

BLACK-LINED CHANGES TO THE 2010 AMENDED AND RESTATED PLAN

s.1.1 Certain Definitions

A Person will be deemed the “**Beneficial Owner**” of, and to have “**Beneficial Ownership**” of, and to “**Beneficially Own**”;

- (a) any securities of which such Person or any of such Person’s Affiliates or Associates is the owner at law or in equity ~~including for greater certainty, pursuant to section 90 of the Act;~~

s.1.1 Certain Definitions

Permitted Lock-Up Agreement

- (i) the agreement:
 - (A) permits the Locked-up Person to terminate its obligation to deposit or tender, and permits the Locked-up Person to withdraw if already deposited or tendered, the Voting Shares or Convertible Securities (or both) from the Lock-up Bid in order to tender or deposit such securities to another Take-over Bid or to support another transaction that is for higher consideration than the Lock-up Bid; or
 - (B) (1) permits the Locked-up Person to terminate its obligation to deposit or tender, and permits the Locked-up Person to withdraw if already deposited or tendered, the Voting Shares or Convertible Securities from the agreement in order to tender or deposit the Voting Shares or Convertible Securities to another Take-over Bid, or to support another transaction that provides for a consideration for each Voting Share or Convertible Security that exceeds by as much as or more than a specified amount (the “Specified Amount”) the consideration for each Voting Share or Convertible Security contained in, ~~and is made for at the least the same number of Voting Shares or Convertible Securities as,~~ the Lock-up Bid

s.1.6 Acting Jointly or in Concert

For purposes of this Agreement, a Person is acting jointly or in concert with every other Person who is a party to any agreement, commitment or understanding (whether formal or informal and whether or not in writing) with the first mentioned Person ~~for the purpose of acquiring or offering to acquire or offer~~ to acquire Voting Shares (other than customary agreements with and between underwriters and/or banking group and/or selling group members with respect to a distribution of securities pursuant to a prospectus or by way of private placement and other than pursuant to pledges of securities in the ordinary course of business).