

BLACK-LINED CHANGES TO THE AMENDED AND RESTATED SOP

s.2.01 Definitions

"Non-Management Director" means a director of the Corporation who, at the relevant time, is not an employee or officer of the Corporation or any Subsidiary.

s.3.05 Limits with Respect to Non-Management Directors

- (1) The maximum number of Common Shares that may be issuable to Non-Management Directors pursuant to Options granted under the Plan and any other Share Compensation Arrangement is 1% of the Common Shares outstanding.
- (2) The maximum number of Common Shares that may be issued to any one Non-Management Director under the Plan and any other Share Compensation Arrangement within a one-year period is limited to the number of Common Shares in such one-year period having a fair value at the applicable date of grant which is not greater than \$100,000 in the aggregate for each Non-Management Director as determined in accordance with the Corporation's accounting principles.

s.6.02 Amendment of Plan and Options

The Board reserves the right, in its sole discretion, to amend, suspend or terminate the Plan or any portion thereof at any time (including any outstanding Option), in accordance with applicable legislation, without obtaining the approval of shareholders, provided that no such amendment, suspension or termination may prejudice the rights of any Optionholder under any Option previously granted to the Optionholder without the consent or deemed consent of the Optionholder. Any amendment to any provision of the Plan will be subject to any required regulatory or shareholder approval. Notwithstanding the foregoing, the Corporation will be required to obtain the approval of the shareholders of the Corporation for any amendment related to:

- (a) the maximum number of Common Shares reserved for issuance under the Plan (and under any other share compensation arrangements of the Corporation), either as a fixed number or a fixed percentage;
- (b) a reduction in the Exercise Price for Options ~~held by Insiders;~~
- (c) an extension to the term of Options except as permitted in subsection 4.04 during a Blackout Period;
- ~~(e) an extension to the term of Options held by Insiders; and~~
- (d) the increase in the 10% limits on grants to Insiders as specified in subsection 3.04 that may be issued to Insiders within any one year period or issuable to Insiders at any time, and any shareholder approval required in respect of an amendment to increase such limits shall exclude the votes attaching to the Corporation's Common Shares, if any, held by plan participants who are Insiders;
- (e) the maximum number of Common Shares issuable to Non-Management Directors under Section 3.05; and
- (f) any amendments to the amending provisions of this Section 6.02.