



McLENNAN ROSS LLP  
LEGAL COUNSEL

Our File Reference: 103039

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*PLEASE REPLY TO EDMONTON OFFICE*

October 13, 2010

Shear Diamonds (Nunavut) Corp.  
c/o McCarthy Tetrault LLP  
Suite 5300 Toronto Dominion Bank Tower  
Toronto, ON M5K 1E6

**Attention: Michael Lee**

Dear Sir:

**Re: Shear Diamonds (Nunavut) Corp. (the Corporation)**

We are pleased to advise that the extra-provincial registration of the Corporation pursuant to the Business Corporations Act of Alberta (the "Act") has been completed.

## **I. REGISTRATION**

The Corporation was registered extra-provincially in Alberta on September 9, 2010 under Corporate Access No. 2115579357 and is entitled to carry on business in Alberta.

The Corporation's Attorney for service in Alberta is the writer. It is not necessary for the Corporation to maintain a head office or records book in Alberta. The ongoing obligations and requirements of the Corporation in Alberta are set out in the enclosed "Extra-Provincial Corporate Procedures Guide". Please review the same carefully. If a particular problem arises, you should refer to the appropriate governing document or the Act. Please feel free to contact the writer with any inquiries.

Edmonton Office  
600 West Chambers  
12220 Stony Plain Road  
Edmonton, AB T5N 3Y4  
p. 780.482.9200  
f. 780.482.9100  
tf. 1.800.567.9200

Calgary Office  
1600 Stock Exchange Tower  
300 - 5<sup>th</sup> Avenue SW  
Calgary, AB T2P 3C4  
p. 403.543.9120  
f. 403.543.9150  
tf. 1.888.543.9120

Yellowknife Office  
1001 Precambrian Building  
4920 - 52<sup>nd</sup> Street  
Yellowknife, NT X1A 3T1  
p. 867.766.7677  
f. 867.766.7678  
tf. 1.888.836.6684

## **II. NOTICE OF CHANGES**

The Corporation is required, from time to time, to file with the Alberta Registrar certain forms and notices as follows:

- (a) Changes relating to Registered Attorney must be filed forthwith;
- (b) Change of Address of Head Office in or outside Alberta within a month after the effective date;
- (c) Change of Directors within one month after the effective date of the change, with address and occupation of each new Director;
- (d) Amalgamation within one month of the effective date thereof;
- (e) Amendments to Charter within one month after the effective date of the amendment;
- (f) Change of name within one month after the effective date;
- (g) Liquidation forthwith after commencement of liquidation proceedings;
- (h) Ceasing to carry on business in Alberta.

If you file any of these Notices directly with Corporate Registry, please provide us with copies.

## **III. ANNUAL FILINGS**

Please note that the Corporation is required to file an Annual Return. As the Registered Attorney in the Province of Alberta for the Corporation, we will receive the Annual Return, complete and file the same and forward a copy of it directly to your attention. Failure to file an Annual Return or other notice or document required for a period of one year will allow the Registrar to cancel the registration of the Corporation in Alberta. Our annual retainer for acting as Registered Attorney and for preparing and attending to filing of the Annual Return is presently \$240.00 plus GST and disbursements.

## **IV. ENCLOSURES**

We herewith the following documents for insertion into your minute book:

1. Certificate of Registration;
2. Statement of Registration and Notice of Attorney for Service together with the Registration Statement issued by Alberta Corporate Registries;
3. Nuans name reservation;
4. Extra-Provincial Corporate Procedures Guide; and

5. Our Statement of Account for services rendered and disbursements incurred on your behalf which we trust you will find to be satisfactory.

Thank you for referring this matter to our firm.

Yours truly,

LAURIE A. FUMAGALLI

/s/

Encl.

H:\WDocs\103039\00032271.DOC

**CORPORATE ACCESS NUMBER: 2115579357**



**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
REGISTRATION**

**SHEAR DIAMONDS (NUNAVUT) CORP.  
WAS REGISTERED AS AN EXTRA-PROVINCIAL CORPORATION IN ALBERTA ON  
2010/09/09.**



Information Contained Herein

Electronically Filed

On Sept 9/10

2115579357

Statement of Registration

Extra-Provincial Corporations  
Business Corporations Act  
Section 280

1. Name of Corporation

SHEAR DIAMONDS (NUNAVUT) CORPORATION CORP.

2. Date of Incorporation,  
Amalgamation or Continuance

December 7, 2006

3. Place of Incorporation, Amalgamation or Continuance

NUNAVUT

4. Head Office Address Inside or Outside Alberta

Address (including postal / zip code)  
SUITE 220, 17010 - 103RD AVENUE,  
EDMONTON, ALBERTA, T5S 1K7

5. Principal Business of Corporation

MINING

6. Directors of Corporation

Name  
PAMELA DAWN STRAND

Address (including postal / zip code)  
SUITE 220, 17010 - 103RD AVENUE,  
EDMONTON, ALBERTA, T5S 1K7

Name

Address (including postal / zip code)

Name

Address (including postal / zip code)

Name

JULIE LASSONDE-GRAY

Address (including postal / zip code)

SUITE 220, 17010 - 103RD AVENUE,  
EDMONTON, ALBERTA, T5S 1K7

Name

Address (including postal / zip code)

Name

Address (including postal / zip code)

7. Was this corporation ever incorporated or previously registered in Alberta? ☐ Yes ☒ No  
If Yes, under what name and corporate access number was it incorporated / registered?

Name of Corporation

Corporate Access Number

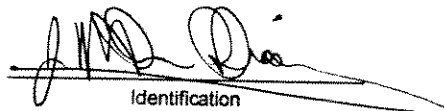
8. Is this corporation valid and subsisting in its home jurisdiction? ☒ Yes ☐ No

J.M. ALAIN CHIASSON

Name of Person Authorizing (please print)

SOLICITOR

Title (please print)



Identification

2010/09/01

Date

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, (780) 427-7013.

Information Contained Herein

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Notice of Attorney for Service or  
Change of Attorney or Alternative Attorney

Business Corporations Act  
Sections 280 and 288

1. Name of Corporation

SHEAR DIAMONDS (NUNAVUT) CORP.

2. Alberta Corporate  
Access Number

2115579357

3. Attorney Status: (Check the appropriate box)

☒ Attorney appointed for the purpose of registration

☐ Change of Attorney

☐ Alternative Attorney

☐ Change of Alternative Attorney

☐ Resignation / Revocation of \_\_\_\_\_ as Alternative Attorney.  
Name of Attorney

4. The above mentioned corporation has appointed LAURIE FUMAGALLI as the  
Name of Individual  
corporation's Attorney for service.

5. Full Address of Attorney

Address (accessible to public)	City / Town	Province	Postal Code
600 WEST CHAMBERS-12220 STONY PLAIN RD.	EDMONTON	ALBERTA	T5N 3Y4
Mailing Address (if different from above)	City / Town	Province	Postal Code

6. Attorney's Consent:

I, LAURIE FUMAGALLI consent to act as the Attorney of the above named  
Name of Attorney

corporation, as of Sept 7, 2010.  
Date

[Signature]  
Identification of Attorney

Heather McDowell  
Name of Witness (please print)

[Signature]  
Identification of Witness

600, 12220 Stony Plain Rd Edmonton AB T5N 3Y4  
Address of Witness City / Town Province Postal Code

J.M. ALAIN CHIASSON  
Name of Person Authorizing (please print)

(867) 766-7679  
Telephone Number (daytime)

Sept 7/10  
Date

[Signature]  
Identification

SOLICITOR  
Title (please print)

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## Register Extra-Provincial Profit / Non-Profit Corporation - Registration Statement

**Alberta Registration Date: 2010/09/09**

**Corporate Access Number: 2115579357**

Service Request Number:	15232680
Legal Entity Type:	Extra-Provincial Corporation
Extra-Provincial Type:	Other Prov/Territory Corps
Legal Entity Name:	SHEAR DIAMONDS (NUNAVUT) CORP.
French Equivalent Name:	
Assumed Name:	
Nuans Number:	100379335
Nuans Date:	2010/08/27
French Nuans Number:	
French Nuans Date:	
Assumed Nuans Number:	
Assumed Nuans Date:	
Assumed Name Letter:	

### HEAD OFFICE ADDRESS

Street:	SUITE 220, 17010 - 103 AVENUE
City:	EDMONTON
Province:	ALBERTA
Postal Code:	T5S 1K7
Country:	
Internet Mail ID:	

Canadian Home Jurisdiction:	NUNAVUT
Foreign Home Jurisdiction:	
Home Jurisdiction CAN:	C5133
Date Of Formation in Home Jurisdiction:	2006/12/07
Principal Business:	MINING
Valid In Home Jurisdiction:	Y

Future Dating Required:	
Registration Date:	2010/09/09

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Attorney

**Type:** Primary  
**Last Name:** FUMAGALLI  
**First Name:** LAURIE  
**Middle Name:** A.  
**Firm Name:** MCLENNAN ROSS LLP  
**Street:** 600, 12220 STONY PLAIN ROAD  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T5N 3Y4

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**Director**

**Officer/Director/Branch/Record Keeper Type:** Director  
**Individual / Legal Entity Type:** Individual  
**Corporate Access Number:**  
**Last Name / Legal Entity Name:** STRAND  
**First Name:** PAMELA  
**Middle Name:** DAWN  
**Street/Box Number:** SUITE 220, 17010 - 103 AVENUE  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T5S 1K7  
**Country:**

**Officer/Director/Branch/Record Keeper Type:** Director  
**Individual / Legal Entity Type:** Individual  
**Corporate Access Number:**  
**Last Name / Legal Entity Name:** LASSONDE-GRAY  
**First Name:** JULIE  
**Middle Name:**  
**Street/Box Number:** SUITE 220, 17010 - 103 AVENUE  
**City:** EDMONTON  
**Province:** ALBERTA  
**Postal Code:** T5S 1K7  
**Country:**

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**Attachment**

**No Records returned**



**Registration Authorized By: LAURIE A. FUMAGALLI**  
**SOLICITOR**

## Alberta Reservation Report / Rapport pour réservation en Alberta

SHEAR DIAMONDS (NUNAVUT) CORP.  
 100379335 =SHEAR DIAMONDS= MSK SHEER

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COMPANY NAME / NOM DE L'ENTREPRISE	JUR. / NO. / BUS. / ACT.	DATE	CITY / VILLE	EP	TYPE	STATUS / STATUT	STAT. DATE / DATE EFF.
SHEAR DIAMONDS (NUNAVUT) CORP	AB   100379335	2010Au27				Prop.MROSS	
SHEAR DIAMONDS LTD	AB   98944610	2010Mr17				Prop.SUNDROP	
SHEAR DIAMONDS LTD	AB   99720428	2010Jn14				Prop.SUNDROP	
DIAMONDS SUPREME	AB   0CRY091530	1984Jn14			TradeName	Active	
SHE-AR HOLDINGS	AB   0TN8289126	1999Ai29			TradeName	Active	
SILVER SHEARS	AB   TN15011513	2009No12			TradeName	Active	
AURA DIAMONDS INC	CD   0006738290	2007Mr19	TORONTO		CBCA	Active	
DIAMONDS ARE FOREVER	AB   0PT6581078	1995Jn13			Ptnrshp	Active	
SHEAR MINERALS LTD	AB   2012849135	2006De01	CALGARY		Bus_Corp	Active	
STAR DIAMONDS INC	AB   2013058934	2007Mr07	CALGARY		Bus_Corp	Active	
DIAMOND SPIRAL LTD	AB   99696593	2010Jn10				Prop.AMAALTA	
SILVER SHEARS (1981)	AB   0CRY058884	1981De14			TradeName	Active	
SHEARD HOLDING CORP	AB   2014392373	2008No24	EDMONTON		Bus_Corp	Active	
DIAMOND S. RESOURCES LTD	AB   2012881146	2006De15	CALGARY		Bus_Corp	Active	
SHEARD HOLDINGS LIMITED	CD   0000595250	1937De13	COATICOOK		CBCA	Active	1995Fe01
SHEPPARD, DIAMOND, & COMPANY LTD	AB   0203854153	1988Jn09			Bus_Corp	Historic	1988Ji05
COLGEN OILFIELD CONSULTING LTD	AB   0203884200	1988Au11	WHITECOURT		Bus_Corp	Active	2000Jn07

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## Alberta Reservation Report / Rapport pour réservation en Alberta

SHEAR DIAMONDS (NUNAVUT) CORP.  
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COMPANY NAME / NOM DE L'ENTREPRISE				EP   TYPE		STATUS / STATUT   STAT. DATE / DATE EFF.	
JUR.   NO.	DATE	CITY / VILLE					
BUS. / ACT.							
<b>AURORA CANADIAN DIAMONDS INC</b>							
AB   0205438823	1992Oc07	CALGARY			Bus_Corp	Active	2003Ma29
<b>SHEAR TECH OILFIELD SERVICES LTD</b>							
AB   0208480129	1999Se29	CALGARY			Bus_Corp	Active	
<b>DON-SHAR HOLDINGS LTD</b>							
AB   0202143277	1979Ji20	RED DEER			Bus_Corp	Active	1979Au08
<b>SHEER INVESTMENTS</b>							
AB   PT15069081	2009De16				Ptnrshp	Active	
<b>SPENCE DIAMONDS LTD</b>							
AB   2112192980	2006Ja30	VANCOUVER		BC	EP_Corp	Active	2006Fe22
<b>SHEARER HOLDINGS LTD</b>							
AB   0208915223	2000Au02	EDMONTON			Bus_Corp	Active	
<b>SHARES 4-4, INC</b>							
AB   2013783697	2008Ja31	CALGARY			Bus_Corp	Active	
<b>SHEAR TALENT INC</b>							
AB   2013651605	2007No27	CALGARY			Bus_Corp	Active	
<b>APPELTS DIAMONDS LTD</b>							
CD   0004395743	2006De08	WINNIPEG			CBCA	Active	
<b>SHEAR DELIGHT LTD</b>							
AB   2013430083	2007Au14	EDMONTON			Bus_Corp	Active	
<b>SAAR HOLDINGS LTD</b>							
CD   0000626422	1980Ma09	ST LAURENT			CBCA	Active	1984No20
<b>POLAR STAR DIAMONDS LTD</b>							
AB   0206815532	1996Ja18	EDMONTON			Bus_Corp	Active	2001Ma23
<b>SEHRA HOLDINGS LTD</b>							
AB   0207805029	1998Ai08	EDMONTON			Bus_Corp	Active	
<b>SPRINGBANK DIAMONDS INC</b>							
AB   2014491423	2009Ja26	CALGARY			Bus_Corp	Active	
<b>SHEAR FORCE PDC INC</b>							
AB   2011791106	2005Jn28	CALGARY			Bus_Corp	Active	2010Ma20
<b>SHEA HOLDINGS LTD</b>							
AB   0200865673	1976Ja19	LANGDON			Bus_Corp	Active	
<b>SHAR ENTERPRISES INC</b>							
AB   0203471115	1986Ai14	CALGARY			Bus_Corp	Active	

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# Alberta Reservation Report / Rapport pour réservation en Alberta

SHEAR DIAMONDS (NUNAVUT) CORP.  
100379335 =SHEAR DIAMONDS= MSK SHEER

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COMPANY NAME / NOM DE L'ENTREPRISE JUR. / NO.   DATE   CITY / VILLE BUS. / ACT.	EP	TYPE	STATUS / STATUT	STAT. DATE / DATE EFF.
<b>SAVARNA DIAMONDS</b> AB   TN13466883   2007Au30		TradeName	Active	
<b>SHEAR BITS LTD</b> AB   2014258491   2008Se16   CALGARY		Bus_Corp	Active	
<b>AXXESS DIAMONDS INC</b> CD   0006572065   2006Ma20   SASKATOON		CBCA	Active	
<b>DIAMOND SHINE</b> AB   0TN6883557   1996Mr25		TradeName	Active	
<b>ARCTIC DIAMONDS INC</b> CD   0003423816   1998Ma27   CALGARY		CBCA	Dissolved	2004Jn10
<b>SCHARRER HOLDINGS LTD</b> AB   0205963317   1994Ja25   CALGARY		Bus_Corp	Active	
<b>SHARE HOLDINGS LTD</b> AB   2012242737   2006Fe21   CALGARY		Bus_Corp	Active	
<b>SHEAR WIND INC</b> CD   0007342349   2010Mr01   BEDFORD		CBCA	Active	
<b>SHEAR ATTITUDE INC</b> AB   0203124979   1984Mr15   CALGARY		Bus_Corp	Active	1998Jn22
<b>DIAMONDS SINGLES SOCIAL CLUB OF ALBERTA</b> AB   0503755993   1988Fe29   EDMONTON		Society	Struck	1991Au01
<b>RJD SHARE CORP</b> AB   2015152149   2010Fe01   AIRDRIE		Bus_Corp	Active	
<b>"DIAMOND D"SHARPENING SERVICES</b> AB   0CRY011112   1975Jl21		TradeName	Active	
<b>DIAMOND SHIELD</b> AB   0CRY135786   1987Al07		TradeName	Active	
<b>SHEAR/MUD</b> AB   0CRY141167   1987Jl21		TradeName	Active	
<b>SHEPPARD, DIAMOND &amp; COMPANY LTD</b> AB   0203854153   1988Jn09		Bus_Corp	Historic	1995Mr09
<b>POLAR BEAR DIAMONDS INC</b> CD   0003586472   1999Fe11   CALGARY		CBCA	Active	
<b>SHEAR INSTINCT LTD</b> AB   0208745679   2000Al07   EDMONTON		Bus_Corp	Active	

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## Alberta Reservation Report / Rapport pour réservation en Alberta

SHEAR DIAMONDS (NUNAVUT) CORP.  
100379335 =SHEAR DIAMONDS= MSK SHEER

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COMPANY NAME / NOM DE L'ENTREPRISE			EP	TYPE	STATUS / STATUT	STAT. DATE / DATE EFF.
JUR. / NO.	DATE	CITY / VILLE				
BUS. / ACT.						
<b>SAFE DIAMOND INC</b>						
CD   0004343930	2006Ja18	LAVAL		CBCA	Dissolved	2009No17
<b>DIAMOND SQUARE REALTIES INC</b>						
CD   0004515978	2009Ai20	WESTMOUNT		CBCA	Active	
<b>R S HALF-DIAMOND LTD</b>						
AB   0206710014	1995Oc06	BRETON		Bus_Corp	Active	
<b>DIAMOND STAR INDUSTRIES LTD</b>						
AB   100229258	2010Au10				Prop.DEVON	
<b>SHANNONS SHEAR PERFECTION INC</b>						
AB   2011355183	2004No01	EDMONTON		Bus_Corp	Active	
<b>SHEAR DESIGN</b>						
AB   0TN4504817	1989Oc17			TradeName	Active	
<b>PATRIOT DIAMONDS INC</b>						
AB   0209587625	2001Oc31	CALGARY		Bus_Corp	Active	2010Mr15
<b>SEARS HOLDINGS LIMITED</b>						
CD   0000593664	1959De23	TORONTO		CBCA	Active	2000Se20
<b>HOLDING SEARS LIMITEE</b>						
CD   0000593664	1959De23	TORONTO		CBCA	Active	2000Se20
<b>SHEAR ABSTRACT INC</b>						
AB   2013730607	2008Ja07	EDMONTON		Bus_Corp	Active	
<b>CANADIAN DIAMOND SAWING &amp; DRILLING MANUFACTURERS ASSOCIATION INC</b>						
CD   0002192721	1987Ma14	MARKHAM		CCA_P12	Active	
<b>DIAMOND SHALE GAS CANADA INC</b>						
AB   99752189	2010Jn17				Prop.BENNETT	
<b>SHEAR DESIGN</b>						
AB   0TN6405971	1995Fe03			TradeName	Active	
<b>SHEAR DELIGHTS HAIR DESIGN LTD</b>						
AB   0203570155	1986De01	CALGARY		Bus_Corp	Active	
<b>DIAMOND D SHARPENING SERVICES</b>						
AB   0CRY030652	1979Ma01			Ptnrshp	Active	
<b>SHARPE HOLDINGS INC</b>						
AB   0200790574	1975Ai03	CALGARY		Bus_Corp	Active	1992Oc22
<b>DIAMOND STAR CONSULTING LTD</b>						
AB   0207179094	1996No25	SPRUCE GROVE		Bus_Corp	Active	

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# Trade-mark Report / Rapport des marques de commerce



100379335

SHEAR DIAMONDS

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Classes: 0

\* This report does not constitute a Trade-mark reservation / Ce rapport ne constitue pas de réservation de marque de commerce

TRADE-MARK / MARQUE DE COMMERCE				OWNER / PROPRIÉTAIRE
APP. NO. / NO. APP.	REG. NO. / NO. ENR.	REG. DATE / DATE. ENR.	STATUS / STATUT	CLASSES
GOODS / PRODUITS				
<b>SHEAR</b> 673256   TMA 397864   1992Ma01 Metal connectors used to attach brick veneer to backup load-resist>				19. FERO CORPORATION
<b>DIAMOND;</b> 886740   TMA 640003   2005Ma17 Restaurant and food take-out and delivery services.				43. PIZZA PIZZA ROYALTY LI
<b>EXTREME WAVY DIAMOND;</b> 1448810   Paper towels.			Advertised	16. CLEARWATER PAPER CORPO
<b>DIAMOND SHREDDIES</b> 1427249   Breakfast cereals.			Allowed	30. POST FOODS, LLC
<b>THREE DIAMONDS</b> 236208   TMA 115299   1959Se18 Chemicals, namely, acids, salts, alkalis, nitrates, phosphates, ca>				1,3,4,5. MITSUBISHI SHOJI KAISH
<b>ACE OF DIAMONDS</b> 294479   TMA 146124   1966Jl08 Phonograph records.				9. POLYGRAM INC.
<b>THE DIAMONDS</b> 385468   TMA 217251   1976No26 Entertainment consisting of group musical performances for theatri>				41. DIAMOND PRODUCTIONS IN
<b>DIAMONDS SHAPE;</b> 401541   TMA 228841   1978Jl07 Toys namely hand-paddles; swimming and diving accessories namely f>				9,18,28. ARENA DISTRIBUTION S.A
<b>SHEARWALL FORMING (1983) LTD. ;</b> 543357   TMA 320323   1986No07 Construction services.				37. SHEARWALL FORMING (198
<b>DIAMOND SHIELD</b> 752436   TMA 446020   1995Au11 Coatings in the nature of a protective finish for bronze cemetery >				2. MATTHEWS RESOURCES, IN
<b>DIAMOND;</b> 1026946   TMA 548983   2001Jl31 Clothing, namely jackets, parkas, windbreakers, jacket liners, jum>				18,25,28. COLUMBIA SPORTSWEAR NO
<b>DIAMOND;</b> 1095612   TMA 686032   2007Al16 Computer software used to exchange information and data via a glob>				9,35,38,42. E2OPEN, INC.
<b>SHEAR-SEAL</b> 1098231   TMA 630706   2005Ja20 Control valves to regulate the flow of gases or liquids, and parts>				9. BARKSDALE, INC.,
<b>SHEARBAND</b> 1104076   TMA 580569   2003Ma02 Metal strips for use in concrete construction to reinforce rebar.				6. ABCOT HOLDINGS INC.,
<b>DIAMOND SAGE</b> 1109618   TMA 665174   2006Ma29 Business and consulting services.				35. SAGE COACHING INC.,
<b>DIAMOND;</b> 1145809   TMA 612871   2004Jn16 Computers and computer-related products, namely desktop computers,>				9,35,36,37. CDI COMPUTER DEALERS,
<b>THE DEFINING SYMBOL OF CANADIAN DIAMONDS</b> 1179486   TMA 689625   2007Jn12 Precious and semi-precious gems and gemstones.Operation of a w>				14,35; BHP BILLITON DIAMONDS

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# Trade-mark Report / Rapport des marques de commerce



100379335

SHEAR DIAMONDS

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2010Au27

Classes: 0

\* This report does not constitute a Trade-mark reservation / Ce rapport ne constitue pas de réservation de marque de commerce

TRADE-MARK / MARQUE DE COMMERCE	APP. NO. / NO. APP.	REG. NO. / NO. ENR.	REG. DATE / DATE ENR.	STATUS / STATUT	OWNER / PROPRIÉTAIRE
GOODS / PRODUITS					CLASSES
<b>DIAMOND ;</b> 1202666   TMA 642147   2005Jn15 Computer software used for medical billing					SKUNKWERKS SOFTWARE LT 9.
<b>DIAMOND SHAPE;</b> 1445993   TMA 772052   2010Jl15 Legal research and support services, namely the provision of report>					THE CARTWRIGHT GROUP L 45.
<b>DIAMOND SHAPE;</b> 307821   TMA 167932   1970Fe27 Candies, bonbons and chocolates.					COLOMBINA S.A. 30.
<b>DIAMOND SPEED STAR</b> 838064   TMA 489539   1998Fe09 Graphic cards for computers.					BEST DATA PRODUCTS, IN 9.
<b>HARDISHEAR</b> 1067941   TMA 566042   2002Au20 Hand operated and power operated shears for cutting fiber reinforce>					JAMES HARDIE TECHNOLOG 7,8,19.
<b>ARROWS &amp; DIAMONDS;</b> 1132094   TMA 672607   2006Se13 Sporting equipment, namely, neoprene for the knee, protectors for >					LA POINTIQUE INTERNATI 17,28.
<b>SWEET DIAMOND</b> 1209873   TMA 697953   2007Oc05 Gaming equipment, namely, slot machines, gaming machines, and game>					KONAMI GAMING, INC., 9.
<b>THREE DIAMONDS;</b> 1288252       Allowed Acceptance of deposits, acceptance of substitute bond issuance and>					mitsubishi shoji kaish 35,36,39,45,
<b>DIAMOND SHAPE ;</b> 329445   TMA 173668   1970De31 Gas welding and gas cutting machine, pressure regulator for supply>					NISSAN TANAKA CORPORAT 7.
<b>DIAVIK DIAMONDS - THE BRILLIANT LIGHT OF</b> 1062592   TMA 593765   2003No03 Diamonds.Mining and proce>					DIAVIK DIAMOND MINES I 14,35,40,42;
<b>EXSASHEAR</b> 1108741   TMA 645295   2005Au03 Explosives, explosive cartridges, fuses and primings for explosive>					EXSA S.A., 1,2,3,4.
<b>THREE DIAMONDS;</b> 1431300       Searched Acceptance of deposits, acceptance of substitute bond issuance and>					mitsubishi shoji kaish 35,36,39,45,
<b>SHARE THE DREAM</b> 906915       Advertised					NATIONAL NATIVE ROLE M 1,2,3,4
<b>SHARE THE DREAM</b> 917846       Advertised					ATLANTIC LOTTERY CORPO 1,2,3,4
<b>SHEARWATER ;</b> 902602       Advertised					DEPARTMENT OF NATIONAL 1,2,3,4
<b>CHOCOLATE DIAMONDS</b> 1417730       Opposed Diamonds: diamond jewellery; printed, lithographed and engraved ma>					BEVERLY HILLS JEWELLER 8,9,14,16.
<b>THE COOLEST DIAMONDS ON EARTH</b> 1445849       Allowed Canadian diamonds.					J.S.N. JEWELLERY INC. 14.

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## TERMS AND CONDITIONS

### Definitions:

'Customer' refers to a person, firm or other entity who receives a NUANS Report directly or indirectly from HP pursuant to a written agreement with HP, or who relies on such Report without the benefit of any written agreement with HP.

\*HP\* shall at all times refer to Hewlett-Packard (Canada) Co.

(a) There are no representations or warranties, expressed or implied, oral or written, in fact or by operation of law or otherwise, except as herein expressly stated. In no event shall HP be liable for any indirect, special or consequential damages for any reason whatsoever including any damages arising out of Customer's access to or use of services, data or reports provided under the Agreement between the Customer and HP, including responsibility or liability resulting from the inaccuracy and/or omissions of NUANS Reports or NUANS Database Pre-Searches.

(b) HP's liability for direct damages resulting from HP's negligence or breach of contract in the execution of services (including delivery of data and reports) under its Agreement with the Customer shall be limited to the total charge for the services giving rise to the loss or damage.

(c) Where a Customer is required to re-order a NUANS Report because the Customer did not receive the first report or because of a demonstrable omission or inaccuracy therein, HP's sole liability in the case of non-receipt by Customer shall be to waive all charges with respect thereto, provided that in all such cases HP shall not be liable for any failure in the case of an Act of God, riots, insurrection, or any other event beyond HP's direct control, and provided in all cases that the Customer provide HP with satisfactory evidence of one of the above-mentioned failures within fifteen (15) days of the alleged date of such failure.

(d) The Customer agrees to indemnify HP and to hold it harmless from any loss or liability to the Customer, or to any third parties for any injuries or damages not caused by HP's negligence which result from the Customer's access to or use of any such report or data and operation of any machines in the control of HP, from the Customer's use of HP's premises or premises which HP is authorized to use, or from any error or inaccuracy in the preparation and formulation of a request for a NUANS Report.

(e) The Customer acknowledges that HP is subject to certain time and other restrictions in compiling its data base for purposes of delivering a NUANS Report or a NUANS Database Pre-Search and the Customer shall so advise any third party to whom it disseminates such Report or Pre-Search. HP shall not be held liable by the Customer or by any third party for the failure of a NUANS Report or a NUANS Database Pre-Search to disclose any name with prior rights. HP expressly excludes all liability and damages resulting from the inaccuracy or incompleteness of, or omissions from, any NUANS Report.

## CONDITIONS GÉNÉRALES

### Définitions:

On entend par « client » une personne, une entreprise ou toute autre entité qui reçoit directement ou indirectement de HP un rapport NUANS en conformité avec une entente écrite avec HP, ou qui compte sur un tel rapport sans avoir conclu d'entente écrite avec HP.

Le terme « HP » fait toujours référence à Hewlett-Packard (Canada) Cie

(a) Sauf mention contraire dans le présent contrat, HP ne reconnaît aucune représentation ni garantie expresse ou implicite, verbale ou écrite, dans les faits ou par l'effet de la loi ou de toute autre disposition. HP ne peut en aucun cas être tenue responsable de dommages spéciaux, indirects ou accessoires, dont les dommages résultants de l'obtention ou de l'utilisation par le client des données, rapports ou services fournis en vertu des présentes, y compris toute responsabilité découlant d'inexactitudes ou d'omissions dans les rapports NUANS ou dans les rapports de recherche préliminaire NUANS.

(b) La responsabilité de HP pour tout dommage direct résultant de la négligence de HP ou de la violation du contrat dans l'exécution des services (y compris la fourniture de données et de rapports) en vertu des présentes sera limitée au montant total des frais exigés pour les services qui ont donné lieu à la perte ou au dommage.

(c) Si le client est obligé de redemander un rapport NUANS parce que HP a omis de produire le premier rapport selon ses obligations, la seule responsabilité de HP consistera à renoncer à tous les frais associés à cette demande, à condition que HP soit exemptée de toute responsabilité si le manquement est dû à un cas de force majeure, à des émeutes, à des insurrections ou à toute autre cause indépendante de la volonté de HP; par ailleurs, le client sera aussi tenu de fournir à HP des pièces justificatives satisfaisantes d'un tel manquement dans un délai de quinze (15) jours suivant la date prétendue de chaque manquement.

(d) Le client convient d'indemniser HP et de le dégager de toute responsabilité découlant d'une perte ou d'une obligation pour le client ou une tierce partie en raison de blessures ou de dommages qui ne résultent pas de la négligence de HP, mais plutôt du fait que le client a obtenu et utilisé le rapport ou les données et a fait fonctionner de l'équipement sous le contrôle de HP, qu'il a utilisé les locaux de HP ou des locaux que HP est autorisée à utiliser, ou qu'une erreur ou une inexactitude s'est glissée dans la préparation ou la formulation d'une demande de rapport NUANS.

(e) Le client reconnaît que HP est soumise à certaines restrictions liées au temps et à d'autres facteurs lorsqu'elle compile sa base de données en vue de produire un rapport NUANS ou un rapport de recherche préliminaire NUANS et il devra donc en prévenir toute tierce partie à qui il transmet le rapport NUANS ou le rapport de recherche préliminaire NUANS. HP ne peut être tenue responsable par le client ou toute tierce partie en cas d'omission de divulgation dans le rapport NUANS ou le rapport de recherche préliminaire NUANS de toute dénomination et remarque de commerce avec droit prioritaire. HP décline expressément toute responsabilité découlant d'inexactitudes ou d'omissions dans le rapport NUANS.

Abbreviation/Abréviation	English Term	Terme français
	Company Name	Nom de l'entreprise
Jur.	Jurisdiction Code	Code de juridiction
No.	Company Number	Numéro de l'entreprise
Date	Incorporation Date	Date d'incorporation
	City	Ville
EP	Extra-Provincial Code	Code extra-provincial
Type	Company Type	Type de l'entreprise
Status/Statut	Legal Status	Statut légal
Stat Date/Date eff	Status Date	Date effective
Bus./Act.	Line of Business	Secteur d'activité

Abbreviation/Abréviation	English Term	Terme français
	Trade-mark	Marque de commerce
App.No./No.app.	Application Number	Numéro d'application
Reg.No./No.enr.	Registration Number	Numéro d'enregistrement
Reg.Date/Date.enr	Registration Date	Date d'enregistrement
	Status	Statut
	Owner name	Propriétaire
Classes	Nice Class Codes	Codes des classes Nice
Goods/Produits	Goods and Services	Produits et services

## Latest NUANS update dates / Dernière mise à jour de NUANS

AB Bus. 2010Au23 AB Corp. 2010Au23 CD 2010Au25 OSFI 2009AI16  
TM Update/Mise à jour des MC 2010Au24 App. No./No. App. 1492800 Filed/Déposée 2010Au18



## **EXTRA-PROVINCIAL CORPORATE PROCEDURES GUIDE**

This guide will review a number of ongoing obligations and requirements imposed by the Business Corporations Act of Alberta (the “Act”) upon an extra-provincial corporation registered in Alberta.

### **1. Use of Name**

Section 287 states that:

287 An extra-provincial corporation shall set out its name in legible characters in or on all contracts, invoices, negotiable instruments, orders for goods or services issued or made by or on behalf of the extra-provincial corporation in the course of carrying on business in Alberta.

This is an identical obligation to that imposed on corporations registered and incorporated in Alberta. As the concept of limited liability is such an important shelter to individuals carrying on business, the Courts in Alberta and other provinces have interpreted these types of sections very strictly. FAILURE TO CLEARLY DISCLOSE THE CORPORATION’S NAME MAY RESULT IN PERSONAL LIABILITY TO THE AGENT WHO PURPORTS TO ACT ON ITS BEHALF.

If an extra-provincial corporation carries on business in Alberta under an approved pseudonym in accordance with section 283, the “name” referred to in section 287 must be the assumed name.

### **2. Annual Filings**

Subsection 292(1) states that:

292(1) A registered extra-provincial corporation shall, in each year on or before the last day of the month immediately following its anniversary month, send to the Registrar a return in prescribed form and the Registrar shall file it.

The time for registration is the “anniversary month” which is defined by subsection 276(a) as the month in which the Certificate of Registration was issued in Alberta, and not the month of incorporation in the incorporating jurisdiction.

The information in the Return is required to ensure that there have been no material changes in the information filed previously with the Registrar's office.

The form is identical to the annual filing form for corporations registered in this Province. Accordingly, a corporation is required to list the following information when submitting the annual return:

- (a) Information about whether there has been a change of directors and if so, whether the necessary documentation has been filed with the Registrar;
- (b) The name and address of the shareholders, and the percentage of issued voting shares. If the corporation has more than five shareholders, it is necessary to list only the five with the greatest percentage of issued voting shares. If the corporation is public, or distributing, or unable to provide the required information, the name and the complete mailing address of the transfer agent is to be included;
- (c) Change of Attorney or Alternate Attorney (Form 27 or 27.1) must be completed and attached to the annual return if not already filed; and
- (d) If the extra-provincial corporation is a public corporation, financial information may also have to be submitted as required under the Act.

In addition to the information provided in the annual filing, the Registrar, pursuant to subsection 279(2), may require such further or other information as he may reasonably determine.

### **3. Changes to Charter Documents or Name**

Section 289(1) states:

289(1) A registered extra-provincial corporation shall send to the Registrar:

- (a) a copy of each amendment to its charter within one month after the effective date of the amendment, verified in a manner satisfactory to the Registrar.

In accordance with the requirements of this section, any changes or amendments to the charter of the extra-provincial corporation must be filed with the Registrar within one month after the effective date of the amendment. These charter amendments would, of course, originate in the incorporating jurisdiction.

A corporation's charter is defined in subsection 276(c) to include:

- (a) A statute, ordinance or other law incorporating an extra-provincial corporation as amended from time to time;
- (b) Letters patent of incorporation and any letters patent supplementary to them;
- (c) A memorandum of association, as amended from time to time;
- (d) Any other instrument of incorporation, as amended from time to time; and
- (e) Any certificate, licence or other instrument evidencing incorporation.

The Registrar will accept certified or notarially certified copies of amended charter documents.

If the amendment effects a change in the name under which the extra-provincial corporation is registered, the Registrar, pursuant to subsection 289(4), is required to issue a new certificate of amendment of registration in prescribed form and change his records accordingly. A further computerized name search will also be required.

#### **4. Change to Address of Head Office or Membership on the Board**

Subsection 289(1)(c) states that:

289(1) A registered extra-provincial corporation shall send to the Registrar:

- (c) a notice in prescribed form of any change in:
  - (i) the address of its head office in or outside Alberta, or
  - (ii) the membership of its board of directors, board of management or other governing body.

The notice to be submitted for changes in the composition of the board is Form 6. It is the same form that is used for Alberta corporations. Subsection 289(2) requires the address and occupation of each new board member. The notice must be filed within one month after the effective date of the change.

Form 28 is required to be submitted to the Registrar in the event of a change of head office of an extra-provincial corporation. The new address and the effective date of change are the operative requirements. The notice must also be filed within one month after the effective date of the change.

**5. Changing Attorneys**

The extra-provincial corporation is entitled at any time to send to the Registrar a notice in prescribed form of any change in its Attorney or Alternate Attorney (subsection 288(5)), and the Registrar is required to file that notice. Every extra-provincial corporation registered in Alberta is obligated to appoint an attorney. By his appointment, that attorney is both authorized and obligated to receive service of documents required or permitted by law to be sent to the extra-provincial corporation. Changes relating to the registered attorney must be filed forthwith.

An attorney for an extra-provincial corporation need not be a lawyer; the attorney referred to in subsection 288 is merely an agent.

In addition to accepting service of legal documents, the attorney is obligated to keep his address current in the Registrar's records, and to provide both his principal and the Registrar not less than sixty days' notice of his intention to resign. The office of the attorney must also be accessible during normal business hours, and readily identifiable from the information set out in the prescribed form (Form 27).

The extra-provincial corporation must exercise a high degree of care in its choice of attorney for the failure of that individual to properly execute his function could have a serious impact on the corporation. A failure to promptly respond to a statement of claim or a garnishee could prove to be a needless expense.

**6. Amalgamation**

If an extra-provincial corporation is involved in an amalgamation with one or more extra-provincial corporations, subsection 290(1) requires the following documents to be filed with the Registrar within one month after the effective date of the amalgamation:

- (a) A copy of any instrument effecting an amalgamation of the extra-provincial corporation with one or more other extra-provincial corporations,
- (b) A copy of the amalgamation agreement, if any; and
- (c) A statement in prescribed form relating to the amalgamated extra-provincial corporation and the documents referred to in section 280(2).

An extra-provincial corporation may be authorized under subsection 180.1(1) to amalgamate with an Alberta corporation:

**7. Cancellation, Suspension, Revocation and Revival of an Extra-Provincial Corporation**

**(a) Cancellation by the Corporation**

An extra-provincial corporation may effectively cease its ongoing registration obligations in Alberta by either ceasing to carry on business in Alberta, or by entering into voluntary liquidation.

Subsection 285(4) provides that:

285(4) An extra-provincial corporation that ceases to carry on business in Alberta shall send a notice to that effect to the Registrar.

There is no prescribed form in the regulations for the required notice and, in all likelihood, a letter to that effect will probably be satisfactory. Once such a notice is given, however, the Registrar may cancel the registration of the extra-provincial corporation on the assumption that he has reasonable grounds to believe that the extra-provincial corporation has indeed ceased carrying on business (subsection 285(1)(b)). In order to do so, however, the Registrar must comply with the provisions of subsection 285(2) discussed below.

If an extra-provincial corporation commences voluntary liquidation proceedings or is involved in an involuntary wind-up, the corporation or the liquidator is required to forthwith supply to the Registrar in Alberta:

- (i) a notice showing that the wind-up or liquidation proceedings have commenced (subsection 291(1)(a)),
- (ii) the address of the liquidator (subsection 291(1)(a)) and any changes to the liquidator (subsection 291(3)), and
- (iii) after completion of the proceedings, a return relating to the liquidation (subsection 291(1)(b)).

**(b) Cancellation by the Registrar**

Section 285 sets out several instances where the Registrar is granted the discretionary authority to cancel the registration of an extra-provincial corporation as follows:

- (i) the extra-provincial corporation is in default for a period of one year in sending to the Registrar any fee, notice or document required by the Act,

- (ii) the extra-provincial corporation has sent a notice to the Registrar, or the Registrar has reasonable grounds to believe that the extra-provincial corporation has ceased to carry on business in Alberta,
- (iii) the extra-provincial corporation is dissolved,
- (iv) the extra-provincial corporation does not comply with a direction of the Registrar under subsection 282(2), or
- (v) the extra-provincial corporation has otherwise contravened the Act.

There must be a demonstrable failure to comply before the Registrar can cancel or revoke a Certificate. Subsection 285(2) requires the Registrar to follow a procedure designed to accord the extra-provincial corporation sufficient notice and opportunity to correct any deficiency. Subsection 285(2) provides that:

285(2) The Registrar shall not cancel the registration of an extra-provincial corporation under subsection (1) until

- (a) he has given at least 120 days' notice of the proposed cancellation with his reasons for it,
  - (i) to the extra-provincial corporation by registered mail addressed to its head office, and
  - (ii) to its attorney for service in accordance with section 288,
- (b) he has published a notice of the proposed cancellation in the Registrar's periodical, and
- (c) either no appeal is commenced under section 247 or, if an appeal has been commenced, it has been discontinued or the Registrar's decision is confirmed on the appeal.

(c) Effect of Revocation

Notwithstanding the fact that an extra-provincial corporation has been cancelled, subsection 286(2) expressly states that it remains fully liable for all obligations incurred before or after the cancellation or revocation of its extra-provincial registration in Alberta. The wording of that subsection is deliberately broad so as to provide protection for all third parties who may have had business dealings with the extra-provincial corporation.

Once the extra-provincial registration has been revoked, the corporation loses any rights that it otherwise has acquired by virtue of the fact of its registration.

(d) Reinstatement

An extra-provincial corporation may be reinstated to legally carry on business in Alberta simply by complying with section 285(3) which provides that:

285(3) The Registrar may reinstate the registration of an extra-provincial corporation that was cancelled under subsection (1)(a) on the receipt by the Registrar of its fees, notices and documents required to be sent to him and of the prescribed reinstatement fee.

The reinstatement process will basically be a repeat of the original registration procedure. A name approval will again be required.

**8. Penalties**

Section 296 contains a general penalty section for a breach of any of the provisions relating to extra-provincial corporations:

296 A person who contravenes this Part is guilty of an offence and liable to a fine of not more than \$5,000.

Note that the definition of "person" includes individuals as well as the corporation itself. It is also possible that the penalty could be imposed upon individual directors, officers or attorneys of the extra-provincial corporation.

**9. Workers' Compensation**

In the event an extra-provincial corporation engages in a business which falls within the definition of an "industry" under the Alberta Workers' Compensation Act, then compliance with that legislation will be required. A questionnaire will be forwarded from the Workers' Compensation Board which should be completed and returned directly to the Board.

**10. Alberta Corporate Income Tax**

Any corporation which has a "permanent establishment" in Alberta at any time in a taxation year must pay income tax as required by the Alberta Corporation Income Tax Act on its taxable income in Alberta. The corporation's accountant should be made aware of this requirement.

## 11. **Business Licences & Taxes**

Certain activities may not be undertaken in the Province until an appropriate permit, licence, or registration has been obtained. You should contact "Licencing of Trades & Businesses", 9945 - 50 Street, Edmonton, Alberta, telephone (780) 422-2590.

As well, most municipalities have licencing and zoning restrictions on the type of business you may carry on and the location of such business. You should contact local governing officials in that regard. For the City of Edmonton you should contact:

- (a) Licencing: Bylaw Enforcement, 2nd Floor, Chancery Hall, Edmonton, Alberta, telephone (780) 496-5233; and
- (b) Zoning: Zoning Department, 2nd Floor, Revillon Building, Edmonton, Alberta, telephone (780) 496-6194.

Most municipalities including the City of Edmonton assess a business tax on every business which tax is based primarily on the amount of leased space utilized.