

**SHARE CAPITAL**  
**(9 Classes)**  
**(Federal)**

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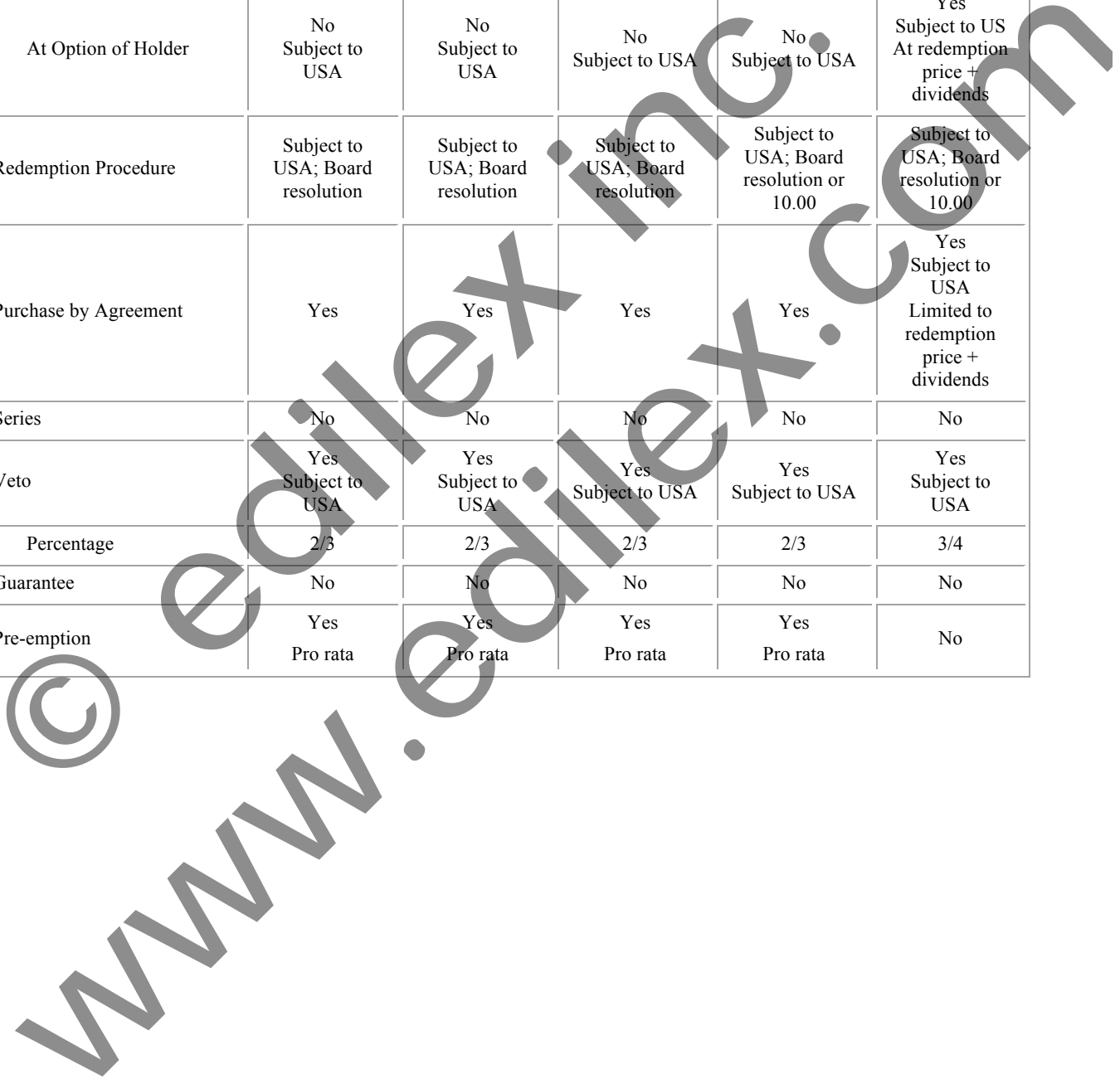
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**BENCHMARKING GRID**

No.	ATTRIBUTES	Class "A"	Class "B"	Class "C"	Class "D"	Class "E"
		Type "Common 1"	Type "Common 2"	Type "Control"	Type "Profit-Sharing"	Type "Frozen"
01	Voting Right	Yes	No	Yes	No	No
	Number votes per shares	1	1	100	1	1
02	Dividend	Yes	Yes	Yes	Yes	Yes
	Rank	6 <sup>th</sup> <i>pari passu</i> with "B" and "D"	6 <sup>th</sup> <i>pari passu</i> with "A" and "D"	Last	6 <sup>th</sup> <i>pari passu</i> with "A" and "B"	5 <sup>th</sup>
	Cumulative	No	No	No	No	Yes
	Rate	Discretionary	Discretionary	Discretionary	Discretionary	Annually ..... rate + 2% on redemption price
03	Return of Capital	Yes	Yes	Yes	Yes	Yes
	Rank	6 <sup>th</sup> <i>pari passu</i> with "B" and "D"	6 <sup>th</sup> <i>pari passu</i> with "A" and "D"	Last	6 <sup>th</sup> <i>pari passu</i> with "A" and "B"	5 <sup>th</sup>
	Price	Stated capital	Stated capital	Stated capital	Stated capital	Redemption price
	Plus unpaid dividends	Yes	Yes	Yes	Yes	Yes
04	Participation (remaining assets)	Yes <i>pari passu</i> "B" and "D"	Yes <i>pari passu</i> "A" and "D"	No	Yes <i>pari passu</i> with "A" and "B"	No
05	Conversion Right	No Subject to USA	No Subject to USA	No Subject to USA	No Subject to USA	No Subject to USA
06	Redemption (unilateral)					
	At Option of Corporation	No	No	No	Yes At redemption price + dividends	Yes At redemption price + dividends

No.	ATTRIBUTES	Class "A"	Class "B"	Class "C"	Class "D"	Class "E"
		Type "Common 1"	Type "Common 2"	Type "Control"	Type "Profit-Sharing"	Type "Frozen"
	At Option of Holder	No Subject to USA	No Subject to USA	No Subject to USA	No Subject to USA	Yes Subject to US At redemption price + dividends
07	Redemption Procedure	Subject to USA; Board resolution	Subject to USA; Board resolution	Subject to USA; Board resolution	Subject to USA; Board resolution or 10.00	Subject to USA; Board resolution or 10.00
08	Purchase by Agreement	Yes	Yes	Yes	Yes	Yes Subject to USA Limited to redemption price + dividends
09	Series	No	No	No	No	No
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	2/3	2/3	3/4
11	Guarantee	No	No	No	No	No
12	Pre-emption	Yes Pro rata	Yes Pro rata	Yes Pro rata	Yes Pro rata	No



No.	ATTRIBUTES	Class “F”	Class “G”	Class “H”	Class “I”
		Type “Internal Financing 2”	Type “Internal Financing 1”	Type “External Financing 2”	Type “External Financing 1”
01	Voting	No	No	No Unless dividends unpaid for 3 years	No Unless dividends unpaid for 3 years
	Number votes per share	1	1	1	1
02	Dividend	Yes	Yes	Yes	Yes
	Rank	4 <sup>th</sup>	3 <sup>rd</sup>	2 <sup>nd</sup>	1 <sup>st</sup>
	Cumulative	Yes	Yes	Yes	Yes
	Rate	Annually ..... rate + 2% on redemption price	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
	Rank	4 <sup>th</sup>	3 <sup>rd</sup>	2 <sup>nd</sup>	1 <sup>st</sup>
	Price	Redemption Price	Redemption Price	Redemption Price	Redemption Price
	Plus unpaid dividends	Yes	Yes	Yes	Yes
04	Participation (remaining assets)	No	No	No	No
05	Conversion Right	No Subject to USA	No Subject to USA	No Subject to USA	No Subject to USA
06	Redemption (unilateral)				
	At Option of Corporation	Yes At redemption price + dividends	Yes At redemption price + dividends	Yes At redemption price + dividends	Yes At redemption price + dividends
	At Option of Holder	Yes Subject to USA At redemption price + dividends	Yes Subject to USA At redemption price + dividends	Yes Subject to USA At redemption price + dividends	Yes Subject to USA At redemption price + dividends
07	Redemption Procedure	Subject to USA, Board resolution or 10.00	Subject to USA, Board resolution or 10.00	Subject to USA, Board resolution or 10.00	Subject to USA, Board resolution or 10.00
08	Purchase by Agreement	Yes Subject to USA Limited to redemption price	Yes Subject to USA Limited to redemption price	Yes Subject to USA Limited to redemption price	Yes Subject to USA Limited to redemption price

No.	ATTRIBUTES	Class "F"	Class "G"	Class "H"	Class "I"
		Type "Internal Financing 2"	Type "Internal Financing 1"	Type "External Financing 2"	Type "External Financing 1"
		+ dividends	+ dividends	+ dividends	+ dividends
09	Series	No	Yes	No	Yes
10	Veto	Yes Subject to USA	Yes Subject to USA	Yes Subject to USA	Yes Subject to USA
	Percentage	2/3	2/3	3/4	3/4
11	Guarantee	No	Yes	No	Yes
12	Pre-emption	No	No	No	No

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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  
CLASS “D” SHARES  
CLASS “E” SHARES  
CLASS “F” SHARES  
CLASS “G” SHARES  
CLASS “H” SHARES  
CLASS “I” SHARES**

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

**1.00 CLASS “A” SHARES (COMMON 1)**

**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 “I”, “H”, “G”, “F” and “E” 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” and “D” 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 “I”, “H”, “G”, “F” and “E” 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” and Class “D” shares, as repayment, an amount equal to the stated capital of the Class “A” shares held by them, respectively as well as any unpaid dividend thereon.

#### **1.04 Participation**

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, the holders of Class “A” shares will be entitled to participate, *pari passu* with holders of Class “B” and Class “D” shares, in the remaining assets of the Corporation.

#### **1.05 Conversion Right**

Subject to any provision to the contrary in a unanimous shareholder agreement between the shareholders of the Corporation, the Class “A” shares may not be converted into shares of any other class.

#### **1.06 Redemption Right**

Subject to any provision to the contrary in a unanimous shareholder agreement between the shareholders of the Corporation under which holders of Class “A” shares may grant a right of redemption for such shares at the price provided under that agreement and according to the terms therein, the Corporation will have no right of redemption with respect to the issued and outstanding Class “A” shares of its share capital.

#### **1.07 Redemption Procedure**

If applicable, unless otherwise indicated in a unanimous shareholder agreement between the shareholders of the Corporation providing for such a right, the redemption procedure for Class “A” shares will be determined by the board of directors of the Corporation, failing which Part 10.00 herein will apply in full.

#### **1.08 Purchase by Agreement**

Subject to the *Canada Business Corporations Act* and any unanimous shareholder agreement between the shareholders of the Corporation, the Corporation may purchase or otherwise acquire by agreement all or part of the issued and outstanding Class “A” shares from any holder of such shares, at such time, in such manner and for such consideration as the board of directors may determine jointly with the holder(s) of such redeemed shares.

#### **1.09 Series**

The Class “A” shares may not, at any time, be issued in a series.