

THIS IS THE LAST WILL AND TESTAMENT OF ME, REGIS SMITH, of the City of Vaughan, in the Regional Municipality of York, in the Province of Ontario.

THIS IS THE LAST WILL AND TESTAMENT OF ME, REGIS SMITH, of the City of Vaughan, in the Regional Municipality of York, in the Province of Ontario, made in contemplation of my marriage to SUSAN SMITH, of the City of Vaughan, in the Regional Municipality of York in the Province of Ontario.

PART I. - INITIAL MATTERS

Revocation

1. I HEREBY REVOKE all previous wills and testamentary dispositions made by me.

Revocation

1. (a) I HEREBY REVOKE all previous wills and testamentary dispositions made by me.
- (b) I DECLARE that subsequent to the execution of this Public Will, I will execute a Private Will dealing with certain of my assets (defined in such Will to be my Private Estate).

Revocation

1. (a) I HEREBY REVOKE all previous wills and testamentary dispositions made by me regarding those of my assets which form part of my Private Estate.
- (b) I DECLARE that I have an existing Will executed on the 27th day of March, 2003 (hereinafter referred to as my "Public Will), which Public Will deals with certain of my assets (defined in such Public Will to be my Public Estate), and which Public Will I do not intend to revoke by the provisions of this Private Will.

Appointment of Executor

2. I APPOINT my father, MARVIN SMITH (called 'MARV' in this will), to be the Executor and Trustee of this Will. If Marv should
- (a) predecease me, or
 - (b) survive me but die without having proved this Will, or
 - (c) be unable or unwilling to act,

then I APPOINT ILSE SMITH to act in his place. In this Will and in any Codicil to it, I refer to my Executors, whether there be one or more persons acting as such, as my "Trustees" to be Executors and Trustees of this Will.

Appointment of Executors

3. I APPOINT my father, MARVIN SMITH (called 'MARV' in this will), to be the Executors and Trustees of this Will. If either one of them should
- (a) predecease me, or
 - (b) survive me but die without having proved this Will, or
 - (c) be unable or unwilling to act,

then I APPOINT ILSE SMITH to act in either one of their place. In this Will and in any Codicil to it, I refer to my Executor, whether there be one or more persons acting as such, as my "Trustees" to be Executors and Trustees of this Will.

Appointment of replacement if spouse makes FLA election

4. If at any time within six months following the date of my death, my spouse SUSAN SMITH makes an election in writing under the *Ontario Family Law Act*, ("Act") or its successor Act, to receive any entitlement to my net family property as defined in the Act, my spouse shall cease to be an executor and trustee of my Will. I APPOINT Marvin Smith to be an executor and trustee in place of my said spouse and my Will shall be construed and take effect as if he had been originally appointed.

Definition of "my Public Estate"

1. (a) The term "my Public Estate" for all purposes of this Public Will shall mean

the whole of my property of every nature and kind whatsoever situate, including any property over which I may have a general power of appointment, **but excluding**:

- (1) all shares which I may hold in the capital of corporations which comply with the definition of a private company in the *Securities Act* of Ontario or similar legislation in any other jurisdiction (collectively referred to as the "Corporations");
 - (2) those of my assets held in trust for me by the Corporations and any amounts owing to me from the Corporations;
 - (3) any interest I may hold in a partnership, limited liability company or companies, or in a limited liability partnership or partnerships at the time of my death;
 - (4) those of my assets held in trust for me by the partnerships, limited liability companies or limited liability partnerships and any amounts owing to me from the partnerships, limited liability companies or limited liability partnerships;
 - (5) any real property and premises which I may own at the time of my death which is registered under the *Registry Act*, Ontario;
 - (6) any real property and premises which I may own at the time of my death which is registered under the provisions of the *Land Titles Act*, Ontario, and in which the conveyance and transfer of the said property after my death would result in the first dealing of the said property after it was converted from the *Registry Act* system to the *Land Titles Act* system; any amounts owing to me from the Corporations; and
 - (7) all personal, domestic and household use or ornament owned by me at my death including consumable stores and all automobiles and accessories thereto.
- (b) for the purposes of subparagraph 3(a) of my Public Will, if on the date of my death my shares in the capital stock of any one or more of the Corporations as the result of any stock dividend, stock split, amalgamation, reconstruction or re-arrangement of capital of the

Corporations or the sale of any of them or the undertaking of any of them to any other corporation shall be represented by a different capital holding in any one or more of the Corporations or in any other corporation or corporations to which I am entitled at the date of my death, then the reference contained therein to my shares in the capital stock of the Corporations shall take effect as if it had been a reference to the capital holding or holdings which as the result of such stock dividend, stock split, amalgamation, reconstruction or re-arrangement or sale took the place of the aforesaid shares.

Definition of “my Private Estate”

1. (a) The term “my Private Estate” for all purposes of this Private Will shall mean:
 - (1) all shares which I may hold in the capital of corporations which comply with the definition of a private company in the *Securities Act* of Ontario or similar legislation in any other jurisdiction (collectively referred to as the “Corporations”);
 - (2) those of my assets held in trust for me by the Corporations and any amounts owing to me from the Corporations;
 - (3) any interest I may hold in a partnership, limited liability company or companies, or in a limited liability partnership or partnerships at the time of my death;
 - (4) those of my assets held in trust for me by the partnerships, limited liability companies or limited liability partnerships and any amounts owing to me from the partnerships, limited liability companies or limited liability partnerships;
 - (5) any real property and premises which I may own at the time of my death which is registered under the *Registry Act*, Ontario;
 - (6) any real property and premises which I may own at the time of my death which is registered under the provisions of the *Land Titles Act*, Ontario, and in which the conveyance and transfer of the said property after my death would result in the first dealing of the said

property after it was converted from the *Registry Act* system to the *Land Titles Act* system; and

- (7) all personal, domestic and household use or ornament owned by me at my death including consumable stores and all automobiles and accessories thereto.
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- (b) for the purposes of subparagraph 3(a) of my Private Will, if on the date of my death my shares in the capital stock of any one or more of the Corporations as the result of any stock dividend, stock split, amalgamation, reconstruction or re-arrangement of capital of the Corporations or the sale of any of them or the undertaking of any of them to any other corporation shall be represented by a different capital holding in any one or more of the Corporations or in any other corporation or corporations to which I am entitled at the date of my death, then the reference contained therein to my shares in the capital stock of the Corporations shall take effect as if it had been a reference to the capital holding or holdings which as the result of such stock dividend, stock split, amalgamation, reconstruction or re-arrangement or sale took the place of the aforesaid shares.

Majority to Govern

5. If at any time my Trustees are unable to agree regarding any matter in connection with my estate, the decision of a majority of my Trustees shall govern, provided my surviving spouse SUZY, if a Trustee, votes with the majority, and be binding upon all persons concerned even though any one or more of my Trustees may be personally interested or concerned in the matter in dispute or question. Dissenting Trustees are relieved from all responsibility for any action taken upon a decision in which they did not concur. If at any time there is an even number of Trustees, I have every confidence that they will jointly consult a person who will help them resolve, or otherwise settle on a means to resolve, their disagreement.

Majority to Govern

6. If at any time my Trustees are unable to agree regarding any matter in connection with my estate, the decision of a majority of my Trustees shall govern, provided Marvin Smith, if a Trustee, votes with the majority, and be binding upon all persons concerned even though any one or more of my Trustees may be personally interested or concerned in the matter in dispute or question. Dissenting Trustees are relieved from all responsibility for any action taken upon a decision in which they did not concur. If at any time there is an even number of