

**SHARE CAPITAL
(9 Classes)
(Quebec)**

TABLE OF CONTENTS

	PAGE
1.00 CLASS "A" SHARES (COMMON 1)	9
1.01 Voting Right	9
1.02 Dividend	9
1.03 Return of Capital.....	9
1.04 Participation	10
1.05 Conversion Right	10
1.06 Redemption Right	10
1.07 Redemption Procedure.....	10
1.08 Purchase by Agreement	10
1.09 Series.....	10
1.10 Veto.....	11
1.11 Security	11
1.12 Pre-emptive Right	11
2.00 CLASS "B" SHARES (COMMON 2)	12
2.01 Voting Right	12
2.02 Dividend	12
2.03 Return of Capital.....	12
2.04 Participation	12
2.05 Conversion Right	13
2.06 Redemption Right	13
2.07 Redemption Procedure.....	13
2.08 Purchase by Agreement	13
2.09 Series.....	13
2.10 Veto.....	13
2.11 Security	14
2.12 Pre-emptive Right	14
3.00 CLASS "C" SHARES (CONTROL)	15
3.01 Voting Right	15
3.02 Dividend	15
3.03 Return of Capital.....	15
3.04 Participation	15
3.05 Conversion Right	15
3.06 Redemption Right	15
3.07 Redemption Procedure.....	16
3.08 Purchase by Agreement	16
3.09 Series.....	16
3.10 Veto.....	16
3.11 Security	17

3.12	Pre-emptive Right	17
4.00	CLASS “D” SHARES (PROFIT-SHARING)	17
4.01	Voting Right	17
4.02	Dividend.....	18
4.03	Return of Capital.....	18
4.04	Participation	18
4.05	Conversion Right	18
4.06	Redemption Right	18
4.06.01	At Option of Corporation	18
4.06.02	At Option of Holder.....	18
4.07	Redemption Procedure	19
4.07.01	At Option of Corporation	19
4.07.02	At Option of Holder.....	19
4.08	Purchase by Agreement	19
4.09	Series.....	19
4.10	Veto.....	19
4.11	Security	20
4.12	Pre-emptive Right	20
5.00	CLASS “E” SHARES (FROZEN)	21
5.01	Voting Right	21
5.02	Dividend.....	21
5.03	Return of Capital.....	21
5.04	Participation	21
5.05	Conversion Right.....	21
5.06	Redemption Right	22
5.06.01	At Option of Corporation	22
5.06.02	At Option of Holder.....	22
5.07	Redemption Procedure	22
5.07.01	At Option of Corporation	22
5.07.02	At Option of Holder.....	22
5.08	Purchase by Agreement	22
5.09	Series.....	23
5.10	Veto.....	23
5.11	Security	23
5.12	Pre-emptive Right	23
6.00	CLASS “F” SHARES (INTERNAL FINANCING 2).....	23
6.01	Voting	23
6.02	Dividend.....	24
6.03	Return of Capital.....	24
6.04	Participation	24
6.05	Conversion Right	24

6.06	Redemption Right	24
6.06.01	At Option of Corporation	24
6.06.02	At Option of Holder	25
6.07	Redemption Procedure.....	25
6.07.01	At Option of Corporation	25
6.07.02	At Option of Holder	25
6.08	Purchase by Agreement	25
6.09	Series.....	25
6.10	Veto.....	25
6.11	Security	26
6.12	Pre-emptive Right	26
7.00	CLASS “G” SHARES (INTERNAL FINANCING 1)	26
7.01	Voting	26
7.02	Dividend	26
7.03	Return of Capital.....	27
7.04	Participation	27
7.05	Conversion Right	27
7.06	Redemption Right	27
7.06.01	At Option of Corporation	27
7.06.02	At Option of Holder	27
7.07	Redemption Procedure.....	28
7.07.01	At Option of Corporation	28
7.07.02	At Option of Holder	28
7.08	Purchase by Agreement	28
7.09	Series.....	28
7.10	Veto.....	29
7.11	Security	29
7.12	Pre-emptive Right	29
8.00	CLASS “H” SHARES (EXTERNAL FINANCING 2)	30
8.01	Voting	30
8.02	Dividend	30
8.03	Return of Capital.....	30
8.04	Participation	31
8.05	Conversion Right	31
8.06	Redemption Right	31
8.06.01	At Option of Corporation	31
8.06.02	At Option of Holder	31
8.07	Redemption Procedure.....	31
8.07.01	At Option of Corporation	31
8.07.02	At Option of Holder	31
8.08	Purchase by Agreement	32
8.09	Series.....	32

8.10	Veto.....	32
8.11	Security	32
8.12	Pre-emptive Right	32
9.00	CLASS "I" SHARES (EXTERNAL FINANCING 1).....	33
9.01	Voting	33
9.02	Dividend.....	33
9.03	Return of Capital.....	33
9.04	Participation	34
9.05	Conversion Right	34
9.06	Redemption Right	34
	9.06.01 At Option of Corporation	34
	9.06.02 At Option of Holder.....	34
9.07	Redemption Procedure.....	34
	9.07.01 At Option of Corporation	34
	9.07.02 At Option of Holder.....	34
9.08	Purchase by Agreement	35
9.09	Series.....	35
9.10	Veto.....	35
9.11	Security	36
9.12	Pre-emptive Right	36
10.00	REDEMPTION PROCEDURE.....	36
10.01	Redemption at Option of Corporation	36
	10.01.01 Notice	36
	10.01.02 Handing Over of Certificates	37
	10.01.03 Failure to Hand Over Certificates	37
	10.01.04 Partial Redemption	37
10.02	Redemption at Option of Holder	37
	10.02.01 Notice	38
	10.02.02 Handing Over of Certificates	38
	10.02.03 Payment	38
	10.02.04 Personal Right	38
11.00	REDEMPTION PRICE.....	38
11.01	Definitions	39
11.02	Fair Market Value	39
11.03	Reassessment	39
11.04	Contesting Assessment	39
11.05	Adjustment.....	39
11.06	Payment	39
11.07	Dividend.....	40
11.08	Reduction of issued and paid-up share Capital.....	40

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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	Yes	No	Yes	No	No
	Number votes per shares	1	1	100	1	1
02	Dividend	Yes	Yes	Yes	Yes	Yes
	Rank	6 th <i>pari passu</i> with "B" and "D"	6 th <i>pari passu</i> with "A" and "D"	Last	6 th <i>pari passu</i> with "A" and "B"	5 th
	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 th <i>pari passu</i> with "B" and "D"	6 th <i>pari passu</i> with "A" and "D"	Last	6 th <i>pari passu</i> with "A" and "B"	5 th
	Price	Issued and paid up share capital	Issued and paid up share capital	Issued and paid up share capital	Issued and paid up share 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
13	Without par value	Yes	Yes	Yes	Yes	Yes

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 th	3 rd	2 nd	1 st
	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 th	3 rd	2 nd	1 st
	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

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 issued and paid up share 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 Quebec *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.