

DESCRIPTION OF SHARE CAPITAL

The authorized share capital of the Company consists of an unlimited number of Common Shares and an unlimited number of preferred shares, issuable in series, of which 28,964,382 Common Shares and no preferred shares were issued and outstanding as at August 23, 2005.

The holders of the Common Shares are entitled to receive notice of and to attend all meetings of the shareholders of the Company and shall have one vote for each Common Share held at all meetings of the shareholders of the Company, except for meetings at which only holders of another specified class or series of shares are entitled to vote separately as a class or series. Subject to the prior rights of the holders of the preferred shares or any other shares ranking senior to the Common Shares, the holders of the Common Shares are entitled to (a) receive any dividends as and when declared by the board of directors, out of the assets of the Company properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and (b) receive the remaining property of the Company (after payment of all outstanding debts) in the event of any liquidation, dissolution or winding-up of the Company. The holders of the Common Shares have no pre-emptive, redemption or conversion rights.

The board of directors of the Company is authorized to issue the preferred shares at any time and from time to time in one or more series and to fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to, the shares of each series, including, but not limited to, the rate or amount of dividends or the method of calculating dividends, the date of payment of dividends, the redemption, purchase or conversion prices and terms and conditions of redemption, purchase or conversion and any sinking fund or other provisions. The preferred shares of each series shall rank on a parity with the preferred shares of every other series, and shall be entitled to priority over the Common Shares and any other shares of the Company ranking junior to the preferred shares, with respect to priority in the payment of dividends and the return of capital and the distribution of assets of the Company in the event of any liquidation, dissolution or winding-up of the Company. Holders of preferred shares shall not be entitled to receive notice of or vote at meetings of shareholders, except where required under applicable law.