

# SHARE CAPITAL (3 Classes) (Quebec)

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**BENCHMARKING GRID**

No.	ATTRIBUTES	Class "A"	Class "B"	Class "C"
		Type "Common"	Type "Internal Financing"	Type "External Financing"
01	Voting Right	Yes	No	No Unless dividends unpaid for 3 years
	Number of votes per share	1	1	1
02	Dividend	Yes	Yes	Yes
	Rank	3 <sup>rd</sup>	2 <sup>nd</sup>	1 <sup>st</sup>
	Cumulative	No	Yes	Yes
	Rate	Discretionary	Annually At ..... rate + 2% on redemption price	Annually At ..... rate + 2% on redemption price
03	Return of Capital	Yes	Yes	Yes
	Rank	3 <sup>rd</sup>	2 <sup>nd</sup>	1 <sup>st</sup>
	Price	Issued and paid- up capital	Redemption price	Redemption price
	Plus unpaid dividends	Yes	Yes	Yes
04	Participation (remaining assets)	Yes	No	No
05	Conversion Right	No Subject to USA	No Subject to USA	No Subject to USA
06	Redemption (unilateral)			
	At Option of Corporation	No	Yes Redemption price + dividends	Yes Redemption price + dividends
	At Option of Holder	No Subject to USA	Yes Subject to USA Redemption price + dividends	Yes Subject to USA Redemption price + dividends
07	Redemption Procedure	Subject to USA, Board resolution	Subject to USA Board resolution or 4.00	Subject to USA Board resolution or 4.00
08	Purchase by Agreement	Yes	Yes Subject to USA	Yes Subject to USA

No.	ATTRIBUTES	Class "A"	Class "B"	Class "C"
		Type "Common"	Type "Internal Financing"	Type "External Financing"
			Limited to redemption price + dividends	Limited to redemption price + dividends
09	Series	No	Yes	Yes
10	Veto	Yes Subject to USA	Yes Subject to USA	Yes Subject to USA
	Percentage	2/3	2/3	3/4
11	Security	No	Yes	Yes
12	Pre-emption	Yes Pro rata	No	No
13	Without par value	Yes	Yes	Yes

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**SCHEDULE 1 – SHARE CAPITAL**

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The Corporation is authorized to issue an unlimited number of shares of each of the following classes:

**CLASS “A” SHARES  
CLASS “B” SHARES  
CLASS “C” SHARES**

The Class “A”, Class “B” and Class “C” shares include and are, respectively, subject to the following rights, privileges, conditions and restrictions:

**1.00 CLASS “A” SHARES (COMMON)**

**1.01 Voting Right**

Class “A” shares give holders the right to receive notice of, attend and vote at all meetings of shareholders of the Corporation. At such meetings, the holders of Class “A” shares will, for the purpose of electing directors and passing any resolution under their jurisdiction, be entitled to ONE (1) vote per share held.

**1.02 Dividend**

If during a financial year of the Corporation, after providing for preferred dividends on Class “C” and Class “B” shares, there remains any profits or surplus available for the payment of dividends, the holders of Class “A” shares will be entitled to receive a dividend, to the exclusion of the other classes of shares, the terms and conditions of which may be determined by the board of directors at their entire discretion.

**1.03 Return of Capital**

Subject to the preferential right of return of capital to holders of Class “C” and Class “B” shares, and in the event of the winding-up or dissolution of the Corporation, whether voluntary or involuntary, or any distribution of its assets in favour of its shareholders for any reason whatsoever, holders of Class “A” shares will be entitled to receive, as a return of capital, an amount equal to the amount paid-up on their respective Class “A” shares as well as any declared and unpaid dividend thereon.

**1.04 Participation**