

COMMUNICATIONS MICHEL MATHIEU

CONSEILLER EN RADIODIFFUSION / BROADCAST CONSULTANT

MEMBER C.A.B.C.

5640, CR. PANARD, AUTEUIL, LAVAL, H7K 1C2

TÉL. : 514 233-3791 - FAX : 450 963-7229

Laval, January 30th, 2012

To: CRTC
Secretary General
Ottawa, Ontario

c/o Mrs. Lyliane Tchatchoua-Dongué, Radio Analyst

Subject: **CRTC application 2011-1663-2 - New ethnic AM commercial station in Markham, Ontario**

This follows our recent phone conversation and your letter dated January 27th, 2012 and constitutes the answers to your questions:

1) **QUESTION 8.3 OF APPLICATION FORM - LOCAL PROGRAMMING**

We are proposing a minimum of 120 hrs per week of local programming. However, the station plans to broadcast on average per year 126 hrs of local programming. The missing 6 hrs is a "damper period" to allow the station when needed and as a complement to our service, to be able to provide acquired programs such as

- BBC news in ethnic languages, for example in Tamil, Urdu and Persian.
- To be able to broadcast live a world cup soccer match or a world cup cricket match.

These are examples of the reason for the 6 hrs weekly period, and this is meant only to provide for a better and well focused radio service to better serve our ethnic audience. We pledge to ensure that this programming will always meet the rules and the CRTC policies on broadcasting, especially ethnic.

2) QUESTION 8.3B - PLAN ON NEWS BROADCAST

Weekdays:

On weekdays, the broadcast languages, such as Persian, Arabic, Punjabi, Urdu, Tamil and Hindi will broadcast ten minutes of news. In this broadcast 50% will be international connecting to their native countries. 20% of the news broadcasted will be local (Markham), 10% regional news (GTA), and the remaining 20% will be used for National News (Canada). Indo-Caribbean and Gujarati will have 5 minute duration for news time. Percentages are same as above.

6 news cast of 10 min. plus 2 news cast of 5 min. = 70 min. per day x 5 days = 350 min. total per week day.

Weekends:

Each language gets a 5 minute duration of news, such as English, Arabic, Persian, Polish, Ukrainian, Hebrew, Russian, Filipino, Korean, Urdu, Hindi, Tamil, Punjabi. Percentages are the same as 'weekdays'.

130 min. total per week : for a total of 480 min. or 8 hrs per week = 6,5% of our programming 126 hrs will be devoted to news.

As to better understand our local programming objectives, we are including our application Appendix 8.3 (our page 68) - Local Programming (document included).

We are also including a revised version of our page 74, Appendix 8.11B - Table of Languages and Groups. We apologize for a typing error. We will in fact broadcast to 22 groups in 15 languages by condition of license.

Also please find enclosed description of programs, which explains our English and other ethnic languages programming.

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- APPENDIX 8.3 -

LOCAL PROGRAMMING

Our programming will provide a complete overview of information for targeted audience of Markham. We will offer a series of programs that will meet the needs of our various groups of listeners.

We will broadcast specific programs on current topics pertaining to our targeted audience, such as topics on politics, society, arts and culture, segments on health, beauty, consumer information, horoscope, plus of course news cast covering local Markham and regional news plus news on what is happening of interest to our audience, and including local Markham weather, traffic reports, sports local and sporting events .

Above all, our programs will focus on music and entertainment that is of interest to our targeted audience.

One can rest assured that by listening to our proposed station our targeted audience will fully recognize themselves in our programming and will feel right at home while still keeping up with current events pertaining to Markham, Ontario and Canada in general.

Our targeted audience is best described in Appendices 8.10 and 8.11B.

APPENDIX 8.11B

TABLE OF LANGUAGES AND GROUPS

LANGUAGE	ETHNIC GROUPS BEING SERVED	DURATION IN TIME	PERCENTAGE
ARABIC	Lebanese, Egyptian, Syrian, Algerian, Moroccan, Tunisian, Palestinian, Iraqis	07:00 hrs	5.5%
PERSIAN	Iranian, Afghan, Tajikistanish, Uzbekistanish	12:00 hrs	9.5%
Tamil	South Indian, Srilankan, Singaporean, Malaysian, Mauritius, Reunion	26:00 hrs	20%
Urdu	Indian, Pakistani	26:00 hrs	20%
Hindi	Indian	17:00 hrs	13.5%
Gujarati	Gujarati	05:00 hrs	4%
Filipino	Filipino	02:00 hrs	1.5%
Punjabi	Punjabi	16:00 hrs	12.2%
Hebrew	Israelis	01:00 hr	.8%
Polish	Polish	01:00 hr	.8%
Ukranian	Ukranian	01:00 hr	.8%
Russian	Russian	01:00 hr	.8%
Korean	Korean	02:00 hrs	1.6%
Indo-Caribbean	Guyana, Trinidad	05:00 hrs	4%
English		04:00 hrs	3%
15 languages	22 groups	TOTAL 126 hrs	100%

Program description

English programs

This program is a weekly exploration in the weekends covering different cultures and traditions within these communities and around the world. We will visit the different ethnic communities that make up our diverse city and capture their sights and signs (music, talk, local talents) ethnic travels the music world with a weekly look at the top hits around the world in each community. Included in this program will be news and information about the artists and the superstars not normally heard in Canada.

South Asian Music Programming

This programming block will be produce exactly as a contemporary English-speaking music station. The programs will be music intensive, with 'personalities' and production elements such as stingers and splitters, and feature program hosts who present the music and the culture of Bhangra and other South Asian music styles. Canadian artists will be featured in this program. This program block will feature a playlist of contemporary and traditional South Asian music styles, with an emphasis on appealing to today's youth, and showcasing classic traditional songs from the parental culture.

During weekday hours, these programs will feature news, traffic and weather reports as well as entertainment and community surveillance components.

Open-Line Talk Programming

This program will be presented in a talk-show style and allow audience participation when appropriate. The program will be anchored by a single regular host who will present guests and topics for daily discussion. The principal content will be current affairs. We will ensure that the CRTC's policy on open-line talk programming will be met at all times.

South East / East Asian Music Programming

This programming block will be produced exactly as a contemporary English-speaking music station. Music will be oriented towards a younger audience, and be relatively contemporary. The program will feature music relevant to the various South East / East Asian ethnic groups, and will focus on content related to the music and performances by artists. Canadian artists will be regularly feature in this program.

Arab/West Asian Programming

This programming block will be music oriented, with an emphasis on youth music styles originating from the Arab world. It will be presented in a typical western radio format, with program hosts, artist interviews and lifestyle and community surveillance. Canadian artists will be featured on this program.

OWNERSHIP:

1. Please complete the following table for 8041393 Canada Inc.

Table 2.1 Authorized Securities

Describe all categories of shares authorized to be issued

Security Type	Number of Votes per Share	Convertible	Participating	Number of shares authorized	Number Issued and Outstanding
Common	1	No	N O	100	100

Table 2.2 Shareholding

Supply the details for each shareholder holding 10% or more of the voting shares of the voting rights (if different from the voting shares) and of any other category or shares identified in the common shares definition. For the remaining shareholders (those holding less than 10%), supply the total shares under "Other Canadian" and "Others Non-Canadian"

Security Type	Shareholder Name	Complete Home Address or Legal Entity Jurisdiction	Canadian	Number of Shares Held	% Votes
Common	Nadarajah Kumarakulasingam	233 Riverwalk Drive Markham, ON L6B 0G9	Yes	100	100

Table 2.3 Directors and officers

Supply a list of the current/proposed directors and officers of the cooperation.

Name of Directors/Officers	Complete Home Address	Canadian	Directors date of Appointment	Officer Position
Nadarajah Kumarakulasingam	233 Riverwalk Dr. Markham, ON L6B 0G9	Yes	2011-11-29	President Secretary Treasurer

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- Q. *Please file an executed copy of 8041393 Canada Inc. By-Laws.*
- A. Please find enclosed a copy of 8041393 Canada Inc. By-Laws.

BY-LAW NO. 1

A by-law relating generally to the conduct of the business and affairs of

8041393 CANADA INC.

(herein called the "Corporation")

CONTENTS

- | | |
|-------------------------------------|----------------------------|
| 1. Interpretation | 8. Dividends |
| 2. Directors | 9. Financial Year |
| 3. Meetings of Directors | 10. Notices |
| 4. Remuneration and Indemnification | 11. Execution of Documents |
| 5. Officers | 12. Effective Date |
| 6. Meetings of Shareholders | 13. Repeal |
| 7. Shares | |

BE IT ENACTED as a by-law of the Corporation as follows:

1. INTERPRETATION

1.01 In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the Canada Business Corporations Act together with the Regulations made pursuant thereto and any statute or regulations that may be substituted therefor, as amended from time to time;
- (b) "articles" means the articles of incorporation of the Corporation as amended or restated from time to time;
- (c) "board" means the board of directors of the Corporation;
- (d) "by-laws" means this by-law and all other by-law of the Corporation as amended from time to time, and from time to time in force and effect;
- (e) "Corporation" means this Corporation;
- (f) "meeting of shareholders" means any meeting of shareholders, whether annual or special; and "special meeting of shareholders" means a special meeting of all shareholders entitled to vote at an annual meeting of shareholders and a meeting of any class or classes of shareholders entitled to vote on the question at issue;

- (g) "person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
 - (h) "recorded address" means, in the case of a shareholder, his address as recorded in the shareholders' register; and, in the case of joint shareholders, the address appearing in the shareholders' register in respect of such joint holding or the first address so appearing if there are more than one; and, in the case of a director, officer, auditor or member of a committee of the board, his latest address recorded in the records of the Corporation; and
 - (i) "unanimous shareholder agreement" shall have the meaning ascribed to such term under the Act.
- 1.02. In this by-law where the context requires, words importing the singular include the plural and vice versa and words importing gender include the masculine, feminine and neuter genders.
- 1.03. Save as aforesaid, all the words and terms appearing in this by-law shall have the same definitions and application as in the Act.

2. DIRECTORS

- 2.01 **Powers** - Subject to any unanimous shareholder agreement, the board of directors shall manage, or supervise the management of, the business and affairs of the Corporation.
- Until changed in accordance with the Act, the board shall consist of
- a fixed number of 3 directors.
- not fewer than the minimum number and not more than the maximum number of directors provided for in the articles.
- 2.02 **Resident Canadians** - At least twenty-five percent (25%) (or such greater percentage as is required by the Act) of the directors shall be resident Canadians as defined in the Act.
- 2.03 **Qualifications** - No person shall be qualified for election as a director if he or she is less than 18 years of age; if he or she is of unsound mind and has been so found by a court in Canada or elsewhere; if he is not an individual; or if he or she has the status of a bankrupt.

- 2.04 **Election and Term** – The election of directors shall take place at the first meeting of shareholders and at each succeeding annual meeting at which an election of directors is required. The directors shall hold office for an expressly stated term, which shall expire not later than the close of the third annual meeting of shareholders following the election. A director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of shareholders following his election. Incumbent directors, if qualified, shall be eligible for re-election. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.
- 2.05 **Removal** – Subject to the provisions of the Act, the shareholders may, by resolution passed by a majority of the votes cast at a special meeting of shareholders duly called for that purpose, remove any director before the expiration of his or her term of office and may, by a majority of votes cast at a meeting, elect any person in his or her stead for the remainder of his or her term, failing which such vacancy may be filled by the board.
- 2.06 **Vacation of Office** – A director ceases to hold office when he or she dies; he or she is removed from office by the shareholders; he or she ceases to be qualified for election as a director; or his or her written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later.
- 2.07 **Vacancies** – Subject to the provisions of the Act, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number or minimum number of directors or from failure to elect the number of minimum number of directors required by the articles. If there is not a quorum of directors, or if there has been a failure to elect the number or minimum number of directors required by the articles, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy, and, if they fail to do so or if there are no directors then in office, the meeting may be called by any shareholder.

3. MEETINGS OF DIRECTORS

- 3.01 Place of Meetings – Meetings of the board of directors may be held at any place in or outside Canada.
- 3.02 Quorum – A majority of the number of directors or minimum number of directors required by the articles constitutes a quorum at any meeting of directors, and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.
- 3.03 Resident Canadians – Directors shall not transact business at a meeting of directors unless the required percentage of the directors present are resident Canadians.
- 3.04 Notwithstanding Section 3.03, directors may transact business at a meeting of directors where the required percentage of resident Canadian directors is not present if,
- (a) a resident Canadian director who is unable to be present approves in writing, or by telephonic, electronic or other communication facility, the business transacted at the meeting; and
 - (b) the required percentage of resident Canadian directors would have been present had that director been present at the meeting.
- 3.05 Calling of Meetings – Meetings of the board shall be held from time to time at such place, at such time and on such days as the chairperson of the board, the managing director, the president or any two directors may determine, and the secretary shall call meetings when so directed or authorized. Notice of the time and place of every meeting so called shall be given to each director not less than 48 hours before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all the directors are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- (a) submit to the shareholders any question or matter requiring approval of the shareholders;
- (b) fill a vacancy among the directors or in the office of an auditor, or appoint additional directors;
- (c) issue securities or shares of a series except as authorized by the directors;
- (d) declare dividends;
- (e) purchase, redeem or otherwise acquire shares issued by the Corporation
- (f) pay a commission for the sale of shares except as authorized by the directors;
- (g) approve a management proxy circular;
- (h) approve a take-over bid circular or directors' circular;
- (i) approve any annual financial statements; or
- (j) adopt, amend or repeal by-laws.

- 3.06 **Regular Meetings** – The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be send to each director forthwith after being passed, but no other notice shall be required for any such regular meetings except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.
- 3.07 **First Meeting of New Board** – Each newly elected board may without notice hold its first meeting immediately following a meeting of shareholders at which such board is elected, provided that a quorum of directors is present.
- 3.08 **Votes to Govern** – At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.
- 3.09 **Casting Vote** – In the case of an equality of votes on any question at a meeting of the board, the chairperson of the meeting shall not be entitled to a second or casting vote.

- 3.10 **Disclosure of Interests in Contracts** – Every director or officer of the Corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or is a director or officer of or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of the meeting of directors the nature and extent of his interest at the time and in the manner required by the Act. Any such contract or proposed contract is one that in the ordinary course of the Corporations business would not require approval by the board or the shareholders, and a director interested in a contract so referred to the board shall not vote on any resolution to approve the same except as provided by the Act.
- 3.11 **Waiver of Notice** – A directors may in any manner waive a notice of a meeting of directors; and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 3.12 **Participation** – A director may, if all the directors of the Corporation consent, participate in a meeting of directors or of a committee of directors by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in such meeting is deemed to be present at the meeting.
- 3.13 **Adjournment** – Notice of an adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- 3.14 **Delegation** – Subject to the provisions of the Act, directors may appoint from their number a managing director who is a resident Canadian or a committee of directors and delegate to such managing director or committee any of the powers of the directors.
- 3.15 **Resolution in Lieu of Meeting** – A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee

of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors or committee of directors.

- 3.16 **One Director Meeting** – If the Corporation has only one director, that director may constitute a meeting.

4. REMUNERATION AND INDEMNIFICATION

- 4.01 **Remuneration** – Subject to any unanimous shareholder agreement, the directors shall be paid such remuneration as may from time to time be determined by the board. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor. In addition, directors shall be paid such sums in respect of their out-of-pocket expenses incurred in attending board, committee or shareholders' meetings or otherwise in respect of the performance by them of their duties as the board may from time to time determine.

- 4.02 **Limitation of Liability** – Every director and officer of the Corporation, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any

director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

4.03 **Indemnity of Directors and Officers** – Subject to the provisions of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, or another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal or administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the individual acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and;
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

4.04 **Advance of Costs** – The Corporation may advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in section 4.03. The individual shall repay the moneys if the individual does not fulfill the conditions of section 4.03.

4.05 **Insurance** – The Corporation may purchase and maintain insurance for the benefit of an individual referred to in section 4.03 against any liability incurred by the individual

- (a) in the individual's capacity as a director or officer of the Corporation; or
- (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in the capacity at the corporation's request.

5. OFFICERS

- 5.01 **Appointment** – Subject to the provisions of the Act, the articles or any unanimous shareholders agreement, the board may from time to time appoint a president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Save for the chairperson of the board and the managing director, an officer may but need not be a director and one person may hold more than one office.
- 5.02 **Term, Remuneration and Removal** – The terms of employment and remuneration of all officers elected or appointed by the board (including the president) shall be determined from time to time by resolution of the board. The fact that any officer or employee is a director or shareholder of the Corporation shall not disqualify him or her from receiving such remuneration as may be determined. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board at any time with or without cause.
- 5.03 **Chairperson of the Board** – The board may from time to time also appoint a chairperson of the board who shall be a director. If appointed, the board may assign to him or her any of the powers and duties that are by any provisions of this by-law capable of being assigned to the president; and he or she shall, subject to the provisions of the Act, have such other powers and duties as the board may specify. During the absence or disability of the chairperson of the board, his or her duties shall be performed and his or her powers exercised by the president.
- 5.04 **Managing Director** – The board may from time to time appoint a managing director who shall be a resident Canadian and a director. If appointed, he or she shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation; and he or she shall, subject to the provisions of the Act, have such other powers and

duties as the board may specify. During the absence or disability of the president, or if no president has been appointed, the managing director shall also have the powers and duties of that office.

- 5.05 **President** – The president shall be the chief operating officer of the Corporation and, if no managing director has been appointed, and subject to the authority of the board, shall have the general supervision of the business and affairs of the Corporation and shall have such other powers and duties as the board may specify. During the absence or disability of the managing director, or if no managing director has been appointed, the president shall also have the powers and the duties of that office.
- 5.06 **Vice-President** – The board may from time to time appoint one or more vice-presidents. A vice-president so appointed shall have such powers and such duties as the board or the chief executive officer may prescribe.
- 5.07 **Secretary** – The board may from time to time appoint a secretary. The secretary shall attend all meetings of the directors, shareholders and committees of the board and shall enter to cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings; he or she shall give, or cause to be given, when instructed, notices required to be given to shareholders, directors, auditors and members of committees; he or she shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and he or she shall perform such other duties as may from time to time be prescribed by the board.
- 5.08 **Treasurer** – The board may from time to time appoint a treasurer. The treasurer shall keep, or cause to be kept proper accounting records as required by the Act; he or she shall deposit or cause to be deposited all monies received by the Corporation in the Corporation's bank account; he or she shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; he or she shall render to the board, whenever required, an account of all his or her transactions as treasurer and of

the financial position of the Corporation; and he or she shall perform such other duties as may from time be prescribed by the board.

- 5.09 **Other Officers** – The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.
- 5.10 **Variation of Duties** – From time to time and subject to the provisions of the Act, the board may vary, add to or limit the powers and duties of any officer.
- 5.11 **Agents and Attorneys** – The board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.
- 5.12 **Fidelity Bonds** – The board may require such officers, employees and agents of the Corporation as it deems advisable to furnish bonds for the faithful performance of their duties, in such form and with such surety as the board may from time to time prescribe.
- 5.13 **Conflict of Interest** – An officer shall disclose his or her interest in any material contract or material transaction or proposed material contract or material transaction with the Corporation in accordance with Section 3.10 herein.

6. MEETINGS OF SHAREHOLDERS

- 6.01 **Annual Meetings** – The annual meeting of shareholders of the Corporation shall be held at such time and on such day in each year as the board may from time to time determine, for the purposes of receiving the reports and statements required by the Act to be laid before the annual meeting, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.
- 6.02 **Special Meetings** – The board may at any time call a special meeting of shareholders, for the transaction of any business, which may properly be brought

before such a meeting of shareholders. All business transacted at an annual meeting of shareholders, except consideration of the financial statements, auditor's report, election of directors and reappointment of the incumbent auditor, is deemed to be special business.

6.03 Meetings by Electronic Means

- (a) Any person entitled to attend a meeting of shareholders may vote and otherwise participate in the meeting by means of a telephonic, electronic or other communication facility made available by the Corporation that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting of shareholders by such means is deemed to be present at the meeting.
- (b) If the directors or the shareholders of the corporation call a meeting of the shareholders pursuant to the Act, those directors or shareholders, as the case may be, may determine that:
 - (i) the meeting shall be held, in accordance with the regulations if any under the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting; and
 - (ii) any vote shall be held, in accordance with the regulations if any under the Act, entirely by means of a telephonic, electronic or other communication facility made available by the Corporation.
- (c) Any person participating in a meeting of shareholders under section 6.03 and entitled to vote at that meeting may vote, in accordance with the regulations if any under the Act, by means of the telephonic, electronic or other communication facility made available to the Corporation.
- (d) Any vote at a meeting of shareholders may be carried out by means of a telephonic, electronic or other communication facility, if the facility:
 - (i) enables the votes to be gathered in a manner that permits their subsequent verification; and
 - (ii) permits the tallied votes to be presented to the Corporation without it being possible for the corporation to identify how each shareholder or group of shareholders voted.

6.04 **Place of Meetings** – Subject to the provisions of the Act, meetings of shareholders shall be held at the registered office of the Corporation, or at such other place within Canada as the directors from time to time determine, or if the place is specified in the Articles of the Corporation or if all the shareholders entitled to vote at the meeting so agree, at some place outside Canada.

6.05 **Notice of Meetings** – Notice of the time and place of each meeting of shareholders shall be sent, in the case of a distributing Corporation as defined in the Act, not less than 21 days and in the case of a Corporation that is not a distributing Corporation, not less than 15 days and not more than 60 days before the date of the meeting to the Auditor of the Corporation, to each director, and to each person whose name appears on the records of the Corporation at the close of business on the day immediately preceding the day on which the notice is given as a shareholder entitled to vote at the meeting. Notice of a special meeting of shareholders shall state:

- (a) the nature of the business to be transacted at the meeting in sufficient detail to permit the shareholders to form a reasoned judgement thereon; and
- (b) the text of any special resolution or by-law to be submitted to the meeting.

A shareholder and any other person entitled to attend a meeting of shareholders may in any manner and at any time waive notice of or otherwise consent to a meeting of shareholders.

6.06 **Persons Entitled To Be Present** – The only persons entitled to attend a meeting of shareholders shall be those entitled to vote thereat, the directors and the auditor of the Corporation and others who although not entitled to vote are entitled or required under any provision of the Act or by-laws of the Corporation to be present at the meeting. Any other persons may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

6.07 **Quorum** – Subject to the provisions of the Act, the holders of a majority of the shares entitled to vote at a meeting of shareholders present in person or by proxy constitute a quorum for the transaction of business at any meeting of shareholders.

6.08 **One-Shareholder Meeting** – If the Corporation has only one shareholder, or only one holder of any class or series of shares, the shareholder present in person or by proxy constitutes a meeting.

- 6.09 **Right of Vote** – At any meeting of shareholders, unless the Articles otherwise provide, each share of the Corporation entitles the holder thereof to one vote at a meeting of shareholders, subject to the provisions of the Act.
- 6.10 **Joint Shareholders** – Where two or more persons hold the same share or shares jointly, any one of such persons present at a meeting of shareholders may in the absence of the others vote the shares but, if two or more of such persons who are present in person or by proxy, vote, they shall vote as one on the shares jointly held by them.
- 6.11 **Proxies** – Every shareholder entitled to vote at a meeting of shareholders may, by means of a proxy, appoint a proxy-holder or one or more alternate proxy-holders who are not required to be shareholders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and executed by the shareholder or by his attorney authorized in writing and shall conform with the requirements of the Act. The board may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of shareholders, before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, where no time is specified in such notice, the proxy has been received by the Secretary of the Corporation or by the chairperson of the meeting or any adjournment thereof prior to the time of voting.
- 6.12 **Scrutineers** – At each meeting of shareholders one or more scrutineers may be appointed by a resolution of the meeting or by the chairperson with the consent of the meeting to serve at the meeting. Such scrutineers need not be shareholders of the Corporation.
- 6.13 **Votes to Govern** – Unless otherwise required by the Act, or the articles or by-laws of the Corporation or any unanimous shareholder agreement, all questions proposed for the consideration of the shareholders at a meeting

shall be decided by a majority of the votes cast thereon. In case of an equality of votes either upon a show of hands or upon a poll, the chairperson of the meeting shall not be entitled to a second or casting vote.

- 6.14 **Show of hands** – Subject to the provisions of the Act, at all meetings of shareholders every question shall be decided by a show of hands unless a ballot thereon be required by the chairperson or be demanded by a shareholder or proxy-holder present and entitled to vote. Upon a show of hands, every person present and entitled to vote has one vote regardless of the number of shares he or she represents. After a show of hands has been taken upon any question, the chairperson may require, or any shareholder or proxy-holder present and entitled to vote may demand, a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chairperson that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
- 6.15 **Ballots** – If a ballot is required by the chairperson of the meeting or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the chairperson of the meeting directs.
- 6.16 **Adjournment** – The chairperson of a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

7. **SHARES**

- 7.01 **Allotment** – Subject to the provisions of the Act, the articles and any unanimous shareholder agreement, the board may from time to time allot or grant options to purchase the whole or any part of the authorized and unissued shares of the Corporation at such time and to such persons and for such consideration as the

board shall determine, provided that no share shall be issued until it is fully paid as provided by the Act.

7.02 **Share Certificates** – Every holder of one or more shares of the Corporation is entitled, at his or her option, to a share certificate, or to a non-transferable written acknowledgement of his or her right to obtain a share certificate, showing the number and class or a series of shares held by him or her as shown on the records of the Corporation. Share certificates and acknowledgements of a shareholder's right to a share certificate shall be in such form as the board shall from time to time approve. Any share certificate shall be signed in accordance with Section 11.01 of this by-law and need not be under the corporate seal; provided that certificates representing shares in respect of which a transfer agent or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent or registrar. If authorized by resolution of the directors, the corporate seal of the Corporation and the signature of one of the signing officers, or in the case of share certificates representing shares in respect of which a transfer agent or registrar has been appointed, the signatures of both signing officers may be printed or otherwise mechanically reproduced upon share certificates.

7.03 **Replacement of Share Certificates** – The directors may by resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued to replace a share certificate which has been defaced, lost, stolen or destroyed.

7.04 **Securities Records** – The directors may from time to time appoint an agent to maintain the central securities register for the shares of the Corporation and if deemed advisable one or more branch securities registers.

8. **DIVIDENDS**

8.1. **Declaration** – Subject to the provisions of the Act, the Articles and to any unanimous Shareholder Agreement, the directors may from time to time declare dividends payable to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation.

- 8.2. **Payment** – A dividend payable in cash shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class in respect of which it has been declared, and mailed by ordinary mail postage prepaid to such registered holder at his or her last recorded address, unless such holder otherwise directs. In the case of joint holders, the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and mailed to them at their recorded address. The mailing of such cheque as aforesaid shall satisfy and discharge all liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold, unless such cheque be not paid on due presentation.
- 8.3. **Non-Receipt of Cheque** – In the event of the non-receipt of any cheque for a dividend by the person to whom it is so sent as aforesaid, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in a particular case.

9. **FINANCIAL YEAR**

- 9.1 **Financial Year** – The financial year of the Corporation shall end on the 31st day of December in each year, until changed by a resolution of the board.

10. **NOTICES**

- 10.1 **Method of Giving Notice** – Subject to the provisions of the Act, any notice, communication or other document required to be given by the Corporation to a shareholder, director, officer, or auditor or member of a committee of the board of the Corporation under any provision of the Act, the regulations under the Act, the articles or by-laws or otherwise shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his recorded address, or if mailed by prepaid post in a sealed envelope addresses to him or her at his or her recorded address, or if sent to him or her by means of electronic, optical or similar means. The secretary may change the address on the records of the Corporation of any shareholder in accordance with any information

believed by him or her to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice, communication or document so mailed shall be deemed to have been given when it is deposited in a post office or public letter box; and a notice, communication or document so sent by means of electronic, optical or similar means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier.

- 10.2 **Computation of Time** – In computing the date when notice must be given under any provision of the articles or by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 10.3 **Omissions and Errors** – The accidental omission to give any notice to any shareholder, director, officer or auditor, or the non-receipt of any notice by any shareholder, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 10.4 **Notice to Joint Shareholders** – All notices with respect to any shares registered in more than one name may, if more than one address appears on the records of the Corporation in respect of such joint holding, be given to such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to all the holders of such shares.
- 10.5 **Persons Entitled by Death or Operation of Law** – Every person who by operation of law, by transfer or the death of a shareholder or otherwise becomes entitled to shares, is bound by every notice in respect of such shares which has been duly given to the registered holder from whom he or she derives title prior to his or her name and address being entered on the records of the Corporation (whether such notice was given before or after the happening of the event upon which he or she became so entitled) and prior to his or her furnishing to the Corporation the proof of authority or evidence of his or her entitlement prescribed by the Act.

- 10.6 **Waiver of Notice** – Any shareholder (or his or her duly appointed proxy), director, officer or auditor or member of a committee of the board may at any time waive the sending of any notice, or waive or abridge the time for any notice, required to be given under the Act, the articles or by-laws of the Corporation or otherwise, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board or a committee of the board, which may be given in any manner.
- 10.7 **Signatures to Notices** – Subject to the provisions of the Act, the signatures to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed or may be signed electronically.

11. **EXECUTION OF DOCUMENTS**

- 11.01. **Signing Officers** – Deeds, transfers, assignments, contracts and obligations of the Corporation may be signed by two persons, one of whom holds the office of chairperson of the board, managing director, president, vice-president or a director and the other of whom holds one of the said offices or the office of secretary or treasurer, assistant secretary or assistant treasurer, director or any other office created by by-law or by the board. Notwithstanding this, the board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract or obligation or any class of deeds, transfers, assignments, contracts or obligations may be signed.
- 11.02 **Seal** – Any person authorized to sign any document may affix the corporate seal thereto.

12. REPEAL

13.01 **Repeal** – Upon this by-law coming into force, By-law Number ---- of the Corporation is repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

ENACTED by the board the 29th day of November 2011

President

.....
Secretary

CONFIRMED by the shareholders the 29th day of November 2011

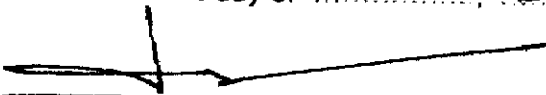
(Corporate Seal)

Secretary

(Corporate Seal)

Resolved that the foregoing by-law is hereby enacted by the directors of the Corporation, pursuant to the Canada Business Corporations Act as evidenced by the respective signatures hereto of all the directors.

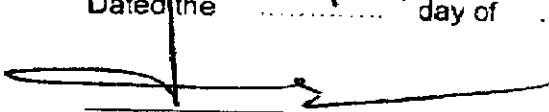
Dated the 29th day of November 2011



(Corporate Seal)

In lieu of confirmation at a general meeting of the shareholders, we the undersigned, being all of the shareholders of the Corporation entitled to vote at a meeting of shareholders, hereby confirm in writing the above by-law in accordance with the Canada Business Corporations Act.

Dated the 29th day of November 2011



(Corporate Seal)

BY-LAW NO. 2

A by-law respecting the borrowing of money and the issuing of securities by:

8041393 CANADA INC.

(herein called the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Without limiting the borrowing powers of the Corporation as set forth in the Canada Business Corporations Act (the "Act"), the Directors of the Corporation may, from time to time without the authorization of the Shareholders:
 - (a) borrow money upon the credit of the Corporation;
 - (b) issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (c) subject to the provisions of *the Act*, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
2. The Directors may, from time to time, by resolution delegate any or all of the powers referred to in paragraph 1 of this by-law to a director, a committee of directors or one or more officers of the Corporation.

ENACTED by the Directors and sealed with the Corporation's seal

the 29th day of November 2011

President

Secretary


(Corporate Seal)

Resolved that the foregoing by-law is hereby enacted by the directors of the Corporation, pursuant to the Canada Business Corporations Act as evidenced by the respective signatures hereto of all the directors.

Dated the 29th day of November 2011



President



Secretary

(Corporate Seal)

In lieu of confirmation at a general meeting of the shareholders, we the undersigned, being all of the shareholders of the Corporation entitled to vote at a meeting of shareholders, hereby confirm in writing the above by-law in accordance with the Canada Business Corporations Act.

Dated the 29th day of November 2011 (year)



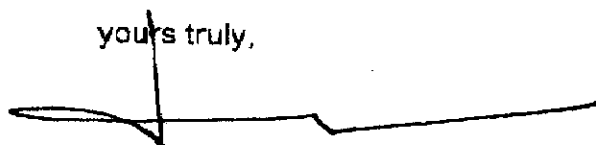
(Corporate Seal)

8041393 CANADA INC
233 RIVERWALK DR
MARKHAM, ON
L6B 0G9

To whom it may concern

This is to inform that the corporate seal is not yet available as the company starts its operation upon receipt of the CRTC license.

yours truly,



Nadarajah Kumarakulasingam
President

Jan 31, 2012

This completes our answers.

Please do not hesitate to contact me if you have any questions.

I trust to your satisfaction,

A handwritten signature in black ink, appearing to be 'MM' with a long horizontal stroke extending to the right.

Michel Mathieu
Broadcast Consultant
For 8041393 Canada Inc.

COMMUNICATIONS MICHEL MATHIEU

CONSEILLER EN RADIODIFFUSION / BROADCAST CONSULTANT
MEMBER C.A.B.C.

5640, CR. PANARD, AUTEUIL, LAVAL, H7K 1C2
TÉL. : 514 233-3791 - FAX : 450 963-7229

END OF DOCUMENT

TOTAL 34 PAGES

INCLUDING THIS ONE.



Michel Mathieu
Broadcast Consultant