

NEWPORT INC.
(the "Corporation")

BY-LAW ONE

MEETINGS OF SHAREHOLDERS AND DIRECTORS

ARTICLE 1. MEETINGS OF SHAREHOLDERS.

1.1. Place and Time. Meetings of shareholders of the Corporation shall be held at the registered office of the Corporation or at such other place as the Board of Directors may determine, from time to time, and at such time as the Board of Directors, the Chief Executive Officer or the President may determine, from time to time.

1.2. Chairman. Subject to the provisions of any resolution of the Board of Directors, the Chairman of the Board or, in his absence or inability or refusal or failure to act, a Vice-Chairman of the Board or, in his absence or inability or refusal or failure to act, the President or, in his absence or inability or refusal or failure to act, the Vice-President or, if there be more than one Vice-President, that one of them who may have been designated for the purpose by the Board of Directors, shall preside at all meetings of shareholders. All of the foregoing officers may attend such meetings but no Vice-President shall act as chairman if the Board of Directors shall have determined that he shall not so act. If all of the foregoing officers be absent or unable or refuse or fail to act, the persons present may choose a chairman.

1.3. Quorum. Two shareholders personally present and representing, either in their own right or by proxy, not less than twenty-five (25%) of the outstanding shares of the Corporation shall constitute a quorum.

ARTICLE 2. MEETINGS OF DIRECTORS.

2.1. Place, Time and Notice. Immediately after the annual meeting of shareholders in each year, a meeting of such of the newly elected directors as are then present may be held, provided that they shall constitute a quorum, without notice, for the appointment of officers of the Corporation and the transaction of such other business as may come before the meeting.

Subject to the provisions of any resolution of the Board of Directors, meetings of the Board of Directors may be called at any time by the Chairman of the Board or a Vice-Chairman of the Board or the President or any Vice-President who is a director or any two directors and notice of the time and place for holding any meeting of the Board of Directors and the general nature of the business to be transacted thereat shall be given at least forty-eight (48) hours prior to the time fixed for the meeting. Any meeting so called may be held at the registered office of the Corporation or any other place within or outside Ontario. In any financial year of the Corporation, a majority of the meetings of the Board of Directors need not be held within Canada.

2.2. Chair. Subject to any resolution of the Board of Directors, the Chair of the Board shall preside at all meetings of the Board of Directors,. If each of the Chair of the Board and any other person designated to act as chair of a meeting of directors by resolution of the Board

of Directors is absent or unable or refuses or fails to act, the directors present may choose a chair from among their number. The chair at any meeting of directors may vote as a director.

2.3. Quorum. The quorum for the transaction of business at any meeting of the board shall be a majority of the number of directors as determined from time to time in accordance with the *Business Corporations Act* (Ontario)

Enacted February 18th, 2011.

Witness the signature of the President of the Corporation.



Keith Halbert, President