

APPENDIX

B

Section 1

CED Plan

For

New Dawn Holdings Limited

Community Economic Development Plan for New Dawn Holdings Ltd.

- a) The mission of New Dawn Holdings Ltd. is to increase the level of economic activity and prosperity within the boundaries of the four eastern counties of Nova Scotia, that is, Cape Breton Regional Municipality (CBRM), Inverness, Victoria and Richmond Counties by means of the establishment and maintenance of a Community Economic Development Investment Fund, which will make subordinated debt available to new or existing businesses within the boundaries of the counties noted above.
- b) The amount of equity capital to be raised by this issue (sixth) is a minimum of \$50,000.00 and a maximum of \$3,000,000.00.
- c) The shares to be issues:
 - i. Are equity shares;
 - ii. Are of only one class without series and have never previously been issued
 - iii. Will only be issued from the treasury of the corporation on being fully paid for cash,
 - iv. Will immediately following their issue, be registered in the name of each shareholder that purchases them or in the name of a trustee, if the shares are held by the trustee for the benefit of a shareholder, and
 - v. Do not have any rights or restrictions prohibited by the regulation to applicable statues (Equity Tax Credit Act and Securities Act)
- d) That, if share certificate is not required to be issued to each new shareholder, an investment confirmation be issued to each new shareholder within thirty days of share registration, setting out at least the following:
 - i. The number of shares acquired,
 - ii. The price paid per share,
 - iii. The total amount paid,
 - iv. The procedure for obtaining the tax credit receipt pursuant of the Equity Tax Credit Act.

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Section 2

Investments made by New Dawn Holdings Ltd.

New Dawn Enterprises Limited: \$2,440,000.00 in subordinated debt bearing interest at a rate of 6% with no set terms or repayment. New Dawn Enterprises is one of the oldest community economic development companies in Canada. Mission Statement – New Dawn Enterprises will engage the community to create and support the development of a culture of self-reliance. Vision Statement – A self-reliant people in a vibrant community. New Dawn administration office employs 25 people full time.

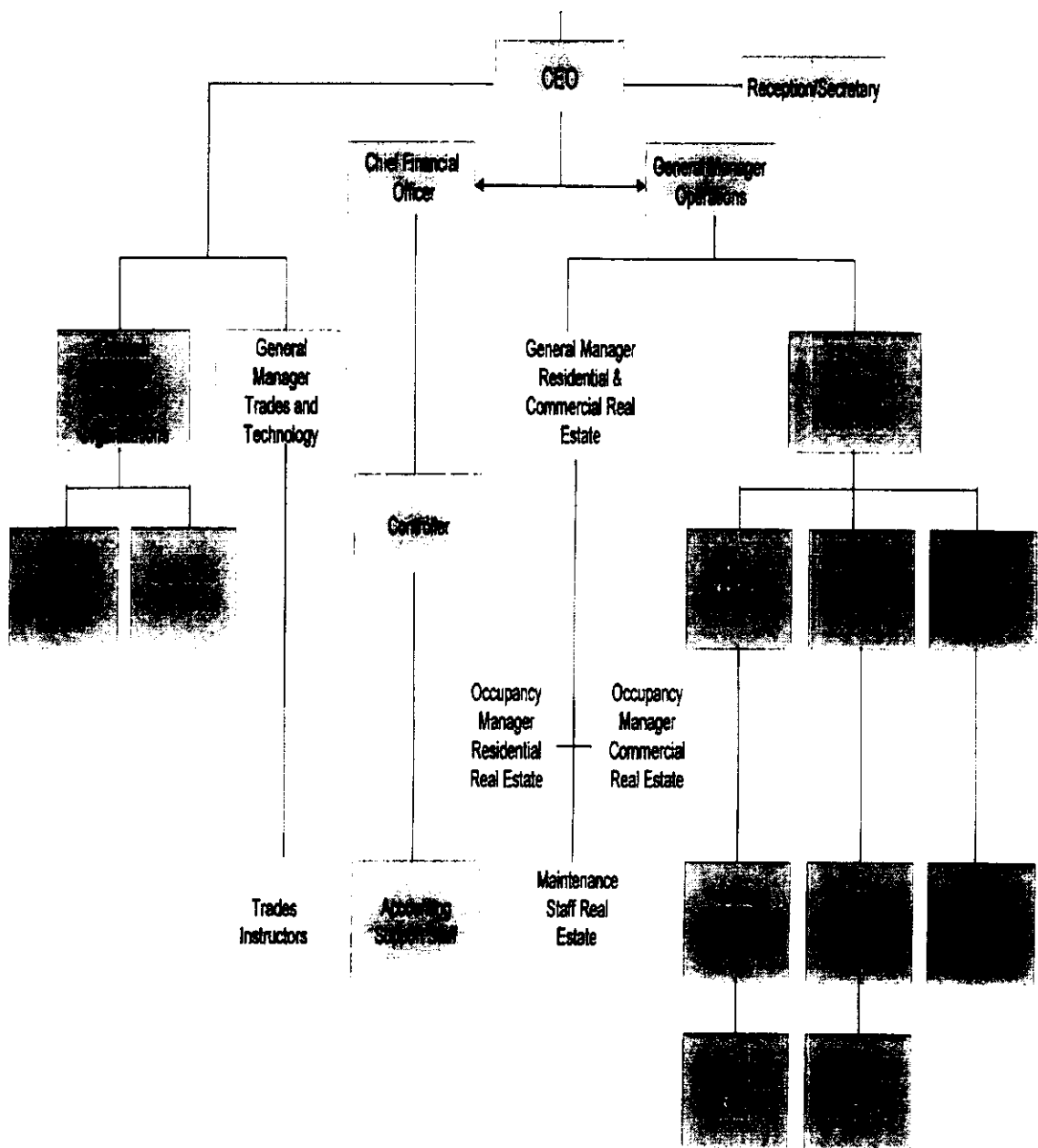
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Section 3

Organizational Chart of New Dawn Enterprises Limited

New Dawn Board of Directors



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Section 4

**New Dawn Enterprises Limited
Companies**

NEW DAWN ENTERPRISES LIMITED

COMPANIES

Cape Breton Association for Housing Development	100% ownership
Cape Care Services (1996) Limited	100% ownership
Highland Resources Limited	100% ownership
Highland Technical Limited	80% ownership
New Dawn Community Development Educational Foundation Inc.	100% ownership
New Dawn Guest Home	100% ownership
New Dawn Immigration Consultants Inc.	100% ownership
New Dawn Investments Ltd.	100% ownership
New Dawn Management Ltd.	100% ownership
Pine Tree Park Estates Incorporated	100% ownership
David Realities Limited	100% ownership
Sydney Senior Care Home Living Ltd.	100% ownership
Volunteer Resource Centre (Sydney)	100% ownership
Crowell's Realty Ltd.	50% ownership
New Dawn Renewable Energy	100% ownership

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Section 5

List of Directors

Of

New Dawn Holdings Limited

**NEW DAWN HOLDINGS LIMITED
BOARD OF DIRECTORS
2010/2011**

CHAIR

STEVE LILLEY
Protocase, President
P.O. Box 81, Stn. A
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567-3336 (fax)
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VICE-CHAIR

JIM CONNORS SR.
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MONICA SHEBIB

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SECRETARY/TREASURER

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MR. JOHN EYKING

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JERRY MACNEIL

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DOUG LIONAIS

CBU ASSOCIATE PROFESSOR
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Section 6

Certificate of Registration



Nova Scotia

CERTIFICATE OF INCORPORATION
Companies Act

Registry Number

3082694

Name of Company

NEW DAWN HOLDINGS LTD.

I hereby certify that the above-mentioned company was incorporated this date under the Companies Act and that the company is limited.

A handwritten signature in black ink, appearing to be "W. J. [unclear]".

Registrar of Joint Stock Companies

October 15, 2003

Date of Incorporation