned same. If, in any case, the proposing transferor, having become so bound fails in transferring any share, the Company may receive the purchase money for that share and shall upon receipt cause the name of the purchasing member to be entered in the register as the holder of certificate or certificates for the shares and cancel the certificate of the share held by the proposing transferor, whether the same shall be produced to the Company or not, and shall hold such purchase money in trust for the proposing transferor. The receipt of the Company for purchase money shall be a good discharge to the purchasing member and after his name has been entered in the register the validity of the proceedings shall not be questioned by any person.

- 25.1.4 In the event that some or all of the shares offered shall not be sold under the preceding articles within the fourteen day period referred to in article 25.1.3, and in the event that there is more than one class of issued shares of the company, then the directors shall transmit the transfer notice to all members of the company, regardless of the class or classes of shares held by each member, whereupon the provisions of paragraph 25.1 shall apply, so far as practicable thereby entitling members to purchase shares of a class not presently held by that member, in accordance with the provisions of Part 25.
- 25.1.5 In the event that some or all of the shares offered shall not be sold under the preceding articles within the fourteen day periods referred to in article 25.1.3 and, if applicable, 25.1.4, the proposing transferor shall be at liberty for a period of ninety days after the expiration of that period to transfer such of the shares so offered as are not sold to any person provided that he shall not sell them at a price less than that specified in the transfer notice or on terms more favourable to a purchaser than those specified in the transfer notice.

PART 26

PART 26 - SPECIAL RIGHTS AND RESTRICTIONS

26.1 The Class "A" Voting Common Shares and the Class "B" Non-Voting Common Shares have the following special rights and restrictions attached thereto:

- 26.1.1 The holders of the Class "B" Non-Voting Common Shares will not be

entitled to receive notice of or to attend or to vote at meetings of shareholders of the Company. At all meetings of shareholders of the Company the holders of Class "A" Voting Common Shares shall be entitled to one vote for each Class "A" Voting Common Share held;

26.1.2 If, in any year, there shall be or remain profit or surplus properly available for the payment of dividends, such profit or surplus or any part thereof, may be applied to dividends on the Class "A" Voting Common Shares or Class "B" Non-Voting Common Shares, or both, in such similar or differing amounts, if any, per Class "A" Voting Common Share and Class "B" Non-Voting Common Share, as the directors in their sole and absolute discretion may determine;

26.1.3 In the event of the dissolution, liquidation or winding up of the Company, the holders of the Class "A" Voting Common Shares and Class "B" Non-Voting Common Shares shall be entitled to receive equal and pro rata per share amounts of the property and assets of the Company;

26.1.4 Save as aforesaid, in all other respects the rights, privileges and restrictions attached to the Class "B" Non-Voting Common Shares shall be the same as those attached to the Class "A" Voting Common Shares and the Class "A" Voting Common Shares and the Class "B" Non-Voting Common Shares shall together be the common share capital of the Company.

26.2 The Class "C" Preference Shares of the Company have the following special rights and restrictions attached thereto:

26.2.1 The Class "C" Preference Shares shall rank, as regards return of capital, in priority to all other shares of the Company, but shall not confer any further right to participate in the profits or assets except for dividends which may, in the discretion of the Directors, be declared and paid;

26.2.2 By Directors Resolution of the Company, all or any part of the Class "C" Preference Shares at any time outstanding may, at any time and from time to time, without notice, be redeemed by the Company at an amount equal to the sum of \$100.00 per share (which amount is hereinafter called the "Redemption Amount") together with all dividends declared thereon but unpaid. In case of a part only of the then outstanding Class "C" Preference Shares is at any time to be redeemed, the Shares so to be redeemed shall be redeemed on a pro rata basis pursuant to the provisions of the Company Act;

- 26.2.3 Subject to the provisions of the Company Act, the Company shall, upon receiving notice as hereinafter provided from a holder of Class "C" Preference Shares, redeem the number of Class "C" Preference Shares registered in the name of the said shareholder which are specified in the notice by paying to the said shareholder for each Class "C" Preference Share to be redeemed the Redemption Amount, together with all dividends declared thereon and unpaid; not less than twenty-one (21) days' notice in writing of such redemption shall be given to the Company by the shareholder seeking to have the Class "C" Preference Shares redeemed and surrendering the necessary number of share certificates for cancellation. The Company may waive any notice required to be given under this clause 26.2.3, and such waiver, whether given before or after the redemption shall cure any default in giving such notice;
- 26.2.4 In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Class "C" Preference Shares shall be entitled to receive, before any distribution of any part of the assets of the Company among the holders of any other shares, the Redemption Amount for each Class "C" Preference share held and no more.
- 26.2.5 The holders of the Class "C" Preference Shares shall not be entitled to receive notice of or to attend or to vote at meetings of shareholders of the Company, except in respect of such meetings held for the purpose, in whole or in part, of winding-up or liquidation of the Company;
- 26.2.6 The holders of the Class "C" Preference Shares shall be entitled to receive a non-cumulative dividend of 8% per annum of the Redemption Amount of each Class "C" Preference Share held, calculated from the date of issuance or allotment, the said dividends to be paid at such times and dates and in such manner as may be determined by Resolution of the Board of Directors. The Company may declare and pay dividends on Class "C" Preference Shares without declaring and paying dividends on Class "A" Voting Common Shares and Class "B" Non-Voting Common Shares.

REGISTER OF DIRECTORS

Name of Company 437654 B.C. Ltd.

Page No. _____

| DIRECTORS | RESIDENTIAL ADDRESS | Date Appointed or Re-elected | Date Ceased | OFFICE HELD | | |
|----------------------------|---------------------|------------------------------------|--------------------|------------------|-------------------|----------------|
| | | | | Office | Date Appointed | Date Ceased |
| <i>W. Murray Sadler</i> | | | <i>DEC 17/92</i> | | | |
| <i>James Mullen</i> | s.22 | | <i>APR 20/93</i> | <i>President</i> | <i>APR 20/93</i> | |
| <i>Ronald Perry Mullen</i> | | | <i>APRIL 20/93</i> | | | |
| <i>John Scarbrooke</i> | | | <i>APR 20/93</i> | <i>Secretary</i> | <i>APR 20/93</i> | |
| <i>Louis Bailian</i> | | | <i>APR 20/93</i> | | | |

REGISTER OF MEMBERS

Name of Company 437654 B.C. Ltd. Page No. _____

| Date Became a Member | Date Came to Notice | Full Name and Address | Number of Shares | Representative Capacity | Class of Share | Par Value | Acquired by Allotments or otherwise (transfer or) | If Transferred From Whom | Paid Up | Consideration Paid to Company | | |
|----------------------------|---------------------------|---|------------------------|----------------------------|-------------------|--------------|--|-----------------------------|------------|-------------------------------|----------------|----------------------------------|
| | | | | | | | | | | Agreed Share | Paid Per Share | |
| | | | | | | | | | | | Cash | Other than Cash Amount Pctrs. |
| APR 30/93 | APR 30/93 | W. Murray Saddle | 1 | Subscriber | s.22 | | | | | | | |
| APR 30/93 | | James Mullen | 1 | President | | | | | | | | |
| APR 30/93 | | Dr. R.P. Mullen Professional Corporation | 1 | | | | | | | | | |
| APR 30/93 | | 419188 B.C. Ltd. | 2 | | | | | | | | | |
| APR 30/93 | | James Mullen | 1,000 | President | | | | | | | | |
| APR 30/93 | | Dr. R.P. Mullen Professional Corporation | 1,000 | | | | | | | | | |
| APR 30/93 | | 419188 B.C. Ltd. | 1,000 | | | | | | | | | |

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VICTORIA BC

CANADA
PROVINCE OF BRITISH COLUMBIA

NUMBER

419188



Province of British Columbia
Ministry of Finance and Corporate Relations
REGISTRAR OF COMPANIES

COMPANY ACT

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY THAT

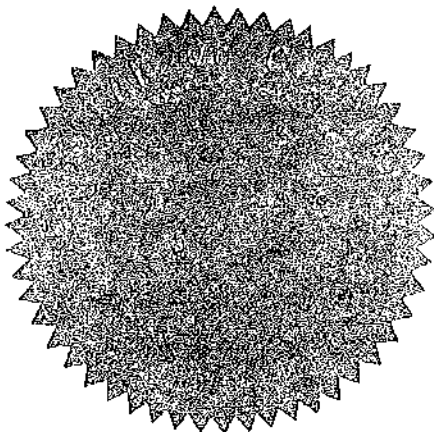
419188 B.C. LTD.

HAS THIS DAY BEEN INCORPORATED UNDER THE COMPANY ACT

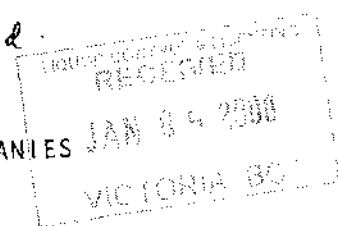
GIVEN, UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA

THIS 29TH DAY OF JANUARY, 1992



David W. Boyd
DAVID W. BOYD
REGISTRAR OF COMPANIES



COMPANY ACT

MEMORANDUM

419188 B.C. LTD.

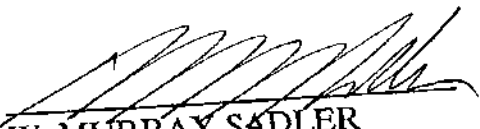
I wish to be formed into a Company with limited liability under the Company Act in pursuance of this Memorandum.

1. The name of the Company is ~~419188~~ B.C. LTD.
2. The authorized capital of the Company consists of SEVEN HUNDRED THOUSAND (700,000) SHARES DIVIDED INTO:
 - 2.1 ONE HUNDRED THOUSAND (100,000) CLASS "A" VOTING COMMON SHARES WITH A PAR VALUE OF ONE (\$1.00) DOLLAR each having the special rights and restrictions set out in the Articles of the Company;
 - 2.2 ONE HUNDRED THOUSAND (100,000) CLASS "B" NON-VOTING COMMON SHARES WITH A PAR VALUE OF ONE (\$1.00) DOLLAR each having the special rights and restrictions set out in the Articles of the Company;
 - 2.3 FIVE HUNDRED THOUSAND (500,000) CLASS "C" PREFERENCE SHARES WITH A PAR VALUE OF ONE (\$1.00) DOLLAR each having the special rights and restrictions set out in the Articles of the Company.

3. I agree to take the number and shares in the Company set opposite my name.

Full Name, Resident Address,
Citizenship and Occupation
of Subscriber

Number and Class of Shares
taken by Subscriber


W. MURRAY SADLER
Barrister and Solicitor
2504 Bordon Crescent
PRINCE GEORGE, B.C.
V2L 2X5

s.22

TOTAL SHARES TAKEN:

DATED this 21st day of January, 1992

ARTICLES
OF
419188 B.C. LTD.

TABLE OF CONTENTS

| <u>PART</u> | <u>ARTICLE</u> | <u>SUBJECT</u> |
|-------------|----------------|--|
| 1 | | INTERPRETATION |
| | 1.1 | Definition |
| | 1.2 | Definitions same as Company Act |
| | 1.3 | Interpretation Act Rules of Construction Apply |
| | 1.4 | Table "A" inapplicable |
| 2 | | SHARES |
| | 2.1 | Member entitled to Certificate |
| | 2.2 | Replacement of Lost or Defaced Certificate |
| | 2.3 | Recognition of Trusts |
| | 2.4 | Execution of Certificates |
| | 2.5 | Financial Restrictions under Company Act |
| 3 | | ISSUE OF SHARES |
| | 3.1 | Directors Authorized |
| | 3.2 | Conditions of Allotment |
| | 3.3 | Commissions and Brokerage |
| | 3.4 | Conditions of Issue |
| 4 | | SHARE REGISTERS |
| | 4.1 | Registers of members, Transfers and Allotments |
| | 4.2 | Branch Registers of Members |
| | 4.3 | Record Date of Members |
| 5 | | TRANSFER AND TRANSMISSION OF SHARES |
| | 5.1 | Transfer of Shares |
| | 5.2 | Execution of Instrument of Transfer |
| | 5.3 | Personal Representative Recognized on Death |
| | 5.4 | Persons in Representative Capacity |

price to transfer the shares to the respective members to whom the directors have apportioned same. If, in any case, the proposing transferor, having become so bound fails in transferring any share, the Company may receive the purchase money for that share and shall upon receipt cause the name of the purchasing member to be entered in the register as the holder of certificate or certificates for the shares and cancel the certificate of the share held by the proposing transferor, whether the same shall be produced to the Company or not, and shall hold such purchase money in trust for the proposing transferor. The receipt of the Company for purchase money shall be a good discharge to the purchasing member and after his name has been entered in the register the validity of the proceedings shall not be questioned by any person.

- 25.1.4 In the event that some or all of the shares offered shall not be sold under the preceding articles within the fourteen day period referred to in article 25.1.3, and in the event that there is more than one class of issued shares of the company, then the directors shall transmit the transfer notice to all members of the company, regardless of the class or classes of shares held by each member, whereupon the provisions of paragraph 25.1 shall apply, so far as practicable thereby entitling members to purchase shares of a class not presently held by that member, in accordance with the provisions of Part 25.
- 25.1.5 In the event that some or all of the shares offered shall not be sold under the preceding articles within the fourteen day periods referred to in article 25.1.3 and, if applicable, 25.1.4, the proposing transferor shall be at liberty for a period of ninety days after the expiration of that period to transfer such of the shares so offered as are not sold to any person provided that he shall not sell them at a price less than that specified in the transfer notice or on terms more favourable to a purchaser than those specified in the transfer notice.

PART 26

PART 26 - SPECIAL RIGHTS AND RESTRICTIONS

26.1 The Class "A" Voting Common Shares and the Class "B" Non-Voting Common Shares have the following special rights and restrictions attached thereto:

- 26.1.1 The holders of the Class "B" Non-Voting Common Shares will not be

**CONSENT DIRECTORS' RESOLUTION OF 419188 B.C. LTD. (THE "COMPANY")
PURSUANT TO THE PROVISIONS OF SECTION 149 OF THE "COMPANY ACT",
R.S.B.C. 1979, AS AT THE 29TH DAY OF JANUARY, 1992.**

WHEREAS the Subscriber to the Memorandum and Articles incorporating the Company has appointed the persons whose names are set out at the end of this document as the Director(s) of the Company.

Pursuant to the provisions of the "Company Act", the Director(s) of the Company hereby consent(s) in writing to all the business required to be transacted at a Directors' Meeting of the Subscriber of the Company, and does hereby pass the following Resolutions.

BE IT RESOLVED:

OFFICERS

1. That the following persons are hereby appointed to the following offices of the Company:

| | | |
|----------------|---|-----------------|
| President | - | Louis Boileau |
| Vice-President | - | John Scarsbrook |
| Secretary | - | John Scarsbrook |

BANK AND SIGNING OFFICERS

2. That the Bank of Montreal, Prince George Main Branch is hereby appointed the Bank of the Company, and that the form of Banking Resolution required by the said Bank be and the same is hereby adopted and approved.

SUBSCRIBERS

3. That all acts of the Subscribers to the Memorandum and Articles of the Company and of all persons acting as directors or officers of the Company be ratified, confirmed and approved.

TRANSFER AND ALLOTMENT OF SHARES

Whereas the application has been made for the following transfer and allotment of shares, and the Subscriber has waived his rights in connection therewith.

4.1 That the following share transfer is hereby approved at \$1.00 per share:

| Transferor | Transferee | Number & Class of Shares |
|------------------|---------------|-----------------------------|
| W. Murray Sadler | Louis Boileau | s.22 |

4.2 That the following allotment of shares at and for the price of \$1.00 per share is hereby approved:

| Name | Number & Class of Shares |
|------|-----------------------------|
|------|-----------------------------|

s.22

Louis Boileau
John Scarsbrook

4.3 That pursuant to the transfer and allotment the following share certificates are issued:

| Name | Share Certificate Number | Number & Class of Shares |
|------|-----------------------------|-----------------------------|
|------|-----------------------------|-----------------------------|

s.22

| | |
|-----------------|---|
| Louis Boileau | 2 |
| John Scarsbrook | 3 |

4.4 That upon payment therefore being received by the Company, the above shares shall be issued as fully paid and non-assessable.

4.5 That the following share certificate is hereby cancelled:

| Share Certificate Number | Name | Number & Class of Shares |
|-----------------------------|------|-----------------------------|
|-----------------------------|------|-----------------------------|

s.22

| | |
|---|------------------|
| 1 | W. Murray Sadler |
|---|------------------|

4.6 That any Director of the Company is authorized to execute and deliver the above share certificates.

RECORDS AND REGISTERED OFFICE

5. That the Company appoint the firm of Heather Sadler Jenkins, Barristers and Solicitors, as its agent for the maintenance of the Company's records office and registered office under the provisions of the British Columbia Company Act and that the said offices be at Suite 700 - 550 Victoria Street, in the City of Prince George, in the Province of British Columbia, V2L 2K1 or at such other location within the City of Prince George as Heather Sadler Jenkins may from time to time determine.

6. That if Heather Sadler Jenkins gives notice to the Company that it shall no longer act as agent for the maintenance of the Company's records office and registered office, the records office and registered office shall be located at the head office of the Company, in the Province of British Columbia, being the address of the President of the Company as

shown on the last filed annual report or consent to be a director if no such annual report has been filed.

7. That the Company do enter into that certain agreement submitted by Heather Sadler Jenkins between the Company and the said firm relating to the records office and registered office of the Company, a copy of which is attached hereto; that the terms and conditions therein contained be confirmed and approved; and the directors ratify the subscriber entering into this agreement on behalf of the Company.

Whereas it is expedient to determine the fees to be charged by the Records Office:

8. That the following fees shall be charged by the Records Office:

| | |
|-----------------|--------------------------|
| Examination Fee | 50 cents per examination |
| Copying Fee | 50 cents per page |

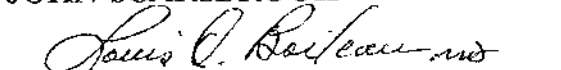
ACCOUNTING OFFICE

9. That the accounting records of the Company be kept at the Company's head office or principal place of business or at such other place as the directors may from time to time determine.

The Company Accountants are: Fred Punko, C.G.A.

The foregoing Resolutions are hereby consented to in writing by all the Directors of the Company and are duly passed as of the date hereinbefore set out.


JOHN SCARSBROOK


LOUIS BOILEAU

REGISTER OF MEMBERS

Name of Company 419188 B.C. Ltd

Page No. .

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JAN 05 2000
VICTORIA BC

REGISTER OF DIRECTORS

Page No.

Name of Company 419188 BC Ltd.

[illegible]



BUSINESS CORPORATIONS ACT

Form 12

CERTIFICATE OF CONTINUANCE

20112837

Corporate Access No.

- R.P. MULLEN PROFESSIONAL CORPORATION -

Name of Corporation

I HEREBY CERTIFY THAT THE ABOVE-MENTIONED CORPORATION WAS CONTINUED, AS
SET OUT IN THE ATTACHED ARTICLES OF CONTINUANCE, UNDER SECTION 261
OF THE BUSINESS CORPORATIONS ACT.

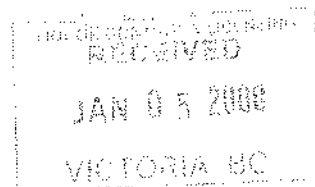
M. M. Proskine

Registrar of Corporations



January 11, 1984

Date of Continuance



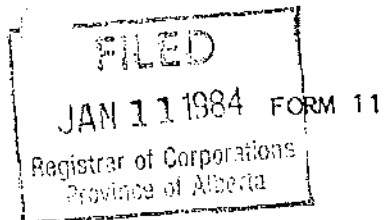
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BUSINESS CORPORATIONS ACT
(Sections 181, 261 and 262)

ARTICLES OF CONTINUANCE

OF

R.P. MULLEN PROFESSIONAL CORPORATION



1. NAME OF CORPORATION:

R.P. MULLEN PROFESSIONAL CORPORATION

2. CORPORATE ACCESS NO.:

200112837

3. THE CLASSES AND MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

(a) An unlimited number of Class "A" shares;

(b) An unlimited number of Class "B" shares;

(c) An unlimited number of Class "C" shares.

3A. The Class "A" and Class "B" shares described in clauses (a) and (b) above are authorized to be created for the purposes described in subsection 26(3) of the Business Corporations Act.

3B. The shares described in clauses (a), (b) and (c) above shall have attached thereto the special rights and restrictions set forth herein.

SPECIAL RIGHTS, PRIVILEGES, RESTRICTIONS AND
CONDITIONS ATTACHING TO EACH CLASS OF SHARES

(I) DIVIDENDS

The Directors shall have complete uncontrolled discretion to declare dividends on any class or classes of shares issued and outstanding in any particular year out of any or all profits or surplus available for dividends.

(II) DISTRIBUTION ON LIQUIDATION

(A) On the winding-up, liquidation or dissolution of the Corporation or upon the happening of any other event giving rise to a distribution of the Corporation's assets other than by way of dividend amongst its shareholders for the purposes of winding-up its affairs (any such occurrence is hereafter called "Winding-Up"), in the event of the Winding-Up of the Corporation the holders of the Class "A" and Class "B" shares shall, subject to the provisions of clause (B) hereof be entitled to participate pari passu.

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VICTORIA BC

- (B) In the event of the Winding-Up of the Corporation at a time when there are issued outstanding Class "C" shares, the holders of the Class "A" and Class "B" shares shall be entitled to receive the Redemption Amount payable in respect of such class of shares, in priority to any distribution to the holders of the Class "C" shares and the holders of the Class "A" and Class "B" shares shall have no further right to participate in profits or assets and all other distributions after payment to the holders of Class "A" and Class "B" shares of the Redemption Amount as aforesaid shall be to the holders of the Class "C" shares.

(III) DEFINITIONS

- (A) "Redemption Amount" means, in respect of any share of the Corporation, the aggregate of each of the following:
- (i) the amount determined to be the stated capital of such share;
 - (ii) with respect to Class "A" and Class "B" shares, when any shares of any of these classes are created for the purposes described in subsection 26(3) of the Business Corporations Act and are issued in exchange for property, as authorized in paragraph 3.A of these Articles, such further amount (the "Further Amount"), if any, which is determined by the Directors of the Corporation to be the fair market value of the property so that the amount determined to be the stated capital of such share plus the Further Amount when multiplied by the number of shares issued in respect of that exchange, equals the fair market value immediately prior to the exchange of the property acquired by the Corporation on the exchange. Accordingly, and for better certainty, if any interested party including the Minister of National Revenue or other taxing authority should establish to the satisfaction of the Board of Directors of the Corporation that the fair market value immediately prior to the exchange of the property differs from the fair market value as determined by the Directors of the Corporation at the time of the exchange, as provided above, the Redemption Amount shall be adjusted to reflect the increase or decrease and shall be deemed always to have been so adjusted; and if any shares subject to such adjustment have been redeemed prior to the making of such determination the difference shall forthwith be eliminated by a cash payment to the Corporation by the former holder of the shares so redeemed or by the Corporation to the former holder, as the case may require, and for this purpose, "former holder" shall include heirs, successors and assigns of such former holder.

- (iii) the amount, if any, of all dividends declared but not paid to the holders of such class of share.

(IV) REDEMPTION OF CLASS "A" AND CLASS "B" SHARES

- (A) The Class "A" and Class "B" shares or any number of them shall be subject to redemption at their Redemption Amount at any time by resolution passed by a majority in number of the Directors of the Corporation without consent of the holders thereof.
- (B) In any case of redemption of Class "A" or Class "B" shares pursuant to a resolution of the Directors as aforesaid, the Corporation, at least thirty (30) days before the date specified for redemption, shall mail to each holder from whom the Directors have determined to redeem such shares, a notice in writing of the Corporation's intention to redeem. Such notice shall be mailed postage prepaid, by registered mail at the last address shown on the share register of the Corporation for such holder, or delivered personally to the holder to whom it is addressed, and the notice shall state the number of such shares being redeemed, the day on or after which the holder may effect redemption, and the place in Alberta at which the said shares may be tendered against payment of the Redemption Amount. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to the order of the holder of the Class "A" or Class "B" shares to be redeemed, the Redemption Amount against surrender of the share certificate for the shares being redeemed. If part only of the shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at no cost to the holder. From and after the date specified in any such notice, the Class "A" or Class "B" shares called for redemption shall cease to be entitled to exercise any right as Shareholders with respect to such shares and shall cease to be entitled to dividends declared subsequent thereto, provided, however, that if payment of the Redemption Amount be not made upon presentation of certificates in accordance with the foregoing provisions, the rights of the holders shall remain unaffected. Should the holders of any Class "A" or Class "B" shares so called for redemption fail to present the certificates representing such shares on the date specified for redemption, the Corporation shall have the right to deposit the Redemption Amount of such shares to a special account in any branch of any bank, to be paid without interest to or to the order of the holders of such shares called for redemption, upon presentation and surrender at such branch or office of the certificates representing the same and a receipt for the Redemption Amount, and upon such deposit being made the Class "A" or Class "B" shares in respect whereof such deposit shall have been made shall be deemed to be redeemed and the rights of the holders thereof after such deposit shall be limited to receiving without

JAN 15 2000

VICTORIA BC

interest their proportionate part of the total Redemption Amount so deposited against presentation and surrender of the said certificates held by them and receipts for the Redemption Amount paid to them respectively.

(V) VOTING RIGHTS AND RESTRICTIONS.

- (A) Class "A" shares. At all meetings of Shareholders of the Corporation, each holder of Class "A" shares shall be entitled to one (1) vote for each Class "A" share held; PROVIDED HOWEVER that the right to vote conferred in respect of Class "A" shares as aforesaid shall be deemed to have terminated immediately prior to the disposition of any share of that class if at the time of such disposition there are any Class "C" shares issued and outstanding, whether such disposition occurs by virtue of a testamentary disposition made by the holder thereof, by virtue of an agreement inter vivos, by virtue of the operation of any rule of law or by any other means whatsoever, UNLESS as a result of the disposition that share is transferred to the spouse of the holder of that particular share; AND FOR THIS PURPOSE, where at any particular time the disposition of any particular Class "A" share is to a trustee under a trust, if that trust is a trust described in subsection 70(6) of the Income Tax Act (Canada) at that time, the disposition shall be deemed to have been made to the spouse for the purposes of this provision.
- (B) Class "B" shares. The holders of the Class "B" shares shall have no right to receive notice of or to be present at or vote either in person or by proxy, at any general meeting of the Corporation by virtue of or in respect of their holding of Class "B" shares.
- (C) Class "C" shares. The holders of the Class "C" shares shall have no right (except as hereinafter specifically provided) to receive notice of or to be present at or vote either in person or by proxy, at any general meeting of the Corporation by virtue of or in respect of their holding of Class "C" shares; PROVIDED HOWEVER that:
 - (i) the restriction on the right to vote attached to the Class "C" shares as aforesaid shall not apply in respect of any matter requiring a special resolution of the Corporation;
 - (ii) the restriction on the right to vote attached to the Class "C" shares shall cease to apply so soon as, and so long as:
 - (aa) there are no Class "A" shares issued and outstanding, or
 - (bb) the right to vote attaching to the Class "A"

shares has otherwise terminated pursuant to the provisions of clause V(A) hereof in respect of all Class "A" shares issued and outstanding at any particular time.

4. RESTRICTIONS IF ANY ON SHARE TRANSFERS:

No share of the Corporation shall be transferred without the approval of the Board of Directors evidenced by a Directors Resolution.

5. NUMBER (OR MINIMUM OR MAXIMUM NUMBER) OF DIRECTORS:

The Corporation shall have a minimum of 1 and a maximum of 7 Directors.

6. RESTRICTIONS IF ANY ON BUSINESSES THE CORPORATION MAY CARRY ON:

There are no restrictions on business the Corporation may carry on, but for greater certainty, the objects for which the Corporation is established include those specified as follows:

- (a) to engage in every phase and aspect of rendering the same dental services to the public that a dentist or dental surgeon, being a member of The Alberta Dental Association, is authorized to render;
- (b) to purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, deal in and with, real and personal property necessary for the rendering of dental services;
- (c) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required;
- (d) to enter into partnership, consolidate or merge with or purchase the assets of another corporation or individual rendering the same professional services.

7. IF CHANGE OF NAME EFFECTED, PREVIOUS NAME:

No change of name has been effected.

8. DETAILS OF THE INCORPORATION:

The body corporate was incorporated on the 20th day of January, 1978, pursuant to the provisions of The Companies Act, 1970, Revised Statutes of Alberta, Chapter 60, and amendments thereto.

9. OTHER PROVISIONS, IF ANY:

- (a) The liability of the members is limited except in the

20012837

circumstances described in subsection 77(1) of The Dental Association Act, which reads as follows:

"77(1) Notwithstanding anything in the Companies Act or the Business Corporations Act, a person who is a shareholder of a corporation during the time that it is the holder of a permit or of a corporation during the time that it acts in contravention of section 52(1), 55, 56 or 58 is liable to the same extent and in the same manner as if the shareholders of the corporation were during that time carrying on the business of the corporation as a partnership or, if there is only one shareholder, as an individual practising dentistry or dental surgery."

- (b) The Directors may, between Annual General Meetings, appoint one or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed 1/3 of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.
- (c) A Director or Directors of the Corporation may be elected or appointed for terms expiring not later than the close of the third Annual Meeting of Shareholders following the election.
- (d) The Corporation has a lien on a share registered in the name of a Shareholder or his legal representative for a debt of that Shareholder to the Corporation.
- (e) The number of Shareholders of the Corporation is limited to not more than 50 persons, exclusive of those persons described in clause 1(p.1)(ii)(A) and (B) of the Securities Act (S.A. 1981, Chap. S-61), 2 or more persons who are joint registered owners of one or more shares being counted as one Shareholder.
- (f) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

10. DATE:

January 10, 1984

RONALD P. MULLEN

PRESIDENT

54/10/11 5-10

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JAN 05 2000

VIRGINIA, VA



CORPORATE ACCESS NUMBER

20112837

BUSINESS CORPORATIONS ACT

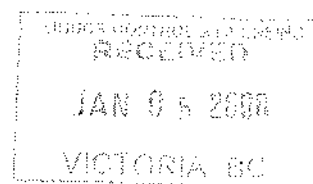
**CERTIFICATE
OF
AMENDMENT**

**R.P. MULLEN PROFESSIONAL CORPORATION
AMENDED ITS ARTICLES ON OCTOBER 20, 1995.**



A handwritten signature in cursive script, appearing to read "A. Heider", written over a horizontal line.

Registrar of Corporations



BUSINESS CORPORATIONS ACT
(Section 27 or 171)

FORM 4

ARTICLES OF AMENDMENT

1. NAME OF CORPORATION:

R.P. MULLEN PROFESSIONAL CORPORATION

2. CORPORATE ACCESS NO.

20112837

3. THE ARTICLES OF THE ABOVE-NAMED CORPORATION ARE AMENDED AS FOLLOWS:

1. Article 1 of the Articles be amended pursuant to paragraph 167(1)(a) of the Business Corporations Act (the "Act") by the deletion of that article and by the substitution therefor of the following:

"1. NAME OF CORPORATION:

R.P. MULLEN INVESTMENTS LTD."

2. Article 6 of the Articles be amended pursuant to paragraph 167(1)(b) of the Act by the deletion of that Article and by the substitution therefor of the following:

"6. RESTRICTIONS IF ANY ON BUSINESSES THE CORPORATION MAY CARRY ON:

There are no restrictions placed on businesses the Corporation may carry on."

3. Article 9 of the Articles be amended pursuant to paragraph 167(1)(m) of the Act by the deletion of all of subparagraph (a) therefrom.

DATE:

Sept 10/95

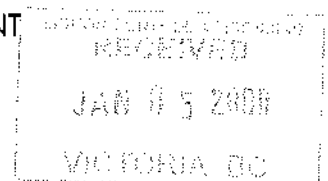
SIGNATURE

E. Mullen

ELIZABETH MULLEN

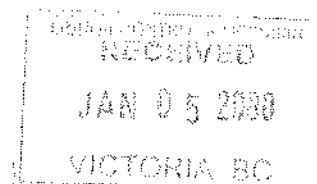
TITLE

PRESIDENT



REGISTER OF MEMBERS
OF
R.P. MULLEN INVESTMENTS LTD.

| FULL NAME | ADDRESS | OCCUPATION | DATE WHEN ENTERED AS A MEMBER | DATE WHEN CEASED TO BE A MEMBER | REPRESENTATIVE CAPACITY (IF ANY) |
|------------------|---|-------------|-------------------------------|---------------------------------|----------------------------------|
| Ronald P. Mullen | 20 Marlboro Road Edmonton, AB T6J 2C6 | Businessman | January 11/84 | | |
| | | | | | |



WOLFF LEIA HUCKELL

BARRISTERS, SOLICITORS, TRADE MARK AGENTS

SUITE 500, SCOTIA 1
10060 JASPER AVENUE
EDMONTON, ALBERTA T5J 3R8

TOLL FREE-1-888-441-(WOLF)9653
E-MAIL: hgwofff@securities-lawyers.com
TELEPHONE (780) 421-0222
TELECOPIER (780) 429-0503

[PLEASE NOTE AREA CODE CHANGE FROM 403 TO 780]

FAX TRANSMISSION

DATE: January 19, 2000

FILE NO.: 10,145

TO: ANNE
COMPANY: B.C. LIQUOR LICENSING
TELECOPY NO.: 250-387-9184
FROM: Maxine daSilva

NUMBER OF PAGES INCLUDING THIS COVER PAGE: 1

IF YOU DO NOT RECEIVE ALL OF THE PAGES, PLEASE CALL (780)421-0222.

MESSAGE: Re: Caribou Brew Masters - R.P. Mullen Investments Ltd.

Further to the request of Mr. Jim Mullen and your telephone request of today's date, this is to confirm that
the s.22 of R.P. Mullen Investments Ltd. is Ronald P. Mullen who holds s.22
s.22

If you require any further information or documentation, please call me at 1-888-441-9653.

Maxine daSilva
Legal Assistant to
Horst G. Wolff

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IMMEDIATELY BY TELEPHONE.

PERSONAL HISTORY SUMMARY AND CONSENT FOR CRIMINAL RECORD SEARCH

IMPORTANT NOTE: This form must be completed by each individual identified by the inspector. This information is collected under the authority of the *Liquor Control and Licensing Act* (RSBC 1996, c.267, s.16 and 18). The information provided will be used only by ministry staff in consideration of your application for a liquor licence. If you have any questions about the collection, use or disclosure of this information, contact the Liquor Control and Licensing Branch, Second Floor, 1019 Wharf Street, Victoria, B.C., V8W 9J8. Telephone (250) 387-1254.

Name and location of (proposed) licensed establishment, liquor manufacturer or liquor agency:

Caribbean Breweries Inc. Duo 2197 Ogilvie St. Prince George
Name (if known) Street Address City, Municipality, etc.

Full name of individual: BOILEAU LOUIS
Surname Birth Surname Given Names

Have you used any other surnames or given names? Yes ☐ No ☒ Gender: M ☒ F ☐

If yes, please provide details:

Surname Given Names

Birthdate: s.22 Birthplace: EDMONTON ALBERTA
Year / Month / Day s.22

Residence address: s.22 Street Address Apartment No.

Home phone: s.22 City Province/Country Postal / Zip Code
Business phone: 250 (563-0680) Facsimile number: (250) 562-5044

1. Do you reside at the above address for the majority of the year (i.e., more than 6 months)? s.22
If no, please provide details of where you reside for the remainder of the year:

Note: If you normally reside in a country other than Canada, please see the pamphlet "Who Needs to Consent to a Criminal Record Search" for further information regarding alternative requirements.

2. Are you a landed immigrant or permanent resident who has resided in Canada for less than the past five years?
If yes, please attach a copy of your "Record of Landing" (Form IMM1000 or equivalent documentation) as provided by Employment and Immigration Canada and a statutory declaration disclosing any criminal or other convictions and sentences received in your lifetime outside Canada. See pamphlet "Who Needs to Consent to a Criminal Record Search" for further information.
3. Have you ever held, or do you presently hold, an interest in a liquor licence?
If yes, provide details of licence(s) or application(s): date, location, name of establishment, licence type, current status, etc.):

Attach a separate sheet if additional space is required.

4. Do you currently hold a Rural Agency Store appointment from the Liquor Distribution Branch (LDB)?
If yes, provide details and attach a letter from the LDB, acknowledging their awareness of this application.

5. *Note: If this application is for a liquor agent's licence or for a liquor manufacturer's licence, question #5 does not apply.*
Have you agreed with anyone to sell the liquor of a manufacturer to the exclusion of another liquor manufacturer? s.22
If yes, provide details:

6. *Note: If this application is for a liquor agent's licence or for a liquor manufacturer's licence, question #6 does not apply.*
Are you a liquor manufacturer, a liquor importer, the agent of a liquor manufacturer/importer, or do you have any association with, or financial interest in, any such business? s.22
If yes, provide details:

7. Have you entered into a Shareholder Agreement, Profit Sharing Agreement or other similar agreement with anyone not named in the licence application? s.22
If yes, provide details (including percentage of interest shared with others):

8. Have you ever been charged with, or convicted of, a criminal or drug/alcohol related offence under the laws of any country or the laws or bylaws of any provincial, state or local government? s.22
If yes, please provide details:

| Offence | Date Convicted (if applicable) | Place | Disposition (Fine/Sentence) |
|---------|-----------------------------------|-------|--------------------------------|
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DECLARATION AND AUTHORIZATION

My signature below indicates I understand and acknowledge that:

- All the information given is true and complete to the best of my knowledge. Section 15(2) of the *Liquor Control and Licensing Act* states "A person applying for the issue, renewal, transfer or amendment of a licence who fails to disclose a material fact required by the form of application or makes a false or misleading statement in the form of application, commits an offence."
- If the Liquor Control and Licensing Branch grants a licence as a result of this application, it will be granted **only** to the person(s) named in the application, or to a private corporation containing the principal shareholders and executive officers named in the application or to a public corporation or society containing the executive officers named in the application.
- My signature authorizes the Royal Canadian Mounted Police to inquire into, and determine whether or not I may have a criminal record and report their findings to the Liquor Control and Licensing Branch. If necessary, I will provide my fingerprints to verify whether or not I may have a criminal record.

Signature of Individual: _____

James O. Bouteau

Date Signed: _____

Dec 16/99

PERSONAL HISTORY SUMMARY AND CONSENT FOR CRIMINAL RECORD SEARCH

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Name and location of (proposed) licensed establishment, liquor manufacturer or liquor agency:
Caribou Brewmasters Inc. 2197 Ogilvie St. Prince George
Name (if known) Street Address City, Municipality, etc.

Full name of individual: Mullen Ronald Perry
Surname Birth Surname Given Names
 Gender: M ☒ F ☐

Have you used any other surnames or given names? Yes ☐ No ☒

If yes, please provide details:

Surname _____ Given Names _____

Birthdate: s.22
s.22

Birthplace: REGINA, SASKATCHEWAN

R

Apartment No. _____

Facsimile number: (250) 4340711

Home phone: _____ Business phone: _____

s.22

- Do you reside at the above address for the majority of the year (i.e., more than 6 months)?
 If no, please provide details of where you reside for the remainder of the year:

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- Are you a landed immigrant or permanent resident who has resided in Canada for less than the past five years?
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 If yes, provide details of licence(s) or application(s): date, location, name of establishment, licence type, current status, etc.):

Attach a separate sheet if additional space is required.

ORCS #73200-20

LCLB004 (Rev 05/97)

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s.22

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If yes, provide details and attach a letter from the LDB, acknowledging their awareness of this application.

5. **Note:** If this application is for a liquor agent's licence or for a liquor manufacturer's licence, question #5 does not apply.
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| Offence | Date Convicted (if applicable) | Place | Disposition (Fine/Sentence) |
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- My signature authorizes the Royal Canadian Mounted Police to inquire into, and determine whether or not I may have a criminal record and report their findings to the Liquor Control and Licensing Branch. If necessary, I will provide my fingerprints to verify whether or not I may have a criminal record.

Signature of Individual:



Date Signed:

Dec. 27/99

PERSONAL HISTORY SUMMARY AND CONSENT FOR CRIMINAL RECORD SEARCH

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Name and location of (proposed) licensed establishment, liquor manufacturer or liquor agency:

Caribou Brewmasters Inc 9197 Ogilvie St. Prince George
Name (if known) Street Address City, Municipality, etc.

Full name of individual:

Mullen
Surname

Birth Surname

James John
Given Names

Have you used any other surnames or given names?

Yes ☐

No ☒

Gender:

M ☐

F ☒

☐

If yes, please provide details:

Surname

Given Names

Birthdate: s.22

Birthplace:

Edmonton, AB

Residence address: s.22

Street Address

Apartment No.

Home phone: s.22

Province/Country

Postal / Zip Code

Business phone: (250) 564-0197

Facsimile number: (250) 444-7757

1. Do you reside at the above address for the majority of the year (i.e., more than 6 months)? s.22

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Signature of Individual: _____

Date Signed: _____

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Name and location of (proposed) licensed establishment, liquor manufacturer or liquor agency:

Caribou Brewmasters Inc 9197 Ogilvie St. Prince George
Name (if known) Street Address City, Municipality, etc.

Full name of individual: Smashbrook John
Surname Birth Surname Given Names

Have you used any other surnames or given names? Yes ☐ No ☒ Gender: M ☐ F ☒

If yes, please provide details:

Surname Given Names

Birthdate: s.22 Birthplace: Cardiff England

Residence address: s.22 Apartment No.

Home phone: s.22 Business phone: (250) 734 7324 Facsimile number: (250) 734 7324

1. Do you reside at the above address for the majority of the year (i.e., more than 6 months)?
 If no, please provide details of where you reside for the remainder of the year:

s.22

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8. Have you ever been charged with, or convicted of, a criminal or drug/alcohol related offence under the laws of any country or the laws or bylaws of any provincial, state or local government?
If yes, please provide details:

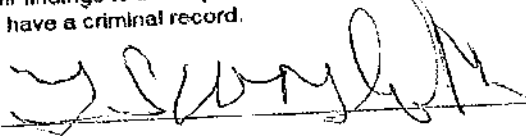
| Offence | Date Convicted (if applicable) | Place | Disposition (Fine/Sentence) |
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Signature of Individual:



Date Signed:

Dec 21, 1999



JAN 17 '00 09:03AM LCLBVICT 250 387 9184

BRITISH COLUMBIA

Ministry of
Attorney General

Liquor Control and
Licensing Branch

Mailing address:
PO Box 9292 Stn Prov Govt
Victoria, B.C. V8W 9J8
Telephone: (250) 387-1254
Facsimile: (250) 387-9184

P.13/16
Location:
Second Floor
1010 Wharf Street
Victoria

REQUEST FOR CPIC CRIMINAL RECORD CHECK

TO: RCMP Victoria Sub-division, Criminal Records Review Agency. Phone: (250) 380-6114 • Fax: (250) 380-6188

FROM: Liquor Control and Licensing Branch at:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> Campbell River Phone: (250) 286-7054 Fax: (250) 286-7573 | <input type="checkbox"/> Cranbrook Phone: (250) 426-1562 Fax: (250) 426-1253 | <input type="checkbox"/> Fort St. John Phone: (250) 787-3345 Fax: (250) 787-3210 | <input type="checkbox"/> Kamloops 4720 Phone: (250) 828-7420 Fax: 828-4233 |
| <input type="checkbox"/> Kelowna Phone: (250) 861-7418 Fax: (250) 861-7897 | <input type="checkbox"/> Nanaimo Phone: (250) 741-3624 Fax: (250) 741-3622 | <input type="checkbox"/> Nelson Phone: (250) 354-6460 Fax: (250) 354-6561 | <input type="checkbox"/> Penticton Phone: (250) 492-1293 Fax: (250) 492-1213 |
| <input type="checkbox"/> Prince George Phone: (250) 565-6994/6893 Fax: (250) 565-6758 | <input type="checkbox"/> Surrey Phone: (604) 586-2641 Fax: (604) 586-2640 | <input type="checkbox"/> Terrace Phone: (250) 638-6544 Fax: (250) 638-6510 | <input type="checkbox"/> Vernon Phone: (250) 549-5614 Fax: (250) 549-5508 |
| <input checked="" type="checkbox"/> Victoria Phone: (250) 387-1254 Fax: (250) 387-9184 | <input type="checkbox"/> Williams Lake Phone: (250) 398-4705 Fax: (250) 398-4208 | | |

Attn: Inspector *Adrian*

The information in this fax is confidential and is intended for the use of the addressee only. Disclosure of message content may breach one or more laws. If you have received this communication in error, please notify the sender immediately by telephone.

PLEASE TYPE OR PRINT CLEARLY.