



Consumer, Labour and
Financial Services

PO Box 2000, Charlottetown
Prince Edward Island
Canada C1A 7N8

Justice and
Public Safety

Justice et
Sécurité publique



Consommation, travail et
services financiers

C.P. 2000, Charlottetown
Île-du-Prince-Édouard
Canada C1A 7N8

RECEIVED

AUG 04 2016

August 1, 2016

Key Murray Law

Ryan MacDonald
KEY MURRAY LAW
119 Queen Street, Suite 202
PO Box 875
Charlottetown PE C1A 7L9

Dear Mr. MacDonald:

Re: UPTON FARM TRUST INC.

Enclosed please find the Supplementary Letters Patent for the above noted company,
along with our receipt for fees paid.

Sincerely,

for Steve Dowling
Acting Director
Consumer, Labour & Financial Services

Enclosure

Tel/Tél. : 902 368 4550

gov.pe.ca

Fax/Télec. : 902 368 5283



Province of Prince Edward Island

Form 8

Supplementary Letters Patent

(Pursuant to the *Companies Act* R.S.P.E.I. 1988, Cap. C-14, S.18, S.37)

Dated 01 August 2016

Supplementary Letters Patent
issued to

UPTON FARM TRUST INC.

By the Minister Responsible for the Companies Act

To All to Whom These Presents Shall Come, Greeting:

Whereas, the *Companies Act*, R.S.P.E.I. 1988, Cap. C-14, provides that the Minister may, by supplementary letters patent, confirm a resolution or bylaw passed by a vote of at least two-thirds in value of the total shareholders of the company at a special general meeting called for the purposes of extending the powers of the company to such other purpose and objects within the purview of the Act, or reducing, limiting, amending or varying such powers or any of the provisions of the letters patent or supplementary letters patent issued to the company as may be defined in the resolution, or, increasing or decreasing the capital stock of the company, or subdividing the shares or consolidating or dividing share capital into shares of larger amounts than its existing shares.

And whereas, in accordance with the foregoing the above company has passed the resolution or bylaw which is attached hereto and forms part thereof.

Therefore, the Minister under the provisions of the Act does grant these supplementary letters patent confirming the said resolution or bylaw amending the provisions of the existing letters patent and supplementary letters patent.

Dated at Charlottetown, Prince Edward Island, the 1 day of August, 2016

Deputy Minister

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT

Companies Act, R.S.P.E.I. 1988, Cap. C-14, S.18, S.36

Consumer Labour & Professional Services

TO: The Minister

1. Upton Farms Trust Inc. hereby makes
(Name of Company)

application for Supplementary Letters Patent changing the provisions of the Letters Patent as follows:

To amend the objects and purposes of the Company and to amend the dissolution clause established pursuant to the bylaws of the company, as set out in Schedule "A" hereto attached.

2. A special resolution approving the change of provisions in the Letters Patent was passed by a vote of at least two-thirds in value of the total members of the company at the annual meeting held for that purpose on the 6th day of June, 2016.

DATED this 29 day of July, 2016.

Katie Whalen

Witness

Heidi Hyndman
Heidi Hyndman, President

AFFIDAVIT

I, Heidi Hyndman of Charlottetown, in the County of Queens, Province of Prince Edward Island.

MAKE OATH AND SAY AS FOLLOWS:

1. That I am the President of Upton Farm Trust Inc. and as such have personal knowledge of the facts herein depicted.
2. THAT the application for Supplementary Letters Patent of the company is true and correct and is made in good faith and not for any improper purpose and is necessary and expedient in the best interests of the company.

SWORN TO before me at Charlottetown,
in Queens County, Province of Prince)
Edward Island, this 29)
day of July, 2016.)

Heidi Hyndman

Katie Whalen

A COMMISSIONER FOR TAKING AFFIDAVITS
IN THE SUPREME COURT

SCHEDULE "A"

To delete all of the existing objects and purposes of the Company, as contained in the Letters Patent and Bylaws of the Company, and to replace them with the following objects and purposes:

1. To preserve, maintain and protect any and all lands acquired, owned or possessed by the Company, within the Province of Prince Edward Island, for the benefit of the public by conserving, maintaining and reintroducing the native flora and fauna of Prince Edward Island on a long term basis.
2. To undertake activities that are ancillary and incidental to the attainment of the above purposes.

To delete the existing dissolution clause contained in the Letters Patent and Bylaws of the Company, identified as Article XIV, and to replace it with the following dissolution clause:

1. The Directors may, by approval of 75% of the Directors at a meeting called to consider the matter, approve a resolution to wind up the Trust.
2. A resolution of the Board approved under subsection (1) must be approved by 60% of the total Membership.
3. A resolution to wind up of the Trust approved under subsections (1) and (2) must be approved by the Lieutenant Governor in Council.
4. No portion of the property of the Trust shall be distributed among the Directors or Members of the Trust.
5. No winding up of the Trust shall occur until the expiration of a one-year period of *bona fide* public consultation and agreement is reached between the Directors and the Lieutenant Governor in Council on a suitable method for the perpetual preservation of the Trust's land as a green space.
6. Upon the dissolution of the Trust and after payment of all debts and liabilities, its remaining property will be distributed or disposed of to charities registered under the *Income Tax Act* (Canada).
7. In the event of any disagreement as to the charitable organization to which assets are transferred, or as to the manner of preservation of the former Trust's lands as a perpetual green space, the matter shall be determined by a Judge of the Supreme Court of Prince Edward Island.