

1.) CORPORATION NAME:

MORNEAU SHEPELL LIMITED

DUE DATE: **6/30/2015**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**CT CORPORATION SYSTEM
4701 COX ROAD, SUITE 285
GLEN ALLEN, VA**

SCC ID NO: **F1633348**

5.) STOCK INFORMATION

| CLASS | AUTHORIZED |
|--------|------------|
| COMMON | 1,000 |

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 895 DON MILLS ROAD
STE 700

CITY/ST/ZIP: TORONTO ONTARIO M3C 1W3, Canada

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

| | | |
|-----------------|---|--|
| | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | ALAN TORRIE | |
| TITLE: | P/CEO | |
| ADDRESS: | 895 DON MILLS ROAD, STE 700 | |
| CITY/ST/ZIP/CO: | , , FN | |

| | | |
|-----------------|---|--|
| | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | RENE BEAUDOIN | |
| TITLE: | VICE PRESIDENT | |
| ADDRESS: | 895 DON MILLS ROAD, SUITE 700 | |
| CITY/ST/ZIP/CO: | , , FN | |

| | | |
|-----------------|---|--|
| | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | PIERRE CHAMBERLAND | |
| TITLE: | VICE PRESIDENT | |
| ADDRESS: | 895 DON MILLS ROAD, SUITE 700 | |
| CITY/ST/ZIP/CO: | , , FN | |

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|-----------------|---|-----------------------------------|
| | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR |
| NAME: | LYNN KORBAK | |
| TITLE: | CORP SEC | |
| ADDRESS: | 895 DON MILLS ROAD, STE 700 | |
| CITY/ST/ZIP/CO: | , , FN | |

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|-----------------|---|--|
| | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | SCOTT MILLIGAN | |
| TITLE: | CFO | |
| ADDRESS: | 895 DON MILLS ROAD, STE 700 | |
| CITY/ST/ZIP/CO: | , , FN | |

| | | |
|-----------------|---|--|
| | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | WILLIAM MORNEAU | |
| TITLE: | EXEC CHR MN | |
| ADDRESS: | 895 DON MILLS ROAD STE 700 | |
| CITY/ST/ZIP/CO: | , , FN | |

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

| | | |
|--|----------------------------------|-----------|
| /s/ LYNN KORBAK | LYNN KORBAK, CORP SEC | 5/22/2015 |
| SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT | PRINTED NAME AND CORPORATE TITLE | DATE |
| It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing. | | |