

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

BETWEEN:

**DBDC SPADINA LTD. AND THOSE CORPORATIONS  
LISTED ON SCHEDULE A HERETO**

Applicants  
and

**NORMA WALTON, RONAUD WALTON, THE ROSE & THISTLE GROUP LTD., AND  
 EGLINTON CASTLE INC.**

Respondents  
and

**THOSE CORPORATIONS LISTED ON SCHEDULE B HERETO,  
TO BE BOUND BY THE RESULT**

**CROSS-MOTION RECORD  
(Returnable: December 17, 2014)**

**SimpsonWigle LAW LLP  
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Lawyers for the following Schedule C  
Investors Stockton & Bush Holdings Inc.,  
Stockton & Bush PMI Inc., Saul Spears, Ange  
Boudle et. al.

**TO THE SERVICE LIST**



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Court File No. CV-13-10280-00CL

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**NOTICE OF CROSS-MOTION  
(Returnable: December 17, 2014)**

The Schedule C Investors, Stockton & Bush Holdings Inc., Stockton & Bush PMI Inc., Saul Spears, Ange Boudle, Triane Boudle, 1607544 Ontario Inc., Harvey Naglie, Barbara Naglie, Michael DeJong, Christine DeJong, Howard Beck, Vane Plesse, Michelle Tessaro, Danny Servos, John Geikins, Dennis Condos, Peggy Condos, Ken Bugg, Grace Bugg, Duncan Coopland, John Korchynski, Sheila Korchynski, John Rawlings, Myrne Rawlings, Dian Cohen, Paul Duffy, Carmen Duffy, Mark Goldberg, Phil Aber, Joe Memme, Teresa Memme, Jill Penny, John Rocha, Michele Peng, Carlos Carreiro, Cary Silber, and Rosebud Holdings et. al. (the "Schedule C Investors"), will make a Motion to the Court on Wednesday, December 17, 2014 at 10:00 a.m., or as

soon after that time as the Motion can be heard at the court house, 330 University Avenue, Toronto, Ontario, M5G 1E6.

The Motion is to be heard orally.

**THE MOTION IS FOR:**

1. The direction of the Court relative to the status of the claims of the investors in the Schedule C Investors into the Schedule B and Schedule C properties and their proceeds where applicable; and
2. The direction of the Court relative to the obligation of Schonfeld Inc. in the capacity of Inspector and/or Manager relative to tracing the monies of Schedule C Investors into Schedule B properties so as to ensure that the available proceeds are distributed equitably amongst all investors subject only to the rights of legitimate secured creditors;
3. An Order staying the Manager's Motion for interim distribution of certain Schedule B proceeds to DBDC Applicants pending further Order of this Court;
4. The costs of this Motion; and,
5. Such further and other Relief as to this Honourable Court may seem just.

**THE GROUNDS FOR THE MOTION ARE:**

1. The Schedule C Investors invested approximately \$12.2 million with The Rose & Thistle Group Ltd. ("Rose & Thistle") through the purchase of shares in various

corporations incorporated for the purposes of holding real property projects. The Schedule C Corporations are listed on Schedule C hereto.

2. The Schedule C Investors seeking the Court's assistance herein represent \$12.2 million in investments with Norma Walton ("Walton") in consideration for which they received common and preferred shares.

3. The Schedule C Investors have been subjected to the same conduct visited upon, and adjudicated upon, as that experienced by the DBDC applicants.

4. The DBDC Applicants invested with Walton and Rose & Thistle through various corporations incorporated for the purpose of holding shares in companies incorporated to hold real property. The said corporations are listed on Schedule A hereto and are sometimes referred to as the DBDC Corporations or the Schedule A Corporations. The corporations from which the DBDC Corporations purchased shares are the corporations listed on Schedule B hereto, sometimes referred to as the Schedule B Corporations.

5. In numerous instances, monies advanced by DBDC Applicants pursuant to investment contracts, were stripped out of the relevant Schedule B investment vehicle and deposited into Norma Walton's Rose & Thistle account and thereafter utilized at the pleasure of Norma Walton for, inter alia, funding her own equity obligations in both Schedule B and Schedule C investments and replacing monies stripped out of Schedule B and Schedule C investment vehicles.

6. The DBDC Applicants pursued equitable claims arguing, *inter alia*, that: as their monies went to fund Schedule C properties they had a right, at equity, to trace funds into those properties and therefore claim an interest into those properties.

7. These Schedule C Investors seek the same right and particularly to have their funds traced and claims considered relative to their monies that were misappropriated to Schedule B corporations.

8. The Schedule C Investors similarly invested with Walton and Rose & Thistle through various corporations incorporated for the purpose of holding shares in companies incorporated to hold real property. Those real estate holding companies are listed on Schedule C hereto. As happened with the DBDC Applicants, monies advanced by the Schedule C Investors pursuant to an investment contract were stripped out of the relevant investment vehicle and deposited into Norma Walton's Rose & Thistle account and thereafter utilized at the pleasure of Norma Walton.

9. To date, the Court has heard evidence of misappropriation of funds such that the Judgment and Orders of August 12, 2014 granted the DBDC Applicants constructive trusts and tracing relative to certain Schedule C Investor properties.

10. There is evidence that Schedule C Investor funds made their way into Schedule B properties.

11. The report of Froese Forensic Partners Ltd. dated May 23, 2014 concludes that Schedule C Investor funds made their way into Schedule B Corporations or Walton related companies.

12. Work was undertaken by Gary Moulton, FCPA, FCA, CA-IFA, (then of Deloittes) at the request of Schonfeld Inc., in its capacity as Inspector, to set out funds going in and out of Rose & Thistle to and from Schedule B and Schedule C Corporations.

13. The fact of the diversion of funds into Schedule B properties, Rose & Thistle and Walton related companies is not denied by Norma Walton, Ron Walton or Rose & Thistle.

14. There will be insufficient proceeds from the Schedule B and Schedule C properties to repay secured creditors, construction lien claimants, Dr. Bernstein and the Schedule C Investors.

15. Walton has not been forthcoming with a full accounting to the Schedule C Investors.

16. This Honourable Court appointed an inspector pursuant to section 161(2) of the OBCA. The inspector's review of the Rose & Thistle accounting information focused only on funds invested by the DBDC Applicants.

17. The aforesaid Order provides that the inspector is to "investigate and report to the Court upon the financial position of the Schedule B Corporations, the projects and the properties including but not limited to the acquisition, purchase, financing, management, development and operation of the (Schedule B Properties);... *"tracing of any amounts to and from the bank accounts of the Schedule B Corporations and those of Rose & Thistle or other accounts under the control of the (Walton) Respondents"*.

18. The fact that Schedule C Investor monies made their way into Schedule B Corporations and Schedule B properties triggers the inspector's obligation to investigate the course of Schedule C Investor funds into Schedule B properties to ensure an equitable distribution of proceeds. As the DBDC Applicants have established tracing rights, it follows that those rights ought to be afforded the Schedule C Investors.

19. The role of the inspector is to gather information and report the same to the Court. The inspector is under a duty to act fairly and impartially and not to adjudicate.

20. The Schedule C Investors have been shut out of the Claims Process. The Manager's position is that none of the Schedule C Investors are entitled to file a proof of claim in the 65 Front St. East Claims Process. This is based upon the definition of Secondary Payment Claims and Schedule C to the July 18<sup>th</sup> Order of Justice Brown dealing with the proceeds of 65 Front Street. This Order was obtained on a Motion in respect of which none of the Schedule C Investors received notice. The Secondary Payment Claims identified relative to 65 Front Street are CRA, various construction lien claimants and Cushman Wakefield for commission. Schonfeld Inc. in its capacity as the Manager is taking the position that the shareholders of Front Church Properties Limited be they common or preferred are not creditors of that corporation and thus not entitled to a share in the proceeds in the sale of 65 Front Street.

21. It appears the Manager will take the same position relative to all of the other Schedule C properties.

22. The foregoing is contradicted by paragraphs 263 and 273 of the Reasons for Judgment of Mr. Justice Brown dated August 12, 2014.

23. For justice to be served, the claims of the Schedule C Investors must be afforded consideration.
24. Section 2(1) and 229 of the *Canada Business Corporations Act*.
25. Section 161(1) and (2) of the *Ontario Business Corporations Act*.
26. Such further and other grounds as counsel may advise.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the Motion:

1. The Affidavit of Gerry Gotfrit, sworn December 15, 2014;
2. Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

Date: December 15, 2014

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Lawyers for the following Schedule C Investors Stockton & Bush Holdings Inc., Stockton & Bush PMI Inc., Saul Spears, Ange Boudle et. al.

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**AFFIDAVIT OF GERRY GOTFRIT  
(SWORN: December 15, 2014)**

I, Gerry Gotfrit, of the City of Toronto, in the Province of Ontario, MAKE OATH  
AND SAY AS FOLLOWS:

1. I am the majority shareholder in Stockton and Bush PMI Inc., ("Stockton PMI") a Schedule C Investor herein and, as well, am the principal shareholder of Stockton and Bush Holdings Ltd. ("Stockton Holdings"), and, as such, I have knowledge of the matters hereinafter deposed to except where stated to be upon information and belief and where so stated I verily believe those facts to be true.
  
2. I first met Norma Walton in 2007, she was a classmate at the Executive MBA Program with Harvey Naglie, a close friend and business associate of mine. Mr. Naglie

is currently a senior advisor to the Ministry of Finance and Chairman of Altus Group, a publically traded company that provided real estate and management services. Harvey had spoken highly of Norma and, as such, I met with her some time in 2007 and so began my first investment in a property known as 65 Front Street E. Over the years, I invested through Stockton PMI and Stockton Holdings in properties on College Street, Gerard Street, Highway 7 and Leslie Street.

3. Stockton PMI and Stockton Holdings have invested with Walton and Rose & Thistle along with all of the other Schedule C Investors. A few years ago, out of routine, I ordered a title search on Front Street and discovered that a \$2,500,000 second mortgage was placed on that property which caused me concern. I discussed this with Norma and she advised me that this was only temporary and would be removed in a twelve-month period. During that time, I frequently met with Norma as I began to realize she was in financial difficulty and that her relationship with her partner, Dr. Bernstein, was in peril. At one of these meetings, she advised me that Dr. Bernstein was her partner in Highway 7 and Leslie Street and that our preferred shares was used as disguised equity for her position in those properties. Attached hereto as **Exhibit "A"** to this my Affidavit is a copy of a schedule I prepared of the Stockton capital, in and out, and the principal balance in Front Street E., Highway 7 and Leslie Street.

4. I have met with the Schedule C Investors and have been requested to be the spokesperson for the group of participating Schedule C Investors. Those Investors in Schedule C properties not participating in the Schedule C Investors' group are as follows: Gideon and Irene Levytam, John O'Dwyer, Steve A. Kollins Living Trust, Kollins Family Limited Partners, Mike Cowan, Deborah McKeown and Matthias Ohm.

5. DBDC Spadina Ltd. et. al. ("DBDC Spadina") had commenced proceedings in late 2013 against the Waltons, Rose & Thistle and Eglinton Castle Inc. Those proceedings sought a variety of relief including constructive trust, equitable tracing, blanket Charges and interim Certificates of Pending Litigation. The matter was heard over three days on July 16, 17 and 18, 2014. The hearing resulted in the Judgment and Orders of Mr. Justice Brown dated August 12, 2014.

6. The Schedule C Investors provided Affidavits to Norma Walton for inclusion in her responding materials wherein each investor set out particulars relative to the period of their investment, the vehicles into which they invested, their understanding of the value of same and the personal undertaking of the Waltons to repay them. None of the Schedule C Investors were parties to the proceedings advanced by DBDC Spadina. We became aware of the proceedings through Norma Walton. The Schedule C Investors were not served with the materials. On her representation that she would do so, we relied on Norma Walton to protect our interests.

7. Of the Schedule C Investors herein, only Dr. Christine and Michael DeJong were represented. I am advised by Dr. DeJong and do verily believe that the DeJongs sought to have a Settlement Agreement made with Norma Walton relative to 3270 American Drive enforced: the Court declined to do so.

8. The participating Schedule C Investors are listed below along with their net investments. No distinction is made between common and preferred shares amongst the group.

--	--	--

<u>Name of Shareholder</u>	<u>Amount</u>
Phil Aber	\$ 100,000.00
John & Myrne Rawlings	\$ 395,000.00
John & Myrne Rawlings	\$ 165,500.00
Maria & Joseph Memme	\$ 281,000.00
Maria & Joseph Memme	\$ 100,000.00
Saul Spears	\$ 67,648.00
Peggy Condos	\$ 10,000.00
Dennis Condos	\$ 350,000.00
Ange Boudle	\$ 400,960.00
Mark Goldberg	\$ 150,000.00
John Geikins	\$ 50,000.00
Vane Plesse	\$ 117,675.00
Michelle Tessaro	\$ 154,864.00
Carlos Carreiro	\$ 285,000.00
Howard Beck	\$ 101,472.00
Danny Servos	\$ 356,907.00
Ken & Grace Bugg	\$ 650,000.00
Michele Peng	\$ 62,800.00
Sheila Korchynski	\$ 52,525.00
John & Sheila Korchynski	\$ 105,000.00
Cary Silber	\$ 16,912.00
Duncan Coopland	\$ 721,500.00
Barbara Naglie	\$ 117,778.00
Harvey Naglie	\$ 225,788.00
Carmen & Paul Duffy	\$ 409,599.00
Dian Cohen	\$ 100,000.00
Jill Penny	\$ 165,000.00
Stockton & Bush Holdings	\$ 172,639.00
Stockton & Bush PMI Inc	\$ 87,074.00
Triane Boudle	\$ 125,000.00
1607544 Ontario Inc.	\$ 1,940,500.00
Rosebud Holdings	\$ 351,822.00
Dejongs	\$ 3,967,026.00
	<u>\$ 12,356,989.00</u>

9. Attached hereto as Exhibit "B" to this my Affidavit is a copy of the Schedule C

Investors share certificates.

10. The Schedule C Investors have been subjected to the same conduct as has Dr. Bernstein. They are seeking the Court's assistance in ensuring that their monies are

traced such that where properties are sold and surplus proceeds realized, said proceeds are fairly distributed as between all investors whose funds were misappropriated and utilized at the pleasure of Walton and Rose & Thistle.

### **EXAMPLES OF MISAPPROPRIATION**

11. Given the number of investors, I will focus primarily on two investments, 3270 American Drive and 65 Front Street E. which provide examples of misappropriation of funds, unauthorized encumbrances and a failure to contribute equity as per representations contained in Investment Agreements.

12. I am advised by Dr. DeJong and do verily believe the following facts enumerated in paragraphs 12 – 19 and 21 – 23 herein: Christine DeJong Medical Professional Corporation, ("CDJ"), C2M2S Holding Corp., ("C2M2S") and DeJong Homes Inc., ("DeJong Homes") are Schedule C Investors and are referred collectively herein as the "DeJongs". The DeJongs were not served nor made parties to the DBDC Spadina Application but became aware of same several months after it had been commenced and several Orders granted. The aforesaid corporations are owned by Dr. Christine DeJong and her husband, Michael DeJong. The DeJongs have been investing with the Waltons for about a decade consequent to Michael DeJong meeting Norma Walton in an MBA program.

13. CDJ's investments and specifically corporations in which CDJ participates as a 50% owner are detailed below:

<b>Corporation</b>	<b># of Shares</b>	<b>Monies Invested</b>
United Empire Lands Ltd. - 3270 American Drive	716,906 Common	\$992,750
Prince Edward Properties Ltd. – 324 Prince Edward Drive	816,019 Common	\$816,019
St. Clarens Holdings Ltd. /Emerson Developments Ltd. – 777 St. Clarens Avenue and 260 Emerson Avenue	100 Common 100 Common	\$665,507

14. In addition, CDJ purchased 500,000 preferred shares in Lesliebrook Holdings Ltd. in April of 2012 which corporation owned 1131 and 1131A Leslie Street in Toronto. The Lesliebrook Holdings shares were exchanged for 500,000 preferred shares in Academy Lands Ltd. in January of 2014 by Walton without authorization or consent from CDJ.

15. C2M2S and DeJong Homes invested together as noted below:

<b>Corporation</b>	<b># of Shares</b>	<b>Monies Invested</b>
Front Church Properties	748,500 Preferred	\$786,776.47

16. The shares of C2M2S and DeJong Homes were arbitrarily exchanged by Walton for 748,500 preferred shares in Academy Lands Ltd. Again there was no consultation: Walton simply made the change. I am advised by Michael DeJong and do verily believe that Walton indicated that there were issues with Dr. Bernstein.

**3270 AMERICAN DRIVE**

17. In February of 2013, CDJ entered into an Agreement with Ron and Norma Walton relative to United Empire Lands Ltd. ("UEL") which provided as follows:

- a. That CDJ and the Waltons would each hold 716,906 shares in UEL;
- b. Each of CDJ and Walton would inject \$716,906\* of capital into UEL for the purpose of purchasing, renovating and leasing back the property to be acquired known municipally as 3270 American Drive;
- c. Upon the closing of the purchase of the Property, the ownership of the Property shall be placed in the name of UEL;
- d. The directors of the corporation are to be Ron Walton, Normal Walton, Michael DeJong and Christine DeJong\*\*;
- e. The total equity of \$1,433,812 would be comprised of CDJ's infusion of \$716,906 on the one hand and on the other, the Waltons' provision of the initial deposit, due diligence expenses and the Walton balance to be provided in a "timely manner as required as the Project is completed".

\*No mention is made of the existing CDJ investment in 165 of \$275,844 which was to be redeemed and added to this investment. However, the Capital Required document which accompanied the Agreement references a capital requirement from each of the DeJongs (CDJ) and the Waltons of \$992,750. (\$716,906 + \$275,884 = \$992,790).

\*\*The DeJongs were not made directors until December 20, 2013.

18. Attached hereto as **Exhibit "C"** to this my Affidavit is a copy of the Investment Agreement and the Capital Required document in respect of the UEL investment. The UEL share certificate is found at Exhibit "B" hereto. Attached hereto as **Exhibit "D"** to this my Affidavit is a copy of the CDJ bank statement and cheque stub evidencing payment for the shares. The structure of the Bernstein Applicants' business arrangements with the Waltons was found by Mr. Justice Newbould on October 4, 2013 to be:

Dr. Bernstein and the Waltons entered into separate agreements which provided as follows:

- a. A new company would be incorporated for each project (the "Owner Company");
- b. Dr. Bernstein (through a company incorporated for this purpose) would hold 50% of the shares of the Owner Company;
- c. The Waltons (either directly or through a company incorporated for this purpose) would hold the other 50% of the shares of the Owner Company;
- d. Each of Dr. Bernstein and the Waltons would contribute an equal amount of equity to each project;
- e. The Waltons would manage, supervise and complete each project for an additional fee through Rose & Thistle. Rose & Thistle is not a party to the agreements;
- f. The Waltons also agreed to be responsible for the finances, bookkeeping, accounting and filing of tax returns, among other things, of the Owner Company;
- g. Each Owner Company was to have a separate bank account;
- h. Dr. Bernstein would not be required to play an active role in completing each project, but his approval would be required for:
  - a. Any decisions concerning the selling of refinancing of each property;
  - b. Any decisions concerning the increase in the total amount of equity required to complete each project; and,
  - c. Any cheque or transfer over \$50,000.
- i. The Waltons agreed to provide Dr. Bernstein with:
  - a. Ongoing reports on at least a monthly basis detailing all items related to each property;
  - b. Copies of invoices for work completed each project monthly;
  - c. Bank statements monthly; and,
  - d. Listing of all cheques monthly;
- j. Upon sale of a property, Dr. Bernstein and the Waltons would receive back

their capital contribution plus a division of profits; and,

k. The agreements generally provided that Dr. Bernstein and Norma Walton were to be the sole directors of the Owner Company.

19. Attached hereto as **Exhibit "E"** to this my Affidavit is a copy of the Endorsement of Justice Newbould dated October 7, 2013 (para 7).

20. The DeJong investment at approximately \$4,000,000 pales in comparison to the Bernstein investment in quantum but not in significance to the DeJongs. They were subjected to the same conduct and their funds misappropriated from the designated investments into, inter alia, Schedule B Corporations.

21. UEL's bank statement for the period ending January 31, 2013 shows CDJ's investment of \$716,906 on January 28, 2013. It further shows funds totalling \$706,850 were transferred out of the UEL account to a Rose & Thistle account over the four-day period between January 28, 2013 through to January 31, 2013. Attached hereto as **Exhibit "F"** to this my Affidavit is a copy of UEL bank statement for the period ending January 31, 2013.

22. The UEL bank records do not show a similar equity contribution by the Waltons into UEL and specifically the \$992,750 referenced on the Capital Required document or even the \$716,906 amount on the UEL Agreement. The Waltons never actually purchased shares in UEL. Moreover, there is a second position vendor take back mortgage in the amount of \$670,000. No reference to the second mortgage is found on the Capital Required document: it speaks only to the first mortgage securing

\$5,000,000. I am advised by Christine DeJong and do verily believe that the DeJongs were not consulted and did not consent to the second mortgage.

23. The records clearly indicate misappropriation of funds, a breach of the Agreement in respect of the unauthorized encumbrance and the failure on the part of the Waltons to inject the contracted for equity. The UEL bank statement for the period ending January 31, 2013, (Exhibit "F") indicates no funds being received from Walton.

24. Christine DeJong provided me with a redacted bank statement for Rose & Thistle for the month of January 2013 which I am advised by Christine DeJong and do verily believe was given to her by Norma Walton and indicates an account at the Wellesley Branch of Meridian Credit Union ("7311954 Wellesy cheq"). It shows that the monies transferred out of UEL were deposited to the Rose & Thistle account. It evinces a pattern of utilizing funds from one project to fund another to, in the words of Norma Walton, "smooth out cash flow" (Walton Affidavit of June 26, 2014, para. 8). Attached hereto as **Exhibit "G"** to this my Affidavit is a copy of the aforesaid bank statement.

25. A subsearch of the 3270 American Drive indicates it was purchased on March 11, 2013 for the sum of \$6,700,000.

#### **65 FRONT STREET E.**

26. Front Church Properties Ltd. ("Front Church Ltd.") which owns 65 Front Street E. is another example of investors' monies being utilized contrary to agreements made with investors and the equity in the property being diluted by unauthorized mortgages. I invested in Front Church Ltd. through Stockton PMI and Stockton Holdings. Stockton PMI and Stockton Holdings subscribed for preferred shares as hereinbefore deposited to.

27. I was advised by Norma that the property acquired by Front Church Ltd. in or about 2007 was a very good investment and she personally guaranteed the safety of my funds.

28. The Shareholders' Agreement dated March 1, 2007 indicates authorized capital of common shares in the amount of 1,260,000 and 2,500,000 in preferred shares. The agreement further indicates that Ron and Norma Walton own 635,000 common shares jointly.

29. The property was indicated to be valued at \$7,629,000 with a mortgage of \$3,870,000 in first position. The preferred shares were represented at page 3 of the Investment Agreement to be "fully secured as a mortgage against the property". The foregoing representation was a fiction. Moreover, there was no reference to a second mortgage in favour of 368230 Ontario Limited registered March 5, 2012. Attached hereto as **Exhibit "H"** to this my Affidavit is a copy of the Shareholders Agreement for 65 Front Street E./Front Church Properties Ltd.

30. The Front Church Ltd. Investors shareholdings are as follows:

<b>Shares</b>	<b>Common Shareholders</b>
635,000 shares	Ron and Norma Walton as joint tenants with right of survivorship
<u>625,000</u> shares	1607544 Ontario Inc. (Fareed Ansari)
<b>1,260,000</b>	<b>Total Common Shares</b>

<b>Shares</b>	<b>Preferred Shareholders</b>
315,000 shares	Danny and Gabriele Servos as joint tenants with right of survivorship
234,788 shares	Stephen A. Kollins Living Trust
300,000 shares	1607544 Ontario Inc.
200,000 shares	1552111 Ontario Ltd.
150,000 shares	Gideon and Irene Levytam as joint tenants with right of survivorship
250,000 shares	Stockton and Bush Holdings Ltd.
100,000 shares	Stockton and Bush PMI Inc.
131,500 shares	Michael De Jong Homes Inc.
117,020 shares	Kollins Family Limited Partnership
115,500 shares	1607545 Ontario Inc.
111,192 shares	Norma and Ron Walton as joint tenants with right of survivorship
105,000 shares	Mike Cowan
100,000 shares	Michelle Tessaro
350,000 shares	Duncan Coopland
78,750 shares	Marsha Hanna
65,500 shares	John and Myrne Rawlings
130,000 shares	Paul and Carmen Duffy
200,000 shares	Dennis and Irene Condos as joint tenants with right of survivorship
500,000 shares	Rosebud Holdings et al
52,500 shares	Olev Maitmets
50,000 shares	JPA Management Consulting Inc.

50,000 shares	Phil Aber
150,000 shares	John and Sheila Korchynski as joint tenants with right of survivorship
375,000 shares	Naglie Investments Limited
240,000 shares	Barbara Naglie
100,000 shares	Snowdon Services Inc.
42,500 shares	Estelle Agasee
<u>42,500</u> shares	Earl Davis
<b>3,109,713 shares</b>	<b>Total Preferred Shares</b>

**BERNSTEIN MORTGAGE ON 65 FRONT STREET E.**

31. As deposed to herein, 65 Front Street E. was encumbered in favour of 368230 Ontario Limited, the principal of which corporation is Dr. Bernstein. The mortgage secured the sum of \$2,500,000 and was registered on March 5, 2012. I am advised by Norma Walton that there was no advance made to Front Church Properties Ltd. in consideration for the aforesaid mortgage. Moreover, encumbering the property with another mortgage contravened the Waltons' Agreement with the Front Church investors.

32. The Order of Mr. Justice Brown of May 20, 2014 provided that from the sale proceeds of 65 Front Street E. payment would be made relative to the second mortgagee, 368230 Ontario Limited, in the amount of \$2,720,000 relative to principal and interest plus costs of \$85,000 plus HST.

## SCHEDULE C FUNDS APPROPRIATED TO SCHEDULE B USES

33. Attached as **Exhibit "I"** to this my Affidavit is a copy of the Froese Forensic Partners Ltd. Report dated May 23, 2014. This Report was prepared for Norma Walton and produced by her in response to the Application of DBDC Spadina. The Report concludes that approximately \$515,000 of CDJ funds initially deposited to the UEL account were transferred to Rose & Thistle and ultimately to Schedule B Corporations. Previously 515,000 of CDJ funds initially deposited to the UEL account were then transferred to Rose & Thistle and then to Schedule B Corporations. The Report states further that the balance of the CDJ funds went to Walton related companies. Schedule 1 to the Report summarizes the use by Rose & Thistle of the \$706,850 transferred out of UEL. The Report states that these funds were comingled with \$230,850 from Schedule B Corporations and \$25,610 from other sources. The Report states further that of these comingled funds, \$746,775 was transferred to Schedule B Corporations: Report exhibits 3,4, 5 and 6 relate to a transfer of \$100,000 to Skyway Holdings, \$154,250 to Twin Dragons, \$68,500 to Royal Agincourt Corp. and \$40,550 to Double Rose respectively. All of the foregoing are Schedule B Corporations.

34. At page 7 of the Report there is a heading "Tracing to Seven Plus One Schedule C companies". This section of the Report deals with the findings in the Fourth Interim Report of the Inspector to the effect that there are seven instances where funds were transferred from Schedule B company credit union accounts to the Rose & Thistle clearing account and thereafter to a Schedule C company credit union account or personal account of Norma and Ronald Walton where shortly thereafter a property was purchased. The "Plus 1" property is 65 Front Street E., which, Froese notes that the

DBDC Spadina Applicants have claimed an interest in same. Froese states that he reviewed the tracing performed by the Inspector and agrees that some funds from the DBDC Spadina Applicants can be traced through the Rose & Thistle clearing account to Schedule C companies and that these funds were used for purchase of properties. Froese notes however, that the tracing performed by the Inspector does not address other funds received by the Schedule C Corporations and transferred to Rose & Thistle or transferred through Rose & Thistle to Schedule B Corporations. Paragraph 2.18 of that section (pps. 7-8 of the Report) Froese summarizes the Inspector's tracing with adjustments. The chart includes only those amounts that are alleged to be traced by the Inspector at or around the date of the purchase of property in the Schedule C company.

CHART 1			
Schedule C Company	Per Inspector's Report	Co-mingling / Adjustments	Adjusted Tracing
Academy Lands	\$ 1,600,000	\$ 1,710,350	\$ -
1780355	937,000	..	937,000
College Lane	330,750	216,250	114,500
Gerrard House	371,200	-	371,200
6195 Cedar Street	221,000	-	221,000
United Empire Lands	1,032,000	706,850	325,150
Front Church	-	-	-
TOTALS	\$4,491,950	\$2,633,450	\$1,968,850

35. Pages 8 though 20 of the Report deal with the source information and commentary utilized to prepare the chart on page 8 of the Report.

36. I have tried to follow the monies from various Schedule C properties into Rose & Thistle on the records that I have had access to. Attached hereto as **Exhibit "J"** to this my Affidavit is a copy of a spreadsheet I have prepared from my review of records produced in these proceedings to date.

37. Attached hereto as **Exhibit "K"** to this my Affidavit is a spreadsheet prepared by Gary Moulton FCPA, FCA, CA-IFA, (then of Deloittes), at the request Shonfeld and Associates showing the course of funds in and out of Rose & Thistle by Corporation, whether Schedule B or Schedule C corporations between September of 2010 and September 2013. To date, the Inspector has reported on transfers in breach of Agreements entered into by DBDC Applicants. However, there is information that shows the same relative to Schedule C Investors.

38. The Schedule C Investors are asking for the assistance of the Inspector and/or the Receiver to complete and verify the other side of the tracing exercise that deals with their claims. That has not been the case to date.

### **THE WEST MALL**

39. DBDC Spadina requested in the Application heard in July of 2014, *inter alia*, interim Certificates of Pending Litigation, blanket Charges, tracing Orders and the right to seize and sell certain Schedule C properties including 3270 American Drive. The relief requested was predicated on the argument that monies invested by DBDC West Mall Holdings Inc. ("DBDC West Mall") into West Mall Holdings Ltd. ("West Mall Ltd.") were subsequently transferred into a Rose & Thistle account and thereafter utilized by Rose & Thistle/UEL to purchase 3270 American Drive.

40. 291-295 The West Mall was purchased by West Mall Ltd. for the sum of \$15,500,000 on March 19, 2013 and financed by a \$9,687,500 mortgage. The subsearch shows financing in the amount of \$9,687,500.

41. There is no dispute that DBDC West Mall provided the sum of \$2,849,063 as per the West Mall Investment Agreement.

42. The Fourth Interim Report of the Inspector, originally found at Volume 3 of the Responding Motion Record of the Inspector (re the July three-day hearing) reports on monies going into West Mall Ltd. from DBDC West Mall and then being transferred to Rose & Thistle. Specifically it notes that the sum of \$1,032,000 was transferred out of West Mall Ltd. to Rose & Thistle on March 8, 2013. As noted herein, 3270 American Drive was purchased on March 11, 2013. The Inspector attached a chart to demonstrate the tracing which is attached hereto as **Exhibit "L"** to this my Affidavit. It was this transfer and this amount that formed the basis of the Court's finding for a constructive trust and tracing claim over the Schedule C property, 3270 American Drive.

43. The Inspector had the West Mall Ltd. bank statements at the time that the responding Motion Record was prepared given that they are referenced at paragraphs 35 through 37 of the Supporting Affidavit.

44. Attached as Appendix S to the Inspector's Fourth Interim Report is part of a bank statement for the Rose & Thistle account "showing the activity during the period described above" (paras. 35 and 36). However, the portion attached actually ends on March 8<sup>th</sup> and not March 11<sup>th</sup>. The portions of the statement that were attached as Appendix S are pages 7 and 8 of the 26 pages. The other pages were not produced.

45. I obtained the March West Mall Ltd. statement from Norma Walton. West Mall Ltd. was in receipt of a further \$1,100,000 on March 13<sup>th</sup> and a combined deposit on March 13<sup>th</sup> of \$1,937,500. Both of these deposits were in advance of the purchase of 291-295 The West Mall and after the purchase of American Drive. Attached hereto as **Exhibit "M"** to this my Affidavit is a copy of Norma Walton's statement.

46. The point I wish to make is that monies came back into the account of West Mall Ltd. to fund the purchase of the real property. This was not in the Inspector's materials before the Court. I would like to ascertain the source of these funds.

#### **EFFORTS TO OBTAIN THE ASSISTANCE OF THE INSPECTOR**

47. I am advised by Rosemary Fisher, lawyer for the Schedule C Investors herein and whom acted for the DeJongs at the July 2014 hearing, and do verily believe, that requests for information, in particular relative to the West Mall account statements, have been sought since the July hearing without response beyond being advised on September 11, 2014 that the Inspector had been asked to review it and provide a response. Ms. Fisher's correspondence of October 16, 2014 summarizing efforts since July is attached hereto as **Exhibit "N"** to this my Affidavit. It details the various letters and difficulties in obtaining information.

48. Ms. Fisher's last letter to the Inspector's counsel, Mr. Dunn dated October 27, 2014 is attached hereto as **Exhibit "O"** to this my Affidavit. In that letter, Ms. Fisher indicates, given that there was still no response to her numerous enquiries, she was asking for the courtesy of a reply at least to the extent whether there would actually be a response in order that she could then pursue other remedies.

49. I am advised by Ms. Fisher and do verily believe that there has been no response to the aforesaid letter.

50. Attached hereto as Exhibit "P" to this my Affidavit is a copy of Ms. Fisher's correspondence of December 8, 2014 to the solicitors for the Manager and the Inspector objecting to a distribution of proceeds from the sale of certain Schedule B properties before taking into account the Schedule C Investor claims.

51. The Order appointing the Inspector of October 4, 2014 provides that the Inspector is to engage in "tracing of any amounts to and from the bank accounts of the Schedule B Corporations and those of Rose & Thistle or other accounts under the control of the "Walton" respondents." This covers monies being received by Schedule B Corporations.

52. As there are limited funds, care must be taken that all investors are treated fairly.

### **CLAIMS PROCESS**

53. The Schedule C Investors have been shut out of the claims process. The Manager's position is that none of the Schedule C Investors are entitled to file their Proofs of Claim in the claims process. This position has been communicated to the DeJongs and another Schedule C Investor, Fareed Ansari and is based upon the definition of Secondary Payment Claims in the May 20, 2014 Order of Mr. Justice Brown which deals with the proceeds of 65 Front Street E.

54. In the view of the Manager, the Schedule C Investors are not creditors.

55. This Order was obtained without notice to these Schedule C Investors. The Manager is taking the position that the shareholders of Front Church Properties Ltd., be they common or preferred, are not creditors of that corporation and thus not entitled to a share in the proceeds and the sale of 65 Front Street E.

56. I object to any monies being distributed to Dr. Bernstein prior to a proper reconciliation of the tracing claims of both Dr. Bernstein and the Schedule C Investors.

57. I make this Affidavit solemnly believing it to be true and for no improper purpose.

**SWORN BEFORE ME** at the City of Burlington, in the Regional Municipality of Halton on December 18, 2014.

Commissioner for Taking Affidavits  
(or as may be)

GERRY GOTFRIT



This is Exhibit..... referred to in the  
affidavit of GERRY GOTFRIT  
sworn before me, this 15th  
day of DECEMBER 2014  
A COMMISSIONER FOR TAKING AFFIDAVITS  


## ROSE &amp; THISTLE

<u>Property</u>	<u>Company</u>	<u>Investor</u>	<u>Amount Invested</u>	<u>Date</u>	<u>Total</u>	<u>Principal Returned</u>	<u>Date</u>	<u>Total Returned</u>	<u>Balance</u>
65 Front Street East	Front Church Properties Limited	Stockton & Bush Holdings	\$ 150,000	4/10/07	\$ 250,000	\$ 26,652	4/8/13	\$ 107,394	\$ 142,606
			\$ 100,000	1/9/08		\$ 27,266	5/5/13		
						\$ 27,252	6/5/13		
						\$ 26,224	8/2/13		
65 Front Street East	Stockton & Bush PMI Inc	\$ 100,000	1/10/11	\$ 100,000	\$ 10,661	4/8/13	\$ 42,058	\$ 57,042	
						\$ 0,906	5/5/13		
						\$ 0,901	6/5/13		
						\$ 0,490	8/2/13		
113 A Leslie Street	Lesliebrook Holdings Ltd	Stockton & Bush Holdings	\$ 100,000	8/31/12	\$ 100,000	\$ 69,967	3/10/14	\$ 69,967	\$ 30,033
14 College Street	College Lane Ltd	Stockton & Bush PMI Inc	\$ 100,000	4/30/11	\$ 100,000	\$ 100,000	12/15/12	\$ 100,000	\$ -
5770/5780 Hwy 7	Royal Agincourt Corp	Stockton & Bush PMI Inc	\$ 100,000	10/17/11	\$ 100,000	\$ 69,967	3/10/14	\$ 69,967	\$ 30,033
66 Gerrard Street	The Old Apothecary Building Inc	Stockton & Bush Holdings	\$ 100,000	4/1/10	\$ 100,000	\$ 100,000	8/31/12	\$ 100,000	\$ -
<b>Total By Company</b>									
	Stockton & Bush Holdings		\$ 450,000					\$ 277,361	\$ 172,639
	Stockton & Bush PMI Inc		\$ 300,000					\$ 180,628	\$ 87,075



This is F...it..... referred to in the  
affidavit ... GERRY GOTFRIT  
sworn before me, this 15th  
day of DECEMBER 20. 14  
A COMMISSIONER FOR TAKING AFFIDAVITS

No. <u>P-58</u>	Incorporated under the law of the Province of Ontario	<u>50,000</u> Shares
<p>I <u>Certify</u> that Judith and Phil Abel, as joint tenants with right of survivorship, is the registered holder of <u>50,000</u> (50,000) <u>Preference Shares of FRONT CHURCH PROPERTIES LIMITED</u>.</p> <p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,</p> <ol style="list-style-type: none"> <li>the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and</li> <li>the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</li> </ol> <p><u>REASONS FOR ISSUANCE OF SHARES</u>: The Corporation has issued these shares in payment of the capital and/or ordinary debt of the shareholder named above.</p> <p><u>RESTRICTIONS ON TRANSFER</u>: There are restrictions on the transfer of these shares represented by this certificate.</p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this <u>22</u> day of <u>April</u>, <u>2011</u>.</p> <p><u>Norma Walton</u></p>		
		<u>NO PAR VALUE</u>

No. P-19

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

50,000 Shares

This is to Certify that JPA Management Consulting Inc.

is the registered holder of, fifty thousand (50,000) .... Preference Shares of

FRONT CHURCH PROPERTIES LIMITED

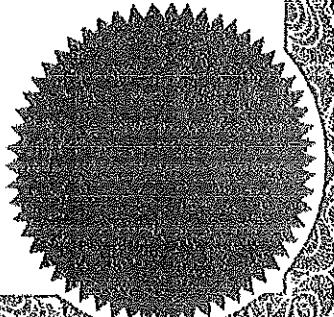
The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series inscar as the same have been fixed by the directors, and

(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

ON THIS 1<sup>ST</sup> DAY OF MARCH, 2007, I hereby certify that the above described shares represent the interest of the shareholder named on the face hereof in the Corporation. There are no restrictions on the transfer of these shares represented by this certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 1<sup>st</sup> day of March, 2007.

  
Ronald Walton

President

  
Norma Walton

Secretary

NO PAR VALUE

No. <u>P-82</u>	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	65,500 Shares
<p>This is to certify that JOHN AND MYRNA RAWLINGS, as joint tenants with right of survivorship, is the registered holder of sixty five thousand five hundred (65,500) shares of preference shares of FRONT CHURCH PROPERTIES LIMITED.</p> <p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,</p> <ol style="list-style-type: none"> <li>the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and</li> <li>the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</li> </ol> <p><b>FRONT CHURCH PROPERTIES LIMITED</b> RESTRICTED STOCK TRANSFER CERTIFICATE</p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 12th day of June, 2014.</p> <p><i>[Signature]</i> <i>[Signature]</i> <i>[Signature]</i></p> <p>NO TRANSFERTION</p> <p>NO PAR VALUE</p>		

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 Shares

No. P-41

I [He] certify that Snoddon Services Inc.  
is the registered holder of Hundred thousand (100,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series so far as the same have been fixed by the directors, and
- the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

ON 3 day of February, 2010 I, the undersigned shareholder of the above named corporation, do hereby transfer the shares represented by this certificate to Front Church Properties Limited. There are restrictions on the transfer of this certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 3rd day of February, 2010.

  
Notary Public

NO PAR VALUE

No. P-2

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

121,500 Shares

ACADEMY LANDS LTD.

This is to certify that Maria and Joseph Meenne, as joint tenants, with right of survivorship, is the registered holder of one hundred and twenty-one thousand five hundred and twelve (121,500) Preference Shares of

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

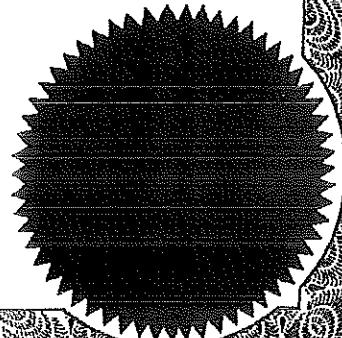
IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this

day of October 2010.

(year)

Nestha Walton

NO PAR VALUE



No. P-1

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 Shares

ACADEMY LANDS LTD.

This is to certify that Maria and Joseph Menne, as joint tenants with right of survivorship, is the registered holder of one hundred thousand (100,000) shares of ACADEMY LANDS LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

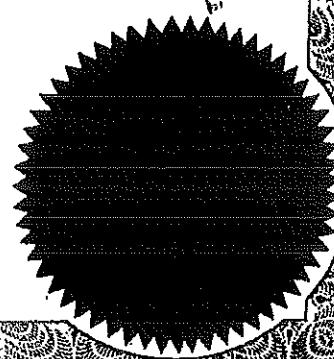
**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

**IN WITNESS WHEREOF** the Corporation has caused this Certificate to be signed by its duly authorized officers this 15th day of April, 2012.

(year)

Norma Fenton

NO PAR VALUE



No. P-3

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 Shares



**THIS IS TO CERTIFY that Maria...Teresa...Memme...and...Joseph...Memme...as...joint...tenants...with...right...of...survivorship...  
is the registered holder of...hundred...thousand...(100,000).....Preference Shares of**

**TWIN DRAGONS CORPORATION**

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

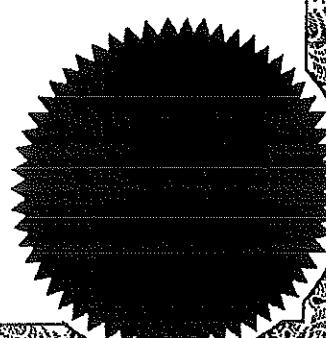
**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

**IN WITNESS WHEREOF** the Corporation has caused this Certificate to be signed by its duly authorized officers

this 27th.....day of .....October.....2010.....  
(year)

Norma Walter

NO PAR VALUE



No. P-3

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 Shares

LESLIEBROOK HOLDINGS LTD.

This is to certify that ...Teresa...and...Joseph...Menne...as...joint...tenants...with...right...of...survivorship...  
is the registered holder of...one...hundred...thousand...(100,000)...Preference Shares of

LESLIEBROOK HOLDINGS LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 15th day of April, 2012.

(Year)

Norma Walton

NO PAR VALUE

038

No. P-3

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

75,000 Shares



This is to Certify that Dennis Condos and Irene Condos as Joint tenants

is the registered holder of...seventy five thousand (75,000).

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 1st day of March 2007.

March 2007  
(year)

Ronald Walton, President

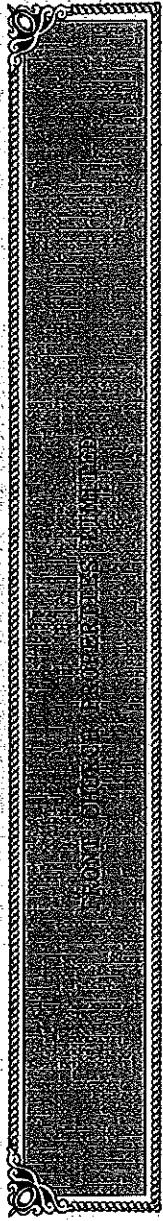
Norma Walton, Secretary

NO PAR VALUE

No. P-34

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

75,000 Shares



This is to Certify that Dennis and Irene Condos, as joint tenants with rights of survivorship, is the registered holder of...seventy-five thousand...(75,000) Preference Shares of

FRONT CHURCH PROPERTIES LTD. Preference Shares of

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN SHARES.** The Corporation has taken on these shares represented by this certificate for any debt of the shareholder of the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this day of October 23rd, 2008.

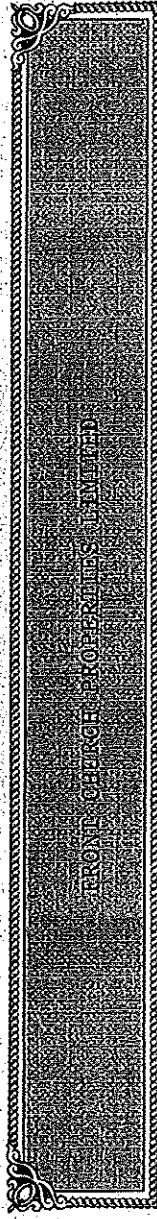
(year)

NO PAR VALUE

No. P-45

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

50,000 Shares



This is to Certify that Dennis and Irene Condos as joint tenants with right of survivorship  
is the registered holder of fifty thousand (50,000) Preference Shares of

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and  
(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

HOLDING SHARES. The Corporation has issued no other shares represented by this Certificate to any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 18th day of August, 2019  
(year)

Norma Walton

NO PAR VALUE

No. P-5

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

10,000 Shares



This is to certify that Peggy Condos

is the registered holder of ten thousand (10,000)

Preference Shares of

CECIL LIGHTHOUSE LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 7th day of October 2013.

(Year)

Neema Walton

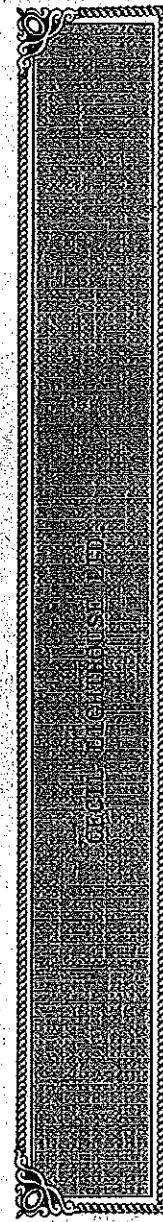
NO PAR VALUE

042

No. P-4

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

150,000 Shares



This is to Certify that Dennis Condos

is the registered holder of one hundred and fifty thousand (150,000) CECIL LIGHTHOUSE LTD.

Preference Shares of

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and

- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has aliened on the shares represented by this certificate for any debt of the shareholder to the Corporation.

RESTRICTION ON TRANSFER. There are restrictions on the right to transfer the shares represented by this certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this day of October 7th, 2013.

(year)

Norma Walton

NO PAR VALUE

No. P-14

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO 150,000 Shares

ACADEMY LANDS LTD.

This is to certify that .Mark..Goldberg.....

is the registered holder of...one..hundred..and..fifty..thousand..(150,000).....  
ACADEMY LANDS LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this ..... 11th ..... day of ..... February ..... 2014 .....

(year)

Norma Walton

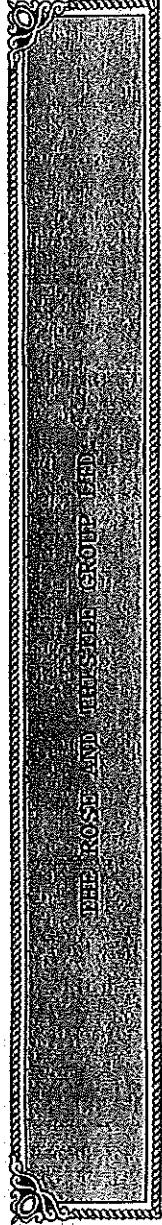
NO PAR VALUE

044

No. 003

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

50,000 Shares



This is to certify that Scotia Capital ITR John Geikins

is the registered holder of fifty thousand (\$50,000)

"B" Preference Shares of

THE ROSE AND THISTLE GROUP LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this

4th day of January 2008

(year)

NO PAR VALUE

No. <u>P-6</u>	Incorporated under the law of the Province of Ontario	<u>100,000</u> Shares
<p>This is to certify that Vane Plesse..... is the registered holder of ..one..hundred..thousand..(100,000).....Preference Shares of CECIL LIGHTHOUSE LTD.</p>		
<p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of:</p>		
<p>(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and</p>		
<p>(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</p>		
<p>Lien on shares. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.</p>		
<p>RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.</p>		
<p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this ..... day of ..... October ..... 2013 .....</p>		
<p> Norma Walton</p>		
<p>NO PAR VALUE</p>		

P-10

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 \$

FRONT CHURCH PROPERTIES LIMITED

I BE IN CERTIFY that Michelle Tessaro

registered holder of one hundred thousand (100,000)

FRONT CHURCH PROPERTIES LIMITED

lass or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation to the holder, on demand and without charge, a full copy of the text of, rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each of the same have been fixed by the directors, and authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officer this day of March 1st, 2000.

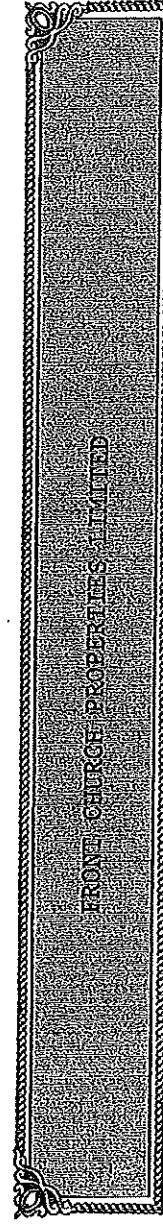
Ronald Walton, President

Leanne Walton, Secretary

NO PAR VALUE

No. P-12

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

315,000 Shares

This is to Certify that Danny and Gabriele Servos as joint tenants with rights of survivorship.....  
is the registered holder of...three hundred and fifteen thousand (315,000).....Preference Shares of  
FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has placed on the shares represented by this Certificate for any debt of the shareholder to the Corporation

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this .....1st.....day of .....March.....2007.....  
(year)

Ronald Walton, President

Teresa Walton, Secretary

NO PAR VALUE

No. 008

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

35,000 Shares



This is to Certify that Gabrielle Servos

is the registered holder of thirty five thousand (35,000)

1636483 ONTARIO INC.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation, as set forth on the share certificate, presents this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 10th day of December 2004.

  
Ronald Walton

  
Norma Walton

NO PAR VALUE

No. 009

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

35,000 Shares

1636483 ONTARIO INC.

**This is to Certify that Danny Servos**

is the registered holder of...thirty five thousand...(35,000)

1636483 ONTARIO INC.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation disclaims any lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

**IN WITNESS WHEREOF** the Corporation has caused this Certificate to be signed by its duly authorized officers this ..... 10th ..... day of ..... December ..... 2004 .....

(year)

*Ronald Walton*

Ronald Walton

**NO PAR VALUE***Norma Walton*

Norma Walton

No. P-1

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

62,800 Shares

## CECIL LIGHTHOUSE LTD.

This is to certify that John Rocha and Michele Peng as joint tenants with right of survivorship is the registered holder of Sixty two thousand eight hundred (62,800) Preference Shares of CECIL LIGHTHOUSE LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 31st day of December 2011.

Norma Walton

NO PAR VALUE

No. P-8

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

62,800 Shares

## ROYAL AGINCOURT CORP.

This is to certify that John Rocha and Michele Peng as joint tenants with right of survivorship is the registered holder of sixty two thousand and eight hundred (62,800) Preference Shares of ROYAL AGINCOURT CORP.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
 (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and  
 (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

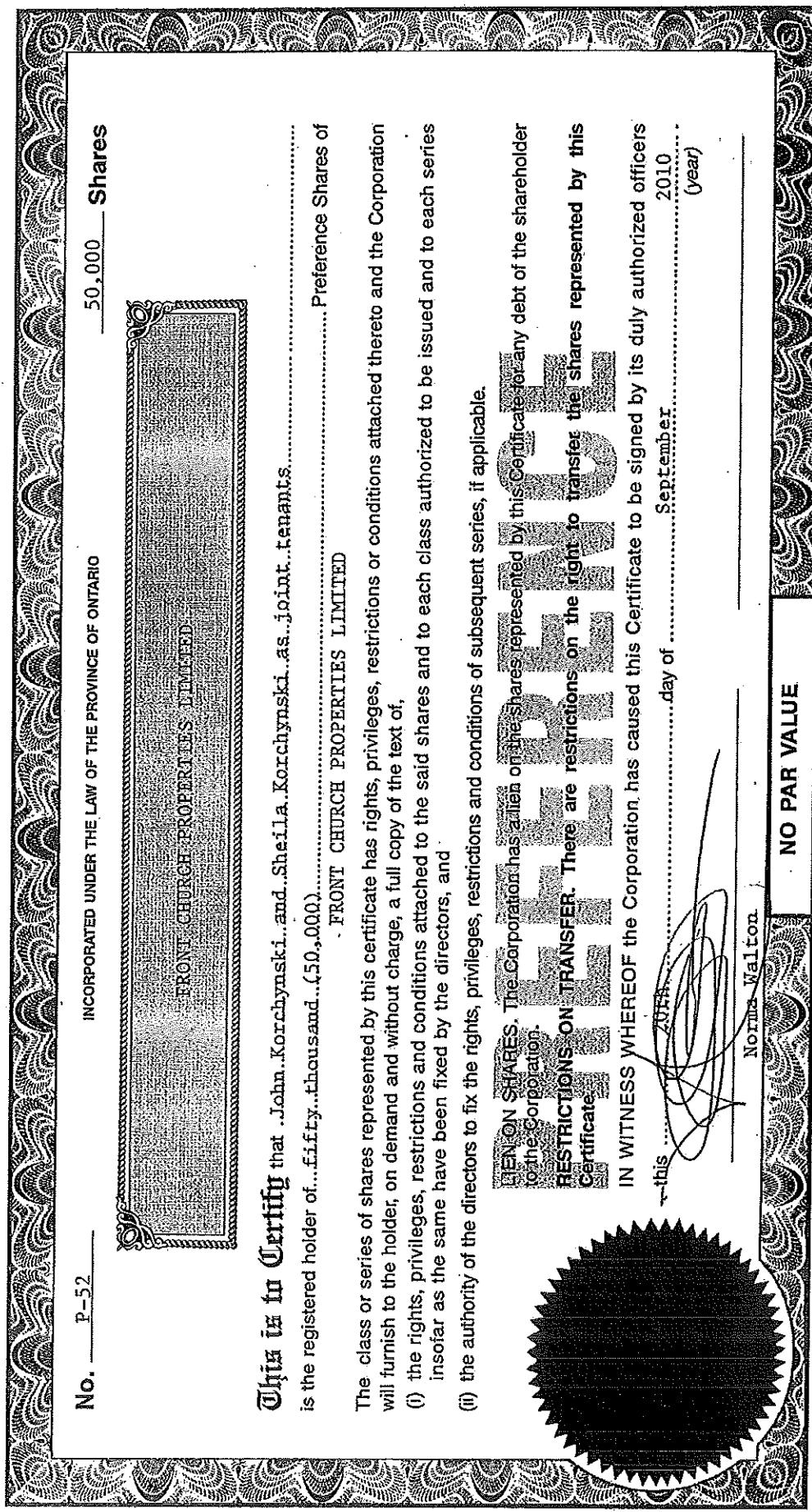
IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 31st day of October, 2011.

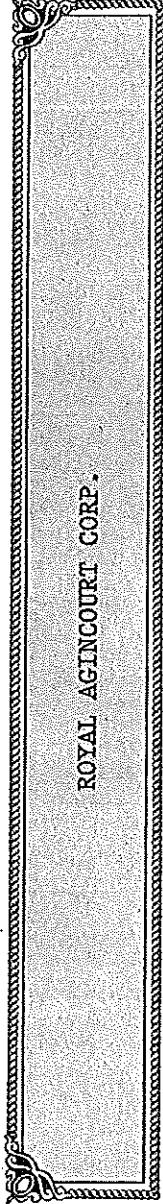
Norma Walton

NO PAR VALUE

No. P-2	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	50,000 Shares
FRONT CHURCH PROPERTIES LIMITED		
<p><b>This is to Certify</b> that John Korchynski and Sheila Korchynski, as joint tenants, is the registered holder of fifty thousand (50,000) Preference Shares of</p> <p style="text-align: center;"><b>FRONT CHURCH PROPERTIES LIMITED</b></p> <p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,</p> <ol style="list-style-type: none"> <li>the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and</li> <li>the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</li> </ol> <p><b>LIEN ON SHARES.</b> The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.</p> <p><b>RESTRICTIONS ON TRANSFER.</b> There are restrictions on the right to transfer the shares represented by this Certificate.</p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 1st day of March 2007.</p> <p style="text-align: right;">Ronald Walton, President Helma Walton, Secretary</p> <p style="text-align: center;">NO PAR VALUE</p>		

No. <u>P-31</u>	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	<u>50,000</u> Shares
<p>This is to certify that Sheila Korchynski is the registered holder of fifty thousand (50,000) FRONT CHURCH PROPERTIES LIMITED</p> <p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,</p> <ol style="list-style-type: none"> <li>the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and</li> <li>the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</li> </ol> <p><b>LIEN ON SHARES.</b> The Corporation has aliened or the shares represented by this Certificate in any debt of the shareholder to the Corporation.</p> <p><b>RESTRICTIONS ON TRANSFER.</b> There are restrictions on the right to transfer the shares represented by this Certificate.</p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 26th day of August 2008.</p> <p>Ronald Walton, President Norma Walton, Secretary</p> <p><b>NO PAR VALUE</b></p>		



No. — P-1	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	50,000 Shares
 <p style="text-align: center;">ROYAL AGINCOURT CORP.</p>		
<p><b>This is to Certify that Cary Silber</b>  is the registered holder of...fifty thousand (50,000) ROYAL AGINCOURT CORP.</p> <p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,</p> <ol style="list-style-type: none"> <li>(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and</li> <li>(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</li> </ol> <p><b>I TEN ON SHARES. The Corporation has alien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.</b></p> <p><b>RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.</b></p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  this 11th day of October 2011.</p> <p style="text-align: right;">Norma Walton</p> <p style="text-align: right;"><b>NO PAR VALUE</b></p>		

No. P-51

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 Shares

## FRONT CHURCH PROPERTIES LIMITED

This is to certify that ..Duncan..Coopland.....

is the registered holder of...hundred..thousand..(100,000).....

## FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this .....14th..... day of .....September.....2010.....

Norma Walton  


NO PAR VALUE

No. P-35

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

96,250 Shares

FRONT CHURCH PROPERTIES LIMITED

This is to certify that ..Duncan..Coopland  
is the registered holder of..ninety..six..thousand..two..hundred..and..fifty..(96,250)

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  
(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

FRONT CHURCH PROPERTIES LIMITED  
Preference Shares of  
Lien on shares represented by this Certificate for any debt of the shareholder  
to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this  
Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 4th day of November 2008.  


Ronald Walton, President

(Year)

Norma Walton, Secretary

NO PAR VALUE

No. P-J1

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

78,750 Shares

FRONT CHURCH PROPERTIES LIMITED

**This is to Certify** that Duncan Coopland  
is the registered holder of seventy-eight thousand  
and fifty (78,750) shares of preference stock.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

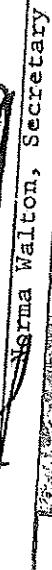
**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

**IN WITNESS WHEREOF** the Corporation has caused this Certificate to be signed by its duly authorized officers this ..... 1st ..... day of March, 2007.

Ronald Walton, President  


(year)

Norma Walton, Secretary  


No. P-27  
INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO  
75,000 Shares

FRONT CHURCH PROPERTIES LIMITED

This is to Certify that .Duncan.Coopland.....

is the registered holder of..seventy five...thousand...(75,000)

The class or series of shares represented by this certificate has rights, privileges, restrictions and conditions of subsequent series, if applicable.

will furnish to the holder on demand and without charge, a full copy of the text of,  
 (i) the rights, privileges, restrictions and conditions attached thereto and the Corporation  
 insofar as the same have been fixed by the directors, and  
 (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

FRONT CHURCH PROPERTIES LIMITED

Preference Shares of

LLEN ON SHARES. The Corporation has alien on the shares represented by this Certificate for any debt of the shareholder  
to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this  
Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this ..... 11th ..... day of ..... December ..... 2007 .....

Ronald Walton, President  


  
Nedra Walton, Secretary

NO PAR VALUE

No. P-2

## INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

150,000 Shares

CECIL LIGHTHOUSE LTD.

This is to certify that Duncan Coopland  
is the registered holder of one hundred and Fifty thousand (150,000)

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 15th day of December 2011.

Norma Waiton

NO PAR VALUE

No. P-3

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

121,500 Shares

CECIL LIGHTHOUSE LTD.

**This is to Certify** that ..Duncan Coopland  
is the registered holder of...one hundred and twenty one thousand five hundred...(121,500).

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

**IN WITNESS WHEREOF** the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 7th.....day of .....October.....2013.....  
Norma Walton

(year)

NO PAR VALUE

No. <u>P-4</u>	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	<u>150,000</u> Shares
<p>This is to Certify that Duncan Coop, and..... is the registered holder of one hundred and fifty.....fifty.....(150,000).....Preference Shares of The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of, (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</p> <p>LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.</p> <p>RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.</p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this ..... 29th.....day of .....October.....2010..... (year)</p> <p>Norma Walton</p> <p>NO PAR VALUE</p>		

No. <u>006</u>	<u>100,000</u> Shares
INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	
<p style="text-align: center;"><b>1520705 ONTARIO INC.</b></p>	
<p>This is to certify that <u>Duncan Coopland</u> is the registered holder of <u>one hundred thousand</u> (<u>100,000</u>) Common Shares of <u>1520705 ONTARIO INC.</u>.</p> <p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,</p> <ol style="list-style-type: none"> <li>(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and</li> <li>(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</li> </ol> <p><b>LIEN ON SHARES.</b> The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.</p> <p><b>RESTRICTIONS ON TRANSFER.</b> There are restrictions on the right to transfer the shares represented by this Certificate.</p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this <u>15</u> day of <u>June</u> <u>2004</u>.</p> <p><u>Ronald Walton</u> </p> <p><u>Norma Walton</u> </p> <p><b>NO PAR VALUE</b></p>	

No. P-8

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

50,000 Shares

## FRONT CHURCH PROPERTIES LIMITED

This is to Certify that ..Maglie..Investments..Limited.....

is the registered holder of..fifty..thousand..(50,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and

- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers

this ..... 1st ..... day of ..... March ..... 2007 ..... (year)

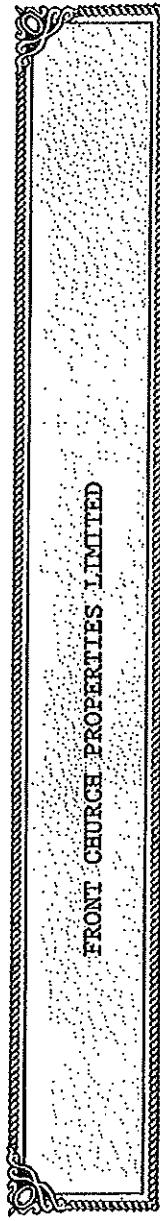
Ronald Walton, President

Norme Walton, Secretary

NO PAR VALUE

No. P-32

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 SharesI do certify that .Nagle Investment Limitedis the registered holder of one hundred thousand 00,000 shares.

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 1st day of October 2008.

Ronald Walton, President

Ronald Walton, President

Ronald Walton, Secretary

NO PAR VALUE

No. P-42

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

50,000 Shares

FRONT CHURCH PROPERTIES LIMITED

**THIS IS TO VERIFY** that Naglie Investments Limited,

is the registered holder of fifty thousand (50,000)

FRONT CHURCH PROPERTIES LIMITED

Preference Shares of

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  
insofar as the same have been fixed by the directors, and  
(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 12th day of May, 2010.  
(year)

  
Norma Walton

NO PAR VALUE

No. P-60

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

50,000 Shares

FRONT CHURCH PROPERTIES LIMITED

This is to Certify that Naglis Investment Limited.

is the registered holder of...fifty thousand (50,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 15th day of April 2011.

2011  
(year)

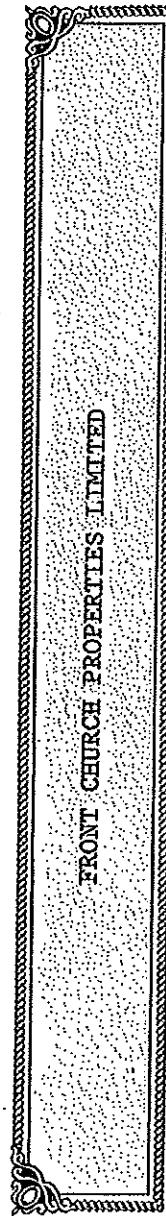
Norma Walton

NO PAR VALUE

No. P-67

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

10,000 Shares



Witness in Certify that Naz. I.e. Investment Limited.

is the registered holder of...ten thousand...(10,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 5th day of August 2011  
(year)

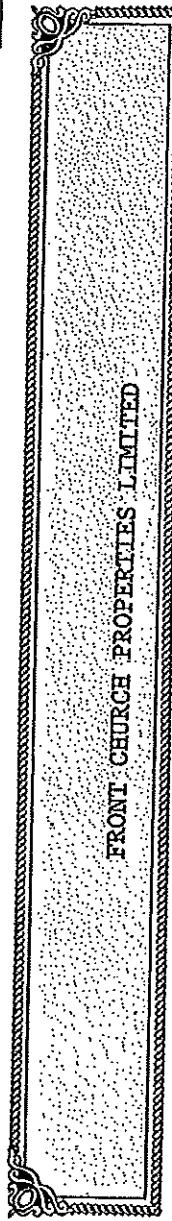
Norse Walton

NO PAR VALUE

No. P-69.

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

65,000 Shares



This is to certify that Naglie Investment Limited

is the registered holder of ..sixty..five..thousand..(65,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder on demand and without charge, a full copy of the text of, (I) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series (II) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this ..... 1st ..... day of ..... September ..... 2011 ..... (year)

Norma Walton

NO PAR VALUE

No. P-74

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

50,000 Shares

THIS IS TO CERTIFY that Naglie Investments Ltd.

is the registered holder of FIFTY thousand (50,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 2nd day of April 2012.

(year)

Norma Walton

NO PAR VALUE

No. P-63

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

45,000 Shares

## FRONT CHURCH PROPERTIES LIMITED

This is to certify that Barbara Naglie

is the registered holder of forty five thousand (45,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors; and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this ..... 1st ..... day of ..... August ..... 2011 ..... (year)

Norba Walton

NO PAR VALUE

No. P-75

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

50,000 Shares

FRONT CHURCH PROPERTIES LIMITED

**Officer to Certify** that Barbara Naglie

is the registered holder of fifty thousand (50,000)

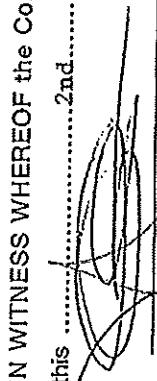
FRONT CHURCH PROPERTIES LIMITED

Preference Shares of

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
 (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  
 insofar as the same have been fixed by the directors, and  
 (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

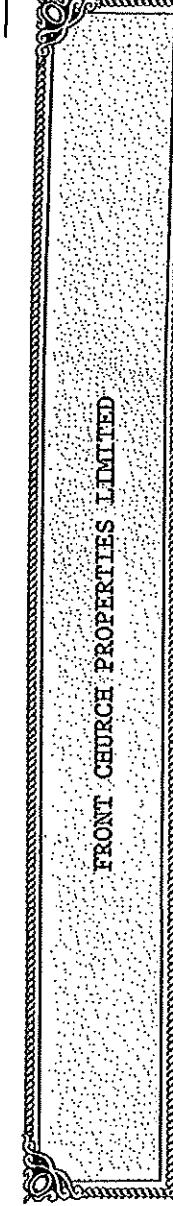
IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
 this ..... 2nd ..... day of ..... April ..... 2012..  
 (year)  
  
 Norma Walton

NO PAR VALUE

No. P-68

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

45,000 Shares



**O**HIE IS TO Verify that Barbara Neglia

is the registered holder of...forty-five thousand... (45,000)

FRONT CHURCH PROPERTIES LIMITED

Preference Shares of  
The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**L**IEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**R**ESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

**I**N WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this day of September, 2011.

Norma Walton

NO PAR VALUE

No. P-2

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 Shares

ROYAL AGINCOURT CORP.

This is to certify that Barbara Naglie

is the registered holder of one hundred thousand (100,000)

ROYAL AGINCOURT CORP.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

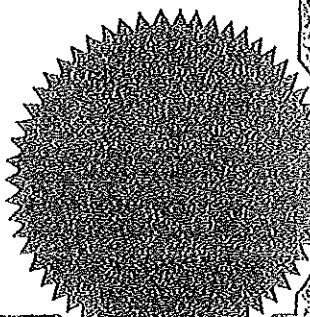
**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 17th day of October 2011. (year)

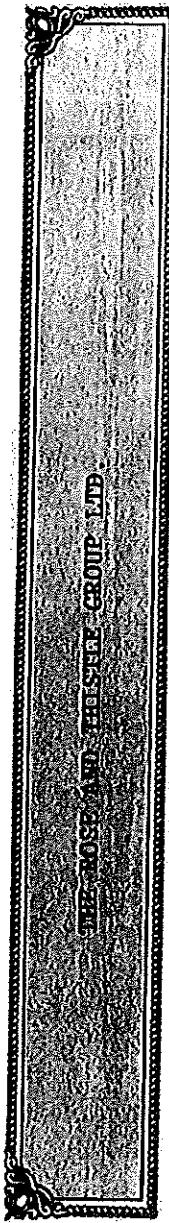
Norma Walton

NO PAR VALUE



No. 006

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

92,850 Shares

**I** certify that Scotia Capital, Ltd., Paul Duffy

is the registered holder of ninety-two thousand eight hundred and fifty (92,850) "B" Preference Shares of

THE ROSE AND THISTLE GROUP LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**RIGHTS ON SHARES.** The Corporation has given on the shares represented by this Certificate for any debt of the shareholder in the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

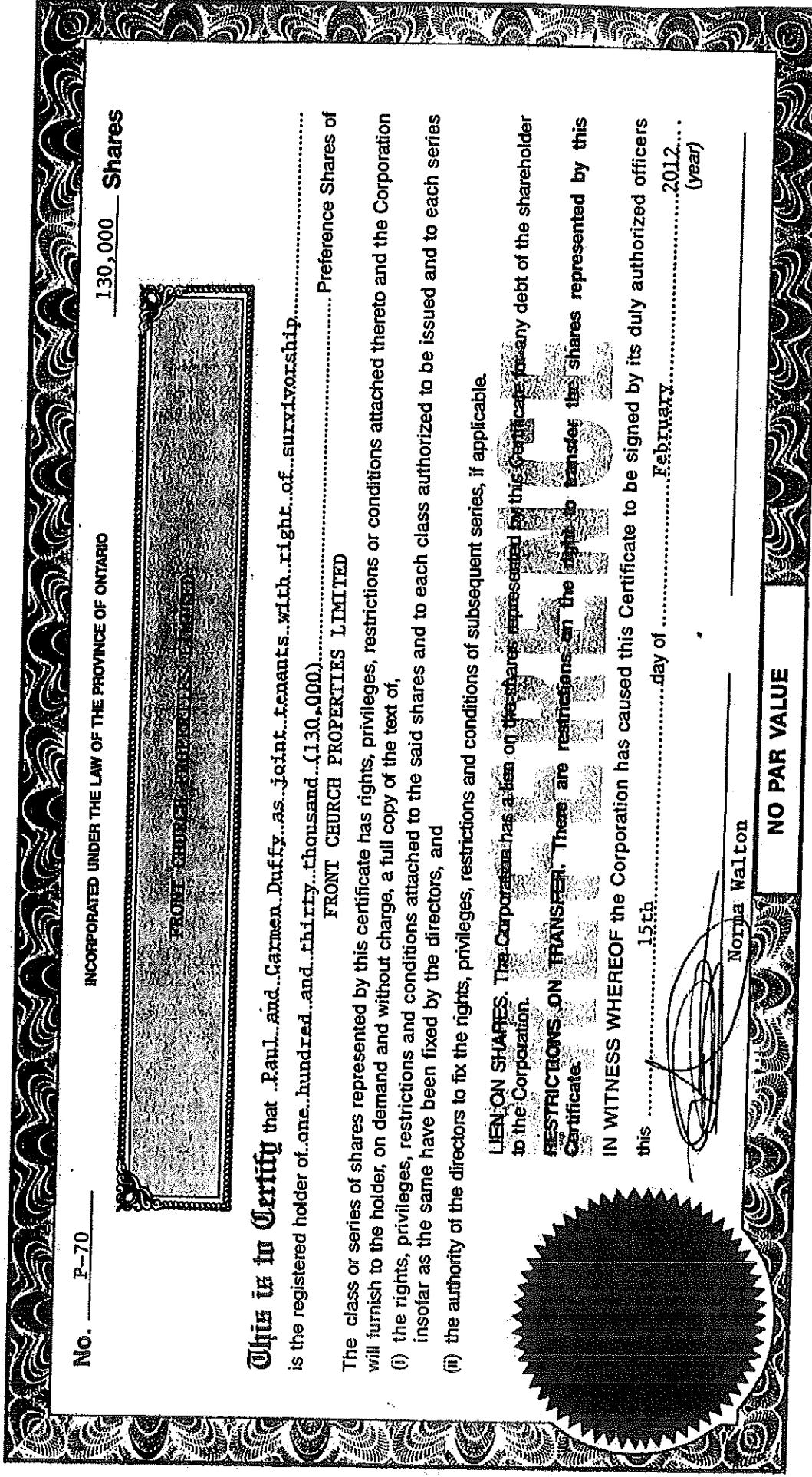
IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this ..... 16th day of April 2008 (year)

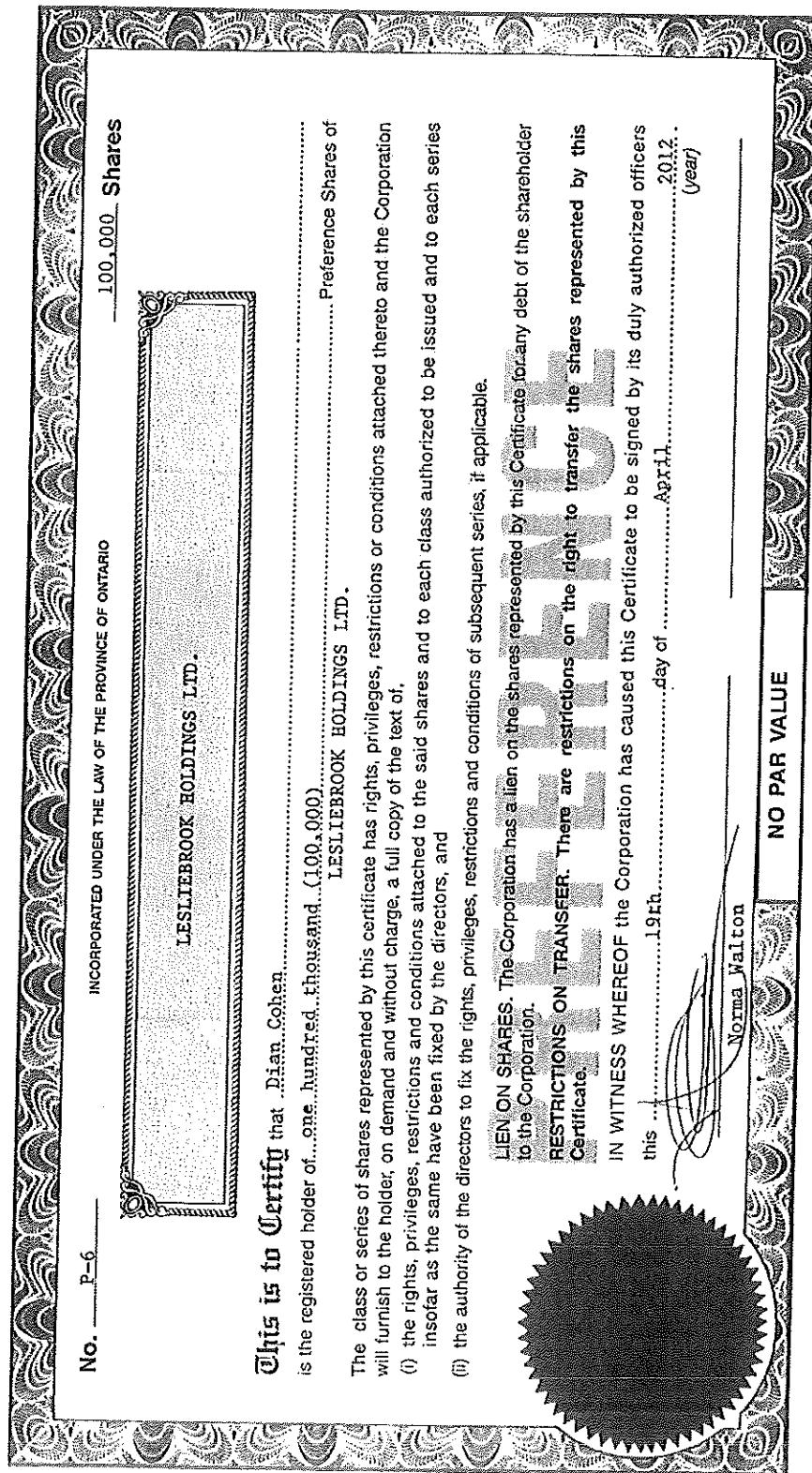
**NO PAR VALUE**

No. <u>007</u>	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	<u>38,500</u> Shares
<p><b>This is to Certify that Scotia Capital Inc. Carmen Duffy</b>  is the registered holder of thirty-eight thousand five hundred (38,500) <b>"B"</b> Preference Shares of  <b>THE ROSE AND THISTLE GROUP LTD.</b></p> <p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,</p> <ol style="list-style-type: none"> <li>the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and</li> <li>the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</li> </ol> <p><b>LIEN ON SHARES.</b> The Corporation has a lien on the shares represented by this certificate for any debt of the shareholder to the Corporation.</p> <p><b>RESTRICTIONS ON TRANSFER.</b> There are restrictions on the right to transfer the shares represented by this certificate.</p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this <u>16th</u> day of <u>April</u>, 2008.  (Year)</p> <p style="text-align: center;"><b>NO PAR VALUE</b></p>		

No. _____	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	40,000 Shares
		
<p>This is to Certify that Paul and Carmen Duffy as joint tenants with right of survivorship is the registered holder of forty thousand (40,000) Preference Shares of 1793530 ONTARIO INC.</p> <p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,</p> <ul style="list-style-type: none"><li>(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and</li><li>(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</li></ul> <p><b>LIEN ON SHARES.</b> The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.</p> <p><b>RESTRICTIONS ON TRANSFER.</b> There are restrictions on the right to transfer the shares represented by this Certificate.</p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 18th day of March 2009 (year)</p> <p>Norma Walton</p> <p>NO PAR VALUE</p> <p>D&amp;D ONT. PREF. GR. LRLS</p>		

Certificate No.	P-70	From whom transferred	Received Certificate No.
For	130,000 Shares		for _____ this _____ day of _____ (year)
PREFERENCE SHARE CERTIFICATE	Paul and Carmen Duffy as joint tenants with right of survivorship Dated February 15, 2012 (year)	Dated _____ No. Original Certificate _____ (year) No. Original Shares _____ No. of Shares Transferred _____	





No. P-12

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 Shares

This is to certify that Stockton & Bush Holdings Ltd.

is the registered holder of one hundred thousand (100,000)

1793530 ONTARIO INC.

Preference Shares of

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**STOCKHOLDERS**  
The Corporation has filed on the share register represented by this certificate, any debt of the shareholder  
of the Corporation.  
**RESTRICTIONS ON TRANSFER**. There are restrictions on the right to transfer the shares represented by this  
certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this ..... 15th ..... day of ..... April ..... 2012 .....

  
Norma Walton

(year)

**NO PAR VALUE**

081

No. 2-7 INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO 100,000 Shares

This is to Certify that Stockton & Bush Holdings Ltd. is the registered holder of one hundred thousand (100,000) LESLIEBROOK HOLDINGS LTD. Preference Shares of will furnish to the holder, on demand and without charge, a full copy of the text of, (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**STENON SHARES.** The Corporation has attached or will attach to this certificate a copy of the certificate of any debt of the shareholder.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this certificate.

IN WITNESS WHEREOF the Corporation, has caused this Certificate to be signed by its duly authorized officers

June ..... day of ..... 2012.  
No. 15th, .....  
Name Walton  
Signature

NO DAD VAIL NO DAD VAIL

No. P-56

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 Shares

## FRONT CHURCH PROPERTIES LIMITED

This is to certify that Stockton & Bush PMI Inc.  
is the registered holder of one hundred thousand (100,000)

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish, to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 10th day of January 2011  
(year)

Norma Walton

NO PAR VALUE

No. P-11

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 Shares

This is to Certify that Stockton & Bush P.M.I. Inc.  
is the registered holder of one hundred thousand (\$100,000)

1793530 ONTARIO INC.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

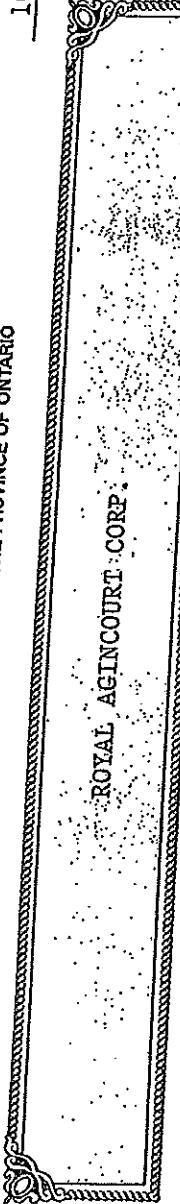
- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

UNION SHARES. The Corporation has issued on the shares represented by this certificate  
to the Corporation  
RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this  
Certificate  
IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 31st day of December, 2011.

  
Norma Walton

NO PAR VALUE

089  
(year)

No. <u>P-5</u>	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	<u>100,000</u> Shares
 <p style="text-align: center;"><b>ROYAL AGINCOURT CORP.</b></p>		
<p>This is to certify that Stockton &amp; Bush P.M.L. Inc. is the registered holder of one hundred thousand (100,000) ROYAL AGINCOURT CORP. Preference Shares of The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,            (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series            (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</p> <p><b>LICENSE SHARES.</b> The Corporation has issued or will issue shares represented by this Certificate for any debt of the shareholder <b>RESTRICTIONS ON TRANSFER.</b> There are restrictions on the right to transfer the shares represented by this IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 19th day of October 2011 (year)</p> <p style="text-align: right;">Norma Walton</p> <p style="text-align: right;">NO PAR VALUE</p>		

No. <u>P-9</u>	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	<u>150,000</u> Shares
<p style="text-align: center;"><b>FRONT CHURCH PROPERTIES LIMITED</b></p>		
<p>This is to Certify that Stockton and Bush Property Management Inc. is the registered holder of one hundred and fifty thousand (150,000) Preference Shares of the class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,</p> <ol style="list-style-type: none"> <li>the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series</li> <li>the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</li> </ol> <p>LIEN ON SHARES. The Corporation has a lien on the shares represented by this certificate for any debt of the shareholder.</p> <p>RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this certificate.</p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers</p> <p>.....day of <u>March</u>, <u>2007</u>. (year)</p> <p></p> <p>Ronald Walton, President</p> <p></p> <p>Norma Walton, Secretary</p> <p>NO PAR VALUE</p>		

No. P-28

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 Shares

This is to certify that

Stockton and Bush Property Management, Inc.  
is the registered holder of one hundred thousand (100,000)FRONT CHURCH PROPERTIES LIMITED  
will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached thereto and the Corporation  
insofar as the same have been fixed by the directors, and  
(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

REASON FOR ISSUANCE. The Corporation has issued

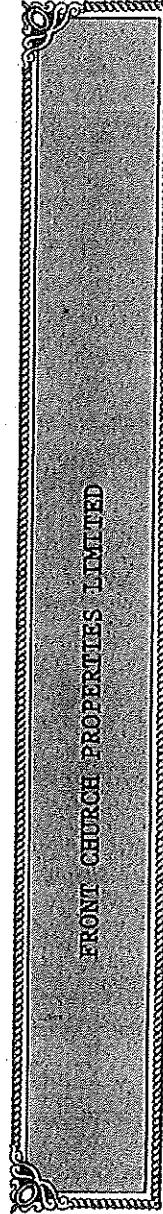
shares represented by this certificate to [REDACTED]

any debt of the shareholder  
RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer shares represented by thisIN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 9th day of January 2008  
Ronald Walton, President(year)  
Norma Walton, Secretary

NO DAD W/AM NO DAD W/AM

No. P-39

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

57,500 Shares

This is to certify that 1607544 Ontario Inc.,

is the registered holder of fifty seven thousand and five hundred (57,500) FRONT CHURCH PROPERTIES LIMITED.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this ..... 19th ..... day of ..... February ..... 2009.

2009  
(year)

Norma Walton

NO PAR VALUE

No. <u>2-13</u>	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	<u>100,000</u> Shares	
<p style="text-align: center;"><b>FRONT CHURCH PROPERTIES LIMITED</b></p>			
<p>This is to certify that ..1607544 Ontario Inc. is the registered holder of...one hundred thousand (100,000) FRONT CHURCH PROPERTIES LIMITED Preference Shares of</p>			
<p>The class or series of shares represented by this certificate has rights, privileges, restrictions, or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,            (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series            insofar as the same have been fixed by the directors, and            (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</p>			
<p>LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.</p>			
<p>RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.</p>			
<p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this            1st.....day of .....March.....2007..            (year)</p>			
 Ronald Walton, President  Norma Walton, Secretary			
<table border="1"> <tr> <td>NO PAR VALUE</td> </tr> </table>			NO PAR VALUE
NO PAR VALUE			

No. P-23

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

42,500 Shares

## FRONT CHURCH PROPERTIES LIMITED

This is to Certify that 1607544 Ontario Inc.

is the registered holder of forty two thousand and five hundred (42,500) FRONT CHURCH PROPERTIES LIMITED

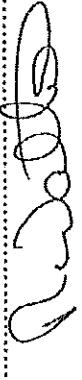
The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
 (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  
 insofar as the same have been fixed by the directors, and  
 (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

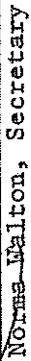
**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
 this 16th day of July 2007.

2007  
 (year)



Ronald Walton, President



Norma Walton, Secretary

NO PAR VALUE
--------------

No. P-5

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100,000 Shares

FRONT CHURCH PROPERTIES LIMITED

This is to certify that 1607544 Ontario Inc.

is the registered holder of one hundred thousand (100,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 1st day of March 2007.

2007  
(year)



Ronald Walton, President



Norma Walton, Secretary

NO PAR VALUE

No. C-5

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

625,000 Shares

## FRONT CHURCH PROPERTIES LIMITED

This is to certify that 1607544 Ontario Inc. is the registered holder of six hundred and twenty five thousand (625,000) Common Shares of

## FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 1st day of March, 2007.

(year)


  
Ronald Walton, Secretary


  
Ronald Walton, President
NO PAR VALUE

No. P-66

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

50.000 Shares

FRONT CHURCH PROPERTIES LIMITED

This is to certify that Schaefer is the registered holder of...fifty thousand...50,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
 (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  
 inssofar as the same have been fixed by the directors, and

(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**TEN ON SHARES.** The Corporation has alien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
 this 29th day of July, 2011.....  
Norme Walton

NO PAR VALUE

No. P-72

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

40,000 Shares

## FRONT CHURCH PROPERTIES LIMITED

This is to Certify that Joel and Renee Schachter, as joint tenants with right of survivorship, is the registered holder of forty thousand (40,000) shares of FRONT CHURCH PROPERTIES LIMITED.

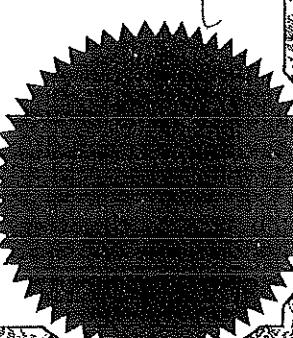
The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series
- the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

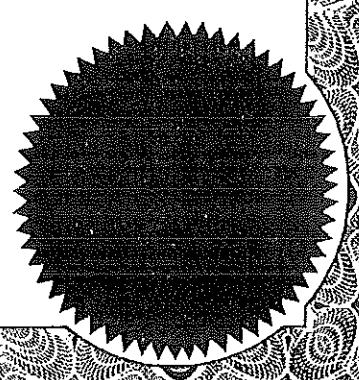
**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 23rd day of February 2012.

Norma Walton  


NO PAR VALUE

No. P-59	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	100,000 Shares
<p><b>FRONT CHURCH PROPERTIES LIMITED</b></p> 		
<p>This is to certify that Joell and Renée Schachter, as joint tenants with right of survivorship, is the registered holder of one hundred thousand (100,000) Preference Shares of FRONT CHURCH PROPERTIES LIMITED.</p> <p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,</p> <ol style="list-style-type: none"> <li>the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and</li> <li>the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</li> </ol> <p><b>LIEN ON SHARES.</b> The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.</p> <p><b>RESTRICTIONS ON TRANSFER.</b> There are restrictions on the right to transfer the shares represented by this Certificate.</p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 13th day of April, 2011.</p> <p>Norma Walton</p>		
		NO PAR VALUE

No. P-71

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

60,000 Shares

This is to certify that Joel and Renee Schachter...as...joint..tenants..with..right..of..survivorship.....  
is the registered holder of...sixty..thousand...(60,000).....

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this 23rd.....day of .....February.....2012.....  
(year)

Norma Walton

NO PAR VALUE

096

No. P-64

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

50,000 Shares

FRONT CHURCH PROPERTIES LIMITED

This is to certify that Joel Schachteris the registered holder of fifty thousand (50,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 29th day of July, 2011.  
Norma Walton

NO PAR VALUE

No. P-65

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

50,000 Shares

FRONT CHURCH PROPERTIES LIMITED

This is to Certify that Rosebud Holdings Ltd.

is the registered holder of fifty thousand (50,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of, (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 29th day of July, 2011.

Norma Walton

NO PAR VALUE

098

No. P-49

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

70,000 Shares

FRONT CHURCH PROPERTIES LIMITED

This is to Certify that Rosebud Holdings Ltd.

is the registered holder of..seventy..thousand ..(70,000)

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
 (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  
 insofar as the same have been fixed by the directors, and  
 (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
 this ..... 30th ..... day of ..... August ..... 2010 .....  
 (year)  
  
 Norma Walton

NO PAR VALUE

No. P-55

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

80,000 Shares

## FRONT CHURCH PROPERTIES LIMITED

**This is to Certify** that Rossbud Holdings Ltd.

is the registered holder of eighty thousand (\$80,000).

FRONT CHURCH PROPERTIES LIMITED

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 7th day of January 2011.


  
Norma Walton

NO PAR VALUE

No. P-13

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

617,000 Shares

ACADEMY LANDS LTD.

This is to certify that C2M2J Holdings Company  
is the registered holder of six hundred and seventeen thousand (617,000) Preference Shares of  
ACADEMY LANDS LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation  
will furnish to the holder, on demand and without charge, a full copy of the text of,  
(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  
insofar as the same have been fixed by the directors, and  
(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder  
to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this  
Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this ..... day of ..... December ..... 2013  
(year)

Norma Walton

NO PAR VALUE

No. 2-12

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

131,500 Shares

ACADEMY LANDS LTD.

This is to certify that Michael De Jong-Homes, Inc. is the registered holder of one hundred and thirty-one thousand five hundred (131,500) Preference Shares of ACADEMY LANDS LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of:

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series; insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 12th day of December, 2013.

Norma Walton

NO PAR VALUE

No. P-10

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

500,000 Shares

ACADEMY LANDS LTD.

This is to certify that Christine De Jong Medicine Professional Corporation  
is the registered holder of five hundred thousand (500,000) Preference Shares of  
ACADEMY LANDS LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  
insofar as the same have been fixed by the directors, and  
(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this ..... 15th ..... day of April ..... 2012 .....  
(year)

Norma Walton

NO PAR VALUE

No. 003

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

716,906 Shares

## UNITED EMPIRE LANDS LTD.

**This is to Certify** that Christine De Jong Medicine Professional Corporation.....  
 is the registered holder of...seven hundred and six thousand nine hundred and six (716,906)..... Common Shares of  
 UNITED EMPIRE LANDS LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
 (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  
 insofar as the same have been fixed by the directors, and  
 (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

**IN WITNESS WHEREOF** the Corporation has caused this Certificate to be signed by its duly authorized officers  
 this ..... 28th ..... day of ..... January ..... 2013 .....

Norma Walton

NO PAR VALUE

No. 003

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100 Shares

PRINCE EDWARD PROPERTIES LTD.

This is to Certify that Christine De Jong Medicine Professional Corporation  
is the registered holder of one hundred (100) Common Shares of

PRINCE EDWARD PROPERTIES LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  
insofar as the same have been fixed by the directors, and  
(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

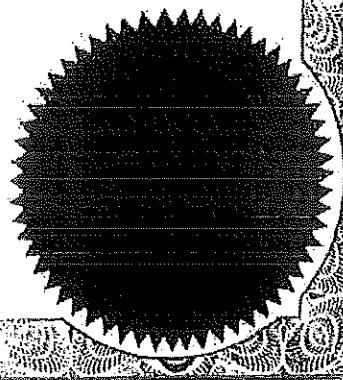
LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this September 11th, 2013  
day of September, 2013  
(year)

Norma Walton

NO PAR VALUE

No. <u>003</u>	Incorporated Under the Law of the Province of Ontario	<u>100</u> Shares
<p>ST CLARENCE HOLDINGS LTD.</p> 		
<p>This is to Certify that Christine De Jong Medicine Professional Corporation is the registered holder of one hundred (100) Common Shares of ST CLARENCE HOLDINGS LTD.</p> <p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,</p> <ol style="list-style-type: none"> <li>(i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and</li> <li>(ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</li> </ol> <p>LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.</p> <p>RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.</p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this <u>18th</u> day of <u>November</u>, <u>2013</u>.</p> <p><i>[Handwritten signature of Norma Walton]</i></p> <p>Norma Walton</p> <p>NO PAR VALUE</p>		

No. 003

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

100 Shares

EMERSON DEVELOPMENTS LTD.

**This is to Certify** that Christine De Jong Medicine Professional Corporation  
is the registered holder of one hundred (100) .... Common Shares of

EMERSON DEVELOPMENTS LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  
 (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  
 insofar as the same have been fixed by the directors, and  
 (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

**IN WITNESS WHEREOF** the Corporation has caused this Certificate to be signed by its duly authorized officers  
 this 18th day of November 2013 (year)

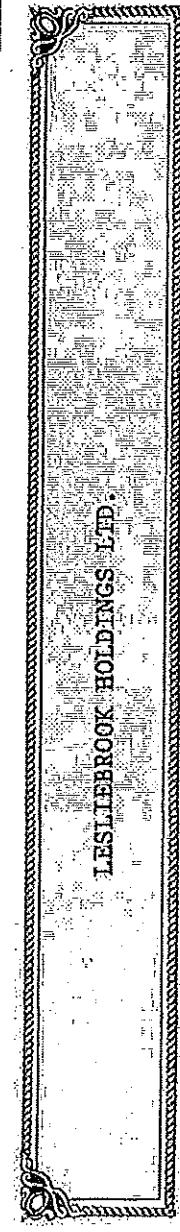
Norma Walton

NO PAR VALUE

No. P-10

INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO

500,000 Shares



**This is to Certify** that Christine De Jong Medicine Professional Corporation  
is the registered holder of...five hundred thousand (500,000) Preference Shares of  
LESLIEBROOK HOLDINGS LTD.

The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,

- (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series insofar as the same have been fixed by the directors, and
- (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.

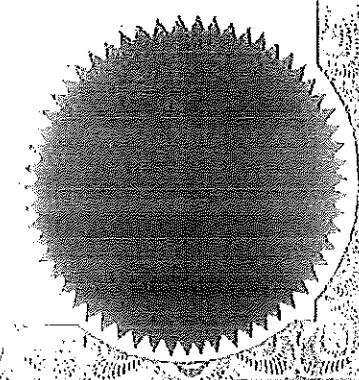
**LIEN ON SHARES.** The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.

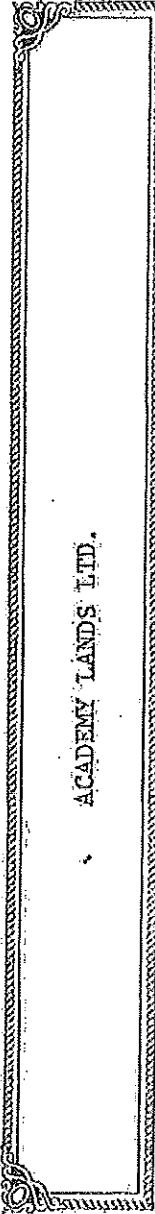
**RESTRICTIONS ON TRANSFER.** There are restrictions on the right to transfer the shares represented by this Certificate.

IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  
this ..... day of ..... June, 2012.  
..... 30th, 2012.

Norma Walton

NO PAR VALUE

No. <u>P-13</u>	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	<u>617,000</u> Shares
<p>This is to Certify that C2M2J Holding Company.....  is the registered holder of ..six..hundred..and..seventeen..thousand..(617,000).....  ACADEMY LANDS LTD.</p>		
<p>This is to Certify that C2M2J Holding Company.....  is the registered holder of ..six..hundred..and..seventeen..thousand..(617,000).....  ACADEMY LANDS LTD.</p>		
<p>The class or series of shares represented by this certificate has rights, privileges, restrictions or conditions attached thereto and the Corporation will furnish to the holder, on demand and without charge, a full copy of the text of,  (i) the rights, privileges, restrictions and conditions attached to the said shares and to each class authorized to be issued and to each series  insofar as the same have been fixed by the directors, and  (ii) the authority of the directors to fix the rights, privileges, restrictions and conditions of subsequent series, if applicable.</p>		
<p>LIEN ON SHARES. The Corporation has a lien on the shares represented by this Certificate for any debt of the shareholder to the Corporation.</p>		
<p>RESTRICTIONS ON TRANSFER. There are restrictions on the right to transfer the shares represented by this Certificate.</p>		
<p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers  this .....12th.....day of .....December.....2013.....  (Year)</p>		
		
<p><u>Norma Walton</u></p>		
<p><u>NO PAR VALUE</u></p>		

No. P-12	INCORPORATED UNDER THE LAW OF THE PROVINCE OF ONTARIO	131,500 Shares
 <p>This is to certify that Michael De Jong Homes Inc. is the registered holder of one hundred and thirty one thousand one hundred and fifty nine Preference Shares of Academy Lands Ltd.</p> <p>ACADEMY LANDS LTD.</p> <p><b>CERTIFICATE</b></p> <p>IN WITNESS WHEREOF the Corporation has caused this Certificate to be signed by its duly authorized officers this 12th day of December 2013.</p> <p>Norma Walton</p> <p>NO PAR VALUE</p>		