

REGISTERED

MAY 30 2013

CORPORATE  
REGISTRY1. **Name of corporation:**

Information Services Corporation

2. **The classes and any maximum number of shares that the corporation is authorized to issue:**

The corporation is authorized to issue an unlimited number of Class A Limited Voting Shares ("Class A Shares"), one Class B Golden Share ("Class B Golden Share"), and an unlimited number of Preferred Shares ("Preferred Shares") each carrying the rights described in these Articles of Continuance.

**2.01 CLASS A SHARES**

- (b) Subject to section 2.01(b) below, the holders of the Class A Shares shall be entitled to receive notice of, attend and vote at all meetings of the shareholders and shall be entitled to one (1) vote for each Class A Share held at such meeting, except for meetings at which only holders of another class or series of shares of the corporation are entitled to vote separately as a class or series.
- (b) The rights of holders of the Class A Shares to vote their shares may be limited by *The Information Services Corporation Act* and regulations adopted pursuant to *The Information Services Corporation Act*, both as amended from time to time (the "ISC Act") in the manner and to the extent set out therein.
- (c) If in any year the Lieutenant Governor in Council for the Province of Saskatchewan has elected to appoint directors of the Corporation in accordance with the ISC Act, then Crown Investments Corporation of Saskatchewan (or any of its affiliates (as defined in *The Business Corporations Act* (Saskatchewan))) shall not be entitled to vote any of the Class A Shares held by it (or its affiliates as the case may be) on any shareholders resolution electing directors of the Corporation during such year.

**2.02 CLASS B GOLDEN SHARES**

- (a) The holder of the Class B Golden Share shall be entitled to receive notice of and attend all meetings of the shareholders but shall not be entitled to vote on any matter other than those provided for herein, in the ISC Act or in *The Business Corporations Act* (Saskatchewan).



- (b) The approval of the holder of the Class B Golden Share must be obtained, by a separate vote as a class, and the holder of the Class B Golden Share shall vote against and veto, any of the following proposals, failing which the holder of the Class B Golden Share shall be deemed to have voted against and vetoed any of the following proposals:
- (A) a transfer of the registered office of the corporation to a jurisdiction outside Saskatchewan;
  - (B) a transfer of all or any part of the corporation's head office operations, or all or any part of the functions constituting the corporation's head office operations, to a jurisdiction outside Saskatchewan; and
  - (C) the sale, lease or exchange of all or substantially all of the corporation's property.
- (c) The approval of the holder of the Class B Golden Share must be obtained and the holder of the Class B Golden Share shall be entitled to vote, by a separate vote as a class, on any proposal to;
- (A) apply for continuance in a jurisdiction outside Saskatchewan; or
  - (B) amend the articles of the corporation.
- (d) For the purposes of section 2.02(b) above the term "head office operations" shall have the meaning ascribed to such term in the ISC Act.

### **2.03 PREFERRED SHARES**

- (a) The Preferred Shares may at any time or from time to time be issued in one or more series. The board of directors of the corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of Preferred Shares. Notwithstanding the foregoing, no series of Preferred Shares shall provide for the right to vote in connection with any election of directors of the corporation.
- (b) Except as otherwise provided by law or in accordance with any voting rights which may from time to time be attached to any series of Preferred Shares, the holders of the Preferred Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the corporation.

### **2.04 DIVIDENDS**

- (a) Subject to applicable law, including the ISC Act, and to the rights attached to any series of Preferred Shares issued and outstanding from time to time, the directors of the corporation may at any time or from time to time declare dividends to the holders of the Preferred Shares and the Class A Shares in such amounts as the directors of the corporation at such time or times determine, out of moneys of the corporation properly applicable to the payment of dividends, and may declare dividends to the holders of the Preferred Shares or the Class A Shares without any dividend being declared at that or any other time to the holders of any other class of shares.
- (b) The rights of holders of the Class A Shares to receive payment of dividends declared on their shares is limited by the ISC Act in the manner and to the extent set out therein.
- (c) The holder of the Class B Golden Share shall not be entitled to receive dividends on its Class B Golden Share.

#### **2.05 LIQUIDATION**

- (a) The Preferred Shares are entitled to priority over the Class A Shares and the Class B Golden Share and all other shares ranking junior to the Preferred Shares in connection with any liquidation, dissolution or winding-up of the corporation or other distribution of property or assets of the corporation to its shareholders for the purposes of winding-up its affairs.
- (b) Subject to the rights of the holders of the Preferred Shares, the holders of the Class A Shares shall participate rateably, share and share alike, to the exclusion of the Class B Golden Share and without any further preference or distinction in connection with any liquidation, dissolution or winding-up of the corporation or other distribution of property or assets of the corporation to its shareholders for the purposes of winding-up its affairs.

### **3. Restrictions, if any, on the share transfers:**

- 3.01 The transfer of the Class A Shares is subject to the restrictions set out in the ISC Act and the procedures and rules adopted by the directors of the corporation from time to time.
- 3.02 The Class B Golden Share may be held by or transferred to only the following entities: (i) a Crown corporation existing under *The Crown Corporations Act, 1993* (Saskatchewan); (ii) a department, ministry or agency of the Government of

Saskatchewan; or (iii) any other agent of the Crown in Right of the Province of Saskatchewan.

4. **Authorized number of directors:**

A minimum of Six (6) and a maximum of Twelve (12).

5. **Restrictions, if any, on businesses the corporation may carry on or on powers the corporation may exercise:**

None.

6. **Other provisions, if any:**

- 6.01 The provisions of the ISC Act shall apply to the corporation and are incorporated in these articles by reference as if they were set out herein. In the event of any conflict between the provisions of the ISC Act and the provisions of these articles, the provisions of the ISC Act shall govern.
- 6.02 The Lieutenant Governor in Council of the Province of Saskatchewan may annually appoint to the board of directors of the corporation that number of members as is provided for in the ISC Act.
- 6.03 The corporation shall not transfer all or any part of its head office operations, or all or any part of the functions constituting the head office operations, to a jurisdiction outside of Saskatchewan. For the purposes of this provision, the term "head office operations" shall have the meaning ascribed to such term in the ISC Act.

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<b>Date:</b> May 30, 2013	<b>Signature:</b> 