

BY-LAW NO. 1

A By-Law Relating Generally to the Conduct of the Affairs of

MOOSE JAW GAMERS INC.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of
MOOSE JAW GAMERS INC.

(hereinafter called the "Corporation"), as follows:

DEFINITIONS

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
 - a. "Act" means The Non-Profit Corporations Act, 1995, of the Province of Saskatchewan, as from time to time amended, and every statute that may be substituted therefor and, in the cause of such amendment or substitution, any references in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefor;
 - b. "Articles" means the articles attached to the certificate of incorporation or continuance of the Corporation as from time to time amended or restated;
 - c. "By-law" means any by-law of the Corporation from time to time in force and effect;
 - d. All terms contained in the by-laws which are not defined in the by-laws and which are defined in the Act shall have the meaning given to such terms in the Act;
 - e. "The directors" and "Board" mean the directors of the Corporation for the time being;
 - f. "In writing" and "written" includes printing, typewriting, lithographing and other modes of representing or reproducing words in visible form;
 - g. Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders, words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of persons; and
 - h. The headings used in this by-law are inserted for reference purposes only and are not to be considered in construing the terms and provisions hereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

REGISTERED OFFICE

2. The Corporation may from time to time:
 - a. by resolution of the Board change the address of the registered office of the Corporation within the municipality specified in the articles; and
 - b. by special resolution change the municipality in which its registered office is located to a different municipality in Saskatchewan than that specified in the articles.

SEAL

3. The seal of the Corporation shall be such as the Board may from time to time adopt. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

MANNER OF EXECUTION OF CONTRACTS

4. Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any two officers or directors (or where the Corporation has only one officer or director, the signature of that officer or director), and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation. The Board may from time to time by resolution appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing, signed as aforesaid or by an officer or officers, person or persons appointed as aforesaid by resolution of the Board.

MEMBERSHIPS AND TRANSFERS

5. Memberships in the Corporation may from time to time be allotted and issued, and options to purchase memberships may be granted by resolution of the Board on such terms and conditions and to such persons as the Board may determine.
- 5.1. Memberships are divided into Class A memberships, otherwise known as "regular membership", and Class B membership, otherwise known as "associate membership".
- 5.2. Notwithstanding the Articles, which allow Class B members to be elected as a director, and notwithstanding these Bylaws, which allow most resolutions to be passed by majority vote, Class B members shall only be elected as directors upon the unanimous vote of all directors of the Corporation either in person or in writing.
6. Membership certificates (and the transfer thereof) shall, subject to compliance with the Act, be in such form as the Board may from time to time by resolution approve and such certificates shall be signed by any two officers of the Corporation (or where the Corporation

has only one officer, the signature of that officer) holding office at the time of signing notwithstanding any change in the persons holding such office between the time of actual signing and the issuance of any certificate, any such certificate so signed shall be valid and binding upon the Corporation.

7. A transfer of a membership issued by the Corporation shall be recorded or registered in accordance with the Act and no transfer shall be recorded or registered unless or until the certificate representing the security has been surrendered and cancelled or, if no certificate has been issued by the Corporation in respect of such security, unless or until duly executed security transfer power in respect thereof has been presented for registration.
8. If a membership certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, and on such terms, if any as to evidence and indemnity as the Board thinks fit.
9. The Corporation shall have a lien on the shares registered in the name of a member or his legal representative for a debt of that member to the Corporation.

MEMBERS' MEETINGS

10. The Chairman of the Board, if any, or the President, or the Board by resolution may, and the Secretary shall upon direction of any of the foregoing, subject to compliance with the Act, the articles and the by-laws, at any time call and at any place convene the annual or a special meeting of members.
11. Notice of any meeting of members or any irregularity in any such meeting or in the notice thereof may be waived by any member, the duly appointed proxy of such member or any other person entitled to attend the meeting of members on behalf of such member, in any manner and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of any person entitled to attend the meeting of members on behalf of such member shall be deemed to constitute a waiver of notice of the meeting, except where that person at the opening of business of the meeting states to the meeting that his attendance at the meeting is solely for the purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.
12. A quorum for any meeting of members shall be constituted if [50% + 1] of the Class A members of the Corporation are present or represented by proxy or other representative. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting. If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting shall, without further action, stand adjourned to be convened on the same day of the following week at the same place and at the same time and those present at the adjourned meeting shall constitute a quorum.
13. The Chairman, if any, of the Board or in his absence the President, or in his absence, any Vice-President shall preside as Chairman of every meeting of members of the Corporation. If there is no such Chairman, or if at any meeting he is not present within thirty (30) minutes

after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall endorse someone of their number to be Chairman of the meeting.

14. The Chairman of the meeting may with the consent of the meeting adjourn any meeting of members from time to time to a fixed time and place and, subject to the Act, no notice of the time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of adjournment and if a quorum as constituted at the time of adjournment is present thereat. If there is not a quorum as so constituted, present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
15. Voting at a meeting of members shall be by show of hands except where a ballot is demanded by a member or proxy holder entitled to vote at the meeting, and in case of an equality of votes the Chairman of the meeting shall both on a show of hands and on a ballot have a second or casting vote in addition to the vote or votes to which he may be entitled as a member.

At a meeting, unless a ballot is demanded, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

16.
 - (1) Votes at meetings of members may be given either personally or by proxy. At every meeting at which he is entitled to vote every Class A member present in person shall have one (1) vote on a show of hands. Upon a ballot on which he is entitled to vote every Class A member present in person or by proxy shall have one (1) vote.
 - (2) The directors may from time to time pass regulations regarding the lodging of instruments appointing a proxy at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such instruments to be sent in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation appointed for the purpose of receiving such particulars and providing that instruments appointing a proxy so lodged may be voted upon as though the instruments themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The Chairman of any meeting of members may, subject to any regulations made as aforesaid, in his discretion accept written communication as to the authority of anyone claiming to vote on behalf of and to represent a member notwithstanding that no instrument of proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such written communication accepted by the Chairman of the meeting shall be valid and shall be counted.
17.
 - (1) A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members.

- (2) A resolution in writing dealing with all the matters required by the Act to be dealt with at a meeting of members, and signed by all the members entitled to vote at the meeting, satisfies all the requirements of the Act relating to meetings of members.
 - (3) Resolutions in writing contemplated by this paragraph 17 may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing.
 - (4) An electronic copy of any signed counterpart shall constitute an original copy.
18. The Board shall consist of not less than 3 and no more than 15 directors as specifically fixed from time to time by resolution of the directors. The Board shall manage or supervise the management of the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not by the Act or other statute, the articles, the by-laws or any special resolution of the Corporation expressly directed or required to be done in some other manner.

Where there is a vacancy or vacancies in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum of the Board remains in the office.

19. The term of office for a director shall be from the date of the meeting at which he is elected until the annual meeting next following; provided that a retiring director shall retain office until the adjournment or termination of the meeting at which his successor is elected unless such meeting was called for the purpose of removing him from office as a director in which case the director so removed shall vacate office forthwith upon the passing of the resolution for his removal. Retiring directors, if qualified, are eligible for re-election.

Whenever at any election of directors of the Corporation the full number of directors is not elected by reason of the disqualification, the refusal to act or the failure to consent to act as a director or the death of any nominee or nominees, the directors elected may exercise all powers of the Board so long as the number of directors so elected constitutes a quorum.

MEETINGS OF DIRECTORS

20. Meetings of the Board and of any committee of the Board may be held at any place within or outside Canada. A meeting of the Board may be convened by the Chairman of the Board (if any), the President or any two (2) directors at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of the Board. Except as otherwise provided by the Act and the by-laws, the directors either as a Board or as a committee thereof may convene, adjourn and otherwise regulate their meetings as they think fit.
21. Notice of the time and place of each meeting of the Board shall be given in the manner provided in paragraph 30 hereof to each director in the case of notice given by personal delivery or by electronic transmission not less than forty-eight (48) hours before the time when the meeting is so held, and in the case of notice given by mail, not less than ninety-six (96) hours before the time when the meeting is to be held; provided that meetings of the

Board or of any committee of the Board may be held at any time without formal notice if all the directors are present (including present by way of telephone participation) or if all the absent directors waive notice.

For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the board at which a director is appointed to fill a vacancy in the Board, no notice need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

22. Notice of any meeting of the board shall state in reasonable detail the business to be conducted at the meeting.
23. Notice of any meeting of the Board or any irregularity in any meeting or in the notice thereof may be waived by any director in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.
24. Unless otherwise determined by a resolution of the directors, a minimum of [50%+1] of directors present shall constitute a quorum for any meeting of the Board. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting. If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting shall, without further action, stand adjourned to be convened on the same day of the following week at the same place and at the same time and those present at the adjourned meeting shall constitute a quorum.
25. The Chairman, if any, of the Board or in his absence the President, or in his absence, any Vice-President, shall preside at every meeting of directors of the Corporation, but if at any meeting the Chairman is not present within thirty (30) minutes after the time appointed for holding the same, the directors present may choose one of their number to be Chairman of the meeting.
26. The Chairman of a meeting may with the consent of the meeting adjourn any meeting of the Board from time to time to a fixed time and place and subject to the Act no notice of the fixed time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of the adjournment and if a quorum as constituted at the time of the adjournment is present thereat. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
27. Decisions of the directors shall be determined by a majority of votes of the directors present, and in the case of an equality of votes the Chairman of the meeting shall have a second and casting vote.
28. (1) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors.

- (2) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, satisfies all the requirements of the Act relating to meetings of directors.
- (3) Resolutions in writing contemplated by this paragraph 28 may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing.
- (4) An electronic copy of any signed counterpart shall constitute an original copy.

VOTING SECURITIES IN OTHER BODIES CORPORATE

29. All securities of any other body corporate carrying voting rights held from time to time by the Corporation may be voted at all meetings of members, bondholders, debentureholders or holders of such securities, as the case may be, of such other body corporate, in such manner and by such person or persons as the Board shall from time to time determine by resolution. Any two officers of the Corporation (or where the Corporation has only one officer, that officer) may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.

NOTICES

30. Any notice (which includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his latest address as shown on the records of the Corporation or if mailed to him at his said address by prepaid ordinary mail or email. A notice so delivered shall be deemed to have been given when it is delivered personally or to the said address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by email shall be deemed to have been given when dispatched. The secretary may change or cause to be changed the recorded address of any member, director, officer, auditor, or member of a committee of the Board in accordance with any information which he reasonably believes to be reliable.
31. In computing the time when notice must be given under any provision requiring a specific number of hour's notice of any meeting or other event, the hour of giving the notice and the hour of commencement of the meeting shall be excluded, and in computing the date when notice must be given under any provision requiring a specified number of day's 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.
32. Where notices or other documents required to be given by the Corporation to its shareholders have been mailed to a shareholder at his latest address as shown on the records of the

No change
[Signature]

Corporation and where, on three (3) consecutive occasions, notices or other documents have been returned by the post office to the Corporation, the Corporation is not required to mail to the member any further notices or other documents until such time as the Corporation receives written notice from the member requesting that notices and other documents be sent to the member at a specified address.

33. All notices or other documents shall, with respect to any shares in the capital of the Corporation registered in more than one name, be given to whichever of such persons is named first in the records of the Corporation and any notice or other document so given shall be sufficient notice of delivery of such document to all the holders of such shares.
34. Every person who by operation of law, transfer or by any other means whatsoever shall become entitled to membership in the Corporation, shall be bound by every notice or other document in respect of such membership which prior to his name and address being entered on the records of the Corporation shall have been given to the person or persons from whom he derives his title to such shares.
35. Any notice or other document given by post shall, notwithstanding that such member be then deceased and whether or not the Corporation has notice of his decease, be deemed to have been duly served in respect of the membership held by such member (whether held solely or with other person) until some other person be entered in his stead in the records of the Corporation as the holder thereof and such service shall for all purposes be deemed a sufficient service of such notice or other document on his heirs, executors, or administrators and all persons (if any), interested with him in such membership.
36. The signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
37. A certificate of any officer of the Corporation in office at the time of the making of the certificate or of a transfer officer of any transfer agent or branch transfer agent of memberships to any class of the Corporation as to facts in relation to the mailing or delivery of service of any notice or other document to any member, director, officer or auditors or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.
38. A special general meeting and the annual general meeting of members of the Corporation may be convened by one and the same notice, and it shall be no objection to the said notice that it only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.

DISPUTE RESOLUTION MECHANISM

39. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights


of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

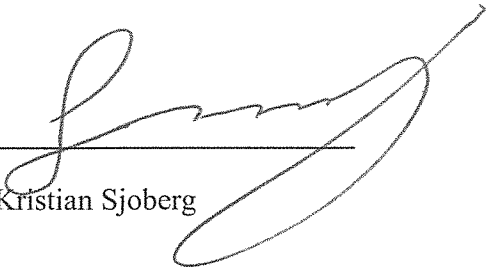
FISCAL YEAR

40. The fiscal year of the Corporation shall terminate on such day in each year as the Board may from time to time by resolution determine.

ENACTED by the Board and CONFIRMED by the members in accordance with the Act on the 1st day of February, 2019



Jess Hallsworth



Kristian Sjoberg



Talon Regent