



Certificate of Incorporation

Canada Business Corporations Act

Certificat de constitution

Loi canadienne sur les sociétés par actions

Stelco Holdings Inc.

Corporate name / Dénomination sociale

1042006-9

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Virginie Ethier

Director / Directeur

2017-09-25

Date of Incorporation (YYYY-MM-DD)
Date de constitution (AAAA-MM-JJ)



Form 1
Articles of Incorporation
*Canada Business Corporations
Act (s. 6)*

Formulaire 1
Statuts constitutifs
*Loi canadienne sur les sociétés
par actions (art. 6)*

- 1 Corporate name
Dénomination sociale
Stelco Holdings Inc.
- 2 The province or territory in Canada where the registered office is situated
La province ou le territoire au Canada où est situé le siège social
ON
- 3 The classes and any maximum number of shares that the corporation is authorized to issue
Catégories et le nombre maximal d'actions que la société est autorisée à émettre
See attached schedule / Voir l'annexe ci-jointe
- 4 Restrictions on share transfers
Restrictions sur le transfert des actions
N/A
- 5 Minimum and maximum number of directors
Nombre minimal et maximal d'administrateurs
Min. 3 Max. 10
- 6 Restrictions on the business the corporation may carry on
Limites imposées à l'activité commerciale de la société
None
- 7 Other Provisions
Autres dispositions
See attached schedule / Voir l'annexe ci-jointe
- 8 **Incorporator's Declaration:** I hereby certify that I am authorized to sign and submit this form.
Déclaration des fondateurs : J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

Name(s) - Nom(s)

Original Signed by - Original signé par

David Cheney

David Cheney

David Cheney

Alan Kestenbaum

Alan Kestenbaum

Alan Kestenbaum

Michael A. McQuade

Michael A. McQuade

Michael A. McQuade

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe
Description of Classes of Shares / Description des catégories d'action

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preference Shares, issuable in series.

The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

A. Dividends

The holders of the Common Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of the Preference Shares and any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the Common Shares, the board of directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares.

B. Liquidation

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares will, subject to the rights of the holders of the Preference Shares and any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the Common Shares, be entitled to the distribution.

C. Voting

Subject to the rights of the holders of any other class, or of any series of any other class of shares of the Corporation entitled to have separate meetings of that class or series or to vote separately, as a class or series, the holders of the Common Shares will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one (1) vote in respect of each Common Share held at all such meetings.

The rights, privileges, restrictions and conditions attaching to the Preference Shares are as follows:

A. Preference Shares may be Issued in One or More Series

The Preference Shares may at any time and from time to time be issued in one or more series, each series to consist of such number of Preference Shares as may, before the issue thereof, be determined by resolution of the board of directors of the Corporation. Subject to the provisions of the Canada Business Corporations Act (the "Act"), the board of directors may, by resolution, fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to each series of the Preference Shares, including, but without in any way limiting or restricting the generality of the foregoing, the rate, amount or

method of calculation of dividends thereon, the time and place of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption thereof, conversion rights (if any) and voting rights attached thereto (if any).

B. Dividends

The holders of Preference Shares will be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, always in preference and priority to the payment of dividends on the Common Shares.

C. Liquidation

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preference Shares will be entitled to preference with respect to the distribution of assets of the Corporation before any amount is paid or any assets of the Corporation are distributed to the holders of any Common Shares and any other shares ranking junior to the Preference Shares.

D. Voting

Except as required by law or in accordance with any voting rights which may be attached to any series of Preference Shares, the holders of the Preference Shares will not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and will not be entitled to vote at any such meeting.

E. No Series Voting or Dissent Rights in Specified Circumstances

Holders of a series of Preference Shares are not entitled to vote separately as a series upon, or dissent with respect to, a proposal to amend the articles of the Corporation to:

- a) increase or decrease any maximum number of authorized Preference Shares of that series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to that series of Preference Shares;
- b) effect an exchange, reclassification or cancellation of that series of Preference Shares; or
- c) create a new class of shares or series of shares equal or superior to that series of Preference Shares.

Schedule / Annexe
Other Provisions / Autres dispositions

The number of directors within the minimum and maximum number set out in paragraph 5 may be determined from time to time by resolution of the board of directors. Any vacancy among the directors resulting from an increase in the number of directors as so determined may be filled by resolution of the directors, subject to any limitations imposed on the directors to fill such vacancy under the Canada Business Corporations Act.