



APPLICATION FOR CREDIT ACCOUNT

NAME: **BIG FREIGHT SYSTEMS INC.**

HEAD OFFICE:

MAILING ADDRESS: 360 Hwy #12 North
Steinbach, Manitoba, Canada R5G 1A6
PH: (204) 326-3434

NATURE OF BUSINESS Freight Management Company

BUSINESS PRINCIPLE: Rod Miron, Chief Operating Officer

ACCOUNTS PAYABLE ADMINISTRATOR PH: (204) 346-1202 FX: (204) 346-1202
Email: accountspayable@bigfreight.com

CREDIT REFERENCES:	CUSTOM TRUCK SALES 1870 King Edward Winnipeg MB PH: (204) 694-3874 FX: (204) 694-7766	NATIONAL LEASE PO Box 2458 Stn A Toronto, ON PH: (630)-953-8878 FX:: (630)-953-0040
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PETRO CANADA
Calgary, AB
PH: (866) 927-4450
FX: (800) 732-7220

BANK REFERENCE: Royal Bank of Canada, Corporate Banking Centre
2nd Floor – 220 Portage Avenue, Winnipeg MB Canada R3C 0A5
PH: (204) 988-5953 Contact: Michael Witoski

INSURANCE: Marsh Canada Limited
One Lombard Place Suite 1420
Winnipeg, Manitoba R3B 0X3

USA TAX ID #:	98-1341546	MOTOR CARRIER #:	150381
GST #:	73902-2523RT	MB PST #:	018144-6
SK PST #:	0181446	ON PST #:	6075-1215
QC #	1224385265	BC PST#:	MB140001
IRP#	MB00140	Equifax#:	0011546277
		D & B #:	20-006-0184

BILLING INSTRUCTION: Purchase Order required prior to services provided.

AUTHORIZED SIGNATURE: _____

TITLE: _____

DATE: _____



FAST **EXPRES** *Free and Secure Trade (FAST)*

I am pleased to hereby confirm that

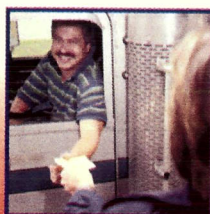
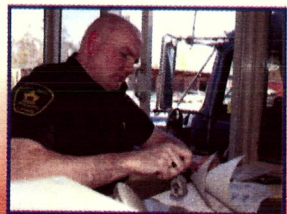
►► ***Big Freight Systems Inc.***

has been a participant in the
Free and Secure Trade Program since

►► **September 21, 2005**

and is playing a vital role in securing the Canada-US Border
and facilitating legitimate trade.

*Hélène Porter, Manager CSA/FAST Division
Major Project Design and Development*



Canada Border
Services Agency

Agence des services
frontaliers du Canada



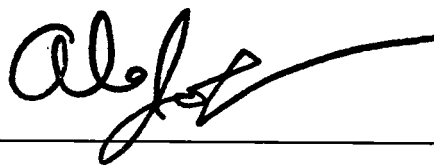
U.S. Customs and
Border Protection

**The Canada Border Services Agency
welcomes**

Big Freight Systems Inc.

As a Partner in Protection

Contributing to safer homes, safer streets



President
Canada Border Services Agency



Canada Border
Services Agency

Agence des services
frontaliers du Canada

Canada



Date Established:
Nature of Business:

June 15, 1948
Freight Management

Winner of the 2021 Truckload Carriers Association's National Fleet Safety Award!

CARRIER PROFILE

Canada	
Canada Customs Carrier Code – BFS	2277
Identification Number in the Register (NIR) #	R-518443-9
Motor Carrier (MC) #	150381
National Safety Code (NSC) #	MB9026939
Partners in Protection (PIP) #	1628
Standard Industrial Classification (SIC) #	4789
Manitoba GST #	73902 2523 RT0001
Manitoba PST #	018144-6
Saskatchewan PST #	5157144
Ontario PST #	6075-1215
Quebec PST #	1224385265

U.S.A	
C-TPAT Account #	69083799
C-TPAT SVI #	ebb2b100-827a-47e9-8f98-991901d5e37b
Hazardous Materials Registration #	051613 550 069VX
Standard Carrier Alpha Code (SCAC)	BFSE
U.S. Carrier bonded	YES
U.S. DOT #	21479
U.S. Tax ID #	98-134154600

SERVICES	EQUIPMENT
Freight Management	Flat Decks (Tandem & Tridem) - 48' & 53'
Logistics	Step Decks (Tandem & Tridem) – 48' & 53'
Intermodal & International Freight Forwarding	Super B-Train
Warehousing	Container Chassis – 20' & 40'
Fleet Service & Maintenance	Dry Vans



Operations Centre ♦ 360 Hwy 12 N ♦ Steinbach, MB, Canada ♦ R5G 1A6 ♦ 1-800-665-0415 ♦ Local 204.326.3434
Corporate Office ♦ 10 Hutchings Street ♦ Winnipeg, MB ♦ R2X 2X1 ♦ 1.204.772.3434 ♦ Fax 1.204.326.2717
Email: info@bigfreight.com ♦ www.bigfreight.com

Certificate of Safety Rating

This certifies that **BIG FREIGHT SYSTEMS INC.**,
STEINBACH, MB, holds a **SATISFACTORY** *Safety Fitness*
Certificate in the Province of Manitoba.

This Certificate is issued in accordance with the *Motor Vehicle*
Transport Act (Canada), the *Highway Traffic Act*, and the
standards established by the *National Safety Code*.

Failure to comply with the *Acts* and *Regulations* governing the
safety and fitness of motor vehicles may result in suspension
of this certificate.

National Safety Code # MB9026939

Safety Fitness
Certificate # MB004333

Expiry Date: 2026-05-31

Certificat de cote de sécurité

Le présent document certifie que l'entreprise de camionnage
BIG FREIGHT SYSTEMS INC., **STEINBACH, MB**, est
titulaire d'un certificat d'aptitude en matière de sécurité,
Satisfaisant, dans la province du Manitoba.

Ce certificat est délivré conformément à la *Loi sur le transport*
par véhicule à moteur (Canada), le *Code de la route*, et les
normes du *Code canadien de sécurité*.

Si les exigences des *codes* et des *règlements* régissant la
sécurité et le bon fonctionnement des véhicules à moteur ne
sont pas respectées, cela pourrait entraîner la suspension du
présent certificat.

Code canadien de sécurité no: MB9026939

Certificat d'aptitude en
matière de sécurité no: MB004333

Date d'expiration: 2026-05-31



Janice Miller

Director/Directeur

Motor Carrier Safety & Permits/Permis et sécurité des transporteurs routiers

Permit #2272508

In accordance with section 36 of the Highways and Transportation Act and the provisions in the Traffic Safety Act 2006, permission is hereby granted to:

Big Freight Systems Inc
360 Highway 12 North
Steinbach, MB
R5G 1A6

Customer ID: 87501466
Requested by: Margarita Goncharova
Customer Reference: LCV FLEET PERMIT
Issued by: SGI Permit Office

Vehicle Information

Plate	Jurisdiction	Year	Make	Vehicle Identification #	Unit #	Class	Wheel base

Issued On	Valid From	Valid To	Validation #
20 Mar 2025 15:13:09	20 Mar 2025 15:11:00	31 Mar 2026 23:59:00	N/A

Permissions Issued

General
Miscellaneous Permit Admin Fee Permission

Permit Text**LCV FLEET PERMIT**

Permit is subject to all terms and conditions as specified in Long Combination Vehicles, Turn Pike Doubles, Rocky Mountain Doubles, and Queen City Triples WD 1101.

A copy of this Permit and Long Combination Vehicles Permit Conditions WD 1101 must be carried in the vehicle and provided upon request of a Peace Officer or authorized official of the Ministry of Highways.

Long Combination Vehicles are not to exceed the following overall length limits:

Rocky Mountain Doubles - Maximum of 31 Meters on approved 2 Lane Highway
Rocky Mountain Doubles - Maximum of 41 Meters on approved 4 Lane Highways
Triple Trailer Units - Maximum of 41 Meters on approved 4 Lane Highway
Turnpike Doubles - Maximum of 41 Meters on approved 4 Lane Highway
Queen City Triples - Maximum of 41 Meters on approved 4 Lane Highway

Exceptions:

Rocky Mountain Doubles, Turnpike Doubles, Triple Trailer Units, and Queen City Triples up to an overall length of 41.0 metre (m) are allowed on Pinkie Road from the Global Transportation Hub to Highway 1.

Permit #2272508**Permit Fees**

Note: This is not an invoice. The information contained here is for information purposes only.

Registration:	300.00		
Insurance:	0.00		
Administration:	15.00	☐	Billed To Account
Fuel Tax:	0.00	☐	Paid by Credit Card
Gross Overweight:	0.00	☐	Nil Fee Permit
Axle Overweight:	0.00		
Overwidth:	0.00		
Overlength:	0.00		
Internal dimensions:	0.00		
PST:	0.00		
Permit Total	315.00		

Conditions:**User Defined**

- The Permit is valid on provincial Highways, the Global Transportation Hub, and the Regina Bypass.
 - When traveling through a City or RM, a permit may be required from that jurisdiction.
 - All Out of Province (OOP) units must be Prorated to operate under the term permit; there are no single trip permit options available.
 - SK plated vehicles must have an A class with max registered weight.
 - The Schedule (WD1101) and Permit are emailed out and a copy of the permit and schedule must be carried in each unit.
 - Vehicles must maintain the posted speed limits on all Roads and Provincial Highways to a maximum of 100km/hr.
- All notifications are done by email and companies will be notified of any changes affecting them on a highway.



2025 UCR Registration is VALID!



Confirmation # 000-0486-7441

Registered on: 10/01/2024 12:02 EST

Generated: 10/01/2024 12:02 EST

Year: 2025

Paid:	Date	Bracket	UCR Fee	Conv. Fee	Total
	10/01/2024	Bracket 5 [169 veh.]	\$4592.00	\$136.38	\$4728.38

Bracket: 101 to 1000 vehicles [169 vehicle(s)]

USDOT #: 21479

Classifications: Motor Carrier

Legal Name: BIG FREIGHT SYSTEMS INC

Base State: North Dakota

Principal: 360 HIGHWAY 12 NORTH
STEINBACH, MB R5G 1A6
CA

Payor: Scott Warkentine

*** Expires: 12/31/2025 ***



2026 UCR Registration is VALID!



Receipt # 000-0557-0444

Registered on: 10/02/2025 12:38 EST

Generated: 10/02/2025 12:39 EST

Year: 2026

Paid:	Date	Bracket	UCR Fee	Conv. Fee	Total
	10/02/2025	Bracket 5 [181 veh.]	\$4592.00	\$136.38	\$4728.38

Bracket: 101 to 1000 vehicles [181 vehicle(s)]

USDOT #: 21479

Classifications: Motor Carrier

Legal Name: BIG FREIGHT SYSTEMS INC

Base State: North Dakota

Principal: 360 HIGHWAY 12 NORTH
STEINBACH, MB R5G 1A6
CA

Payor: Scott Warkentine

*** Expires: 12/31/2026 ***



2017-05-01

Corporations Canada
C. D. Howe Building
235 Queen Street
Ottawa, Ontario K1A 0H5

Corporations Canada
Édifice C.D. Howe
235, rue Queen
Ottawa (Ontario) K1A 0H5

Corporation Information Sheet

Canada Business Corporations Act (CBCA)

Fiche de renseignements concernant la société

Loi canadienne sur les sociétés par actions (LCSA)

Big Freight Systems Inc.

Corporation Number	1021530-9	Numéro de société
Corporation Key Required for changes of address or directors online	83509728	Clé de société Requise pour mettre à jour en ligne l'adresse du siège social ou l'information concernant les administrateurs
Anniversary Date Required to file annual return	05-01 (mm-dd/mm-jj)	Date anniversaire Requise pour le dépôt du rapport annuel
Annual Return Filing Period Starting in 2018	05-01 to/au 06-30 (mm-dd/mm-jj)	Période pour déposer le rapport annuel Débutant en 2018

Reporting Obligations

A corporation can be dissolved if it defaults in filing a document required by the CBCA. To understand the corporation's reporting obligations, consult *Keeping Your Corporation in Good Standing* (enclosed or available on our website).

Corporate Name

Where a name has been approved, be aware that the corporation assumes full responsibility for any risk of confusion with existing business names and trademarks (including those set out in the Nuans search report). The corporation may be required to change its name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on business. For additional information, consult **Protecting Your Corporate Name** (enclosed or available on our website).

Obligations de déclaration

Une société peut être dissoute si elle omet de déposer un document requis par la LCSA. Pour connaître les obligations de déclaration de la société veuillez consulter *Maintenir votre société en conformité*, ci-jointe ou disponible dans notre site Web.

Dénomination sociale

En dépit du fait que Corporations Canada ait approuvé la dénomination sociale, il faut savoir que la société assume toute responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le rapport de recherche Nuans). La société devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de l'autorité législative où la société mène ses activités. Pour obtenir de l'information supplémentaire, veuillez consulter le document **Protection de la dénomination sociale** ci-joint ou disponible dans notre site Web.



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

Big Freight Systems Inc.

Corporate name / Dénomination sociale

1021530-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Virginie Ethier

Director / Directeur

2017-05-01

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



Innovation, Science and
Economic Development Canada
Corporations Canada

Innovation, Sciences et
Développement économique Canada
Corporations Canada

Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)

1 - Corporate name of the amalgamated corporation

Big Freight Systems Inc.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Manitoba

3 - The classes and any maximum number of shares that the corporation is authorized to issue

The corporation is authorized to issue an unlimited number of common shares

4 - Restrictions, if any, on share transfers

See attached schedule

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number 1

Maximum number 10

6 - Restrictions, if any, on the business the corporation may carry on

None

7 - Other provisions, if any

See attached schedule

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

☐ 183 - Long form: approved by special resolution of shareholders	☒ 184(1) - Vertical short-form: approved by resolution of directors	☐ 184(2) - Horizontal short-form: approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
Big Freight Systems Inc.	1000970 - 9	
10196371 Canada Inc.	1019637 - 1	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

SCHEDULE I

Restrictions, if any, on share transfers

No shares may be transferred without either:

(a) the approval of the directors of the Corporation expressed by a resolution passed by the board of directors of the Corporation at a meeting of the directors or by an instrument or instruments in writing signed by all of the directors, or

(b) the approval of the holders of a majority of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of all of such shares.

SCHEDULE II

Other provisions, if any

1. The outstanding securities, excluding non-convertible debt securities, of the Corporation may be beneficially owned, directly or indirectly, by not more than 50 persons, exclusive of employees and former employees of the Corporation or its affiliates,

provided that:

A. each person is counted as one beneficial owner unless the person is created or used solely to purchase or hold securities of the Corporation in which case each beneficial owner or each beneficiary of the person, as the case may be, must be counted as a separate beneficial owner; and

B. the Corporation may not distribute securities to a person unless such person purchases the securities as principal and is:

- (a) a director, officer, employee, founder or control person of the Corporation,
- (b) a director, officer or employee of an affiliate of the Corporation;
- (c) a spouse, parent, grandparent, brother, sister, child or grandchild of a director, executive officer, founder or control person of the Corporation,
- (d) a parent, grandparent, brother, sister, child or grandchild of the spouse of a director, executive officer, founder or control person of the Corporation,
- (e) a close personal friend of a director, executive officer, founder or control person of the Corporation,
- (f) a close business associate of a director, executive officer, founder or control person of the Corporation,
- (g) a spouse, parent, grandparent, brother, sister, child or grandchild of the selling security holder or of the selling security holder's spouse,
- (h) a security holder of the Corporation,
- (i) an accredited investor,
- (j) a person of which a majority of the voting securities are beneficially owned by, or a majority of the directors are, persons described in paragraphs (a) to (i),
- (k) a trust or estate of which all of the beneficiaries or a majority of the trustees or executors are persons described in paragraphs (a) to (i), or
- (l) a person that is not the public; or

C. the Corporation has completed a transaction and immediately following the completion of the transaction, its securities were beneficially owned only by persons described in subsection B. and since the completion of the transaction has distributed its securities only to persons described in subsection B,

as any of these terms may be defined, from time to time, in National Instrument 45-106 Prospectus and Registration Exemptions, as same may be modified or amended.

2. 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.

3. No securities, other than non-convertible debt securities, may be transferred without either:

(a) the approval of the directors of the Corporation expressed by a resolution passed by the board of directors of the Corporation at a meeting of the directors or by an instrument or instruments in writing signed by all of the directors, or

(b) the approval of the holders of a majority of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of all of such shares.

CERTIFICATE OF INSURANCE					ISSUE DATE (MM/DD/YY) 04/28/2025	
BROKER  Marsh Canada Limited 120 Bremner Boulevard Suite 800 Toronto, ON M5J 0A8 CertificateRequestsCanada@marsh.com			This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend, extend or alter the coverage afforded by the policies below.			
			Company A	Chubb Insurance Company of Canada		
			Company B	Zurich Insurance Company Ltd (Canada Branch)		
			Company C			
			Company D			
INSURED'S FULL NAME AND MAILING ADDRESS Big Freight Systems Inc. 360, Hwy 12 North Steinbach, MB R5G 1A6 Canada			Company D			
			Company E			
COVERAGES						
This is to certify that the policies of insurance listed below have been issued to the insured named above for the policy period indicated, not withstanding any requirement, term or condition of any contract or other document with respect to which this certificate may be issued or may pertain. The insurance afforded by the policies described herein is subject to all the terms, exclusions and conditions of such policies. Limits shown may have been reduced by paid claims.						
TYPE OF INSURANCE	CO LTR	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS OF LIABILITY (Canadian dollars unless indicated otherwise)	
COMMERCIAL GENERAL LIABILITY ☐ CLAIMS MADE ☒ OCCURRENCE ☒ PRODUCTS AND/OR COMPLETED OPERATIONS ☒ PERSONAL INJURY ☒ EMPLOYER'S LIABILITY ☒ TENANT'S LEGAL LIABILITY ☒ NON-OWNED AUTOMOBILE ☐ HIRED AUTOMOBILE	A	CGL554907	05/01/2025	05/01/2026	EACH OCCURRENCE	\$ 2,000,000
					GENERAL AGGREGATE	\$ 2,000,000
					PRODUCTS - COMP/OP AGGREGATE	\$ 2,000,000
					PERSONAL INJURY	\$ 2,000,000
					EMPLOYER'S LIABILITY	\$ 2,000,000
					TENANT'S LEGAL LIABILITY	\$ 2,000,000
					NON-OWNED AUTOMOBILE	\$ 2,000,000
					HIRED AUTOMOBILE	\$
AUTOMOBILE LIABILITY ☐ DESCRIBED AUTOMOBILES ☐ ALL OWNED AUTOMOBILES ☐ LEASED AUTOMOBILES ** ☐ GARAGE LIABILITY ☐ **ALL AUTOMOBILES LEASED IN EXCESS OF 30 DAYS WHERE THE INSURED IS REQUIRED TO PROVIDE INSURANCE					BODILY INJURY PROPERTY DAMAGE COMBINED	\$
					BODILY INJURY (Per person)	\$
					BODILY INJURY (Per accident)	\$
					PROPERTY DAMAGE	\$
EXCESS LIABILITY ☐ UMBRELLA FORM ☐ OTHER THAN UMBRELLA FORM					EACH OCCURRENCE	\$
					AGGREGATE	\$
OTHER (SPECIFY) Property All Risk Property	B	8618835	05/01/2025	05/01/2026	Limit Per Occurrence	\$ 1,000,000
						\$
						\$
						\$
						\$
DESCRIPTION OF OPERATIONS/LOCATIONS/AUTOMOBILES/SPECIAL ITEMS/ ADDITIONAL INSURED						
CERTIFICATE HOLDER			CANCELLATION			
To whom it may concern			SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOUR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.			
			AUTHORIZED REPRESENTATIVE			
			 Per: _____ Page 1 of 1			

BY-LAW NO. 1

A By-Law relating generally to the transaction of the business and affairs of

BIG FREIGHT SYSTEMS INC.

(herein called the "Corporation")

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TWO	-	Business of the Corporation
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FOUR	-	Directors
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SIX	-	Officers
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EIGHT	-	Shares
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ELEVEN	-	Divisions and Departments
TWELVE	-	Notices
THIRTEEN	-	Effective Date

BE IT ENACTED AS A BY-LAW of the Corporation as follows:

SECTION ONE - INTERPRETATION

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

"Act" means the Canada Business Corporations Act and any statute that may be substituted therefor, as from time to time amended;

"appoint" includes "elect" and vice versa;

"Articles" means the Articles attached to the Certificate of Amalgamation dated January 1, 1997, of the Corporation as from time to time amended or restated;

"board" means the board of directors of the Corporation;

"by-law" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"REL" means Reimer Express Lines Ltd.;

"Holdings" means Red Coleman Holdings Ltd.;

"meeting of shareholders" means an annual meeting of shareholders and a special meeting of shareholders; "special meeting of shareholders" means a special meeting of all shareholders entitled to vote at an annual meeting of shareholders;

"non-business day" means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Manitoba);

"recorded address" means in the case of a shareholder his address as recorded in the securities register; and in the case of joint shareholders the address appearing in the securities register in respect of such joint holding or the first address so appearing if there are more than one; and in the case of a director, officer, auditor or member of a committee of the board, his latest address as recorded in the records of the Corporation;

"signing officer" means in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by section 2.04 or by a resolution passed pursuant thereto;

"unanimous shareholder agreement" means the written agreement (as from time to time amended) among all the shareholders of the Corporation namely Holdings and REL (formerly CGWE - Canadian Great Western Express Ltd.), dated August 1, 1991, that restricts, the powers of the directors to manage the business and affairs of the Corporation;

save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and

words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

SECTION TWO - BUSINESS OF THE CORPORATION

2.01 Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be at the Town of Steinbach in the Province of Manitoba and at such locations therein as the board may from time to time determine.

2.02 Corporate Seal

Until changed by the board, the corporate seal of the Corporation shall be in the form impressed.

2.03 Financial Year

Until changed by the board, the financial year of the Corporation shall end on the 31st day of December in each year.

2.04 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of Chairman of the Board, or the President, and the other of whom holds one of the said offices or the office of secretary, treasurer, assistant-secretary or assistant treasurer or any other office created by by-law or by resolution of the board. In addition, the board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of Instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument which may require the same.

2.05 Banking Arrangements

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with the Royal Bank of Canada or such other banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.06 Voting Rights in Other Bodies Corporate

The signing officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments,

certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

SECTION THREE - BORROWING AND SECURITIES

3.01 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, the board may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) mortgage, hypothecate, encumber, lease, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Corporation, owned or subsequently acquired by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Corporation;
- (d) guarantee the repayment of the debts, obligations and liabilities of any other person, firm or company.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.02 Delegation

The board may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board by section 3.01 or by the Act to such extent and in such manner as the board shall determine at the time of each such delegation.

SECTION FOUR - DIRECTORS

4.01 Number of Directors and Quorum

- (a) **Board of Directors.** There shall be four directors of the Corporation, two of whom shall be nominated by REL and two of whom shall be nominated by

Holdings provided that the initial directors of the Corporation shall be;

Donald S. Reimer
Douglas M. Reimer
Earl S. Coleman
Gary T. Coleman

If a director ceases to be a director for any reason, the Shareholders shall fill the vacancy by appointing as soon as reasonably possible another individual nominated by the Shareholder who nominated the retiring director. Until the vacancy is filled, the board of directors shall not transact any business or exercise any of its powers or duties. If the Shareholder entitled to do so fails for any reason to nominate an individual to fill the vacancy within 30 days after the vacancy arises, the remaining directors shall have the right to appoint an individual to fill the vacancy.

- (b) **Quorum.** Except as hereinafter provided, a quorum for the transaction of business at any meeting of directors shall be three directors and a quorum for the transaction of business at any meeting of Shareholders shall be four individuals present in person and holding or representing by valid proxy all of the Shares then outstanding. If at any meeting of directors or Shareholders a quorum is not present by reason only of the fact that a director or Shareholder or his proxy, as the case may be, is absent, then, notwithstanding anything herein contained, the directors present at such meeting of directors or the Chairman present at such meeting of shareholders, as the case may be, may call a supplementary meeting of the directors or Shareholders, as the case may be, on not less than 14 days' notice to each director or Shareholder, as the case may be, which notice shall describe with particularity the business proposed to be transacted at such meeting. If the director or the Shareholder or his proxy who did not attend the first meeting does not attend the supplementary meeting, the director or the Shareholder or his proxy attending the supplementary meeting shall constitute a quorum for the transaction of the business referred to in the notice of meeting and any business related thereto which may come before the meeting.
- (c) **Decisions of Directors and Shareholders.** In order to be effective, a decision of the directors must be approved by a resolution passed by the affirmative vote of a majority of the directors present and constituting a quorum at a meeting of directors duly called, and a decision of the shareholders must be approved by a resolution passed by the affirmative vote of a majority of the Shares represented at a meeting of Shareholders duly called. In the event of an equality of votes, the Chairman of the meeting of directors or Shareholders shall not have a second or casting vote.

4.02 **Qualification**

No person shall be qualified for election as a director if he is less than 18 years of age; if he is of unsound mind and has been so found by a court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt. A director need not be a

shareholder. A majority of the directors shall be resident Canadians.

4.03 Action by the Board

Subject to the unanimous shareholder agreement, the board shall manage the business and affairs of the Corporation. Subject to sections 4.07 and 4.08, the powers of the board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution passed in accordance with section 4.19. Subject to section 4.01(b) hereof, where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

4.04 Canadian Majority

The board shall not transact business at a meeting, other than filling a vacancy in the board, unless a majority of the directors present are residents of Canada, except where

- (a) a director and resident of Canada who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting; and
- (b) a majority of the directors who are residents of Canada would have been present had that director been present at the meeting.

4.05 Meetings by Telephone

If all the directors consent, a director may participate in a meeting of the board or of a committee of the board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

4.06 Places of Meetings

Meetings of the board may be held at any place in or outside Canada.

4.07 Calling of Meetings

Meetings of the board shall be held from time to time and at such place as the board, the Chairman of the board, the President or any two directors may determine.

4.08 Notice of Meetings

Notice of the time and place of each meeting of the board shall be given in the manner provided in section 11.01 to each director:

- (a) not less than 48 hours before the time when the meeting is to be held if the notice is mailed; and

- (b) not less than 24 hours before the time when the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication.

A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified. Provided that notice of a meeting shall not be necessary if all the directors in office are present or if those absent waive notice or otherwise consent to such meeting being held.

4.09 **Adjourned Meeting**

Notice of an adjourned meeting of the board is not required if the time and place of the meeting is announced at the original meeting.

4.10 **Regular Meetings**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

4.11 **Officers**

The officers of the Corporation shall be:

Chairman of the Board -	Donald S. Reimer
Vice-Chairman of the Board -	Seaton T. Coleman
President -	Gary T. Coleman
Vice-President -	Douglas M. Reimer
Secretary-Treasurer -	Earl S. Coleman

Since Seaton T. Coleman will not be a director, but will be entitled to attend (but not vote at) all meetings of the Board of Directors, REL shall be entitled to designate a third person to act as an ex officio non voting member of the Board of Directors of the Corporation. If for any reason Donald S. Reimer ceases to be Chairman of the Board of directors and/or Gary T. Coleman ceases to be the President of the Corporation, another individual mutually agreed upon by the Shareholders shall be appointed to such office(s).

4.12 **Votes to Govern**

Subject to the unanimous shareholder agreement, at all meetings of the board or any committee thereof every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting shall not be, entitled to a second or casting vote.

4.13 **Conflict of Interest**

A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or proposed material contract with the Corporation shall disclose the nature and extent of his interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the board (or shareholders) for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the board (or shareholders) and a director interested in a contract so referred to the board shall not vote on any resolution to approve the same except as provided by the Act.

4.14 **Remuneration and Expenses**

Subject to the unanimous shareholder agreement, the directors shall be paid such remuneration for their services as the board may from time to time determine. Upon approval by all shareholders, the directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

4.15 **Resolution of Directors In Lieu of Meeting**

A resolution in writing signed by all the directors entitled to vote at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

SECTION FIVE - COMMITTEES

5.01 **Committee of Directors**

Subject to the provisions of the Act, the board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the board except those which, under the Act, a committee of directors does not have authority to exercise. A majority of the members of such committee shall be resident Canadians.

5.02 **Transaction of Business**

Subject to the provisions of section 4.08, the powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

5.03 **Advisory Committees**

The board may from time to time appoint such other committees as it may deem advisable but the functions of any such other committees shall be advisory only.

5.04 Procedure

Unless otherwise determined by the board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

SECTION SIX - OFFICERS

6.01 Appointment

Subject to the unanimous shareholder agreement, the board may from time to time appoint a president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer, a general manager, and such other officers as the board may determine including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to section 6.02, an officer may but need not be a director and one person may hold more than one office.

6.02 Chairman of the Board

The Board may from time to time appoint a chairman of the board who shall be a director. If appointed, the board may assign to him any of the powers and duties that are by any provisions of this by-law assigned to the president; and he shall, subject to the provisions of the Act, have such other powers and duties as the board may specify. During the absence or disability of the chairman of the board, his duties shall be performed and his powers exercised by the president. In case of an equality of votes at any meeting of the board, the chairman of the board shall not be entitled to a second or casting vote.

6.03 President

If appointed, the president shall be the chief operating officers and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation; and he shall have such other powers and duties as the board may specify. During the absence or disability of the managing director, or if a managing director has not been appointed the president shall also have the powers and duties of that office.

6.04 Vice-President

During the absence or disability of the president, his duties shall be performed and his powers exercised by the vice-president or, if there are more than one, by the vice-president designated from time to time by the board or the president. A vice-president shall have such other powers and duties as the board or the chief executive officer may specify.

6.05 Secretary

The secretary shall attend and be the secretary of all meetings of the board, shareholders and committees of the board and shall enter or cause to be entered in records

kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the board or the chief executive officer may specify.

6.06 Treasurer

The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall have such other powers and duties as the board or the chief executive officer may specify.

6.07 Powers and Duties of Other Officers

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board or the chief executive officer may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or chief executive officer otherwise directs.

6.08 Variation of Powers and Duties

The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

6.09 Term of Office

Subject to the provisions of the unanimous shareholder agreement, the board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer appointed by the board shall hold office until his successor is appointed.

6.10 Terms of Employment and Remuneration

The terms of employment and the remuneration of officers appointed by the board shall be settled by it from time to time.

6.11 Conflict of Interest

An officer shall disclose his interest in any material contract or proposed material contract with the Corporation in accordance with section 4.13.

6.12 Agents and Attorneys

The board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

6.13 Fidelity Bonds

The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the board may from time to time determine.

SECTION SEVEN - PROMOTION OF DIRECTORS, OFFICERS AND OTHERS

7.01 Limitation of Liability

A director or officer shall not be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

7.02 Indemnity

Subject to the limitations contained in the Act, the Corporation shall indemnify each director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporation, if

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that results in the levy of a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

7.03 Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.

SECTION EIGHT - SHARES

8.01 Allotment

The board may from time to time allot or grant options to purchase the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the board shall determine provided that no share shall be issued until it is fully paid as prescribed by the Act.

8.02 Registration of Transfer

Subject to the provisions of the Act (and the unanimous shareholder agreement) transfers of shares shall not be registered in a securities register except upon presentation of the certificate representing such shares with a transfer endorsed thereon or delivered therewith duly executed by the registered holder or by his attorney or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board may from time to time prescribe, upon payment of all applicable taxes and any fees prescribed by the board, upon compliance with such restrictions on transfer as are authorized by the Articles and upon satisfaction of any lien referred to in section 8.04.

8.03 Transfer Agents and Registrars

The board may from time to time appoint a registrar to maintain the securities register and a transfer agent to maintain the register of transfers and may also appoint one or more branch registrars to maintain branch securities registers and one or more branch transfer agents to maintain branch registers of transfers, but one person may be appointed both registrar and transfer agent. The board may at any time terminate any such appointment.

8.04 Lien for Indebtedness

If the Articles provide that the Corporation shall have a lien on shares registered in the name of a shareholder indebted to the Corporation, such lien may be enforced, subject to any other provision of the Articles and to any unanimous shareholder agreement by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or by equity and pending such enforcement, the board may refuse to register a transfer of the whole or any part of such shares.

8.05 Non-Recognition of Trusts

Subject to the provisions of the Act, the Corporation shall treat as absolute owner of any share the person in whose name the share is registered in the securities

register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Corporation's records or on the share certificate.

8.06 Share Certificates

Subject to the provisions of the Act, every holder of one or more shares of the Corporation shall be entitled, (without payment) at his option, to a share certificate, or to a non-transferrable written acknowledgement of his right to obtain a share certificate, stating the number and class or series of shares held by him as shown on the securities register. Share certificates and acknowledgements of a shareholder's right to a share certificate respectively, shall be in such form as the board shall from time to time approve. Any share certificate shall be signed in accordance with section 2.04 and need not be under the corporate seal; provided that, unless the board otherwise determines, certificates representing shares in respect of which a transfer agent and/or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and/or registrar. The signature of one of the signing officers or, in the case of share certificates which are not valid unless countersigned by or on behalf of a transfer agent and/or registrar, the signatures of both signing officers, may be printed or mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation. A share certificate executed as aforesaid shall be valid notwithstanding that one or both of the officers whose facsimile signature appears thereon no longer holds office at the date of issue of the certificate.

8.07 Replacement of Share Certificates

The board or any officer or agent designated by the board may in its or his discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken on payment of such fee, not exceeding \$3.00 and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the board may from time to time prescribe, whether generally or in any particular case.

8.08 Joint Shareholders

If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share.

8.09 Deceased Shareholders

In the event of the death of a holder or of one of the joint holders of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except upon production of all such

documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

SECTION NINE - DIVIDENDS AND RIGHTS

9.01 Dividends

Subject to the provisions of the Act and the Articles, the board may from time to time declare dividends payable to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation.

9.02 Dividend Cheques

A dividend payable in cash shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class or series in respect of which it has been declared, and mailed by prepaid ordinary mail to such registered holder at his recorded address, unless such holder otherwise directs. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and mailed to them at their recorded address. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

9.03 Record Date for Dividends and Rights

The board may fix in advance a date, preceding by not more than 50 days the date for the payment of any dividend or the date for the issue of any warrant or other evidence of right to subscribe for securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise the right to subscribe for such securities, provided that notice of any such record date is given, not less than 14 days before such record date, in the manner provided in the Act. Where a record date is not fixed in advance as aforesaid, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the board.

9.04 Unclaimed Dividends

Any dividend unclaimed after a period of 6 years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

SECTION TEN - MEETINGS OF SHAREHOLDERS

10.01 Annual Meetings

The annual meeting of shareholders shall be held at such time in each year and,

subject to section 10.03, at such place as the board, the chairman of the board or the president may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, considering the appointment of auditors and fixing or authorizing the board to fix their remuneration and for the transaction of such other business as may properly be brought before the meeting.

10.02 Special Meetings

The board, the chairman of the board, or the president shall have power to call a special meeting of shareholders at any time.

10.03 Place of Meetings

Meetings of shareholders shall be held at Steinbach, Manitoba, or at such other place or places outside Manitoba as the Articles permit or, if all the shareholders entitled to vote at the meeting so agree, at some place outside Manitoba.

10.04 Notice of Meetings

Notice of the time and place of each meeting of shareholders shall be given in the manner provided in section 12.01 not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor (if any) and to each shareholder who at the close of business on the record date, if any, is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

10.05 List of Shareholders Entitled to Notice

For every meeting of shareholders, the Corporation shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares entitled to vote at the meeting held by each shareholder. If a record date for the meeting is fixed pursuant to section 10.06, the shareholders listed shall be those registered at the close of business on a day not later than 10 days after such record date. If a record date is not fixed, the shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where such notice is not given, the day on which the meeting is held. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where the securities register is kept and at the place where the meeting is held.

10.06 Record Date for Notice

The board may fix in advance a record date, preceding the date for any meeting of shareholders by not more than 50 days and not less than 21 days, for the determination

of the shareholders entitled to notice of the meeting, provided that notice of any such record date is given, not less than 14 days before such record date by newspaper advertisement in the manner provided in the Act. If no record date is so fixed, the record date for the determination of the shareholders entitled to notice of the meeting shall be the close of business on the day immediately preceding the day on which the notice is given.

10.07 Meetings Without Notice

A meeting of shareholders may be held without notice at any time and place permitted by the Act (a) if all the shareholders entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of shareholders may transact.

10.08 Chairman, Secretary and Scrutineers

The chairman of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: chairman of the board, president. If there is not any such officer present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chairman with the consent of the meeting.

10.09 Persons Entitled to be Present

The only persons entitled to be present at a meeting of shareholders shall be those authorized representatives of Holdings and REL, the directors and auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting, the President, or with the consent of the meeting.

10.10 Right to Vote

Subject to the provisions of the Act as to authorized representatives of any other body corporate, at any meeting of shareholders in respect of which the Corporation has prepared the list referred to in section 10.05, every person who is named in such list shall be entitled to vote the shares shown thereon opposite his name; except where the Corporation has fixed a record date in respect of such meeting pursuant to section 10.06, to the extent that such person has transferred any of his shares after such record date and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he owns such shares, demands not later than 10 days before the meeting that his name be included to vote the transferred shares at the meeting. In the absence of a list prepared as aforesaid in respect of a meeting of shareholders, every

person shall be entitled to vote at the meeting who at the time is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting.

10.11 **Proxies**

Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or his attorney and shall conform with the requirements of the Act.

10.12 **Time for Deposit of Proxies**

The board may specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting but not more than 48 hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if a time has not been specified in such notice (or in any information circular relating thereto), unless it has been received by the secretary of the Corporation or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

10.13 **Joint Shareholders**

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

10.14 **Votes to Govern**

Subject to the unanimous shareholder agreement, at any meeting of shareholders every question shall, unless otherwise required by the Articles or these by-laws or by law, be determined by a majority of each class of votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairman of the meeting shall not be entitled to a second or casting vote.

10.15 **Show of Hands**

Subject to the provisions of the Act, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the shareholders upon

the said question.

10.16 Ballots

On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, the chairman may require or any shareholder or proxyholder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the shares which he is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the Articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

10.17 Adjournment

If a meeting of shareholders is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

10.18 Resolution in Writing

A resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders unless a written dissent with respect to the subject matter of the resolution is submitted by a director or the auditors in accordance with the Act.

SECTION ELEVEN - DIVISIONS AND DEPARTMENTS

11.01 Creation and Consolidation of Divisions

The board may cause the business and operations of the Corporation or any part thereof to be divided or to be segregated into one or more divisions upon such basis, including without limitation, character or type of operation, geographical territory product manufactured or service rendered, as the board may consider appropriate in each case. The board may also cause the business and operations of any such division to be further divided into sub-units to be consolidated upon such basis as the board may consider appropriate in each case.

11.02 Name of Division

Any division or its sub-units may be designated by such name as the board may from time to time determine and may transact business, enter into contracts, sign cheques and other documents of any kind and do all acts and things under such name. Any such contract, cheque or document shall be binding upon the Corporation as if it had been entered into or signed in the name of the Corporation.

11.03 **Officers of Divisions**

From time to time the board or, if authorized by the board, the chief executive officer, may appoint one or more officers for any division, prescribe the powers and duties and settle their terms of employment and remuneration. The board or, if authorized by the board, the chief executive officer may, remove at its or his pleasure any officer so appointed, without prejudice to such officer's rights under any employment contract. Officers or divisions of their sub-units shall not, as such, be officers of the Corporation.

SECTION TWELVE - NOTICES

12.01 **Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the Articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the board, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary or air mail or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter-box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the board in accordance with any information believed by him to be reliable.

12.02 **Notice to Joint Shareholders**

If two or more persons are registered as joint holders of any share, any notice shall be addressed to all of such joint holders but notice given to one of such persons shall be a sufficient giving of notice to all of them.

12.03 **Computation of Time**

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

12.04 **Undelivered Notices**

If any notice given to a shareholder pursuant to section 12.01 is returned on three consecutive occasions because he cannot be found, the Corporation shall not be required to give any further notices to such shareholder until he informs the Corporation in writing of his new address.

12.05 **Omissions and Errors**

The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the board or the failure to receive any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.06 **Waiver of Notice**

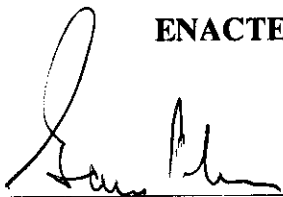
Any shareholder (or his duly appointed proxyholder), director, officer, auditor or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the regulations thereunder, the Articles, the by-laws or otherwise and such a waiver or abridgement shall cure any default in the giving or in the time of such notice as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board which may be given in any manner.

SECTION THIRTEEN - EFFECTIVE DATE

13.01 **Effective Date**

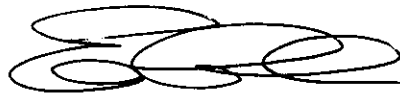
This by-law shall come into force when confirmed by the shareholders in accordance with the Act.

ENACTED by the board the 1st day of January, 1997.



President

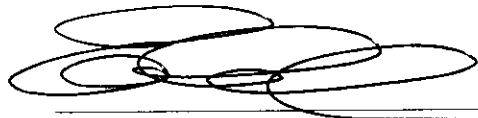
GTC



Secretary

ESC

CONFIRMED by shareholders in accordance with the Act the 1st day of January, 1997.



Secretary

ESC

**UNITED STATES OF AMERICA
DEPARTMENT OF TRANSPORTATION
PIPELINE AND HAZARDOUS MATERIALS SAFETY ADMINISTRATION**



**HAZARDOUS MATERIALS
CERTIFICATE OF REGISTRATION
FOR REGISTRATION YEAR(S) 2025-2026**

Registrant: BIG FREIGHT SYSTEMS INC
ATTN: Margarita Goncharova
360 HWY 12
STEINBACH, MB R5G 1A6

This certifies that the registrant is registered with the U.S. Department of Transportation as required by 49 CFR Part 107, Subpart G.

This certificate is issued under the authority of 49 U.S.C. 5108. It is unlawful to alter or falsify this document.

Reg. No: 050925550151H Effective: July 1, 2025 Expires: June 30, 2026

HM Company ID: 8944

Record Keeping Requirements for the Registration Program

The following must be maintained at the principal place of business for a period of three years from the date of issuance of this Certificate of Registration:

- (1) A copy of the registration statement filed with PHMSA; and
- (2) This Certificate of Registration

Each person subject to the registration requirement must furnish that person's Certificate of Registration (or a copy) and all other records and information pertaining to the information contained in the registration statement to an authorized representative or special agent of the U. S. Department of Transportation upon request.

Each motor carrier (private or for-hire) and each vessel operator subject to the registration requirement must keep a copy of the current Certificate of Registration or another document bearing the registration number identified as the "U.S. DOT Hazmat Reg. No." in each truck and truck tractor or vessel (trailers and semi-trailers not included) used to transport hazardous materials subject to the registration requirement. The Certificate of Registration or document bearing the registration number must be made available, upon request, to enforcement personnel.

For information, contact the Hazardous Materials Registration Manager, PHH-52, Pipeline and Hazardous Materials Safety Administration, U.S. Department of Transportation, 1200 New Jersey Avenue, SE, Washington, DC 20590, telephone (202) 366-4109.



Natural Resources Canada's
Office of Energy Efficiency
recognizes

L'Office de l'efficacité énergétique
de Ressources naturelles Canada
reconnaît que

Big Freight Systems Inc.

as a registered
***SmartWay® Transport
Partner***

Est enregistré en tant que
***Partenaire de transport
SmartWay®***

ID Number / N° d'identification 12008547
Expiry / Expiration 2026-04-29

Canada



2024 High Performer

Big Freight Systems Inc.

**For achieving a high performance ranking as a
SmartWay Truck Carrier.**

A handwritten signature in black ink, appearing to read "Sam Waltzer".

Sam Waltzer
Director, SmartWay Transport Partnership

To whom it may concern,

24-Oct-2025

Subject: Clearance Request - To whom it may concern

As of **24-Oct-2025** the following firm(s) are registered and in good standing with the Workers Compensation Board.

2468536 Big Freight Systems Inc.
360 Hwy 12 N, Steinbach

Assessment Services

Clearance Reference #:W308972

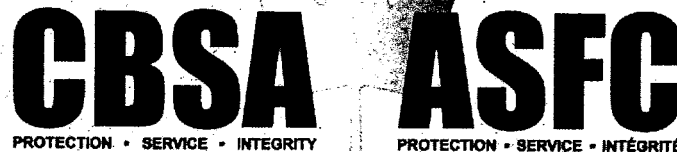


CANADIAN AUTHORITIES

Alberta	Extra/Intra Provincial Truck	Certificate MVID Workers Comp	00-0782144 0244-55552 295321/8
British Columbia	Extra/Intra Provincial Truck	Reference Workers Comp	60160 456850-142
Manitoba	Extra/Intra Provincial Truck	Workers Comp	SOET 0268300
Ontario	Extra/Intra Provincial Truck	License RIN Workers Comp	030215 041-803-126 200654EJ
Quebec	Extra/Intra Provincial Truck	Permit	3-M-306904-001A 3-M-306904-002A R-518433-9
Saskatchewan	Extra/Intra Provincial Truck	Certificate Workers Comp	1405 4313321
New Brunswick	Extra Provincial	Class: PC-X	3018
Nova Scotia	Extra Provincial	X2165	
Newfoundland	Extra Provincial		812
Prince Edward Island	Extra Provincial		X9328

U.S. AUTHORITIES

ICC	Common Carrier Contract Carrier	MC150381 (Sub 4) MC150381 (Sub 6)
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*The Canada Border Services Agency
is pleased to confirm that*

***Big Freight Systems
Inc.***

*has been a participant in the
Customs Self Assessment Program
since December 18, 2003*

Paula Bainhart

A/Manager, CSA/FAST Carrier Unit
Trusted Traders Programs Division
Canada Border Services Agency (CBSA)

2012-09-20

SERVICE

INTÉGRITÉ

PROTECTION

SERVICE

INTEGRITY



PROTECTION



Canada Border
Services Agency

Agence des services
frontaliers du Canada

Canada