

GOODFELLOW INC.
BY-LAW NO. 2021-3 - FORUM SELECTION

Unless Goodfellow Inc. (the "Corporation") approves or consents in writing to the selection of an alternative forum, the courts of the Province of Québec and appellate courts therefrom shall be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Corporation; (ii) any action or proceeding asserting a claim for breach of a fiduciary duty owed by any director, officer or employee of the Corporation to the Corporation; (iii) any action or proceeding asserting a claim arising pursuant to any provision of the *Canada Business Corporations Act* (the "Act") or the articles or by-laws of the Corporation (as either may be amended from time to time); or (iv) any action or proceeding asserting a claim otherwise related to the Corporation's "affairs" (as defined in the Act). If any action or proceeding the subject matter of which is within the scope of the preceding sentence is filed in a Court other than a court located within the Province of Québec (a "Foreign Action") in the name of any securityholder, such securityholder shall be deemed to have consented to (i) the personal jurisdiction of the courts located within the Province of Québec in connection with any action or proceeding brought in any such Court to enforce the provisions in the preceding sentence and (ii) having service of process made upon such securityholder in any such action or proceeding by service upon such securityholder's counsel in the Foreign Action as agent for such securityholder.

This By-law shall come into force on April 22, 2021. If the adoption of this By-Law is not confirmed during the next annual or special meeting of shareholders, it will cease to apply, but only from this date.

(signed) G. Douglas Goodfellow
G. Douglas Goodfellow
Chairman of the Board