

The holders of Non-Voting Shares are entitled to receive notice of and to attend and be heard at all meetings of the Shareholders of the Corporation and are entitled to receive all notices of meetings, information circulars and other written information from the Corporation that the holders of Common Shares are entitled to receive from the Corporation but not to vote at such meetings, unless otherwise required by law. As at the Record Date, no Non-Voting Shares were issued and outstanding. See the Corporation's annual information form for the year ended December 31, 2017 (the "**Annual Information Form**") for a full description of the rights attached to the Non-Voting Shares.

## **BUSINESS OF THE MEETING**

### **Audited Consolidated Financial Statements**

The consolidated financial statements of the Corporation for its financial year ended December 31, 2017, together with the report of the auditors thereon (the "**Audited Consolidated Financial Statements**"), will be submitted to Shareholders at the Meeting. A copy of the Audited Consolidated Financial Statements has been mailed to Shareholders who requested it and is also available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Election of Directors**

The present term of office of each director of the Corporation will expire immediately prior to the election of directors at the Meeting. Each of the persons whose name appears on the next page is proposed to be elected as a director of the Corporation to serve until the next annual meeting of Shareholders or until his or her successor is elected or appointed.

The Board has adopted a majority voting policy providing that in an uncontested election of directors, any nominee who receives a greater number of votes "withheld" than "for" must submit his or her resignation promptly after the meeting. The Governance, Compensation and Nominating Committee will consider the offer of resignation and make a recommendation to the Board whether or not to accept it. The Board will determine, based on the recommendation of the Governance, Compensation and Nominating Committee, whether or not to accept such director's offer to resign and announce in a press release its determination (and the reasons for rejecting the resignation if applicable) within ninety (90) days following the date of the meeting. The Board will accept the resignation absent exceptional circumstances. Any director who tenders his or her resignation may not participate in the deliberations at the meeting of either the Governance, Compensation and Nominating Committee or the Board at which such director's resignation is considered.

Where a resignation is accepted, the Board may, subject to applicable law, and the Corporation's articles and previously-passed shareholders' resolutions, exercise its discretion with respect to the vacancy and may, without limitation, appoint a new director to fill any vacancy created by the resignation, leave the vacancy unfilled until the next annual general meeting of shareholders, reduce the size of the Board within the minimum and maximum number of directors fixed under the Corporation's articles, or call a special meeting of the shareholders of the Corporation to elect a new director to fill the vacant position. If a director does not tender his or her resignation in accordance with the majority voting policy, the Board will not re-nominate that director at the next election.

**It is intended that, on any ballot that may be called for relating to the election of directors, the Common Shares represented by proxies in favour of the management nominees named in the enclosed form of proxy will be voted FOR the election of each of the persons whose names are set out below, unless authority to do so is withheld.** If any of the proposed nominees should for any reason be unable to serve as a director of the Corporation, the management nominees named in the enclosed form of proxy reserve the right to nominate and vote in their discretion for another nominee as director.