

**SHARE CAPITAL
(5 Classes)
(Quebec)**

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SCHEDULE 1 – SHARE CAPITAL

BENCHMARKING GRID

No.	ATTRIBUTES	Class “A”	Class “B”	Class “C”	Class “D”	Class “E”
		Type “Common”	Type “Profit-Sharing”	Type “Frozen”	Type “Internal Financing”	Type “External Financing”
01	Voting Right	Yes	No	No	No	No Unless dividends unpaid for 3 years
	Number of votes per share	1	1	1	1	1
02	Dividend	Yes	Yes	Yes	Yes	Yes
	Rank	4 th <i>pari passu</i> with “B”	4 th <i>pari passu</i> with “A”	3 rd	2 nd	1 st
	Cumulative	No	No	Yes	Yes	Yes
	Rate	Discretionary	Discretionary	Annually rate + 2% on redemption price	Annually rate + 2% on redemption price	Annually rate + 2% on redemption price
03	Return of Capital	Yes	Yes	Yes	Yes	Yes
	Rank	4 th <i>pari passu</i> with “B”	4 th <i>pari passu</i> with “A”	3 rd	2 nd	1 st
	Price	Issued and paid up share capital	Issued and paid up share capital	Redemption price	Redemption price	Redemption price
	Plus unpaid dividends	Yes	Yes	Yes	Yes	Yes
04	Participation (remaining assets)	Yes <i>pari passu</i> “B”	Yes <i>pari passu</i> “A”	No	No	No
05	Conversion Right	No	No	No	No	No

No.	ATTRIBUTES	Class "A"	Class "B"	Class "C"	Class "D"	Class "E"
		Type "Common"	Type "Profit-Sharing"	Type "Frozen"	Type "Internal Financing"	Type "External Financing"
		Subject to USA	Subject to USA	Subject to USA	Subject to USA	Subject to USA
06	Redemption (unilateral)					
	At Option of Corporation	No	Yes At redemption price + dividends	Yes At redemption price + dividends	Yes At redemption price + dividends	Yes At redemption price + dividends
	At Option of Holder	No Subject to USA	No Subject to USA	Yes Subject to USA Redemption price + dividends	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 6.00	Subject to USA, Board resolution or 6.00	Subject to USA, Board resolution or 6.00	Subject to USA, Board resolution or 6.00
08	Purchase by Agreement	Yes	Yes	Yes Subject to USA Limited to redemption price + dividends	Yes Subject to USA Limited to redemption price + dividends	Yes Subject to USA Limited to redemption price + dividends
09	Series	No	No	No	Yes	Yes
10	Veto	Yes Subject to USA	Yes Subject to USA	Yes Subject to USA	Yes Subject to USA	Yes Subject to USA
	Percentage	2/3	2/3	3/4	2/3	3/4
11	Guarantee	No	No	No	Yes	Yes
12	Pre-emption	Yes pro rata	Yes pro rata	No	No	No
13	Without par value	Yes	Yes	Yes	Yes	Yes

SCHEDULE 1 – SHARE CAPITAL

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
CLASS “D” SHARES
CLASS “E” SHARES

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

1.00 CLASS “A” SHARES (COMMON)

1.01 Voting Right

The 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, 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 the Class “E”, Class “D” and Class “C” shares, there remains any profits or surplus available for the payment of dividends, holders of Class “A” shares may receive, *pari passu* with holders of Class “B” shares, such dividend on the terms determined by the board of directors at their discretion.

1.03 Return of Capital

Subject to the preferential right to return of capital to holders of Class “E”, “D” and “C” shares, and in the event of the liquidation 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, *pari passu* with holders of Class “B” shares, as repayment, an amount equal to the issued and paid-up share capital of the Class “A” shares held by them, respectively as well as any unpaid dividend thereon.