



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS AND MANAGEMENT INFORMATION CIRCULAR

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the "Meeting") of Gluskin Sheff + Associates Inc. (the "Company") will be held at the Gluskin Sheff + Associates Inc. offices at the Bay Adelaide Centre, 333 Bay Street, Suite 5000 in Toronto on Wednesday December 18, 2013, commencing at 11:00 a.m. (EST).

Shareholders registered at the close of business on November 7, 2013, are entitled to receive notice of the Meeting or of any adjournment or postponement thereof, and to vote at the Meeting. It is important that shareholders of the Company read the materials carefully. Shareholders who are unable to attend the Meeting in person are encouraged to complete and sign the form of proxy (printed on blue paper) (a "Form of Proxy") enclosed with this management information circular (the "Information Circular") and return it in the prepaid envelope provided to Canadian Stock Transfer Company Inc., P.O. Box 721, Agincourt, Ontario M1S 0A1. Shareholders can also return the proxy by facsimile to (416)368-2502 or 1-866-781-3111 (toll free in North America) or by email to proxy@canstockta.com. The Information Circular explains how to complete the Form of Proxy and how the voting process works. To be valid, proxies must be received at the office of Canadian Stock Transfer Company Inc. at the aforementioned address by 11:00 a.m. (EST) on December 16, 2013.

Non-registered beneficial shareholders, whose shares are registered in the name of a broker, securities dealer, bank, trust company or similar entity ("Intermediary"), should carefully follow the voting instructions provided by their Intermediary.

The following business will be conducted at the Meeting:

1. Presentation of the financial statements of the Company for the 12-month period ended June 30, 2013, and the auditor's report thereon;
2. Election of directors to the Company's Board of Directors;
3. Appointment of the auditor and the authorization of the Board of Directors of the Company to determine their remuneration;
4. Confirmation of Amended and Restated Bylaw No. 4 of the Company;
5. Elimination of Multiple Voting Shares and reclassification of Subordinate Voting Shares as Common Shares;
6. Confirmation of a shareholder rights plan; and
7. Transaction of such further or other business as may properly come before the Meeting.

Enclosed is a copy of the Information Circular and a Form of Proxy.

Dated at Toronto, Ontario, this 7th day of November, 2013.

BY ORDER OF THE BOARD



GERALD SHEFF
CHAIRMAN OF THE BOARD OF DIRECTORS
GLUSKIN SHEFF + ASSOCIATES INC.

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MANAGEMENT INFORMATION CIRCULAR

Unless otherwise stated, the information in this management information circular (the “Information Circular”) is as of November 7, 2013.

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of the management of Gluskin Sheff + Associates Inc. (“Gluskin Sheff” or the “Company”) to all shareholders of the Company for use at the annual and special meeting of shareholders of the Company (the “Meeting”) to be held at the Gluskin Sheff + Associates Inc. offices at the Bay Adelaide Centre, 333 Bay Street, Suite 5000 in Toronto on Wednesday, December 18, 2013, at 11:00 a.m. (Toronto Time) and at any postponement or adjournment thereof, for the purposes set forth in the accompanying notice of meeting (the “Notice of Meeting”).

All references to “fiscal 2014” refer to the 12-month period ending June 30, 2014, all references to “fiscal 2013” refer to the 12-month period ending June 30, 2013, and all references to “fiscal 2012” refer to the 12-month period ending June 30, 2012.

VOTING INFORMATION

VOTING SHARES

The Company currently has two classes of authorized shares that entitle holders to vote at meetings of the shareholders: Subordinate Voting Shares (“Subordinate Voting Shares” or “SVS”) and Multiple Voting Shares (“Multiple Voting Shares” or “MVS”, and collectively with the Subordinate Voting Shares, the “Equity Shares”). Contemporaneously with a secondary offering of Subordinate Voting Shares by 584980 Ontario Limited, Gerald Sheff and Shanitha Kachan Charitable Foundation, 584981 Ontario Limited and The Ira Gluskin and Maxine Granovsky Gluskin Charitable Foundation (the “Offering”), which was completed on October 16, 2013, and in accordance with the terms of the voting control agreement, as amended (the “Voting Control Agreement”), entered into among certain management shareholders and the Company, which was subsequently terminated, all Multiple Voting Shares were converted into Subordinate Voting Shares on a one-for-one basis, leaving the Company with Subordinate Voting shares as the only class of issued and outstanding equity securities. Each Subordinate Voting Share entitles the holder thereof to one vote on all matters requiring shareholder approval. As a result, all of the Company’s shareholders will be entitled to a voting interest that is proportionate to their equity ownership interest.

Pursuant to the articles of amendment of the Company dated May 25, 2006, the Company must have a minimum of seven and a maximum of 12 directors. The holders of Subordinate Voting Shares are entitled to elect all of the members of the Board of Directors of the Company.

As of November 7, 2013, there are no Multiple Voting Shares and 29,507,411 Subordinate Voting Shares issued and outstanding.

RECORD DATE

Only shareholders of record at the close of business on November 7, 2013, (the “Record Date”) will be entitled to receive notice of the Meeting, or of any adjournment or postponement thereof, and will be entitled to vote at the Meeting.

SOLICITATION OF PROXIES

This solicitation of shareholder proxies (their vote) is made on behalf of the management of Gluskin Sheff. This solicitation is being made primarily by mail. However directors, officers, employees or agents of Gluskin Sheff may also solicit proxies by telephone or other means of communication at nominal cost and without additional compensation. The cost of solicitation will be borne by the Company. The Company will also pay the fees and costs of intermediaries for their services in transmitting proxy-related material in accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“National Instrument 54-101”). This cost is expected to be nominal.

VOTING IN PERSON

If a shareholder attends the Meeting, and is a registered shareholder, they may cast their vote(s) for each of their registered shares on any and all resolutions placed before the Meeting. **If a shareholder does not wish to vote for any matter proposed at the Meeting, the shareholder may withhold their vote from, or vote their shares against, any resolution at the Meeting, depending on the specific resolution.** If a shareholder attends the Meeting in person and is a non-registered beneficial shareholder, they will not be entitled to vote at the Meeting unless they contact their intermediary well in advance of the Meeting and carefully follow its instructions and procedures.

NOTICE AND ACCESS

The Company has elected not to use Notice and Access to distribute the Information Circular, the Notice of Meeting, the Form of Proxy and the annual report for fiscal 2013 (collectively, the “Meeting Materials”). Registered holders and Beneficial holders will be mailed meeting materials.

VOTING INFORMATION

APPOINTMENT AND REVOCATION OF PROXIES – REGISTERED SHAREHOLDERS

The following instructions are for registered shareholders only. If a shareholder is a non-registered beneficial shareholder, they should follow their intermediary's instructions on how to vote their shares. Non-registered shareholders should also refer to the discussion under "Appointment and Revocation of Proxies – Non-Registered Shareholders" in this Information Circular.

If a registered shareholder is unable to attend the Meeting, or if they do not wish to personally cast their votes, they may still make their votes count by authorizing another person who will be attending the Meeting to vote on their behalf. They may either instruct that person how they want to vote, or let him or her choose for them. This is called voting by proxy. The persons named as proxyholders in the accompanying form of proxy (printed on blue paper) (a "Form of Proxy") are directors and/or officers of the Company. **A shareholder has the right to appoint as a proxyholder a person who need not be a shareholder, other than the persons whose names are printed as proxyholders in the Form of Proxy, by crossing out the printed names and inserting the name of his, her or its chosen proxyholder in the blank space provided for that purpose in the Form of Proxy.**

If a shareholder does not plan to attend the Meeting, the Board of Directors of the Company requests that you kindly sign, date, and return the Form of Proxy in the enclosed Return postage, pre-paid envelope provided or as follows:

BY MAIL:	BY FAX:	IN PERSON:	BY EMAIL:
Canadian Stock Transfer Company Inc. P.O. Box 721 Agincourt, ON M1S 0A1	(416) 368-2502 1 (866) 781-3111 Toll Free	Canadian Stock Transfer Company Inc. 320 Bay Street Basement Level (B1) Toronto, Ontario M5H 4A6	proxy@canstockta.com

To be valid, the Form of Proxy must be filled out, correctly signed (exactly as your name appears on the Form of Proxy), and received by Canadian Stock Transfer Company Inc. no later than 11:00 a.m. (EST) on December 16, 2013 (or at least 48 hours prior to any reconvened meeting in the event of an adjournment of the Meeting).

A shareholder giving a proxy may revoke the proxy by an instrument in writing executed by the shareholder or by his or her attorney authorized in writing or, if the shareholder is a company, by an officer or attorney thereof duly authorized, and deposited either at Canadian Stock Transfer Company Inc., Basement Level (B1), 320 Bay Street, Ground Floor, Toronto, Ontario, at any time up to 11:00 a.m. (EST) December 16, 2013 (or at least 48 hours prior to any reconvened meeting in the event of an adjournment of the Meeting).

If a shareholder revokes their proxy and does not replace it with another Form of Proxy that is deposited with Canadian Stock Transfer Company Inc. on or before the deadline of 11:00 a.m. (EST) on December 16, 2013, they may still vote their own shares in person at the Meeting provided that they are a registered shareholder whose name appeared on the shareholders' register of the Company as at the Record Date (November 7, 2013).

APPOINTMENT AND REVOCATION OF PROXIES – NON-REGISTERED SHAREHOLDERS

A shareholder's shares may not be registered in their name, but in the name of an intermediary (which is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates). If a shareholder's shares are registered in the name of an intermediary, the shareholder is considered a non-registered shareholder.

The Company has distributed copies of the Meeting Materials to intermediaries for distribution to non-registered shareholders. Intermediaries are required to deliver these Meeting Materials to all non-registered shareholders of Gluskin Sheff who have not waived their rights to receive these Meeting Materials, and to seek instructions as to how to vote the shares. Often, intermediaries will use a service corporation (such as Broadridge) to forward the Meeting Materials to non-registered shareholders.

VOTING INFORMATION

The Company is sending the Meeting Materials directly to non-objecting beneficial owners under National Instrument 54-101 and has agreed to pay for Intermediaries to deliver to objecting beneficial owners under National Instrument 54-101, the Meeting Materials and Form 54-101F7 – Request for Voting Instructions Made by Intermediary.

Non-registered shareholders may vote shares that are held by their nominees in two ways. Applicable securities laws and regulations, including National Instrument 54-101, require nominees of non-registered shareholders to seek their voting instructions in advance of the Meeting. Non-registered shareholders will receive (or will have received) from their nominees or from Canadian Stock Transfer Company Inc. either a request for voting instructions or a form of proxy for the number of shares held by their nominee. The nominees' voting instructions or form of proxy will contain instructions relating to the signature and return of the document. These instructions should be carefully read and followed by non-registered shareholders to ensure that their shares are voted accordingly at the Meeting. Non-registered shareholders who would like their shares to be voted for them must therefore follow the voting instructions provided by their nominees.

Moreover, non-registered shareholders who wish to vote their shares in person at the Meeting must insert their own name in the space provided on the request for voting instructions or form of proxy, as the case may be, in order to appoint themselves as proxyholder and follow the signature and return instructions provided by their nominees. Non-registered shareholders who appoint themselves as proxyholder should present themselves at the Meeting to a representative of Canadian Stock Transfer Company Inc.

VOTING OF SHARES REPRESENTED BY MANAGEMENT PROXIES

The Form of Proxy accompanying this document, when signed by a shareholder, will constitute a direction to the proxyholder. The proxyholder may, on a show of hands or any ballot that may be called for, vote the shares for, against or withhold, where applicable, the shares from voting in respect of which they are appointed and in accordance with the direction of the shareholder appointing them, and if the shareholder specified a choice with respect to any matter acted upon, the shares will be voted accordingly.

If a shareholder has not specified how to vote on a particular matter, the proxyholder is entitled to vote the shares as he or she sees fit. Please note that if the Form of Proxy does not specify how to vote on any particular matter, and if the shareholder has authorized the person specified in the Form of Proxy (or his alternate) to act as their proxyholder (by leaving the line for the proxyholder's name blank on the Form of Proxy), the shareholder's shares will be voted at the Meeting as follows:

- i) FOR the election of each of the nominees named in this Information Circular for the position of director;
- ii) FOR the appointment of PricewaterhouseCoopers LLP as auditors of the Company and the authorization of the Board of Directors of the Company to fix the auditor's remuneration;
- iii) FOR the confirmation of Amended and Restated Bylaw No. 4 of the Company;
- iv) FOR the amendment to the Company's articles of incorporation to eliminate the Multiple Voting Shares and reclassify the Subordinate Voting Shares as Common Shares; and
- v) FOR the confirmation of the Company's shareholder rights plan.

For additional information on these matters, please see the description provided under "Business of the Meeting".

EXERCISE OF DISCRETION BY PROXYHOLDER

The persons named in the enclosed Form of Proxy will vote the shares in respect of which they are appointed in accordance with the instructions of the shareholder appointing them. Unless otherwise indicated, the voting rights attaching to the shares represented by a Form of Proxy will be voted "FOR" in respect of all matters described herein.

VOTING INFORMATION

The enclosed Form of Proxy confers discretionary authority upon the proxyholder named therein with respect to all amendments to matters identified in the Notice of Meeting and to any other matter that may properly come before the Meeting, or any adjournment thereof. At the time of printing this Information Circular, management of the Company knows of no such amendments, variations or other matters to be brought before the Meeting. If any such matters should properly come before the Meeting, the proxyholder will vote on those matters in accordance with their best judgment.

QUORUM

The quorum for the transaction of business at the Meeting is two shareholders entitled to vote thereat or a duly appointed proxyholder or representative for a shareholder so entitled, holding or representing in the aggregate not less than 25% of the outstanding shares of the Corporation, or of the class or classes respectively (if there is more than one class of shares outstanding for the time being), entitled to vote at the Meeting. The Company's list of shareholders as of the Record Date will be used to deliver to shareholders both the Notice of Meeting and this Information Circular, as well as to determine who is eligible to vote.

HOW A VOTE IS PASSED

All matters scheduled to be voted upon at the Meeting are ordinary resolutions, except for the amendment to the Company's articles to eliminate the Multiple Voting Shares and reclassify the Subordinate Voting Shares as Common Shares, which is a special resolution. Ordinary resolutions are passed by a simple majority, meaning that if more than half of the votes that are cast in favour, then the resolution passes. Special resolutions require at least two-thirds of the votes cast.

PRINCIPAL HOLDERS OF VOTING SHARES

To the knowledge of the directors and officers of Gluskin Sheff, based on public records, as of November 7, 2013, no shareholder beneficially owns, directly or indirectly, or exercises control or direction over shares carrying 10% or more of the voting rights attaching to any class of voting shares of Gluskin Sheff.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

To the knowledge of the directors, except as otherwise set out in this Information Circular, no director, officer or insider of the Company, or any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

BUSINESS OF THE MEETING

PRESENTATION OF FINANCIAL STATEMENTS AND AUDITOR'S REPORT

The financial statements for the Company, the auditor's report thereon, as well as management's discussion and analysis for the fiscal year ended June 30, 2013, are contained in the annual report for fiscal 2013 and will be presented to shareholders at the Meeting, but no vote with respect thereto is required.

ELECTION OF DIRECTORS

As described under "Voting Information – Voting Shares", as a result of the conversion of all outstanding Multiple Voting Shares into Subordinate Voting Shares in connection with the Offering, the holders of Subordinate Voting Shares are entitled to elect each member of the Company's Board of Directors. Prior to the meeting, the Board of Directors will be fixed at eight directors. The term of office of each director will expire upon the next annual election of directors or the election of his or her successor unless he or she resigns from office or his or her office becomes vacant by death, removal or other cause. At the meeting, there will be a vote in respect of the election of each nominee referred to below. Except where authority to vote on the election of directors is withheld, the persons named in the accompanying Form of Proxy will vote "FOR" the election of the nominees whose names are hereinafter set forth.

The Company's Board of Directors has adopted a majority voting policy in director elections that will apply at any meeting of shareholders where an uncontested election of directors is held. Pursuant to this policy, if the number of votes withheld for a particular director nominee is greater than the votes for such director nominee, the director nominee will be required to submit his or her resignation to the Board of Directors promptly following the Company's annual meeting. Following receipt of resignation, the Company's Compensation, Nominating and Governance Committee (the "Compensation, Nominating and Governance Committee") will consider whether or not to accept the offer of resignation. With the exception of special circumstances, the Compensation, Nominating and Governance Committee will be expected to recommend that the Board of Directors accept the resignation. Within 90 days following the Company's annual meeting, the Board of Directors will make its decision and disclose it by a press release, such press release to include the reasons for rejecting the resignation, if applicable. A director who tenders his or her resignation pursuant to the Company's majority voting policy will not be permitted to participate in any meeting of the Board of Directors or the Compensation, Nominating and Governance Committee at which the resignation is considered.

Other than Stephen Halperin and Nancy H.O. Lockhart, each of the nominees listed below is currently a director and each nominee is proposed to be elected as a director of the Company to serve until the termination of the next annual meeting of shareholders or until his or her successor is elected or appointed. On November 7, 2013, the Board of Directors of Gluskin Sheff, on the recommendation of the Compensation, Nominating and Governance Committee, approved the following nominees to be nominated for election:

Paul Beeston
Jeremy Freedman
Wilfred Gobert

Stephen Halperin
Nancy H.O. Lockhart
Herbert Solway

Pierre-Andre Themens
Robert S. Weiss

More information on each of the proposed nominees for election as director is set forth under the heading "Nominees for Election to the Board of Directors".

It is not contemplated that any of the nominees will be unable to serve as a director, or for any reason will become unwilling, but if that should occur for any reason prior to the election, the persons named in the enclosed Form of Proxy reserve the right to vote in their discretion for other nominees, unless the shareholder has specified that his, her or its shares are to be withheld from voting on the election of directors.

BUSINESS OF THE MEETING

APPOINTMENT AND REMUNERATION OF AUDITOR

The Audit Committee of the Company's Board of Directors (the "Audit Committee") has recommended to the Board of Directors that it propose to shareholders that PricewaterhouseCoopers LLP be re-appointed as the auditor of Gluskin Sheff until the next annual meeting of shareholders and to vote to authorize the Board of Directors to fix the auditor's remuneration. Except where authority to vote on the election of the auditor is withheld, the persons named in the accompanying Form of Proxy will vote "FOR" the appointment of PricewaterhouseCoopers LLP as auditor of Gluskin Sheff, compensation for its services to be determined by the Company's Board of Directors.

PricewaterhouseCoopers LLP was first appointed as auditor of the Company on May 8, 1984.

The aggregate fees paid to PricewaterhouseCoopers LLP for the fiscal years 2013 and 2012 are as follows:

Fiscal Year Ended June 30	Company Audit Fees	Company Audit-Related Fees ¹	Company Tax Fees ²	Company All Other Fees	Funds/ Pools Audit	Funds/Pools Audit-Related Fees	Funds/Pools Tax Fees ³	Funds/Pools All Other Fees
2013	\$132,420	\$14,200	\$ 8,205	–	\$310,481	–	\$57,700	–
2012	\$121,700	\$12,625	\$88,150	–	\$314,853	–	\$50,000	–

Notes:

1. Company audit-related fees relate to International Financial Reporting Standards audit work and tax provision reviews.
2. Company tax fees related to tax compliance services for retail sales taxes, compensation plans, prohibited investment rules and other taxes.
3. Funds/Pools tax fees related to distribution and tax reporting reviews.

For additional information regarding the Company's audit committee, please see the heading "AUDIT COMMITTEE INFORMATION" in the Company's Annual Information Form for the year ended June 30, 2013.

A simple majority of the votes cast at the Meeting, whether by proxy or in person, will constitute approval of this matter.

CONFIRMATION OF AMENDED AND RESTATED BY-LAW NO. 4 OF THE COMPANY

At the Meeting, shareholders will be asked to consider and, if thought advisable, pass an ordinary resolution confirming Amended and Restated By-Law No. 4 of the Company to improve alignment with *the Business Corporations Act* (Ontario) and market standards.

The recent conversion of all outstanding Multiple Voting Shares to Subordinate Voting Shares and the single voting class equity structure that emerged has resulted in a particularly opportune time for the Company to reconsider and update its by-laws.

Among other things, Amended and Restated Bylaw No. 4 increases the quorum at meetings of Shareholders to two persons holding 25% of the eligible votes and require advance notice of director nominations by Shareholders. The "advance notice" requirement in Amended and Restated Bylaw No. 4 fixes a deadline by which Shareholders must submit director nominations prior to any meeting of Shareholders. In the case of annual meetings, advance notice must be delivered to the Company not less than 30 nor more than 65 days prior to the date of the meeting. Amended and Restated Bylaw No. 4 also requires any Shareholder making a director nomination to provide certain important information about its nominees with its advance notice. Amended and Restated Bylaw No. 4 provides that the Board of Directors may, in its sole discretion, waive any advance notice requirement. The Board of Directors believes that all shareholders should be provided with sufficient disclosure and time to make appropriate decisions on the election of their board representatives, allowing shareholders to fully participate in the director election process in an informed and effective manner. The advance notice requirement in Amended and Restated Bylaw No. 4 provides a transparent, structured, and fair director nomination process, consistent with the guidelines

BUSINESS OF THE MEETING

published by leading proxy advisory firms. No director nominations have been received by the Company in respect of the Meeting.

The changes to the existing By-Laws of the Company (which consist of By-Law Nos. 1, 2 and 3) made in Amended and Restated By-Law No. 4 of the Company, which subsumes the existing By-Laws of the Company, are reflected in Schedule “C” to this Management Information Circular. The Amended and Restated By-Law No. 4 of the Company was approved by the Board on November 7, 2013, subject to confirmation by shareholders at the Meeting. The ordinary resolution of shareholders is as follows:

Resolved that:

- (a) the repeal of By-Law No. 1, By-Law No. 2 and By-Law No. 3 of the Company is confirmed;
- (b) Amended and Restated By-Law No. 4 of the Company in the form attached as Schedule “C” to this Management Information Circular is hereby authorized, adopted and approved; and
- (c) any one officer or any one director of the Company (each, an “Authorized Officer”) is hereby authorized and directed to take all such further actions, to execute and deliver such further agreements, instruments and documents in writing and to do all such other acts and things as in his or her opinion may be necessary and/or desirable in the name and on behalf of the Company and under its corporate seal or otherwise to give effect to the foregoing resolutions, which opinion shall be conclusively evidenced by the taking of such further actions, the execution and delivery of such further agreements, instruments and documents and the doing of such other acts and things.

In the absence of contrary directions, the persons named in the accompanying Form of Proxy will vote “FOR” the confirmation of the Amended and Restated By-Law No. 4 of the Company.

A simple majority of the votes cast at the Meeting, whether by proxy or in person, will constitute approval of this matter.

ELIMINATION OF MULTIPLE VOTING SHARES AND RECLASSIFICATION OF SUBORDINATE VOTING SHARES AS COMMON SHARES

At the Meeting, shareholders will be asked to consider and, if thought advisable, pass a special resolution approving an amendment to the Company’s articles of incorporation to (a) eliminate Multiple Voting Shares as an authorized class of shares of the Company, and (b) reclassify the Subordinate Voting Shares as Common Shares, in the form of the Articles of Amendment attached hereto as Schedule “D”. As described above under “Voting Information – Voting Shares”, contemporaneously with the closing of the Offering, all Multiple Voting Shares were converted into Subordinate Voting Shares in accordance with the provisions of the Voting Control Agreement, and the Voting Control Agreement was terminated. In connection with the Offering, the Company disclosed that following the closing of the Offering it would not issue any Multiple Voting Shares. As a result of the Subordinate Voting Shares being the only class of issued and outstanding shares of the Company, the Board has determined that it is in the best interest of the Company to amend the articles of incorporation of the Company to eliminate the Multiple Voting Shares as an authorized class of shares of the Company and reclassify the Subordinate Voting Shares as Common Shares. The special resolution of shareholders is as follows:

Resolved that:

- (a) the articles of the Company are amended as follows:
 - (i) To cancel the class of shares designated as Multiple Voting Shares, of which none are issued and outstanding, and to delete the rights, privileges and restrictions attached to the Multiple Voting Shares.
 - (ii) To re-name the existing class of shares designated as Subordinate Voting Shares to Common Shares.

BUSINESS OF THE MEETING

- (iii) To delete and replace the rights, privileges, restrictions and conditions attaching to the Subordinate Voting Shares (now known as Common shares) as provided for in the Articles of Amendment attached as Schedule “D”.
- (b) any Authorized Officer is hereby authorized on behalf of the Company to execute and deliver Articles of Amendment and any related documents in the name and on behalf of the Company and under its corporate seal or otherwise, on such terms and conditions and in such form deemed necessary and/or desirable and approved by such Authorized Officer with such changes and modifications thereto as such Authorized Officer may in his or her discretion approve, including the execution and delivery to the Ministry of Government Services of articles of amendment for such purpose, which approval shall be conclusively evidenced by the execution of the Articles of Amendment and documents by such Authorized Officer;
- (c) each Authorized Officer is hereby authorized and directed to take all such further actions, to execute and deliver such further agreements, instruments and documents in writing and to do all such other acts and things as in his or her opinion may be necessary and/or desirable in the name and on behalf of the Company and under its corporate seal or otherwise to give effect to the foregoing resolutions, which opinion shall be conclusively evidenced by the taking of such further actions, the execution and delivery of such further agreements, instruments and documents and the doing of such other acts and things; and
- (d) the directors of the Company may revoke these special resolutions without further approval of the shareholders of the Company at any time prior to the endorsement by the Director of the Ministry of Government Services of a certificate of amendment of articles in respect of such amendment.

If such special resolution is passed by the requisite number of shareholders, the Board of Directors also intends to file a restatement of the Company’s Articles of Incorporation to incorporate all amendments thereto, as permitted (without shareholder approval) by the *Business Corporations Act* (Ontario).

In addition, if such special resolution is passed by the requisite number of shareholders, non-registered beneficial shareholders do not need to take any action in respect of their Subordinate Voting Shares. Registered shareholders holding Subordinate Voting Share certificates may contact the Company for instructions on how to exchange such certificates for Common Share certificates, but are not required to do so.

In the absence of contrary directions, the persons named in the accompanying Form of Proxy will vote “FOR” the amendment to the Company’s articles of incorporation to eliminate the Multiple Voting Shares and reclassify the Subordinate Voting Shares as Common Shares.

Two-thirds of the votes cast at the Meeting, whether by proxy or in person, will constitute approval of this matter.

CONFIRMATION OF SHAREHOLDER RIGHTS PLAN

The Company adopted and entered into a shareholder rights plan agreement (the “Shareholder Rights Plan”) with CST Trust Company on November 7, 2013.

At the meeting, shareholders will be asked to consider, and if thought advisable, pass an ordinary resolution, the full text of which is set forth below (the “Shareholder Rights Plan Resolution”). If the Shareholder Rights Plan Resolution is approved at the meeting by the shareholder votes described below under “Form of Resolution and Vote Required”, the Shareholder Rights Plan will continue in effect. If the Shareholder Rights Plan Resolution is not approved, the Shareholder Rights Plan will terminate as of the date of termination of the Meeting.

Background

When the Company initially became a publicly traded issuer in 2006, there were two classes of equity shares outstanding, being Multiple Voting Shares, the holders of which were entitled (i) as a class to elect two-thirds of the members of the Board of Directors and (ii) to 15 votes per Multiple Voting Share for each other matter to be voted

BUSINESS OF THE MEETING

upon at any meeting of shareholders, and Subordinate Voting Shares, the holders of which were entitled (i) as a class to elect the remainder of the Board of Directors and (ii) to one vote per Subordinate Voting Share for each other matter to be voted upon at any meeting of shareholders. Subject to limited exceptions, the Multiple Voting Shares would automatically convert into Subordinate Voting Shares upon a transfer to a third party. As long as the Multiple Voting Shares remained outstanding, control of the Company (through an ability to elect a majority of directors) was concentrated in the hands of the holders thereof, and no change of control could be effected without the consent of such holders.

On October 16, 2013, contemporaneously with the completion of the Offering, all of the outstanding Multiple Voting Shares were converted into Subordinate Voting Shares with, to the Company's knowledge, no single shareholder holding more than 10% thereof. As a result, for the first time in its history, control of the Company is "in the market". In light of this change in the Company's circumstances, the Board of Directors considered whether it was appropriate to take any steps in the best interests of the Company and its shareholders. The Shareholder Rights Plan was adopted by the Board of Directors following its deliberations in this regard.

Purpose of the Shareholder Rights Plan

The purpose of the Shareholder Rights Plan is to provide the Board of Directors and shareholders with sufficient time to properly consider any take-over bid made for the Company and to allow enough time for the Board of Directors to negotiate with a potential acquiror and for competing bids and alternative proposals to emerge. The Shareholder Rights Plan also seeks to ensure that all shareholders are treated fairly in any transaction involving a change of control of the Company and that all shareholders have an equal opportunity to participate in the benefits of a take-over bid. The Shareholder Rights Plan encourages potential acquirers to make a Permitted Bid (as defined in the Shareholder Rights Plan) or, alternatively, to negotiate the terms of any offer for Voting Shares (as defined in the Shareholder Rights Plan) with the Board of Directors. The Shareholder Rights Plan also addresses several deficiencies that are widely believed to be inherent in the provisions of current legislation governing takeover bids in Canada. The Board of Directors believes that it is in the shareholders' interests to address these deficiencies through the mechanisms in the Shareholder Rights Plan. These deficiencies are described in greater detail below.

Time to Consider Bid

Under current securities legislation, the minimum period that a take-over bid must remain open for acceptance is 35 days. The Board of Directors is of the view that 35 days constitutes an insufficient amount of time to permit the directors and shareholders to assess an offer, and to allow the directors to negotiate with the offeror, solicit competing offers, consider alternative transactions, and otherwise take the actions appropriate in the circumstances. The Shareholder Rights Plan gives the Board of Directors and shareholders more time to consider a take-over bid by requiring an offeror to make a "Permitted Bid" if it wishes to proceed without negotiating with the Board of Directors and without triggering the Shareholder Rights Plan. In order to qualify as a Permitted Bid, the bid must meet certain minimum conditions. A Permitted Bid must, among other things, be open for at least 60 days and must remain open for a further period of 10 business days after the offeror publicly announces that more than 50% of the outstanding Voting Shares held by Independent Shareholders (as defined below) have been deposited or tendered and not withdrawn. "Independent Shareholders" include all holders of Voting Shares other than (i) a person who is the beneficial owner of 20% or more of the Voting Shares subject to certain exceptions (an "Acquiring Person"), (ii) any offeror making a take-over bid, (iii) any affiliate or associate of an Acquiring Person or offeror, (iv) persons acting "jointly or in concert" with an Acquiring Person or offeror, and (v) employee benefit, stock purchase or certain other plans or trusts for employees of the Company unless the beneficiaries of such plans or trusts direct the voting and tendering to a takeover bid of the Voting Shares.

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Pressure to Tender

A shareholder may feel compelled to tender to a take-over bid that the shareholder considers to be inadequate because, in failing to tender, the shareholder may be left with illiquid or minority discounted Common Shares (as defined in the Shareholder Rights Plan) and without having participated pro-rata in the premium associated with that bid. This is particularly so in the case of a partial bid where the Acquiring Person or an offeror wishes to obtain a control position but does not wish to acquire all of the Common Shares. The Shareholder Rights Plan contains a shareholder approval mechanism in the Permitted Bid definition, which is that no Voting Shares may be taken up and paid for under the bid unless more than 50% of the outstanding Voting Shares held by Independent Shareholders have been deposited or tendered and not withdrawn. In addition, a Permitted Bid must remain open for acceptance for a further period of 10 business days following public announcement that more than 50% of the outstanding Voting Shares have been deposited. The Shareholder Rights Plan therefore effectively separates a shareholder's decision to accept a bid from the decision to tender, thereby lessening concern about undue pressure to tender to the bid.

Unequal Treatment of Shareholders

Under current securities legislation, an offeror may obtain control or effective control of a corporation without paying full value, without obtaining shareholder approval and without treating all shareholders equally. For example, an acquirer could acquire blocks of shares by private agreement from one or a small group of shareholders at a premium to market price, which premium is not shared by the other shareholders. In addition, a person could slowly accumulate Voting Shares through stock exchange acquisitions that may result, over time, in an acquisition of control or effective control without paying a control premium or fair sharing of any control premium among shareholders. Under the Shareholder Rights Plan, if it is to qualify as a Permitted Bid, any offer to acquire 20% or more of the Company's Voting Shares must be made to all holders of Voting Shares.

Mechanics of the Shareholder Rights Plan

Issuance of Rights

One right (a "Right") has been issued to the shareholders of record as of the close of business on November 7, 2013, in respect of each of the outstanding Common Shares. One Right also will be issued in respect of each Common Share issued after that date and prior to the earlier of the Separation Time (as defined below) and the Expiration Time (as defined under the Shareholder Rights Plan).

Rights Not Exercisable until the "Separation Time"

Notwithstanding the effectiveness of the Shareholder Rights Plan, the Rights are not exercisable until the Separation Time. Unless deferred by the Board of Directors in the circumstances permitted by the Shareholder Rights Plan, the Separation Time would generally be the close of business on the tenth trading day after the earlier of:

- (a) a public announcement that a person or a group of affiliated or associated persons has acquired beneficial ownership of 20% or more of the outstanding Voting Shares (i.e. become an Acquiring Person) other than as a result of, among other things, (i) a reduction in the number of Voting Shares outstanding, (ii) a "Permitted Bid" or a "Competing Permitted Bid" (each as defined under the Shareholder Rights Plan), (iii) certain specified "Exempt Acquisitions" (as defined below), (iv) an acquisition by a person of Voting Shares pursuant to a stock dividend, stock split or other "Pro Rata Acquisition" (as defined in the Shareholder Rights Plan), and (v) an acquisition by a person of Voting Shares upon the exercise, conversion or exchange of a security convertible, exercisable or exchangeable into a Voting Share received by a person pursuant to (ii), (iii) or (iv), above;

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- (b) the date of commencement of, or the first public announcement of an intention of any person (other than the Company or any of its subsidiaries) to commence a take-over bid (other than a Permitted Bid or a Competing Permitted Bid) where the Voting Shares that are subject to the bid together with the Voting Shares beneficially owned by that person (including affiliates, associates and others acting jointly or in concert therewith) would constitute 20% or more of the outstanding Voting Shares; and
- (c) the date upon which a Permitted Bid or a Competing Permitted Bid ceases to be such.

An “Exempt Acquisition” would include the acquisition of Voting Shares or securities convertible into Voting Shares (i) in respect of which the Board of Directors has waived the application of the Shareholder Rights Plan, (ii) pursuant to a distribution made under a prospectus or private placement provided that the person does not increase his, her or its ownership percentage in such transaction, (iii) pursuant to an amalgamation, arrangement or other statutory procedure requiring shareholder approval, (iv) pursuant to equity compensation plans of the Company (provided that (A) all necessary stock exchange approvals have been obtained, (B) such plan complies with the terms and conditions of such approvals, and (C) the recipient does not become the beneficial owner of more than 25% of the Voting Shares outstanding immediately prior to the distribution), (v) pursuant to other contractual arrangements in respect of a Voting Share acquisition from treasury entered into by the Company after the date of the Shareholder Rights Plan provided that the person does not increase his, her or its ownership percentage in such transaction, and (vi) pursuant to the exercise of Rights.

Under the Shareholder Rights Plan, the “Grandfathered Persons” (i.e. shareholders who already beneficially own 20% or more of the outstanding Voting Shares on the effective date) will be permitted, without triggering a transaction that results in a person becoming an Acquiring Person (a “Flip-in Event”), to acquire additional Voting Shares pursuant to any rights to acquire such Voting Shares held by them on the effective date of the Shareholder Rights Plan. Otherwise, a Flip-in Event would be triggered upon the Grandfathered Person acquiring any additional Voting Shares (unless such acquisition is completed pursuant to one of the exemptions set out in the Shareholder Rights Plan). Based upon information available to it, the Company believes that none of its shareholders would qualify as “Grandfathered Persons” within the meaning of the Shareholder Rights Plan.

Exercise Price of Rights

After the Separation Time, each Right entitles the holder thereof to purchase one Common Share at the Exercise Price (as defined under the Shareholder Rights Plan). The initial Exercise Price under each Right is five times the Market Price at the Separation Time. “Market Price” is generally defined as the average of the daily closing prices per Common Share on each of the 20 consecutive trading days through and including the trading day immediately preceding the Separation Time.

Following a Flip-in Event, each Right entitles the holder thereof to receive, upon exercise, such number of Common Shares as have an aggregate Market Price (as of the date of the Flip-in Event) equal to twice the then Exercise Price for an amount in cash equal to the Exercise Price. In such event, however, any Rights beneficially owned by an Acquiring Person (including affiliates, associates and others acting jointly or in concert therewith), or certain transferees of any such person, will be void. A Flip-in Event does not include acquisitions approved by the Board of Directors (to the extent permitted by the Shareholder Rights Plan) or acquisitions pursuant to a Permitted Bid or Competing Permitted Bid.

By way of example, assume that the Common Shares have a Market Price of \$20.00 at the date relevant for determination. Following the Separation Time but prior to a Flip-in Event, a shareholder who owns one Common Share would be entitled to exercise a Right and acquire one additional Common Share in exchange for a cash payment of \$100.00. Following a Flip-in Event, the same shareholder (unless it has become an Acquiring Person) would be entitled to exercise the Right and acquire 10 additional Common Shares having a total value of \$200.00 for the Exercise Price of \$100.00, i.e. one-half of the Market Price per Common Share. By permitting holders of Rights other than an Acquiring Person to acquire Common Shares at a discount to the Market Price, the Rights have the potential to cause substantial dilution to an Acquiring Person. Accordingly, the Shareholder Rights Plan

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acts as a deterrent to potential Acquiring Persons and forces them to either make a Permitted Bid or negotiate with the Board of Directors to avoid application of the Shareholder Rights Plan.

Effect of Shareholder Rights Plan

The Board of Directors believes that the ultimate effect of the Shareholder Rights Plan will be to provide the Board of Directors with additional time, in the event of an unsolicited takeover bid, to develop and propose alternatives to the bid and negotiate with the bidder, as well as to ensure equal treatment of shareholders in the context of an acquisition of control, and lessen the pressure on shareholders to tender to a bid.

It is not the intention of the Board of Directors to entrench itself or avoid a bid for control that is fair and in the best interest of the Company. For example, shareholders may tender to a bid that meets the Permitted Bid criteria without triggering the Shareholder Rights Plan, regardless of the acceptability of the bid to the Board of Directors. The Shareholder Rights Plan does not diminish or detract from the duty of the Board of Directors to act honestly, in good faith and in the best interests of the Company, or to consider on that basis any take-over bid that is made, nor does the Shareholder Rights Plan alter the proxy mechanism to change the Board of Directors, create dilution on the initial issue of the Rights, or change the way in which the Common Shares trade.

A summary of the principal terms and conditions of the Shareholder Rights Plan is contained in Schedule “E” attached to this Circular. The summary of the Shareholder Rights Plan attached to this Circular is qualified in its entirety by the complete text of the Shareholder Rights Plan. Copies of the Shareholder Rights Plan are available under the Company’s profile at www.sedar.com or upon request from the Company. Shareholders wishing to receive a copy of the Shareholder Rights Plan should submit their request to the Company.

Form of Resolution and Vote Required

A copy of the full text of the Shareholder Rights Plan Resolution is as follows:

Resolved that:

- (a) the shareholder rights plan agreement effective as of November 7, 2013 between the Company and CST Trust Company, as rights agent, is hereby approved, ratified and confirmed; and
- (b) each Authorized Officer is hereby authorized and directed to take all such further actions, to execute and deliver such further agreements, instruments and documents in writing and to do all such other acts and things as in his or her opinion may be necessary and/or desirable in the name and on behalf of the Company and under its corporate seal or otherwise to give effect to the foregoing resolutions, which opinion shall be conclusively evidenced by the taking of such further actions, the execution and delivery of such further agreements, instruments and documents and the doing of such other acts and things.

In order to be effective, the Shareholder Rights Plan Resolution must be approved by not less than a majority of the votes cast by all shareholders present or represented by proxy at the meeting.

Directors’ Recommendation

After careful consideration, including a review of the terms and conditions of the Shareholder Rights Plan by the Company’s Board of Directors, in consultation with legal advisors and financial advisors where deemed appropriate, on November 7, 2013, the Board of Directors determined that the adoption of the Shareholder Rights Plan was in the best interests of the Company. The Board of Directors therefore recommends that all Shareholders vote FOR the Shareholder Rights Plan Resolution set forth above.

In the absence of contrary directions, the persons named in the accompanying Form of Proxy will vote “FOR” the approval of the Rights Plan.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

NOMINEES

The following table sets forth certain information in respect of the eight Nominees for election to the Board of Directors to be voted on by shareholders. Except as otherwise disclosed below, each of the nominees named herein has held the principal occupation indicated opposite his or her name for more than five years.

Paul Beeston, FCA Toronto, Ontario, Canada			Mr. Beeston is a Director of Gluskin Sheff, having served since his nomination to the Board at the November 2009 AGM. Mr. Beeston (CM, BA, FCPA, FCA) is the Chief Executive Officer of The Toronto Blue Jays Baseball Club, where he is responsible for the day-to-day operations of the baseball club and the Rogers Centre. From 1997 to 2002, he served as President and Chief Operating Officer of Major League Baseball. He has also served as President of the Toronto Blue Jays Baseball Club. He has held senior offices with the Toronto Blue Jays since 1976, including President and Chief Executive Officer. Mr. Beeston serves on the Boards of Loblaws and the National Baseball Hall of Fame. Mr. Beeston is a Member of the Order of Canada, Canada’s highest civilian honour. Mr. Beeston holds a Bachelor of Arts in Economics and Political Science and a Honorary Doctor of Laws degree from the University of Western Ontario, a Honorary Doctor of Social Sciences from Niagara University and is a Fellow of the Institute of Chartered Accountants of Ontario.					
Board/Committee Membership			Attendance		Attendance (Total)		Director Fees Received	
Board			7/7		24/24		100%	
Audit Committee			5/5				2013	
Compensation, Nominating and Governance Committee ⁵ (Chair)			1/1				\$140,447	
Special Committee ³			11/11					
Equity Ownership (as of October 31, 2013)								
Year	SVS ¹	DSUs ²	Options	Total SVS, DSUs and Options	Minimum Equity Ownership		Meets Share Ownership Guidelines	
2013	23,000	9,681	40,000	72,681	6,000		Yes	

Jeremy Freedman Toronto, Ontario, Canada		Mr. Freedman is the Company's President & Chief Executive Officer. He was previously Deputy Chief Executive Officer and prior thereto, Executive Vice-President and Chief Operating Officer, having day-to-day responsibility for all of the Company's operations. Mr. Freedman received a Juris Doctorate degree from Queen's University in 1982 and was called to the Bar of Ontario in 1984. While at Queen's University, Mr. Freedman was elected Rector of the University and served in this capacity from 1980 – 1982. Mr. Freedman received a Masters of Business Administration degree from the Harvard Business School in 1986, graduating as a Baker Scholar. Prior to joining Gluskin Sheff in March of 2000, Mr. Freedman was a partner and a senior litigation counsel with the Toronto law firm of Davies Ward & Beck (now Davies Ward Phillips & Vineberg). Mr. Freedman is a member of the Boards of Directors of the Diabetes Hope Foundation, the Jerusalem Foundation and the Friends of Simon Wiesenthal Center for Holocaust Studies.					
Board/Committee Membership		Attendance		Attendance (Total)		Director Fees Received	
Board		7/7		7/7	100%	2013	–
Equity Ownership (as of October 31, 2013)							
Year	SVS ¹			Minimum Equity Ownership		Meets Share Ownership Guidelines	
2013	1,958,702			N/A		N/A	

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

Wilfred Gobert Calgary, Alberta, Canada			Mr. Gobert is a Director of Gluskin Sheff, having served in this role since the Offering in May 2006. Mr. Gobert is a retired Principal and Vice-Chairman of Peters & Co., a Calgary-based independent investment firm specializing in the Canadian oil and gas industry. Mr. Gobert was the Managing Director, Research from 1979 to 2002, at which time he was named Vice-Chairman. Mr. Gobert serves on the Boards of Directors of Canadian Natural Resources Limited, one of Canada’s largest energy producers, Aston Hill Energy General Partner 2011 Inc., Manito Energy Inc. and Trilogy Energy Corp., and is a Senior Fellow with The Fraser Institute. Mr. Gobert received an Honours Bachelor of Science degree from the University of Windsor, as well as a Masters of Business Administration degree from McMaster University. Mr. Gobert holds a Chartered Financial Analyst (CFA) designation.					
Board/Committee Membership			Attendance		Attendance (Total)		Director Fees Received	
Board Audit Committee			6/7 5/5		11/12	92%	2013	\$77,016
Equity Ownership (as of October 31, 2013)								
Year	SVS ¹	DSUs ²	Options	Total SVS, DSUs and Options	Minimum Equity Ownership		Meets Share Ownership Guidelines	
2013	59,845	13,923	3,000	76,768	6,000		Yes	

Stephen Halperin Toronto, Ontario, Canada			Mr. Halperin is a nominee for the Board of Directors of Gluskin Sheff. Mr. Halperin is a partner, a member of the Executive Committee and co-chair of the Corporate Securities Practice Group at Goodmans LLP. Mr. Halperin has served on several public company boards of directors, and is currently a director of Cott Corporation. Mr. Halperin is a member of the Board of Governors of McGill University and sits on the Audit Committee of that Board. He is also a governor of Mt. Sinai Hospital in Toronto, and a member of the Hospital's Resources Committee. He holds degrees in Civil and Common Law from McGill University, and is a member of the bars of Ontario, Alberta and Quebec.					
Board/Committee Membership			Attendance		Attendance (Total)		Director Fees Received	
N/A			N/A		N/A		N/A	
Equity Ownership (as of October 31, 2013)								
Year	SVS ¹	DSUs ²	Options	Total SVS, DSUs and Options	Minimum Equity Ownership		Meets Share Ownership Guidelines	
2013	4,600	0	0	4,600	0 ⁷		Yes	

Nancy H.O. Lockhart Toronto, Ontario, Canada			Ms. Lockhart is a corporate director and for 18 years was the Chief Administrative Officer of Frum Development Group. She is a former Vice President of Shoppers Drug Mart Corporation. Ms. Lockhart is a director of Loblaw Companies Limited, a director of Atrium Mortgage Investment Corporation, a director of the Centre for Addiction and Mental Health Foundation, a director of The Canada Merit Scholarship Foundation, a member of the Sotheby's Canada Advisory Board and the non-faculty representative of The Connaught Committee at The University of Toronto. She is a former trustee of Retirement Residences REIT, a former director of the Canada Deposit Insurance Corporation, a former Chair of the Ontario Science Centre, former President of the Canadian Club of Toronto, a former Chair of the Canadian Film Centre and a former director of The Stratford Chef's School. Ms. Lockhart holds the ICD.d designation from The Institute of Corporate Directors. She was awarded The Order of Ontario in 2006 and the Queens Golden Jubilee Medal in 2012.					
Board/Committee Membership			Attendance		Attendance (Total)		Director Fees Received	
N/A			N/A		N/A	N/A	N/A	N/A
Equity Ownership (as of October 31, 2013)								
Year	SVS ¹	DSUs ²	Options	Total SVS, DSUs and Options	Minimum Equity Ownership		Meets Share Ownership Guidelines	
2013	0	0	0	0	0 ⁷		Yes	

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

Herbert Solway, Q.C Toronto, Ontario, Canada			Mr. Solway is a Director of Gluskin Sheff, having served in this role since the Offering in May 2006. Mr. Solway is Counsel at Goodmans LLP. Mr. Solway was a founding director of Sun Media Corporation, as well as a director of John Labatt Ltd. and Chairman of the Toronto Blue Jays. Mr. Solway received a Bachelor of Arts degree and a Bachelor of Laws degree from the University of Toronto.					
Board/Committee Membership			Attendance		Attendance (Total)		Director Fees Received	
Board (Lead Director) ⁶ Compensation, Nominating and Governance Committee ⁵			6/7 1/1		7/8	88%	2013	\$105,062
Equity Ownership (as of October 31, 2013)								
Year	SVS ¹	DSUs ²	Options	Total SVS, DSUs and Options	Minimum Equity Ownership		Meets Share Ownership Guidelines	
2013	24,919	18,690	3,000	46,609	6,000		Yes	

Pierre-Andre Themens Westmount, Quebec, Canada			Mr. Themens is a Director of Gluskin Sheff, having served in this role since the Offering in May 2006. Mr. Themens is Co-Managing Partner of the law firm Davies Ward Phillips & Vineberg LLP, of which he has been a member since 1977. Mr. Themens serves as a Trustee of the Phyllis Lambert Trust, The Phyllis Bronfman Foundation and The Claridge Foundation. Mr. Themens also serves as a Trustee and Vice-Chairman of the Board of the Canadian Centre for Architecture. Mr. Themens also serves as Director of La Fondation Metropolis bleu/Blue Metropolis Foundation and Fondation Jeanne Sauvé/Jeanne Sauvé Foundation. Mr. Themens received a Bachelor of Laws degree from the Université de Montréal.					
Board/Committee Membership			Attendance		Attendance (Total)		Director Fees Received	
Board Audit Committee			7/7 5/5		12/12	100%	2013	\$80,999
Equity Ownership (as of October 31, 2013)								
Year	SVS ¹	DSUs ²	Options	Total SVS, DSUs and Options	Minimum Equity Ownership		Meets Share Ownership Guidelines	
2013	8,000	14.447	15,000	37,447	6,000		Yes	

Robert S. Weiss, FCA Toronto, Ontario, Canada			Mr. Weiss is a Director of Gluskin Sheff, having served in this role since June 2006. Mr. Weiss is a former Managing Partner of Arthur Andersen responsible for the firm's Toronto practice. Mr. Weiss is a director of the operating subsidiaries of Northbridge Financial Corporation, a wholly owned subsidiary of Fairfax Financial Holdings Limited. Mr. Weiss is also a member of the Board of Directors and Treasurer of the Council for Business and the Arts in Canada. Mr. Weiss received an Honours Bachelor of Arts in Political Science and Economics from the University of Toronto and earned his Chartered Accountant (CPA, CA) designation in 1969 as the Ontario Gold Medalist. Mr. Weiss has been awarded an FCA designation by the Institute of Chartered Accountants of Ontario.					
Board/Committee Membership			Attendance		Attendance (Total)		Director Fees Received	
Board			7/7		24/24		100%	
Audit Committee (Chair)			5/5				2013	
Compensation, Nominating and Governance Committee ⁴			1/1				\$262,068	
Special Committee (Chair) ³			11/11					
Equity Ownership (as of October 31, 2013)								
Year	SVS ¹	DSUs ²	Options	Total SVS, DSUs and Options	Minimum Equity Ownership		Meets Share Ownership Guidelines	
2013	27,607	20,529	3,000	51,136	6,000		Yes	

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

Notes:

1. This information was provided to the Company by each of the nominees.
2. For information on deferred share units, see "Executive and Director Compensation – Deferred Share Unit Plan" in this Information Circular.
3. The Special Committee was formed to explore shareholder value maximization alternatives as described in the Company's April 15, 2013, press release.
4. Mr. Weiss was appointed as a member of the Compensation, Nominating and Governance Committee effective November 8, 2012.
5. Mr. Beeston was appointed as a member and Chair of the Compensation, Nominating and Governance Committee effective November 8, 2012, when Mr. Solway resigned as a member and chair of the Committee.
6. Mr. Solway was appointed Lead Director November 8, 2012.
7. As described below under "Share Ownership Guidelines for Independent Directors", independent directors are required to accumulate 6,000 SVS by the third anniversary of becoming a director. One third of this total is to be acquired by each anniversary of becoming a director, so at the time of election Mr. Halperin and Ms. Lockhart are not required to own any SVS.

OTHER PUBLIC COMPANY DIRECTORSHIPS/COMMITTEE APPOINTMENTS

Name	Other Public Company Directorships	Stock Exchange	Committee Appointments
Paul Beeston	Loblaw Companies Limited	TSX	Audit Committee
Wilfred Gobert	Trilogy Energy Corporation	TSX	Chairman of Compensation Committee and Chairman of Corporate Governance Committee
	Canadian Natural Resources Limited	TSX	Member of Nominating & Corporate Governance Committee, Member of Compensation Committee and Member of Reserves Committee
	Manitok Energy Inc.	CDNX	Chairman of Compensation Committee and Member of Audit Committee
Stephen Halperin	Cott Corporation	TSX/NYSE	N/A
Nancy H.O. Lockhart	Loblaw Companies Limited	TSX	Chair of the Environmental, Health and Safety Committee and Member of the Governance and Nominating Committee

COMPENSATION AND ATTENDANCE OF THE BOARD OF DIRECTORS

The Board of Directors' compensation is designed to attract and retain committed and qualified directors and to align their compensation with the long-term interests of the Company. Messrs. Sheff, Gluskin and Freedman do not receive any additional remuneration for their role as directors of the Company. The Compensation, Nominating and Governance Committee is responsible for the development and implementation of the directors' compensation arrangements. The Compensation, Nominating and Governance Committee reviews the compensation of directors periodically to ensure that the compensation paid to directors is appropriate considering the size, scope and complexity of the Company, the time commitment required of directors and the Company's need to continue to attract qualified directors.

Each of the directors of the Company (other than those who are corporate officers of the Company) is entitled to receive an annual retainer and is paid a fee for each board or committee meeting attended. Details of the fees are provided in the table below:

Type of Fee	Amount (\$)
Annual Fees	
Board retainer	50,000
Lead Director	25,000
Compensation, Nominating and Governance Committee chair	25,000
Audit Committee chair	25,000
Attendance Fees	
Board or committee meeting, attendance in person	1,500
Board or committee meeting, attendance by phone	500

Each independent director serving on the Board of Directors participates in the DSU Plan (defined below) and will continue to be paid one-half of his or her fees for services on the Board of Directors in the form of DSUs in lieu of a cash payment. See "Deferred Share Unit Plan".

For fiscal 2013, in addition to the above directors fees, certain directors received compensation for serving on the Special Committee as outlined in "Directors Compensation – Directors Compensation Table". The full amount of this compensation was paid in cash.

SHARE OWNERSHIP GUIDELINE FOR INDEPENDENT DIRECTORS

The Company has adopted a minimum share ownership guideline for independent directors of the Company. Pursuant to the guideline, each independent director is required to accumulate 6,000 Subordinate Voting Shares by the third anniversary of becoming a director. One third of this total is to be acquired by each anniversary of becoming a director. All independent directors are in compliance with this requirement.

DEFERRED SHARE UNIT PLAN

In January 2008, the Company established a Directors' deferred share unit plan ("DSU Plan") to enhance the Company's ability to attract and retain talented individuals to serve as independent directors of the Board of Directors, and to promote a significant alignment of the interests of the independent directors and the interests of the shareholders of the Company by providing the independent directors with long-term incentive tied to the long-term performance of the Subordinate Voting Shares. The DSU Plan requires the Company's directors receive one-half of directors' fees earned to acquire deferred share units ("DSUs") based on the market value of the Company's Subordinate Voting Shares at the time of grant. Holders of DSUs are entitled to receive, at the discretion of the DSU Plan's Administrator, for each DSU upon redemption, either (a) a cash payment equivalent to the market value of a Subordinate Voting Share at the redemption date or (b) a Subordinate Voting Share (issued from Treasury or purchased on the TSX). The aggregate number of Subordinate Voting Shares which may be issued from treasury under the DSU Plan or reserved for issuance under the DSU Plan shall not exceed 10% of the issued and outstanding Equity Shares as of the date of the Company's initial public offering. In addition, except with

COMPENSATION AND ATTENDANCE OF THE BOARD OF DIRECTORS

shareholder approval, no DSUs shall be credited to any participant if such credit could result in (a) the number of Subordinate Voting Shares reserved for issuance to participants pursuant to DSUs, together with any other equity-based compensation plan, exceeding 10% of Equity Shares then issued and outstanding, (b) the number of Subordinate Voting Shares issuable to an insider or associate of the Company (as defined under applicable securities laws) pursuant to the redemption of DSUs and any other equity-based compensation plan exceeding 10% of Equity Shares then issued and outstanding; or (c) the number of Subordinate Voting Shares issued to insiders or associates of the Company (as defined under applicable securities laws), within any one-year period, under the DSU Plan pursuant to the redemption of DSUs and any other equity-based compensation plan exceeding 10% of Equity Shares then issued and outstanding.

The Board may amend the DSU Plan or any DSU at any time without the consent of participants provided that such amendment shall (a) not adversely alter or impair any DSU previously granted (except as described in the DSU Plan), (b) be subject to any regulatory approvals including, where required, the approval of the TSX, and (c) be subject to shareholder approval, where required by law or the requirements of the TSX, provided that shareholder approval shall not be required for the following amendments and the Board may make any changes which may include but are not limited to: (i) amendments of a “housekeeping nature”; (ii) a change to the vesting provisions of any DSU; (iii) a change to the termination provisions of any DSU that does not entail an extension beyond the original expiration date; (iv) the introduction of a cashless exercise feature payable in securities, whether or not such feature provides for a full deduction of the number of underlying securities from the DSU Plan reserve; (v) the addition of a form of financial assistance and any amendment to a financial assistance provision which is adopted; and (vi) a change to the eligible participants of the Plan.

Holders of DSUs are entitled to payment when a holder ceases to be a director of the Company. Additional DSUs are issued equivalent to the value of any cash dividends that would have been paid on the Subordinate Voting Shares.

DIRECTORS' COMPENSATION

Directors' Compensation Table

The following table shows the fee amounts, before withholding, earned by non-employee Directors in respect of their membership on the Board of Directors and its committees for fiscal 2013.

Name ¹	Fees Paid in Cash (\$)	Fees Paid in DSU's ² (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All Other Compensation ⁴ (\$)	Total (\$)
Paul Beeston	42,083	51,364	nil	n/a	n/a	47,000	140,447
Donald Carty	29,250	41,407	nil	n/a	n/a	45,000	115,657
Wilfred Gobert	30,750	46,266	nil	n/a	n/a	nil	77,016
Herbert Solway	42,250	62,812	nil	n/a	n/a	nil	105,062
Pierre-Andre Themens	32,500	48,499	nil	n/a	n/a	nil	80,999
Pamela D. Wallin ³	34,334	38,575	nil	n/a	n/a	nil	72,909
Robert S. Weiss	46,250	68,818	nil	n/a	n/a	147,000	262,068

Notes:

- Messrs. Sheff, Gluskin and Freedman served as both officers and directors in Fiscal 2013 and did not receive any compensation for serving as directors.
- Fees paid in DSUs include additional DSUs credited upon payment of dividends for subordinate voting shares.
- Ms. Wallin resigned from the Board on May 28, 2013; the value of her outstanding DSUs on that date was paid to her in cash in accordance with the terms of the DSU plan.
- Consists of compensation paid to members of a Special Committee. The Special Committee, which consisted of Mr. Beeston, Mr. Carty and Mr. Weiss (as chair), was formed to explore shareholder value maximization alternatives as described in the Company's April 15, 2013 press release.

COMPENSATION AND ATTENDANCE OF THE BOARD OF DIRECTORS

Director Incentive Plan Awards (as at June 30, 2013)

Name	Option-based awards				Share-based awards		Market or payout value of vested share-based awards not paid or distributed (\$)
	Number of securities underlying unexercised option (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares that have not vested (#)	Market or payout value of share-based awards that have not vested	
Paul Beeston	40,000	21.85	Nov 2016	nil	nil	n/a	n/a
Donald Carty	40,000	20.55	Sep 2016	nil	nil	n/a	n/a
Wilfred Gobert	15,000	15.59	Sep 2015	58,050			
	25,000	15.51	Sep 2013	98,750	nil	n/a	n/a
Herbert Solway	15,000	15.59	Sep 2015	58,050			
	25,000	15.51	Sep 2013	98,750	nil	n/a	n/a
Pierre-Andre Themens	15,000	15.59	Sep 2015	58,050			
	25,000	15.51	Sep 2013	98,750	nil	n/a	n/a
Pamela D. Wallin	15,000	15.59	Sep 2015	nil			
	25,000	15.51	Sep 2013	nil	nil	n/a	n/a
Robert S. Weiss	15,000	15.59	Sep 2015	58,050			
	25,000	15.51	Sep 2013	98,750	nil	n/a	n/a

Director Incentive Plan Awards – Value Vested or Earned (Fiscal 2013)

Name	Option-based awards – Value vested during the Year (\$)	Share-based awards – Value vested during the year ¹ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Paul Beeston	nil	51,364	n/a
Donald Carty	nil	41,407	n/a
Wilfred Gobert	nil	46,266	n/a
Herbert Solway	nil	62,812	n/a
Pierre-Andre Themens	nil	48,499	n/a
Pamela D. Wallin	nil	38,575	n/a
Robert S. Weiss	nil	68,818	n/a

Note:

1. DSUs granted to directors vest immediately upon grant.

COMPENSATION AND ATTENDANCE OF THE BOARD OF DIRECTORS

ATTENDANCE

For fiscal 2013, the following is the attendance record of the current directors of the Company. The number of meetings held reflects the total number of days on which Board and committee meetings were held during the term of that individual's appointment to the Board or committee. The number of meetings attended reflects the number of such days on which the individual participated in the Board and committee meetings either in person or by telephone.

Directors	Board of Directors Meetings⁴ (Attended/Held)	Audit Committee Meetings (Attended/Held)	Compensation, Nominating and Governance Committee Meetings (Attended/Held)
Paul Beeston³ Toronto, Ontario	7/7	5/5	1/1 ³
Donald Carty Dallas, Texas	7/7	n/a	2/2
Jeremy Freedman Toronto, Ontario	7/7	n/a	n/a
Ira Gluskin Toronto, Ontario	7/7	n/a	n/a
Wilfred Gobert Calgary, Alberta	6/7	5/5	n/a
Gerald Sheff Toronto, Ontario	7/7	n/a	n/a
Herbert Solway, Q.C.² Toronto, Ontario	6/7	n/a	1/1 ²
Pierre-Andre Themens Westmount, Quebec	7/7	5/5	n/a
Pamela D. Wallin¹ Toronto, Ontario	7/7	n/a	2/2
Robert S. Weiss, FCA³ Toronto, Ontario	7/7	5/5	1/1 ³

Note:

1. Ms. Wallin resigned from the Board on May 28, 2013.
2. Mr. Solway resigned from the Compensation, Nominating and Governance Committee on November 8, 2012.
3. Mr. Weiss and Mr. Beeston were appointed as members of the Compensation, Nominating and Governance Committee on November 8, 2012. Mr. Beeston was also appointed as chair of the Committee.
4. The Board of Directors Meetings do not include attendance at the 11 Special Committee meetings held in fiscal 2013. The Special Committee consisted of Mr. Beeston, Mr. Carty and Mr. Weiss as chair. The Special Committee was formed to explore shareholder value maximization alternatives as described in the Company's April 15, 2013 press release.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

This section provides a discussion of the Company's objectives when compensating its President & Chief Executive Officer, Jeremy Freedman, Chief Financial Officer, David Morris, Executive Vice-President, Investments & Client Service, Jeff Moody, Chief Economist & Strategist, David Rosenberg, and Executive Vice-President & Chief Investment Officer, William Webb (collectively, the "Named Executive Officers" or "NEOs") with respect to Fiscal 2013 and the policies the Company has implemented to achieve those objectives. It also outlines what each compensation program is designed to reward, each element of compensation, why the Company has chosen to pay each element, how the Company determined the amount it would pay, and how each compensation element fits into the Company's overall compensation objectives.

The members of the Compensation, Nominating and Governance Committee are currently Paul Beeston (Chair), Donald Carty and Robert Weiss. All members of the Compensation, Nominating and Governance Committee are independent directors and have direct or indirect experience and expertise relevant to their role as members of the Committee. See "Nominees For Election to the Board of Directors". Members of the Committee are responsible for reviewing and approving the amount and method of compensation of the NEOs. These responsibilities are summarized in Schedule B – Mandate of the Board of Directors.

Compensation, Nominating and Governance Committee

As part of its responsibilities under the Board mandate, the Compensation, Nominating and Governance Committee performs the following functions relating to compensation:

- reviewing and making recommendations to the Board with respect to compensation of the Directors, CEO, and other officers of the Company;
- reviewing and making recommendations to the Board with respect to the terms of various incentive compensation plans;
- recommending minimum share ownership policies for Officers and Directors; and
- reviewing compensation disclosure in public documents.

The Compensation, Nominating and Governance Committee recognizes that certain elements of compensation could promote unintended, inappropriate risk-taking behavior. However, the Committee believes that the Company's executive compensation program mitigates these risks by providing a mix of fixed and variable compensation, with the variable component comprised of both short-term and long-term elements which vest over time. The Company also has share ownership requirements for senior employees. See "Objectives of the Company's Compensation Programs" and "Elements of Compensation". Therefore, through different time horizons and metrics reflected in the compensation elements, and an emphasis on share ownership, the Company attempts to better align executive performance with the interests of the Company and its shareholders. As outlined in "Elements of Compensation – Annual Incentive Plan", the total bonus pool available for distribution to all employees is subject to a maximum percentage of the Company's Base Operating Income and Performance Fees.

The Compensation, Nominating and Governance Committee believes that executive compensation risk management is reinforced by ongoing Board oversight of, among other things, the Company's financial results, investment performance, regulatory disclosure and strategic plans, the Audit Committee's regular meetings with the external auditor and the Company's internal controls, management information systems and financial control systems. As a result, the Company does not believe that the risks associated with its compensation practices and policies are reasonably likely to have a material effect on the Company.

The Company has a policy in place prohibiting directors and employees from trading in any interest or position relating to the future price of securities of the Company, such as a put, call or short sale. This policy may prevent

EXECUTIVE COMPENSATION

directors and NEOs from hedging or offsetting a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by any director or NEO.

As part of its mandate, the Compensation, Nominating and Governance Committee reviews the Company's compensation arrangements on an ongoing basis to assess the appropriateness of such arrangements. In 2013, as part of this ongoing review, the Compensation, Nominating and Governance Committee retained Hugessen Consulting as independent advisors to assist in this process. Based on the results of the review and upon taking into consideration the advice and recommendations of the independent advisors, the Compensation, Nominating and Governance Committee recommended to the Board, and the Board subsequently approved, certain changes for fiscal 2014 and subsequent years (see "Compensation Decisions Implemented in Fiscal 2014").

OBJECTIVES OF THE COMPANY'S COMPENSATION PROGRAMS

The Company's compensation programs are designed to attract, retain and motivate the best professionals in the marketplace. Our strategy has been to selectively hire "best in class" portfolio managers, analysts and other professionals supported by sales, trading, operations, finance and compliance personnel. We seek to align the interests of our key personnel with those of the investors in the funds and discretionary managed accounts that we manage and, in turn the shareholders of the Company.

The Company's compensation programs for its NEOs are intended to meet the following principal objectives:

- to reward its NEOs primarily by reference to their contribution to the Company's overall success during the relevant fiscal year;
- to provide competitive levels of compensation in order to attract, motivate and retain talented executives and firm leaders;
- to incentivize and align the interests of its NEOs with the long-term interests of its shareholders through share ownership and to encourage long-term service and loyalty; and
- to foster a sense of partnership, teamwork and fairness.

The following addresses how the Company utilizes the elements of its compensation programs to meet its reward objectives.:

Reward Contribution

The Company emphasizes variable compensation as the core of its compensation strategy to provide a powerful incentive to its NEOs to focus on financial performance and also to help stabilize net earnings as a percentage of revenues. The amount of variable compensation paid is primarily based on the performance of the Company (see "Annual Incentive Plan"). A consequence of the Company's compensation structure is that individual compensation for many executives of the Company is highly variable. In years when the Company performs well, aggregate compensation costs increase with the Company's performance. Conversely, when performance declines, a substantial portion of the Company's aggregate compensation costs decreases.

Attract, Motivate and Retain Talented Professionals

The Company is engaged in a highly competitive business, and its success depends on the leadership of senior executives and the talent of its key employees. In order to attract and retain highly capable individuals, the Company needs to ensure that its compensation programs provide competitive levels of compensation.

Because the competition to attract and retain high performing professionals in the industry is intense, the amount of total compensation paid to the Company's executives must be considered in light of competitive compensation levels. When hiring new employees, particularly investment professionals, compensation packages are structured so as to attract and retain such personnel. Compensation is tailored to the particular circumstances and may not be referenced to any external or "benchmark" data. While the Company reviews information concerning compensation

EXECUTIVE COMPENSATION

paid to executive officers of other wealth management businesses (as discussed below), none of these companies manages a mix of funds similar to Gluskin Sheff. Accordingly, the Company has designed its compensation structure (specifically its annual incentive plan) without reference to specific compensation programs in place at other Canadian wealth management companies.

Encourage Long-Term Service and Loyalty

The Company encourages long-term service and loyalty by fostering a culture where employees own shares of the Company. This ownership further encourages employees to act in the best long-term interests of the Company.

Foster Partnership, Teamwork and Fairness

The industry in which the Company operates is highly competitive and the Company believes its success depends, to a large degree, on its continued focus on rewarding personal productivity and fostering a results-oriented team environment. The Company's NEOs have roles that blend both management and revenue generation responsibilities. In setting compensation for its NEOs, the Company's Compensation, Nominating and Governance Committee considers not only the general guidance provided by a review of industry compensation, but the opportunities the NEOs would have if they chose to focus entirely on their revenue generation abilities. Part of what makes the Company unique is its entrepreneurial culture that is driven by highly talented and productive individuals. The Company is committed to maintaining relative fairness in the compensation of its NEOs, both in comparison with other revenue producers within the Company and in comparison with other high performing revenue producers in the wealth management sector.

Benchmarking

As discussed above, the Company does not benchmark compensation levels or mix against a specific group of peers. To provide context for compensation decisions, however, the Company reviews general industry information on the financial services industry in Canada (including for private companies to the extent that such information is available). For purposes of assessing reasonableness of the compensation levels, the Company also reviews the public filings of large institutional shareholders, such as pension funds, but does not benchmark pay against these institutions. Consistent with industry practice, compensation levels are determined by direct reference to the overall profitability of the firm rather than pay level benchmarking, and compensation is allocated to members of management based on an assessment of individual performance as described below under "Annual Incentive Plan".

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ELEMENTS OF COMPENSATION

For fiscal 2013, the Company's NEOs' compensation collectively included the following elements: base salary, short-term incentives (annual incentive plan) and equity-based long-term incentives (Restricted Share Units) as described in the table below. Benefits and perquisites generally comprise a relatively small part of a NEO's total annual compensation.

Summary of the Elements of the Company's NEOs' Compensation

Element		Form	Period	Program Objectives and Details
Fixed Compensation	Base Salary	Cash	Annual	<ul style="list-style-type: none"> Reflects the executive's level of responsibility, skills and experience, the market value of the position and the executive's overall performance both individually and in relation to the executive's business unit. Base salary normally represents a small percentage of total compensation. Typically reviewed annually. Purpose is to attract, motivate and retain.
Variable Compensation	Bonus: Short-Term Incentive Plan (STIP)	Cash	Annual	<ul style="list-style-type: none"> Performance-based incentive which can vary significantly from year to year. Purpose is to attract, motivate and retain. Designed to reward individual merit and contribution, foster partnership, teamwork and fairness.
	Bonus: Long-Term Incentive Plan (LTIP)	Restricted Share Units	Annual	<ul style="list-style-type: none"> Designed to align executive's and shareholders' interests. Motivates and rewards executives for creating long-term shareholder value. Encourages long-term service and loyalty. RSU grants represent a portion of the total bonus award. The portion of any individual award represented by RSUs increases with the size of the individual's bonus award. RSUs are notional Subordinate Voting Share equivalents that generally vest over a three year period (1/3 per year beginning 12 months after date of grant).
Other Elements of Compensation				
Benefits		Group health, dental and insurance benefits	Employment	<ul style="list-style-type: none"> Executive benefit plans paid for by the Company provide medical and dental coverage and life insurance.
Perquisites		Cash allowance/reimbursement for professional services	Annual	<ul style="list-style-type: none"> Limited personal benefits are provided, including an annual medical examination and payment of certain professional membership fees.

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Element		Form	Period	Program Objectives and Details
Stock Options			Special Circumstances Only	<ul style="list-style-type: none"> The changes to compensation implemented in 2011 included a discontinuation of the regular use of employee stock options as an element of annual compensation, with the future use of options limited to special circumstances only.
Employee Subordinate Voting Share Ownership Plan (ESOP)			Monthly	<ul style="list-style-type: none"> Designed to continue to further promote employee ownership. Employees may contribute up to 6% of their base salary (up to a maximum of \$6,000) and the Company will match 50% of the employee's contribution. Amounts contributed are used to purchase Subordinated Voting Shares on the open market.
Executive Subordinate Voting Share Loan Program			From time to time	<ul style="list-style-type: none"> Designed to allow the next generation of Company leadership to accumulate meaningful equity positions in the Company to further align their interests with those of the shareholders. The Company provides guarantees for full recourse loans made to eligible employees by a third party financial institution at market interest rates to acquire Subordinate Voting Shares on the open market. Under the program the Company will guarantee amounts for eligible employees of up to two times the employees current salary plus the average of bonuses paid in the past three years. For senior level employees who are not MVS shareholders.

Base Salary and Benefits

The Company pays its NEOs a base salary as a means to provide a non-performance based element of compensation that is certain and predictable and is generally competitive with market practices. Base salaries are reviewed annually based on a review of each of the NEOs' roles and responsibilities and external market data for similar positions in which the Company competes for executive talent. The Company does not benchmark its compensation. The Company believes that providing a predictable base salary is essential to attracting and retaining talented executives and provides a compensation package that is perceived as fair. The determination of each NEO's base salary is subjective and not formulaic and is determined based upon a number of factors including the position, experience and performance of each NEO, taking into account the size, position and profitability of the Company. The Compensation, Nominating and Governance Committee approves salary levels and changes for the Company's Chief Executive Officer, Chief Investment Officer and Chief Financial Officer.

Annual Incentive Plan

In accordance with the changes to various elements of the Company's compensation programs implemented in fiscal 2011, the Company implemented a bonus compensation policy that allocates an aggregate 25% of the Company's Base Operating Income to an employee bonus pool (the "Employee Bonus Pool"), with a further amount of up to 25% of Performance Fees earned to be allocated to the Employee Bonus Pool. As part of its mandate, the Compensation, Nominating and Governance Committee reviews the Company's compensation arrangements on an

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ongoing basis to assess the appropriateness of such arrangements. In 2013, as part of this ongoing review, the Compensation, Nominating and Governance Committee retained Hugessen Consulting as independent advisors to assist in this process. Based on the results of the review and upon taking into consideration the advice and recommendations of the independent advisors, the Compensation, Nominating and Governance Committee recommended to the Board, and the Board subsequently approved, certain changes for fiscal 2014 and subsequent years (see “Compensation Decisions Implemented in Fiscal 2014”). The changes included a change in the allocation of Performance Fees earned to the Employee Bonus Pool from 25% to 40%. “Base Operating Income” is the measure that the Company uses to determine the discretionary base bonus amount to be allocated to the Employee Bonus Pool and is equal to the difference between (i) the Company’s Base Revenue and (ii) Base Operating Expenses. “Performance Fees” are fees calculated annually as a percentage of the appreciation (net of Base Management Fees and other related expenses) in segregated accounts and private pooled fund vehicles above pre-specified performance hurdles. “Base Management Fees” are fees calculated in the Company’s various segregated accounts and private pooled fund vehicles as a percentage of paying assets under management. “Base Revenue” is Base Management Fees plus investment and other income. “Base Operating Expenses” are expenses relating to salaries and benefits (excluding payments from the Employee Bonus Pool), occupancy, general and administrative expenses, business development expenses and amortization.

On September 3, 2013, the Board of Directors, on the recommendation of the Compensation, Nominating and Governance Committee, approved the allocation to the Employee Bonus Pool of 25% of Base Operating Income in respect of the Company’s 2013 Fiscal year and 25% of Performance Fees in respect of the Company’s financial year ended June 30, 2013, which consisted of Performance Fees in respect of the performance years ended December 31, 2012, and June 30, 2013. In addition, the Board of Directors, on the recommendation of the Compensation, Nominating and Governance Committee, approved an additional \$3.0 million to be added to the Employee Bonus Pool as part of the transition to the compensation arrangements effective for 2014 and subsequent years (see “Compensation Decisions Implemented in Fiscal 2014”).

Each year, the Employee Bonus Pool is allocated among management and other employees on a discretionary basis. Bonuses are awarded following discussion by the Board of Directors (upon the recommendation of the Compensation, Nominating and Governance Committee) and are based on individual performance.

Factors considered in allocating bonuses to individuals include, but are not necessarily limited to, the following:

- Contribution to the profitability of the Company
- Contribution to new business development
- Contribution to investment performance
- Contribution to growth and prosperity of the Company
- Contribution to the company as a whole
- Leadership

For purposes of determining the CEO’s annual bonus, the Chair of the Compensation, Nominating and Governance Committee considers the above factors with input from members of the Compensation, Nominating and Governance Committee, and other Board members as he feels appropriate. Following appropriate deliberations, the Compensation, Nominating and Governance Committee makes a recommendation to the full board for approval.

With the exception of Mr. Rosenberg, for NEOs and senior management other than the CEO, the CEO develops a preliminary recommendation for each individual based on an assessment of the factors noted above. The CEO then discusses these recommendations with the Chair of the Compensation, Nominating and Governance Committee and then makes a final recommendation to the full Board. In the case of Mr. Rosenberg, his employment agreement stipulates that he will receive guaranteed additional compensation of \$1,800,000 per annum until June 30, 2014, in addition to his base salary. For the 2013 fiscal year, \$0.5 million of the guaranteed additional compensation paid to

EXECUTIVE COMPENSATION

Mr. Rosenberg was allocated from the Bonus Pool, and for fiscal 2012 the guaranteed additional compensation was not allocated from the bonus pool.

In order to strengthen the link between the interests of employees and those of shareholders, bonus awards to employees are granted partly in cash and partly in Restricted Shares Units (RSUs), vesting ratably over three years. The portion of any individual award that is delivered in RSUs increases with the size of the individual's award. Mr. Rosenberg's guaranteed additional compensation is paid in cash.

Executive Compensation-Related Fees

As part of its mandate, the Compensation, Nominating and Governance Committee, reviews the Company's compensation arrangements on an ongoing basis to assess the appropriateness of such arrangements. In 2013, as part of this ongoing review, the Compensation, Nominating and Governance Committee retained Hugessen Consulting as independent advisors to assist in this process. Aggregate fees billed by Hugessen Consulting in fiscal 2013 were \$167,000. As well, in 2013 the Compensation, Nominating and Governance Committee authorized management to engage Towers Watson to provide management with advice regarding compensation arrangements. Aggregate fees billed by Towers Watson in fiscal 2013 were \$90,000.

RSU Plan

In connection with the changes to various elements of the Company's compensation programs implemented in fiscal 2011, the Company adopted a Restricted Share Unit Plan (the "RSU Plan"). The purpose of the RSU Plan is to provide for the payment of a portion of bonuses in the form of RSUs to advance the interests of the Company through the motivation, attraction and retention of key employees.

The Board of Directors, through the recommendation of the Compensation, Nominating and Governance Committee, administers the RSU Plan and determines, among other things, those eligible to participate in the Plan.

RSUs are notional Subordinate Voting Share equivalents. RSUs granted under the RSU Plan generally vest over a three year period (1/3 per year beginning 12 months after date of grant), or in the case of the RSU grants described in "Compensation Decisions Implemented in Fiscal 2014", the RSUs do not vest until 3 years after the date of grant. Following vesting, RSUs settle, at the election of the Company, in the form of Subordinate Voting Shares purchased on the open market, or cash payments equal to the value of the RSUs (determined by reference to the five-day weighted average closing price of the Subordinate Voting Shares on the TSX) on the redemption date. Since the RSU Plan does not provide for the issuance of Subordinate Voting Shares from treasury, the RSU Plan is not an "equity-based compensation plan" under TSX rules.

If dividends are declared by the Company, a participant in the RSU Plan will also be credited with dividend equivalents in the form of additional RSUs based on the number of RSUs the participant holds on the record date for the payment of a dividend.

Stock Option Plan

The Company maintains a Second Amended and Restated Stock Option Plan dated September 20, 2007 (the "Stock Option Plan"). The purpose of the Stock Option Plan is to advance the interests of the Company and its shareholders by ensuring that the interests of the Company's key officers, employees and directors are aligned with the success of the Company and to encourage stock ownership by and provide compensation opportunities to attract, retain and motivate these key individuals. The changes to compensation implemented in 2011 included a discontinuation of the regular use of employee stock options as an element of annual compensation, with the future use of options limited to special circumstances only. As well, there will be no further issuance of stock options to Directors. The maximum aggregate number of Subordinate Voting Shares that may be issued under the Stock Option Plan is 2,920,000 (10% of the Equity Shares at the time of the Company's initial public offering). The

EXECUTIVE COMPENSATION

maximum aggregate number of Subordinate Voting Shares that may be issued under both the Stock Option Plan and the DSU Plan is currently 2,950,741 (or 10% of the Equity Shares outstanding from time to time). The number of Subordinate Voting Shares that may be issuable at any time, pursuant to the Stock Option Plan and any other employee-related plan of the Company or options for services granted by the Company to insiders, together with such insider's associates (collectively, "Insider Participants") shall not exceed 10% of the Equity Shares then issued and outstanding. Additionally, the number of Subordinate Voting Shares that may be issued, within a one-year period, pursuant to the Stock Option Plan and any other employee-related plan of the Company or options for services granted by the Company to Insider Participants shall not exceed 10% of the Equity Shares then issued and outstanding.

The Board of Directors, through the recommendation of the Compensation, Nominating and Governance Committee, administers the Stock Option Plan and determines, among other things, optionees, vesting periods, exercise price and other attributes of the options, in each case pursuant to the Stock Option Plan, applicable securities legislation and the rules of the Toronto Stock Exchange. Previous grants are taken into account by the Board of Directors when it considers the granting of new stock options.

The exercise price for any option issued under the plan may not be less than the fair market value (as defined in the Stock Option Plan) of the Subordinate Voting Shares at the time of issue. Options issued under the Stock Option Plan may be exercised during a period determined under the Stock Option Plan, which may not exceed seven years. Unless otherwise determined by the Board and subject to the occurrence of certain circumstances (such as a change of control), options vest at a rate of 20% per annum commencing 12 months after the date of grant.

The Board may amend the Stock Option Plan or any Option at any time without the consent of participants provided that such amendment shall: (a) not adversely alter or impair any Option previously granted except as permitted herein, (b) be subject to any regulatory approvals including, where required, the approval of the TSX; and (c) be subject to shareholder approval, where required by law or the requirements of the TSX, provided that shareholder approval shall not be required for the following amendments and the Board may make any changes which may include but are not limited to: (i) amendments of a "housekeeping nature"; (ii) a change to the vesting provisions of any Option; (iii) a change to the termination provisions of any Option that does not entail an extension beyond the original expiration date (as such date may be extended pursuant to the Stock Option Plan); (iv) the introduction of a cashless exercise feature payable in securities, whether or not such feature provides for a full deduction of the number of underlying securities from the Stock Option Plan reserve; (v) the addition of a form of financial assistance and any amendment to a financial assistance provision which is adopted; and (vi) a change to the eligible participants of the Stock Option Plan.

COMPENSATION DECISIONS FOR IMPLEMENTATION IN FISCAL 2014

As part of its mandate, the Compensation, Nominating and Governance Committee of the Board reviews on an ongoing basis the Company's compensation arrangements to assess the appropriateness of such arrangements. As part of this ongoing review, the Compensation, Nominating and Governance Committee retained Hugessen Consulting as independent advisors to assist in this process. Based on the results of their most recent review, and upon taking into consideration the advice and recommendations of the independent advisors, the Compensation, Nominating and Governance Committee recommended to the Board, and the Board subsequently approved, certain changes effective July 1, 2013. These changes include:

- A change in the maximum proportion of performance fees allocated to the performance bonus pool, from 25% to 40%.
- Market-based adjustments in base salaries for senior personnel.

The Board also approved an award of RSUs, in the aggregate amount of \$5 million, to certain senior employees. This was done to further align the long-term interests of key employees with shareholders. The RSUs granted under this award vest three years after the date of grant.

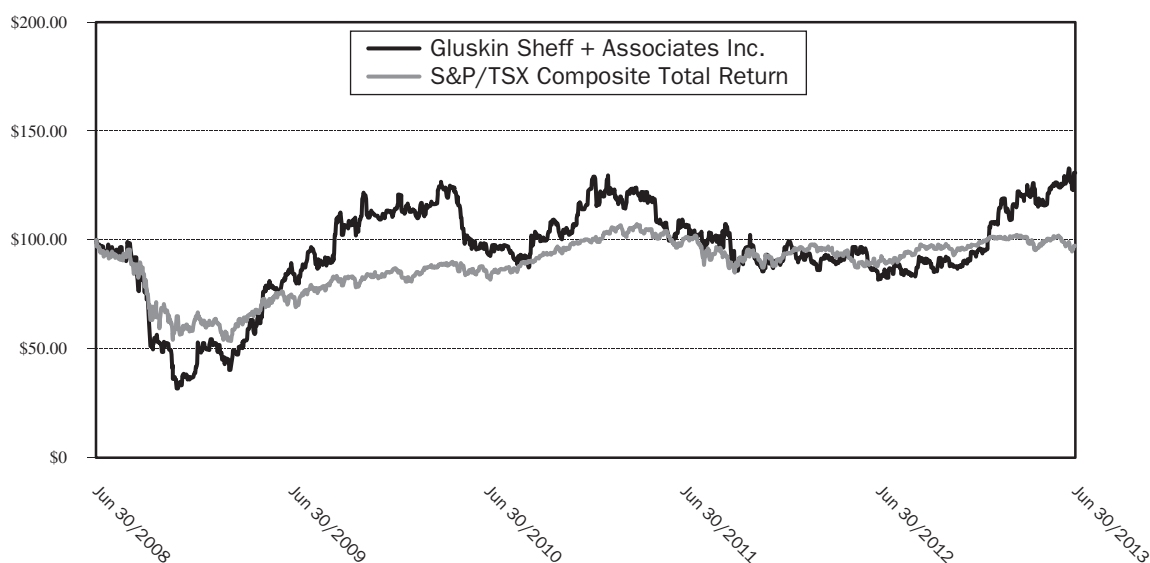
EXECUTIVE COMPENSATION

PERFORMANCE GRAPH

The following graph compares the cumulative shareholder return per \$100 invested in the Subordinate Voting Shares compared to the cumulative total return of the S&P/TSX Composite Index from June 30, 2008, to June 30, 2013. The calculations assume that all dividends received on the Subordinate Voting Shares are reinvested.

Cumulative Shareholder Return per \$100

(from June 30, 2008 to June 30, 2013)



The Board believes that the most important contribution the NEOs can make to enhancing total shareholder return (“TSR”) is to grow the income of the Company and hence the compensation of the NEOs is substantially linked to such growth – as outlined above under “Annual Incentive Plan”. Year-over-year TSR is however heavily influenced by factors other than growth in income and consequently there may be considerable variability of NEO compensation as compared to TSR over any relatively short measurement period.

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The following table provides a summary of compensation earned by NEOs in respect of the periods indicated.

Name and Principal Position	Fiscal Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁴	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plan			
Jeremy Freedman President & Chief Executive Officer, Director	2013	375,000	1,135,000	nil	1,715,000	n/a	n/a	n/a	3,225,000
	2012	375,000	Nil ²	nil	Nil ²	n/a	n/a	n/a	375,000
	2011	375,000	860,000	nil	1,390,000	n/a	n/a	n/a	2,625,000
David Morris¹ Chief Financial Officer	2013	200,000	85,000	nil	415,000	n/a	n/a	n/a	700,000
	2012	200,000	41,250	nil	283,750	n/a	n/a	n/a	525,000
	2011	150,000	85,000	nil	415,000	n/a	n/a	n/a	650,000
Jeff Moody Executive Vice-President, Investments & Client Service	2013	325,000	860,000	nil	1,440,000	n/a	n/a	n/a	2,625,000
	2012	325,000	Nil ²	nil	Nil ²	n/a	n/a	n/a	325,000
	2011	200,000	660,000	nil	1,190,000	n/a	n/a	n/a	2,050,000
David Rosenberg Chief Economist & Strategist	2013	200,000	nil	nil	1,800,000 ⁴	n/a	n/a	1,082,441 ³	3,082,441
	2012	200,000	nil	nil	1,800,000 ⁴	n/a	n/a	877,635 ³	2,877,635
	2011	200,000	695,000	nil	905,000	n/a	n/a	151,035	1,951,035
William Webb Executive Vice-President & Chief Investment Officer	2013	325,000	535,000	nil	1,065,000	n/a	n/a	n/a	1,925,000
	2012	325,000	Nil ²	nil	Nil ²	n/a	n/a	n/a	325,000
	2011	325,000	305,000	nil	795,000	n/a	n/a	n/a	1,425,000

Notes:

1. Mr. Morris was appointed Chief Financial Officer effective September 27, 2010.
2. As a result of the significantly reduced Employee Bonus Pool for the year ended June 30, 2012, and with the intent of increasing the aggregate allocations from the Bonus Pool to other employees, Mr. Freedman, Mr. Moody and Mr. Webb requested that they forego their 2012 annual bonuses. The Board approved these requests.
3. These amounts represent Mr. Rosenberg's share of net revenues generated from the Company's monetization of economic research authored by Mr. Rosenberg and published by the Company.
4. Represents guaranteed additional compensation.

Discussion of the Compensation Table

The annual non-equity incentive plan payments (with the exception of the 2012 and 2013 amounts in respect of Mr. Rosenberg) reflect the cash portion of bonus awards from the defined Bonus Pool, which in the aggregate is formulaic, and which is divided among the entire employee pool. The allocation of the pool is discretionary, based on management's, and in the case of the NEOs, the Board's, assessment of an employee's overall contribution to the firm, looking at quantitative and non-quantitative factors. The annual incentive plan amounts for 2012 and 2013 in respect of Mr. Rosenberg represents his guaranteed additional compensation. \$0.5 million of the guaranteed additional compensation amount in respect of the 2013 fiscal year was allocated from the defined Bonus Pool. For the fiscal year 2012 the guaranteed additional compensation was not allocated from the defined Bonus Pool. Share-based awards represent the Restricted Share Units portion of bonus awards from the Bonus Pool.

EMPLOYMENT CONTRACTS

Mr. Freedman, Mr. Moody, Mr. Webb and Mr. Rosenberg are each party to an employment agreement with Gluskin Sheff, each of which is for an indefinite term. The agreements provide that the executives will devote substantially all of their working time and attention necessary for the due performance of their duties and will act in a manner consistent with the best interests of the Company, its affiliates and clients. Each employment agreement

EXECUTIVE COMPENSATION

provides the executive with a compensation package comprised of base salary, discretionary bonus in the case of Mr. Freedman, Mr. Moody, and Mr. Webb, and incentive and participation plans, which are subject to adjustment from time to time at the discretion of the Board of Directors on the recommendation of the Compensation, Nominating and Governance Committee. In addition, Mr. Rosenberg's employment agreement provides a mechanism by which Mr. Rosenberg shares in any net revenues generated from Gluskin Sheff's efforts to monetize economic research authored by Mr. Rosenberg and published by Gluskin Sheff. Mr. Rosenberg's employment agreement further provides that he will receive guaranteed additional compensation of \$1,800,000 per annum in addition to his base salary until June 30, 2014.

In addition to certain termination rights (discussed below under the heading "Termination and Change of Control Benefits"), the employment agreements also provide for, among other things, non-compete and non-solicit covenants in favour of the Company. The employment agreements also include confidentiality covenants requiring the executives to maintain confidentiality during the term of the agreements and indefinitely thereafter.

INCENTIVE PLAN AWARDS

Outstanding Share-Based Awards and Option-Based Awards

The following table provides a summary of grants of all outstanding options and RSUs held by NEOs as of June 30, 2013.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed
Jeremy Freedman President & Chief Executive Officer	nil	n/a	n/a	n/a	93,371	1,883,965	nil
David Morris Chief Financial Officer	nil	n/a	n/a	n/a	10,975	218,595	nil
Jeff Moody Executive Vice-President, Investments & Client Service	nil	n/a	n/a	n/a	71,123	1,434,794	nil
David Rosenberg Chief Economist & Strategist	240,000	14.50	May 12, 2016	1,190,400	22,954	446,685	nil
William Webb Executive Vice-President & Chief Investment Officer	nil	n/a	n/a	n/a	39,520	800,628	nil

EXECUTIVE COMPENSATION

Incentive Plan Awards – Value Vested or Earned During Fiscal 2013

Name	Option-based awards – Value vested during the Year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Jeremy Freedman President & Chief Executive Officer	nil	259,579	1,715,000
David Morris Chief Financial Officer	nil	25,647	415,000
Jeff Moody Executive Vice-President, Investments & Client Service	nil	199,207	1,440,000
David Rosenberg Chief Economist & Strategist	225,600	194,564	1,800,000 ¹
William Webb Executive Vice-President & Chief Investment Officer	nil	92,055	1,065,000

Note:

1. Represents guaranteed additional compensation.

PENSION PLAN BENEFITS

The Company does not have employee or executive pension plans, including defined benefit, defined contribution or deferred compensation plans, nor are such plans currently being contemplated.

Termination and Change of Control Benefits

Mr. Freedman, Mr. Moody, Mr. Webb and Mr. Rosenberg are each party to employment agreements with the Company that provide for, among other things, the payment of severance in connection with certain termination events. Mr. Morris is party to a change of control agreement with the Company that provides for the payment of severance in connection with his termination on a change of control as defined in the agreement.

The employment agreements for Mr. Freedman, Mr. Moody and Mr. Webb state that, in the event such executive's employment is terminated by the Company for any reason other than the death of the executive or just cause, such executive will be entitled to receive a payment equal to the average of his annual compensation awarded over the previous three years, and in addition, the executive will be entitled to receive all declared but unpaid discretionary bonuses to which the executive is entitled. Where the executive's employment is terminated as a consequence of the death of the executive, the executive's entitlement will be limited to all declared but unpaid discretionary bonuses to which the executive is entitled.

Mr. Rosenberg's employment agreement provides that in the event his employment is terminated by the Company for any reason other than the death of the executive, resignation or just cause, Mr. Rosenberg will be entitled to receive severance (payable on a regular payroll basis in equal instalments) equal to the amounts that would have been payable to Mr. Rosenberg until June 30, 2014, had his employment not been terminated.

Mr. Morris' change of control agreement provides that in the event his employment is terminated by the Company within twelve months following a change of control he will be entitled to receive a payment equal to his annual base salary and the average of his annual bonus awards during the three fiscal years immediately preceding the date of termination. In addition, Mr. Morris will be entitled to receive all declared but unpaid discretionary bonuses to which he is entitled.

The following table provides details regarding the estimated incremental payments that the Company would have had to make to each NEO pursuant to their respective employment agreements, assuming that such executive's

EXECUTIVE COMPENSATION

employment was terminated by the Company without just cause (or in the case of Mr. Morris as a result of a change of control of the Company) on June 30, 2013:

NEO	Incremental Payment (\$)
Jeremy Freedman	2,075,000
David Morris	691,667
Jeff Moody	1,666,667
David Rosenberg	2,000,000
William Webb	1,225,000

The Stock Option Plan provides that, upon the termination of employment of a participant: (a) any unvested options shall be cancelled, unless otherwise determined by the Board of Directors at its discretion, and (b) all vested options may be exercised before the earlier of (i) the expiry date of the option and (ii) 30 days after the date of termination (unless the termination is as a result of the death of the participant) or one calendar year from the date of termination (if the termination is as a result of the death of the participant).

In the event of a change of control (as defined in the Stock Option Plan), all options (whether or not currently vested) shall become exercisable for a 30 day period following notice having been given by the Board of Directors of such change of control.

The RSU Plan provides that, upon termination of employment of a participant: (a) upon death or disability, all Share Units credited to such participant will continue to vest in accordance with their terms; (b) without cause, all Share Units credited to such participant will continue to be permitted to vest for six months following the date of termination and thereafter, all unvested Share Units credited to such participant shall terminate, subject to the discretion of the Board of Directors; and (c) upon resignation or for cause, all unvested Share Units credited to such participant shall terminate on the date of termination, subject to the discretion of the Board of Directors.

Mr. Rosenberg's employment agreement provides that, notwithstanding the terms of the RSU Plan, the RSUs granted to Mr. Rosenberg shall continue to vest in accordance with their terms in the event he is terminated without just cause.

In the event there is a change of control (as defined in the RSU Plan) and the participant ceases to be an eligible employee under the RSU Plan prior to the 12 month anniversary of the change of control, other than in connection with a termination for cause or resignation, all Share Units outstanding shall immediately vest on the date the participant ceases to be an eligible employee.

EXECUTIVE COMPENSATION

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding the Stock Option Plan and the directors' DSU plan, being the only equity compensation plans under which equity securities of the Company are authorized for issuance from treasury. Information is provided as of June 30, 2013.

Plan Category	Number of Subordinate Voting Shares that may be issued upon exercise or redemption (as applicable) of outstanding options or deferred share units	Weighted-average exercise price of outstanding options	Number of Subordinate Voting Shares remaining available for issuance under the equity compensation plans ²
Equity compensation plans approved by shareholders	1,399,960 ¹	\$18.52	1,542,896

Notes:

1. Assumes that the Compensation, Nominating and Governance Committee chooses to satisfy the payment to a participant upon redemption under the directors' deferred share unit plan with an issuance from treasury of Subordinate Voting Shares.
2. The maximum aggregate number of Subordinate Voting Shares that may be issued under the Stock Option Plan is 2,920,000 (10% of the Equity Shares at the time of the Company's initial public offering). The maximum aggregate number of Subordinate Voting Shares that may be issued under the DSU Plan is 2,920,000 (10% of the Equity Shares at the time of the Company's initial public offering). The maximum aggregate number of Subordinate Voting Shares that may be issued under both the Stock Option Plan and the DSU Plan at June 30, 2013, is 2,942,856 (or 10% of the Equity Shares outstanding at June 30, 2013). For a discussion of the vesting and redemption provisions under the DSU Plan, see "Deferred Share Unit Plan".

OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

Aggregate Indebtedness

The following table sets out the aggregate indebtedness of all current and former executive officers, directors, and employees of the Company outstanding as at October 15, 2013, for which the Company acts as Guarantor in respect of full recourse loans made to eligible employees to acquire Subordinate Voting Shares of the Company on the open market. The loans are from a third party financial institution at market interest rates, have a 10-year term and are secured by the Subordinate Voting Shares purchased. Borrowers are required to fund 10% of the purchase price of Subordinate Voting Shares purchased. Therefore, the loan amounts represent 90% of the purchase price of Subordinate Voting Shares purchased.

Purpose	To the Company or its Subsidiaries	To Another Entity ¹
Subordinate Voting Share purchases	nil	\$3,795,323

Note:

1. Represents guarantees made by the Company pursuant to the Company's Executive Subordinate Voting Share Loan Plan.

Indebtedness of Directors and Executive Officers Under Securities Purchase and Other Programs

The following table sets out details of Directors and Executive Officers indebtedness under Securities Purchase and other Programs.

Name and Principal Position	Involvement of Company or Subsidiary	Largest Amount Outstanding during 2013 (\$)	Amount Outstanding as at October 15, 2013 (\$)	Financially Assisted Securities Purchased During 2013 (#)	Security for Indebtedness	Amount Forgiven During 2013 (\$)
Jim Bantis Senior Vice-President, Risk Management	Guarantee	845,313	846,714	nil	Gluskin Sheff + Associates Subordinate Voting Shares	nil

This indebtedness relates to a loan, guaranteed by the Company, from a third party financial institution under the Securities Purchase Program described above. No Directors or Executive Officers were indebted under Other Programs during fiscal 2013.

INSURANCE COVERAGE FOR DIRECTORS AND OFFICERS AND INDEMNIFICATION

The Company has obtained directors' and officers' liability insurance coverage with a policy limit of \$15,000,000 for the directors and officers of the Company. The initial aggregate limit of liability applicable to the insured directors and officers under the policy is \$15,000,000. Under the policy, the Company has reimbursement coverage to the extent that it has indemnified its directors and officers. The policy includes securities claim coverage, insuring against any legal obligation to pay on account of any securities claims brought against the directors or officers of the Company. The total limit of liability is shared among the directors and officers of the Company so that the limit of liability is not exclusive to any one of the respective directors or officers.

The by-laws of the Company provide for the indemnification of its directors and officers from and against liability and costs in respect of any action or suit brought against them in connection with the execution of their duties of office, subject to certain limitations. The Company will indemnify directors and officers in accordance with its specific indemnification agreements and to the maximum extent permitted under applicable law.

OTHER INFORMATION

CORPORATE GOVERNANCE DISCLOSURE

The Board of Directors considers effective corporate governance practices an important factor in the Company's overall success. In accordance with National Instrument 58-101 – Disclosure of Corporate Governance Practices, the Company is required to disclose its corporate governance practices. Schedule A – Corporate Governance Practices sets out a description of the Company's corporate governance practices.

ADDITIONAL INFORMATION ABOUT GLUSKIN SHEFF

Financial information about the Company is provided in its financial statements for the 12-month period ended June 30, 2013, and related management's discussion and analysis. This information relating to the Company, as well as its annual information form, may be found on SEDAR at www.sedar.com.

You may also obtain a copy of the annual report for fiscal 2013, containing the Company's financial statements and management's discussion and analysis for fiscal 2013, as well as a copy of the Company's most recent financial statements and its annual information form, by writing to:

Gluskin Sheff + Associates Inc.
Bay Adelaide Centre
333 Bay Street, Suite 5100
Toronto, Ontario M5H 2R2

Attention: Corporate Secretary

All of these above-mentioned documents as well as additional information relating to the Company are all available by visiting the Company's website at www.gluskinsheff.com or on SEDAR's website at www.sedar.com.

OTHER BUSINESS

Management of the Company knows of no other matters which should be put before the Meeting. If, however, any other matters come before the Meeting and are in order, the persons designated in the accompanying Form of Proxy shall vote on such matters in accordance with their best judgment pursuant to the discretionary authority conferred on them by the proxy with respect to such matters.

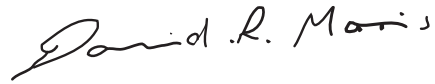
OTHER INFORMATION

APPROVAL BY THE BOARD OF DIRECTORS

The Board of Directors has approved the contents and the sending of this Information Circular to the shareholders.

Dated: November 7, 2013

BY ORDER OF THE BOARD



DAVID R. MORRIS
CORPORATE SECRETARY
GLUSKIN SHEFF + ASSOCIATES INC.

SCHEDULE A – CORPORATE GOVERNANCE PRACTICES

The Company's Board and management believe that sound corporate governance practices contribute to the effective management of the Company and its achievement of strategic and operational plans, goals and objectives.

1. Board of Directors

- (a) Disclose the identity of directors who are independent.

A director is considered independent only where the Board determines that the director has no direct or indirect material relationship with the Company. A 'material relationship' is defined in National Instrument 52-110 *Audit Committees* to mean any relationship, which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

On an annual basis, the Board of Directors, in consultation with the Compensation, Nominating and Governance Committee, reviews each relationship that a director has with the Company in order to determine whether the director is or remains independent.

In the case of a commercial, charitable, industrial, banking, consulting, legal, accounting or other business relationship that may exist between the Company and an entity of which the director serves as a director, executive officer, partner or managing director, or occupies a similar position, the Board may determine such relationship to be material if the aggregate annual sales or billings from the entity to the Company, or from the Company to the entity, in the most recently completed fiscal year of that entity, exceeds a percentage of that entity's consolidated gross revenues, as determined by the Board. The applicable threshold to be used in each case is a matter of judgment and other relevant factors may be taken into consideration in determining whether the relationship is a material one that could reasonably be expected to interfere with the exercise of the director's independent judgment.

Based on reference to these requirements and a review of the applicable factual circumstances against these standards, the Board of Directors, in consultation with the Compensation, Nominating and Governance Committee, has determined that the following six directors who currently serve on the Company's Board are independent:

Paul Beeston
Donald Carty
Wilfred Gobert
Herbert Solway
Pierre-Andre Themens
Robert S. Weiss

SCHEDULE A – CORPORATE GOVERNANCE PRACTICES

- In addition, the Board of Directors, in consultation with the Compensation, Nominating and Governance Committee, has determined that the following seven directors who are nominated to serve on the Company's Board are independent:
- Paul Beeston
Wilfred Gobert
Stephen Halperin
Nancy H.O. Lockhart
Herbert Solway
Pierre-Andre Themens
Robert S. Weiss
- Notwithstanding the Board's determination of independence for purposes of National Policy 58-201, upon election, Mr. Halperin will not serve on the Audit Committee. Mr. Halperin, as a partner of a law firm that provides services to the Company, is not considered independent for purposes of the composition of the Audit Committee under National Instrument 52-110.
- (b) Disclose the identity of directors who are not independent, and describe the basis for that determination.
- The non-independent directors who currently serve on the Company's Board are:
- Gerald Sheff – Mr. Sheff is considered to have a material relationship with the Company by virtue of the fact that he has been within the past three years an employee and executive officer of the Company.
- Ira Gluskin – Mr. Gluskin is considered to have a material relationship with the Company by virtue of the fact that he has been within the past three years an employee and executive officer of the Company.
- Jeremy Freedman – Mr. Freedman is considered to have a material relationship with the Company by virtue of the fact that he is an executive officer of the Company. He currently serves as the President & Chief Executive Officer of Gluskin Sheff.
- Mr. Freedman is the only non-independent nominee to the Company's Board.
- (c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the Board of Directors does to facilitate its exercise of independent judgment in carrying out its responsibilities.
- Six of the nine current members of the Company's Board are independent. Three members (Gerald Sheff, Ira Gluskin and Jeremy Freedman) are current officers of Gluskin Sheff.
- Seven of the eight nominees to the Company's Board are independent. One nominee (Jeremy Freedman) is a current officer of Gluskin Sheff.

SCHEDULE A – CORPORATE GOVERNANCE PRACTICES

- (d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.
- (e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board of Directors does to facilitate open and candid discussion among its independent directors.
- (f) Disclose whether or not the chair of the Board of Directors is an independent director. If the Board of Directors has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board of Directors has neither a chair that is independent nor a lead director that is independent, describe what the Board of Directors does to provide leadership for its independent directors.
- (g) Disclose the attendance record of each director for all Board meetings held since the beginning of the issuer's most recently completed financial year.

The nominees for election to the Company's Board who are also directors of other reporting issuers are set out under "Business of the Meeting – Election of Directors" in this Information Circular.

Each Board meeting includes an *in camera* session during which the non-independent directors and members of management are excused from the meeting to facilitate open and candid discussion among the Company's independent directors.

Mr. Gerald Sheff is currently the Chair of the Board and is not an independent director. Mr. Herbert Solway is currently the Lead Director and is an independent director. The responsibilities of the Lead Director include providing leadership to directors in discharging their mandate, providing a liaison between the directors and management, and assisting the Chair with respect to meetings of the Board and shareholders.

The attendance record of each director at meetings of the Board and its committees held during fiscal 2013 is set out in the table on page 22.

2. Board of Directors Mandate

Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board of Directors delineates its role and responsibilities.

The mandate of the Board of Directors is included as Schedule B to this Information Circular.

3. Position Descriptions

- (a) Disclose whether or not the Board of Directors has developed written position descriptions for the chair and the chair of each Board committee. If the Board of Directors has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.
- (b) Disclose whether or not the Board of Directors and CEO have developed a written position description for the CEO. If the Board of Directors and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.

The Board of Directors has developed written position descriptions for the chair and the chair of each committee of the Board of Directors.

The Board of Directors has adopted a written position description for the Chief Executive Officer of the Company.

SCHEDULE A – CORPORATE GOVERNANCE PRACTICES

4. Orientation and Continuing Education

(a) Briefly describe what measures the Board of Directors takes to orient new directors regarding:

- (i) the role of the Board of Directors, its committees and its directors; and
- (ii) the nature and operation of the issuer's business.

The mandate of the Compensation, Nominating and Governance Committee provides that the committee is responsible for recommending orientation and, as appropriate, continuing education programs for directors.

All new directors receive a comprehensive orientation on their election or appointment to the Board of Directors. The orientation includes:

- a detailed briefing with the chair of the Board
- a detailed briefing with the chair of each of the Audit Committee and the Compensation, Nominating and Governance Committee
- a detailed briefing on the legal duties and obligations required of a director of a publicly-held company, if not already known
- a detailed briefing on the Company and its business by the CEO, CFO and other members of senior management, including a discussion of the Company's key products and operations, and
- a tour of the Company's head office.

The orientation program is reviewed as required by the Compensation, Nominating and Governance Committee.

(b) Briefly describe what measures, if any, the Board of Directors takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.

The Company has a highly qualified group of independent directors, most with extensive governance experience. Directors are briefed quarterly by the CEO, CIO and CFO on all major areas of the Company's business including: financial results, investment performance, business development and operations. Also included are any strategic issues affecting the Company and any other developments that could materially affect the Company's business. Where relevant, briefings are also conducted by external advisors to the Company. Management updates the Board and committees on all significant regulatory, accounting and other relevant changes. The Board also receives updates from its auditor and counsel with respect to new developments. To the extent that directors require additional training, they are granted access to appropriate programs.

SCHEDULE A – CORPORATE GOVERNANCE PRACTICES

5. Ethical Business Conduct

- (a) Disclose whether or not the Board of Directors has adopted a written code for the directors, officers and employees. If the Board of Directors has adopted a written code:
- (i) disclose how a person or company may obtain a copy of the code;
 - (ii) describe how the Board monitors compliance with its code, or if the Board of Directors does not monitor compliance, explain whether and how the Board of Directors satisfies itself regarding compliance with its code; and
 - (iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.
- (b) Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.
- (c) Describe any other steps the Board of Directors takes to encourage and promote a culture of ethical business conduct.
- The Board of Directors has adopted a Code of Business Conduct and Ethics to encourage and promote a culture of ethical business conduct within the Company.
- The Code of Business Conduct and Ethics may be obtained upon request by emailing: questions@gluskinsheff.com.
- The Code of Business Conduct and Ethics is given to all of the Company's employees and such employees undertake in writing to abide by the Code on an annual basis. The Chief Compliance Officer reports to the Audit Committee on any departures from the Code of Business Conduct and Ethics reported to officers of the Company and the steps taken by the Company. In addition, the Company has in place a process that allows employees to notify the Chairman of the Audit Committee of any suspected illegal, unethical or improper conduct in violation of the Code. The Chairman of the Audit Committee informs the Board of Directors as necessary.
- Since the Company's initial public offering, neither the Board of Directors nor the Compensation, Nominating and Governance Committee has allowed a departure from the Code of Business Conduct and Ethics by a director or executive officer. Accordingly, no material change report was needed or filed.
- The Compensation, Nominating and Governance Committee reviews related party transactions. If a director is in a situation of conflict of interest during any discussions occurring at a meeting of the Board or one of its committees, he or she must declare his or her interest and withdraw from the meeting so as not to participate in the discussions or in any decisions which may be made.
- In addition to monitoring compliance with the Code of Business Conduct and Ethics, through its Compensation, Nominating and Governance Committee, the Board has adopted various internal policies to encourage and promote a culture of ethical business conduct.

SCHEDULE A – CORPORATE GOVERNANCE PRACTICES

6. Nomination of Directors

- (a) Describe the process by which the Board identifies new candidates for Board nomination.

Following the elimination of the Multiple Voting Shares, all nominees are identified by the Compensation, Nominating and Governance Committee (under the guidance of the committee chair) after discussion with various stakeholders, which may include management, significant shareholders and external advisors. When considering a potential candidate, the Compensation, Nominating and Governance Committee considers the size, qualities and skills of the current Board and identifies specific experiences or other attributes (including industry experience, past success, independence and integrity) that a candidate should possess to properly advance the interests of the Company and the functionality of the Board as a whole. All potential candidates are assessed to ensure that they possess the attributes, experience and personal qualities necessary to succeed in the role. The Compensation, Nominating and Governance Committee also considers the existing commitments of a potential candidate to ensure that such candidate will be able to dedicate the time and resources necessary to fulfill his or her obligations as a board member.

- (b) Disclose whether or not the Board of Directors has a nominating committee composed entirely of independent directors. If the Board of Directors does not have a nominating committee composed entirely of independent directors, describe what steps the Board of Directors takes to encourage an objective nomination process.

The Compensation, Nominating and Governance Committee currently has three members, each of whom is independent:

Paul Beeston (Chair)
Donald Carty
Robert S. Weiss

- (c) If the Board of Directors has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.

In addition to the responsibilities and powers described in 6(a) above, the Compensation, Nominating and Governance Committee is also responsible for assisting the Board in developing and monitoring the Company's corporate governance practices. The committee presents to the Board of Directors, on a regular basis, its recommendations for improving the Company's corporate governance practices.

SCHEDULE A – CORPORATE GOVERNANCE PRACTICES

7. Compensation

- (a) Describe the process by which the Board of Directors determines the compensation for the issuer's directors and officers.
- The Compensation, Nominating and Governance Committee is responsible for reviewing annually the Company's compensation guidelines for directors, as well as the compensation of members and chairpersons of the Board committees and the compensation of the Chairman of the Board. In determining the compensation of directors, the Compensation, Nominating and Governance Committee takes into consideration the size and complexity of the Company's business and may from time to time review comparable data for companies of similar size.
- Additionally, the Compensation, Nominating and Governance Committee is responsible for reviewing and approving the amount and method of compensation of the Company's executive officers under its jurisdiction. The committee reviews this compensation once a year. The Chair of the committee reports the decisions and recommendations to the Board.
- The Compensation, Nominating and Governance Committee is composed entirely of independent directors.
- (b) Disclose whether or not the Board of Directors has a compensation committee composed entirely of independent directors. If the Board of Directors does not have a compensation committee composed entirely of independent directors, describe what steps the Board of Directors takes to ensure an objective process for determining such compensation.
- The mandate of the Compensation, Nominating and Governance Committee requires the committee to be composed of at least three directors. The committee currently has three directors, each of whom is independent:
- Paul Beeston (Chair)
Donald Carty
Robert S. Weiss
- The Board of Directors reviews recommendations from the Compensation, Nominating and Governance Committee.
- (c) If the Board of Directors has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.
- The Compensation, Nominating and Governance Committee is responsible, in particular, for the succession planning process for executive officers. It also makes recommendations to the Board of Directors on the appointment of executive officers and the compensation of directors. It reviews and approves the position description of the Chief Executive Officer, assesses his performance in relation to those objectives and establishes his compensation. It makes the appropriate recommendations to the Board of Directors for the granting of stock options and other forms of compensation. The committee Chair also reports verbally to the Board of Directors on its activities following each committee meeting.

SCHEDULE A – CORPORATE GOVERNANCE PRACTICES

(d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.

See "Elements of Compensation – Executive Compensation-Related Fees" in the Company's 2013 Management Information Circular.

8. Other Board Committees

If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

There are no standing committees of the Board of Directors other than the Audit Committee and the Compensation, Nominating and Governance Committee.

9. Assessment

Disclose whether or not the Board of Directors, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual directors are performing effectively.

The Board of Directors has established an annual self-assessment process intended to measure the effectiveness of the Board of Directors and its committees and individual directors in discharging their responsibilities. Questionnaires are circulated to all directors for completion and submission to the Company's CFO. The CFO summarizes the results and comments for submission to the Chair of the Compensation, Nominating and Governance Committee. The CFO retains the confidentiality of individual director's submissions in order to encourage forthright responses. The Chairman of the Compensation, Nominating and Governance Committee presents the results to the Board who assess and respond as required.

10. Risk Management

The Board is responsible for the identification and review of the principal risks of the Company's business and ensuring, with the assistance of the Audit Committee, the implementation of appropriate risk management systems.

Management has developed and implemented an enterprise risk management process. The Board of Directors has assessed the effectiveness of this process and considers it to be appropriate. On a quarterly basis the Audit Committee reviews and considers management's updated risk rankings and risk definitions and provides a summary of their findings to the Board of Directors. On an annual basis the Board of Directors reviews the risk rankings and definitions as part of the Board's responsibilities for the identification and review of the principal risks of the Company.

SCHEDULE B – MANDATE OF THE BOARD OF DIRECTORS

1. PURPOSE

The purpose of this mandate is to set out the mandate and responsibilities of the Board of Directors (the “Board of Directors” or “Board”) of Gluskin Sheff + Associates Inc. (“Gluskin Sheff”). The Board of Directors is committed to fulfilling its statutory mandate to supervise the management of the business and affairs of Gluskin Sheff with the highest standards of ethical conduct and in the best interests of Gluskin Sheff.

2. COMPOSITION

The Board of Directors shall be composed of between seven and 12 individuals, the majority of whom will be Canadian residents. The Board shall be constituted with a majority of individuals who qualify as “independent” directors as defined in National Instrument 58-101 – Disclosure of Corporate Governance Practices.

3. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors is responsible for the stewardship of Gluskin Sheff and in that regard shall be responsible for:

- (I) to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the organization;
- (II) enhancing the reputation, goodwill and image of Gluskin Sheff;
- (III) adopting a strategic planning process and reviewing, on an annual basis, the strategic plan and business objectives of Gluskin Sheff (taking into account, among other things, the opportunities and risks of Gluskin Sheff’s business) that are presented by management;
- (IV) the identification and review of the principal risks of Gluskin Sheff’s business and ensuring, with the assistance of the audit committee of the Board (the “Audit Committee”), the implementation of appropriate risk management systems;
- (V) ensuring, with the assistance of the compensation, nominating and governance committee of the Board (the “Compensation, Nominating and Governance Committee”), the effective functioning of the Board of Directors and its committees in compliance with the corporate governance requirements of applicable laws, and that such compliance is reviewed periodically by the Compensation, Nominating and Governance Committee;
- (VI) ensuring internal control and management information systems are in place for Gluskin Sheff, with the Audit Committee assessing the effectiveness of the internal control and management information systems through meetings held with the external auditor, as appropriate, and senior management and a review of reports prepared by senior management;
- (VII) assessing the performance of Gluskin Sheff’s executive officers, monitoring succession plans and periodically monitoring the compensation levels of executive officers based on the determinations and recommendations made by the Compensation, Nominating and Governance Committee;
- (VIII) establishing the Audit Committee as a standing committee of the Board;
- (IX) developing Gluskin Sheff’s approach to corporate governance by establishing the Compensation, Nominating and Governance Committee as a standing committee of the Board, including developing a set of corporate governance principles and guidelines that are specifically applicable to Gluskin Sheff;
- (X) ensuring that Gluskin Sheff has in place a communication policy which enables Gluskin Sheff to effectively communicate with shareholders, other stakeholders and the public generally, and is reviewed at such intervals as the Board deems appropriate; and
- (XI) establishing measures for receiving feedback from stakeholders.

SCHEDULE B – MANDATE OF THE BOARD OF DIRECTORS

4. EXPECTATIONS OF DIRECTORS

The Board of Directors has developed a number of specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the proper conduct of the Board.

Commitment and Attendance. All directors are expected to maintain a high attendance record at meetings of the Board and the committees of which they are members. Attendance by telephone or video conference may be used to facilitate a director's attendance.

Preparation for Meetings. All directors are expected to review the materials circulated in advance of meetings of the Board and its committees and should arrive prepared to discuss the issues presented. Directors are encouraged to contact the Chair of the Board, the Chief Executive Officer and any other appropriate executive officer(s) of Gluskin Sheff to ask questions and discuss agenda items prior to meetings.

Participation in Meetings. Each director is expected to be sufficiently knowledgeable of the business of Gluskin Sheff, including its financial statements, and the risks it faces, to ensure active and effective participation in the deliberations of the Board of Directors and of each committee on which he or she serves.

Loyalty and Ethics. In their roles as directors, all directors owe a duty of loyalty to Gluskin Sheff. This duty of loyalty mandates that the best interests of Gluskin Sheff take precedence over any other interest possessed by a director. Directors are expected to conduct themselves in accordance with Gluskin Sheff's Code of Business Conduct and Ethics.

Other Directorships and Significant Activities. Gluskin Sheff values the experience directors bring from other boards on which they serve and other activities in which they participate, but recognizes that those boards and activities also may present demands on a director's time and availability and may present conflicts or legal issues, including independence issues. No director should serve on the board of a competitor or of a regulatory body with oversight of Gluskin Sheff. Each director should, when considering membership on another board or committee, make every effort to ensure that such membership will not impair the director's time and availability for his or her commitment to Gluskin Sheff. Directors should advise the chair of the Compensation, Nominating and Governance Committee and the Chief Executive Officer before accepting membership on other public company boards of directors or any audit committee or other significant committee assignment on any other board of directors, or establishing other significant relationships with businesses, institutions, governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the director's relationship to Gluskin Sheff.

Contact with Management and Employees. All directors should be free to contact the Chief Executive Officer at any time to discuss any aspect of Gluskin Sheff's business. Directors should use their judgment to ensure that any such contact is not disruptive to the operations of Gluskin Sheff. The Board of Directors expects that there will be frequent opportunities for directors to meet with the Chief Executive Officer in meetings of the Board of Directors and committees, or in other formal or informal settings.

Speaking on Behalf of Gluskin Sheff. It is important that Gluskin Sheff speak to employees and outside constituencies with a single voice, and that management serve as the primary spokesperson. As a result, directors should ensure that they adhere to Gluskin Sheff's Disclosure Policy.

Confidentiality. The proceedings and deliberations of the Board of Directors and its committees are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

SCHEDULE B – MANDATE OF THE BOARD OF DIRECTORS

5. MEASURES FOR RECEIVING SHAREHOLDER FEEDBACK

All publicly disseminated materials of Gluskin Sheff shall provide for a mechanism for feedback from shareholders. Persons designated to receive such information shall be required to provide a summary of the feedback to the Board of Directors on a semi-annual basis or at such other interval as they see fit. Specific procedures for permitting shareholder feedback and communication with the Board will be prescribed by Gluskin Sheff's Disclosure Policy approved by the Board.

6. MEETINGS

The Board of Directors will meet not less than four times per year: three meetings to review quarterly results and one prior to the issuance of the annual financial results of Gluskin Sheff.

7. INDEPENDENT ADVICE

In discharging its mandate, the Board of Directors shall have the authority to retain and receive advice from special legal, accounting or other advisors and outside consultants if appropriate.

8. EXPECTATIONS OF MANAGEMENT OF GLUSKIN SHEFF

Management shall be required to report to the Board of Directors at the request of the Board on the performance of Gluskin Sheff, management's concerns and any other matter the Board or its Chair may deem appropriate. In addition, the Board expects management to promptly report to the Chair of the Board any significant developments, changes, transactions or proposals respecting Gluskin Sheff.

9. ANNUAL EVALUATION

At least annually, the Board of Directors through the Compensation, Nominating and Governance Committee shall, in a manner it determines to be appropriate:

- conduct a review and evaluation of the performance of the Board and its members, its committees and their members, including the compliance of the Board with this mandate and of the committees with their respective charters; and
- review and assess the adequacy of this mandate on an annual basis.

SCHEDULE C – AMENDED AND RESTATED BY-LAW NO. 4

See attached.

GLUSKIN SHEFF + ASSOCIATES INC.

AMENDED AND RESTATED BY-LAW NO . 4

**A by-law relating generally to the
regulation of the business and affairs
of the Corporation**

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RESOLVED as a by-law of **GLUSKIN SHEFF + ASSOCIATES INC.**

(hereinafter called the “**Corporation**”) as follows:

ARTICLE ONE INTERPRETATION

1.01 Definitions.

(a) In this by-law and in all other by-laws of the Corporation, unless the context otherwise requires:

~~(a)~~ (i) “**Act**” means the *Business Corporations Act, 1982 (Ontario)* as amended or re-enacted from time to time and includes the regulations made pursuant thereto;

~~(b)~~ (ii) “**board**” means the board of directors of the Corporation;

~~(c)~~ (iii) “**by-laws**” means all by-laws of the Corporation;

~~(d)~~ (iv) “**director**” means a director of the Corporation; and

~~(e)~~ (v) “**non-business day**” means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Ontario); and

~~(f)~~ (vi) “**number of directors**” means the number of directors provided for in the articles or, where a minimum and maximum number of directors is provided for in the articles, the number of directors determined by a special resolution or resolution of the board where it is empowered by special resolution to determine the number of directors.

~~1.02~~ (b) All terms used in the by-laws of the Corporation which are defined in the Act shall have the meanings given to such terms under the Act.

~~1.03~~ (c) In all by-laws of the Corporation, the singular shall include the plural and the plural the singular and words importing gender include the masculine, feminine and neuter genders.

~~1.04~~ (d) Headings used in the by-laws are for convenience of reference only and shall not affect the construction or interpretation thereof.

~~1.05~~ (e) If any of the provisions contained in this by-law are inconsistent with those contained in the articles or a unanimous shareholder agreement, the provisions contained in the articles or unanimous shareholder agreement, as the case may be, shall prevail.

ARTICLE TWO DIRECTORS

2.01 Quorum.

The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors; provided that where the number of directors of the Corporation is two directors, both directors must be present at any meeting of the board to constitute a quorum.

2.02 Qualification.

No person shall be qualified for election as a director if ~~he~~that person: (a) is less than eighteen years of age; ~~if he~~(b) is of unsound mind and has been so found by a court in Canada or elsewhere; ~~if he~~(c) is not an individual; or ~~if he~~(d) has the status of a bankrupt. A director need not be a shareholder. ~~A majority~~At least 25% of the directors shall be resident Canadians provided that if the number of directors is fewer than ~~three~~four, at least one shall be a resident Canadian.

2.03 ~~2.03~~—Election and Term.

The election of directors shall take place at the first meeting of shareholders and at each annual meeting of shareholders. A director not elected for an expressly stated term shall cease to hold office at the close of the first annual meeting following his or her election or appointment. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. The election shall be by ordinary resolution.

2.04 ~~2.04~~—Removal of Directors.

Subject to the provisions of the Act, the shareholders may by ordinary resolution passed at an annual or special meeting remove any director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by the directors.

2.05 Vacation of Office.

A director ceases to hold office when ~~he~~that director: (a) dies; ~~he~~(b) is removed from office by the shareholders; ~~he or~~(c) ceases to be qualified for election as a director; ~~or his~~. A director who resigns ceases to hold office when that director's written resignation is received by the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later; provided that. Until the first meeting of shareholders, the resignation of a director named in the articles is shall not permitted to resign his office be effective unless at the time the resignation is to become effective a successor is has been elected or appointed.

2.06 ~~2.06~~—Vacancies; and Appointment of Additional Directors

(a) Subject to the provisions of the Act and Section 2.06(c), if a quorum of the board remains in office, the board may fill a vacancy in the board, ~~except:~~

~~(a) — a vacancy resulting from (i) an increase in the number of directors otherwise than by a resolution of the directors, or in the maximum number of directors, or from (ii) a failure to elect the number of directors required to be elected at any meeting of the shareholders; or~~

~~(b) — where the directors are empowered to determine the number of directors, if, after such appointment, the total number of directors would be greater than one and one third times the number of directors required to have been elected at the last annual meeting of shareholders.~~

(b) In the absence of a quorum of the board, or if the board is not permitted to fill such vacancy, the board shall forthwith call a special meeting of shareholders to fill the vacancy. If the board fails to call such meeting or if there are no such directors then in office, any shareholder may call the meeting.

(c) Where the directors are empowered to determine the number of directors, the board may appoint one or more additional directors to hold office for a term expiring not later than the close of the next annual meeting of shareholders provided that (i) the maximum numbers of directors is not exceeded, and (ii) the total number of directors so appointed does not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

2.07 Remuneration and Expenses.

The directors shall be paid such remuneration for their services as the board may from time to time determine and shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

ARTICLE THREE MEETINGS OF DIRECTORS

~~3.01—Canadian Majority.~~

~~The board shall not transact business at a meeting, other than filling a vacancy in the board, unless a majority of the directors present are resident Canadians, except where~~

~~(a) — a resident Canadian director who is unable to be present approves in writing or by telephone or other communications facilities the business transacted at the meeting;~~

~~(b) — a majority of resident Canadians would have been present had that director been present at the meeting; and~~

~~(c) — the Corporation has only one or two directors, that director or one of the two directors, as the case may be, shall be a resident Canadian.~~

3.01 ~~3.02~~ Meetings by Telephone, Electronic or Other Communication Facility.

If all the directors present at or participating in the meeting consent, a director may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communications facilities as to permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

3.02 ~~3.03~~ Place of Meetings.

Meetings of the board may be held at any place within or outside Ontario. In any financial year of the Corporation, a majority of the meetings of the board need not be held within Canada.

3.03 ~~3.04~~ Calling of Meetings.

Meetings of the board may be convened at any time by the president or any director upon notice given to all directors in accordance with subsection ~~3.05~~3.04.

3.04 ~~3.05~~ Notice of Meeting.

Notice of the time and place of each meeting of the board shall be given in the manner provided in subsection ~~11.01~~12.01 to each director (a) not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is mailed, or (b) not less than twenty-four (24) hours before the time the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication, or as an electronic document.

3.05 ~~3.06~~—Waiver of Notice.

A director may in any manner or at any time waive notice of or otherwise consent to a meeting of the board, including by sending an electronic document to that effect. Attendance of a director at a meeting of the board shall constitute a waiver of notice of that meeting except where a director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called.

3.06 ~~3.07~~—First Meeting of New Board.

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of shareholders at which such board is elected.

3.07 ~~3.08~~ Adjourned Meeting.

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.08 ~~3.09~~ Regular Meetings.

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

3.09 ~~3.10~~ Chairman-Chair.

~~The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chairman of the board, managing director, president, or a vice president (in order of seniority). If no such officer is present, the directors present shall choose one of their number to be chairman.~~chair of the Board (if any) or in the chair's absence a director chosen by the directors at the meeting, shall be chair of any meeting of the board.

3.10 ~~3.11~~—Votes to Govern.

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the ~~chairman~~chair of the meeting shall not be entitled to a second or casting vote.

3.11 ~~3.12~~ One Director Meeting.

Where the board consists of only one director, that director may constitute a meeting.

3.12 Resolution in Writing

A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board or a committee of the board is as valid as if it had been passed at a meeting of the board or committee of the board.

ARTICLE FOUR
ADVANCE NOTICE OF NOMINATIONS OF DIRECTORS

4.01 Nomination of Directors.

Only persons who are nominated in accordance with the provisions of this Article Four shall be eligible for election as directors of the Corporation. Nominations of persons for election as directors of the Corporation at any annual meeting of shareholders, or at any special meeting of shareholders called for the purpose of electing directors as set forth in the Corporation's notice of such special meeting, may only be made:

- (a) by or at the direction of the board of directors of the Corporation, including pursuant to a notice of meeting,
- (b) by or at the direction or request of one or more shareholders pursuant to a proposal submitted to the Corporation in accordance with the Act or a requisition of meeting submitted to the directors in accordance with the Act, or
- (c) by any person (a “nominating shareholder”) who, at the close of business on the date of the giving of the notice provided for below and on the record date for determining shareholders entitled to vote at such meeting, is a registered holder or beneficial owner of shares that are entitled to be voted at such meeting and complies with the notice and other procedures set forth in this Article Four.

4.02 Timely Notice.

In addition to any other requirements in this Article Four and under applicable laws, for a nomination to be made by a nominating shareholder, the nominating shareholder must have given timely notice thereof in proper written form to the secretary of the Corporation. To be timely, a nominating shareholder’s notice must be received by the secretary at the principal executive offices of the Corporation:

- (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that if the annual meeting of shareholders is called for a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice by the nominating shareholder may be made not later than the close of business on the 10th day following the date on which the public announcement of the date of the annual meeting is first made by the Corporation; and
- (b) in the case of a special meeting of shareholders (which is not also an annual meeting of shareholder), not later than the close of business on the 15th day following the day on which the public announcement of the date of the special meeting of shareholders is first made by the Corporation.

The adjournment or postponement of a meeting of shareholders or the announcement thereof shall not commence a new time period for the giving of a nominating shareholder’s notice as described above.

4.03 Proper Written Form.

To be in proper written form, a nominating shareholder’s notice to the secretary must set forth:

- (a) as to each person whom the nominating shareholder proposes to nominate for election as a director:

- (i) the name, age, business address and residential address of the nominee,
 - (ii) the principal occupation or employment of the nominee,
 - (iii) whether the nominee is a resident Canadian within the meaning of the Act,
 - (iv) the class or series and number of shares of the Corporation which are controlled or which are owned beneficially or of record by the nominee as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice,
 - (v) any relationships, agreements or arrangements, including financial, compensation and indemnity related relationships, agreements or arrangements, between the nominee or any of its affiliates and the nominating shareholder, any person acting jointly or in concert with the nominating shareholder or any of their respective affiliates,
 - (vi) any other information relating to the nominee that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and applicable securities laws, and
 - (vii) a duly completed personal information form in respect of the nominee in the form prescribed by the principal stock exchange on which the securities of the Corporation are then listed for trading; and
- (b) as to the nominating shareholder giving the notice,
- (i) the name and record address of the nominating shareholder,
 - (ii) the class or series and number of shares of the Corporation which are controlled or which are owned beneficially or of record by the nominating shareholder as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice,
 - (iii) any derivatives or other economic or voting interests in the Corporation and any hedges implemented with respect to the nominating shareholder's interests in the Corporation,
 - (iv) any proxy, contract, arrangement, understanding or relationship pursuant to which the nominating shareholder has a right to vote any shares of the Corporation,

- (v) whether the nominating shareholder intends to deliver a proxy circular and form of proxy to any shareholders of the Corporation in connection with the election of directors, and
- (vi) any other information relating to the nominating shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and applicable securities laws.

Such notice must be accompanied by the written consent of each nominee to being named as a nominee and to serve as a director, if elected. Reference to "nominating shareholder" in this section 4.03 shall be deemed to refer to each shareholder that nominates a person for election as director in the case of a nomination proposal where more than one shareholder is involved in making such nomination proposal.

4.04 Further Information.

The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

4.05 Determination of Eligibility.

The chair of the meeting of shareholders at which an election for directors is held shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded. The Board may, in its sole discretion, waive any requirement in this Article Four.

4.06 Discussion Permitted.

Nothing in this Article Four shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter it is entitled to discuss pursuant to the Act.

4.07 Meaning of Public Announcement.

For purposes of this Article Four, "public announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com.

4.08 Notice.

Notwithstanding any other provision of the by-laws of the Corporation, notice given to the secretary pursuant to this Article Four may only be given by personal delivery,

facsimile transmission or by email (at such email address as may be stipulated from time to time by the secretary for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the secretary at the address of the principal executive offices of the Corporation, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

ARTICLE FIVE COMMITTEES

5.01 ~~4.01~~ Committee of Directors.

The board may appoint from their number one or more committees of the board, however designated, and delegate to such committee any of the powers of the board except those which, under the Act, a committee of the board has no authority to exercise. ~~A majority of the members of any such committee shall be resident Canadians.~~

5.02 ~~4.02~~ Audit Committee.

If the Corporation is an offering corporation the board shall, and otherwise the board may, constitute an audit committee composed of not fewer than three directors, a majority of whom are not officers or employees of the Corporation or any of its affiliates, and who shall hold office until the next annual meeting of shareholders. The audit committee shall have the powers and duties provided in the Act.

5.03 ~~4.03~~ Transaction of Business.

The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place within or outside Ontario.

5.04 ~~4.04~~ Procedure.

Unless otherwise determined by the board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its ~~chairman~~chair and to regulate its procedure. To the extent that the board or the committee does not establish rules to regulate the procedure of the committee, the provisions of this by-law applicable to meetings of the board shall apply mutatis mutandis.

ARTICLE SIX OFFICERS

6.01 ~~5.01~~ Appointment.

The board may designate the offices of the Corporation and from time to time appoint a chairman~~chair~~ of the board, ~~managing director (provided he is a resident Canadian),~~ president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. One person may hold more than one office and, except for the chairman~~chair~~ of the board ~~and the managing director~~, an officer need not be a director.

6.02 ~~5.02~~ Chairman~~Chair~~ of the Board.

~~If appointed, the board may assign to the chairman of the board any of the powers and duties that are by any provisions of this by law assigned to the managing director or to the president and subject to the Act, such other powers and duties as the board may specify. The chairman of the board shall, when present, preside at all meetings of the board and shareholders. Subject to subsections 3.10 and 7.08, during the absence or disability of the chairman of the board, his duties shall be performed and his powers exercised by the first mentioned of the following officers then in office: the managing director, the president, or a vice-president (in order of seniority).~~

~~5.03~~ **Managing Director.** ~~If appointed, the managing director shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation; and he shall, subject to the provisions of the Act, have such other powers and duties as the board may specify. During the absence or disability of the president, or if no president has been appointed, the managing director shall also have the powers and duties of that office.~~ The chair of the Board, if any, shall be appointed from among the directors and when present shall be chair of meetings of directors and shareholders (provided that the directors of the Corporation shall have the discretion to appoint another individual to chair such meetings) and shall have such other powers and duties as the directors may determine.

6.03 ~~5.04~~ President.

~~If appointed, the president shall have general supervision of the business and affairs of the Corporation, subject to the direction and authority of the board, and the chairman~~chair~~ of the board ~~and the managing director~~; and he, He or she shall have such other powers and duties as the board may specify. During the absence or disability of the ~~managing director~~, or if no managing director has been appointed, the president shall also have the powers and duties of that office. In the absence of the appointment of a managing director or the designation of the chairman of the board as such, the president shall be the chief executive officer of the Corporation. Otherwise, the president shall be the chief operating officer of the Corporation.~~ president, his or her duties shall be performed and his or her

powers exercised by the officer or officers of the Corporation designated from time to time by the board.

6.04 ~~5.05~~ Vice-President.

The vice-president, or if more than one, the vice-presidents, in order of seniority as designated by the board, shall be vested with all the powers and perform all the duties of the president in his or her absence, inability or refusal to act except that he shall not preside at any meeting of the directors unless he is appointed to do so by the board. A vice-president shall have such powers and duties as the board or the chief executive officer may specify.

6.05 ~~5.06~~ Secretary.

~~The~~Unless otherwise determined by the board, the secretary shall attend and be the secretary of all meetings of the board, shareholders and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he or she shall give or cause to be given, as and when instructed, all notices to shareholders, directors, officers and auditors; he or she shall be the custodian of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and he or she shall have such other powers and duties as the board or the chief executive officer may specify.

6.06 ~~5.07~~ Treasurer.

~~The~~Unless otherwise determined by the board, the treasurer shall keep or cause to be kept proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; he or she shall render to the board whenever required an account of all his or her transactions as treasurer and of the financial position of the corporation; and he or she shall have such other powers and duties as the board or the chief executive officer may specify.

6.07 ~~5.08~~ Powers and Duties of Other Officers.

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board or the chief executive officer may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.

6.08 ~~5.09~~ Variation of Powers and Duties.

Subject to the provisions of the Act, the board may from time to time vary, add to or limit the powers and duties of any officer.

6.09 ~~5.10~~ Term of Office.

The board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the board shall hold office until his or her successor is appointed, ~~except that the term of office of the chairman of the board or managing director shall expire when he ceases to be a director~~ or until his or her earlier resignation.

6.10 ~~5.11~~ Agents and Attorneys.

The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

6.11 ~~5.12~~ Fidelity Bonds.

The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

ARTICLE SEVEN PROTECTION OF DIRECTORS AND OFFICERS

7.01 ~~6.01~~ Limitation of Liability.

No director or officer of the Corporation shall be liable for the acts, ~~receipts, neglects or defaults~~ omissions of any other director, officer, employee, ~~or agent, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or~~ or agent of the Corporation; for any costs, charges or expenses of the Corporation resulting from any deficiency of title to any property acquired for or on behalf of the Corporation, or; ~~for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or;~~ for any loss or damage arising from the bankruptcy, or insolvency or; ~~in respect of any tortious acts of any person with whom any of the moneys, securities or effects or relating to the Corporation shall be deposited, or~~ or any other director, officer, employee or agent of the Corporation; for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the part of any other director, officer, employee or agent of the Corporation; or for any other costs, charges or expenses of the Corporation occurring in connection with the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein the director or officer, unless such costs, charges or expenses are incurred as a result of such person's own wilful neglect, default or negligence. Nothing in this by-law, however, shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof of the Act.

6.02—Indemnity.

- (a) Indemnification. The Corporation ~~shall~~may indemnify and save harmless every director or officer, every former director or officer, and every ~~person~~individual who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his heirs and legal representatives or as an individual in a similar capacity of another entity, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by ~~him~~that individual in respect of any civil, criminal ~~or~~, administrative action, investigative or other proceeding to which ~~he~~that individual is made a party ~~by reason of being or having been a director or officer of~~because of their association with the Corporation or ~~such body corporate, if~~other entity.
- (b) Advance of Costs. The Corporation may advance money to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection (a), but such individual shall be required to repay the money if the individual does not fulfil the conditions set out in subsection (c).
- (c) ~~(a) he~~Limitation. The Corporation shall not indemnify an individual under subsection (a) unless that individual acted honestly and in good faith with a view to the best interests of the Corporation; ~~and or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or as an individual in a similar capacity at the Corporation's request.~~
- (d) ~~(b) in~~Further Limitation. In addition to the conditions set out in subsection (c), ~~if the case of~~matter is a criminal or administrative action or proceeding that is enforced by a monetary penalty, ~~he~~the Corporation shall not indemnify the individual under subsection (a) unless that individual had reasonable grounds for believing that histhe conduct was lawful.
- (e) Derivative Action. The Corporation may, with the approval of a court, indemnify and save harmless any individual referred to in subsection (a), or advance moneys under subsection (b) in respect of any action by or on behalf of the Corporation or other entity to obtain a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if that individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or as an individual in a similar capacity at the Corporation's request.

- (f) Right to Indemnity. Despite subsection (a), an individual referred to in that section is entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is party because of the individual's association with the Corporation or other entity as described in subsection (a) if the individual seeking an indemnity,
- (i) was not judged by a court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
- (ii) fulfils the condition set out in subsection (c) and subsection (d).

The Corporation may also indemnify that person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this by-law.

7.02 ~~6.03~~ Insurance.

~~Subject to the limitations contained in the Act, the~~The Corporation may purchase and maintain such insurance for the benefit of any person referred to in subsection 6.02 hereof, as the board may from time to time determine an individual referred to in section 7.02(a) against any liability incurred by the individual in his or her capacity as a director or officer of the Corporation, or in his or her capacity as a director or officer or as an individual in a similar capacity of another entity, if the individual acts or acted in that capacity at the Corporations request.

ARTICLE EIGHT MEETINGS OF SHAREHOLDERS

8.01 ~~7.01~~ Annual Meetings.

The annual meeting of shareholders shall be held at such time in each year and, subject to subsection ~~7.03~~8.03, at such place as the board, the ~~chairman~~chair of the board, ~~the managing director~~ or the president may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

8.02 ~~7.02~~ Special Meetings.

The board, the ~~chairman~~chair of the board, ~~the managing director~~ or the president or the holders of not less than five percent (5%) of the issued shares of the Corporation that carry the right to vote at a meeting sought, shall have power to call a special meeting of shareholders at any time.

8.03 ~~7.03~~—Place of Meetings.

Meetings of shareholders shall be held at the place where the registered office of the Corporation is situate or, if the board shall so determine, at some other place within or outside of Ontario.

8.04 Meetings by Telephone, Electronic or Other Communication Facility.

Any person entitled to attend a meeting of shareholders may participate in the meeting, to the extent and in the manner permitted by law, by means of a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting. The directors or the shareholders of the Corporation who call a meeting of shareholders pursuant to the Act may determine that the meeting shall be held, to the extent and in the manner permitted by law, entirely by means of a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

8.05 ~~7.04~~ Notice of Meetings.

Notice of the time and place of each meeting of shareholders (and of each meeting of shareholders adjourned for an aggregate of thirty (30) days or more) shall be given in the manner provided in subsection ~~41.04~~12.01 not less than ten (10) days ~~(or such lesser number of days then required under the Act or any other applicable legislation, regulation or administrative policy)~~, unless the Corporation is an offering corporation in which case not less than twenty-one (21) days, nor, in either case, more than fifty (50) days before the date of the meeting, to each director, to the auditor and to each shareholder ~~who at the close of business on the record date for notice, if any, is entered in the securities register as the holder of one or more shares carrying the right~~entitled to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and re-appointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit a shareholder to form a reasoned judgment thereon and shall state the text of any special resolution or by-law to be submitted to the meeting. ~~A shareholder and any other person entitled to attend a meeting of shareholders may in any manner and at any time waive notice of or otherwise consent to a meeting of shareholders. Attendance of any such person at a meeting of shareholders shall constitute a waiver of notice of the meeting except where he attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.~~

8.06 ~~7.05~~—List of Shareholders Entitled to Notice.

For every meeting of shareholders, the Corporation shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares entitled to vote at the meeting held by each shareholder. If a record date for the meeting is fixed pursuant to subsection ~~7.06~~8.07, the shareholders listed shall be those registered at the close of business on the record date and such list shall be prepared not later than 10 days after such record date. If no record date is fixed, the list shall be

prepared at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, the day on which the meeting is held and shall list all shareholders registered at such time. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where the securities register is kept and at the place where the meeting is held.

8.07 ~~7.06~~ Record Date for Notice.

The board may fix in advance a record date, preceding the date of any meeting of shareholders by not more than fifty (50) days and not less than twenty-one (21) days, for the determination of the shareholders entitled to notice of the meeting; and notice of any such record date shall be given not less than seven (7) days before such record date ~~by newspaper advertisement~~ in the manner provided in the Act. If no record date is so fixed, the record date for the determination of the shareholders entitled to notice of the meeting shall be the close of business on the day immediately preceding the day on which the notice is given, or if no notice is given, shall be the day on which the meeting is held.

8.08 ~~7.07~~ Meetings Without Notice.

~~A meeting of shareholders may be held without notice at any time and place permitted by the Act; shareholder and any other person entitled to attend a meeting of shareholders may in any manner and at any time waive notice of or otherwise consent to a meeting of shareholders. Attendance of any such person at a meeting of shareholders shall constitute a waiver of notice of the meeting except where that person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly called.~~

- ~~(a) — if all the shareholders entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held; and~~
- ~~(b) — if the auditor and the directors are present or waive notice of or otherwise consent to such meeting being held.~~

~~At such a meeting, any business may be transacted which the Corporation at a meeting of shareholders may transact.~~

8.09 ~~7.08~~ Chairman, Secretary and Scrutineers.

~~The chairman of any meeting of shareholders shall be the first mentioned of such of the following officers as have been~~Unless otherwise determined by the board in its discretion, the chair of the board, if elected or appointed and who is present at the meeting: chairman of the board, managing director, president, or a vice president who is a shareholder. If no such officer~~present, otherwise another director of the Corporation shall be chair of any meeting of shareholders. If no such person is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman~~chair.~~If the secretary of the Corporation is absent, the chairman~~shall appoint some person, who need not be a

shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the ~~chairman with the consent of the meeting.~~

7.09 ~~Persons Entitled to be Present.~~ ~~The only persons entitled to be present at a meeting of the shareholders shall be those entitled to vote thereat, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act, the articles or the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or chair with the consent of the meeting.~~

8.10 ~~7.10~~ Quorum.

A quorum for the transaction of business at any meeting of shareholders shall be two (2) persons ~~(whether present in person, each being a shareholder entitled to vote thereat or a duly appointed proxy for an absent shareholder so entitled, or represented by proxy) holding or representing in the aggregate not less than 25% of the outstanding shares of the Corporation, or of the class or classes respectively (if there is more than one class of shares outstanding for the time being), entitled to vote at the meeting.~~ Notwithstanding the foregoing, if the Corporation has only one shareholder, or only one shareholder of any class or series of shares, the shareholder present in person or by proxy constitutes a meeting and a quorum for such meeting.

8.11 ~~7.11~~ Right to Vote.

Subject to the provisions of the Act as to authorized representatives of any other body corporate, at any meeting of shareholders ~~in respect of which the Corporation has prepared the list referred to in subsection 7.05, every person who is named in such list~~the shareholders list prepared pursuant to section 8.06 shall be entitled to vote the shares shown thereon opposite his or her name ~~except to the extent that such person has transferred any of his shares after the date on which the list is prepared or, where a record date has been fixed, after the record date and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he owns such shares, demands at any time prior to the meeting that his name be included to vote the transferred shares at the meeting. In the absence of a list prepared as aforesaid in respect of a meeting of shareholders, every person shall be entitled to vote at the meeting who at the time is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting.~~at the meeting to which the list relates.

8.12 ~~7.12~~ Proxies.

Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder ~~or his~~by the attorney of the shareholder or shall be an electronic document with an electronic signature and shall conform with the requirements of the Act.

8.13 ~~7.13~~ Time for Deposit of Proxies.

The board may specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting by not more than forty-eight (48) hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, unless it has been received by the secretary of the Corporation or by the ~~chairman~~chair of the meeting or any adjournment thereof prior to the time of voting.

8.14 ~~7.14~~ Joint Shareholders.

If two (2) or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two (2) or more of those persons are present in person or represented by proxy and vote, they shall vote as one the shares jointly held by them.

8.15 ~~7.15~~ Votes to Govern.

At any meeting of shareholders every question shall, unless otherwise required by law, be determined by the majority of the votes cast on the question. In the case of an equality of votes either upon a show of hands or upon a poll, the ~~chairman~~chair of the meeting shall not be entitled to a second or casting vote.

8.16 ~~7.16~~ Show of Hands.

Subject to the provisions of the Act, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded ~~as hereinafter provided~~by electronic means or otherwise. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, by electronic means or otherwise, a declaration by the ~~chairman~~chair of the meeting as to the result of the vote upon the question and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the shareholders upon such question.

8.17 ~~7.17~~ Ballots.

On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the ~~chairman~~chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the shareholders upon the question.

8.18 Voting While Participating Electronically.

Any person participating in a meeting of shareholders by electronic means as provided in section 8.04 and entitled to vote at that meeting may vote, to the extent and in the manner permitted by law, partly or entirely by means of the telephone, electronic or other communication facility that the Corporation has made available for that purpose.

8.19 ~~7.18~~ Resolution in Writing.

A resolution in writing signed by all of the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditor in accordance with the Act.

ARTICLE NINE SECURITIES

9.01 ~~8.01~~ Registration of Transfer.

Subject to the provisions of the Act, no transfer of shares shall be registered in a securities register except upon presentation of the certificate representing such shares with a transfer endorsed thereon or delivered therewith duly executed by the registered holder or by his or her attorney or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board may from time to time prescribe, upon payment of all applicable taxes and any fees prescribed by the board, upon compliance with such restrictions on transfer as are authorized by the articles and upon satisfaction of any lien referred to in section ~~8.04~~9.03.

9.02 ~~8.02~~ Transfer Agents and Registrars.

The board may from time to time appoint a registrar to maintain the securities register and a transfer agent to maintain the register of transfers and may also appoint one or more branch registrars to maintain branch securities registers and one or more branch transfer agents to maintain branch registers of transfers, but one person may be appointed both registrar and transfer agent. The board may at any time terminate any such appointment.

9.03 ~~8.03~~ Security Certificates.

Every holder of securities of the Corporation shall be entitled, at his or her option, to a security certificate, or to a non-transferable written acknowledgement of his or her right to obtain a security certificate, stating the number and designation, class or series of securities held by him as shown on the securities register. Security certificates and acknowledgements of a securities holder's right to a security certificate, respectively, shall be in such form as the board shall from time to time approve. Any security certificate shall be signed in accordance with subsection ~~10.01~~11.01. A security certificate shall be signed manually by at least one director or officer of the Corporation or by or on behalf of the transfer agent and/or registrar. Any additional signatures required may be printed or otherwise mechanically reproduced. A security certificate executed as aforesaid shall be valid notwithstanding that one of the directors or officers

whose facsimile signature appears thereon no longer holds office at the date of issue of the certificate.

9.04 ~~8.04~~ Replacement of Security Certificates.

The board, any officer or any agent designated by the board may in its or his or her discretion direct the issue of a new security certificate in lieu of and upon cancellation of a security certificate that has been mutilated. In the case of a security certificate claimed to have been lost, destroyed or wrongfully taken, the board, any officer or any agent designated by the board shall issue a substitute security certificate if so requested before the Corporation has notice that the security has been acquired by a bona fide purchaser. The issuance of the substitute security certificate shall be on such reasonable terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the board or the officer or the agent designated by the board responsible for such issuance may from time to time prescribe, whether generally or in any particular case.

9.05 ~~8.05~~ Joint Shareholders.

If two (2) or more persons are registered as joint holders of any security, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such security.

9.06 ~~8.06~~ Deceased Security Holders.

In the event of a death of a holder, or of one of the joint holders, of any security, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

ARTICLE TEN DIVIDENDS AND RIGHTS

10.01 ~~9.01~~ Dividends.

Subject to the provisions of the Act, the board may from time to time by resolution declare and the Corporation may pay dividends to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid in money or property, subject to the restrictions on the declaration and payment thereof under the Act, or by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation.

10.02 ~~9.02~~ Dividend Cheques.

A dividend payable in cash shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class or series in

respect of which it has been declared and mailed by prepaid ordinary mail to such registered holder at his recorded address, unless such holder otherwise directs. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and mailed to them at their recorded address. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

10.03 ~~9.03~~ Non-receipt of Cheques.

In the event of non-receipt of any dividend cheque by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in any particular case.

10.04 ~~9.04~~ Record Date for Dividends and Rights.

The board may fix in advance a date as a record date for the determination of the persons entitled to receive payment of dividends and to subscribe for securities of the Corporation, provided that such record date shall not precede by more than fifty (50) days the particular action to be taken. Notice of any such record date shall be given not less than seven (7) days before such record date, ~~by newspaper advertisement~~ in the manner provided in the Act, unless notice of the record date is waived by every holder of a share of the class or series affected whose name is set out in the securities register at the close of business on the day the directors fix the record date. If the shares of the Corporation are listed for trading on one or more stock exchanges in Canada, notice of such record date shall also be sent to such stock exchanges. Where no record date is fixed in advance as aforesaid, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the board.

10.05 ~~9.05~~ Unclaimed Dividends.

Any dividend unclaimed after a period of six (6) years from the date on which it has been declared to be payable shall be forfeited and shall revert to the Corporation.

ARTICLE ELEVEN GENERAL

11.01 ~~10.01~~ Execution of Instruments.

Contracts, documents and other instruments in writing may be signed on behalf of the Corporation by such person or persons as the board may from time to time by resolution designate. In the absence of an express designation as to the persons authorized to sign either contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing, any one of the directors ~~and/or~~ officers of

the Corporation may sign contracts, documents or instruments in writing on behalf of the Corporation. The corporate seal, if any, of the Corporation may be affixed to any contract, obligation or instrument in writing requiring the corporate seal of the Corporation by any person authorized to sign the same on behalf of the Corporation.

The phrase “contracts, documents and other instruments in writing” as used in this provision shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities, all paper writings, all cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange.

11.02 ~~10.02~~ Voting Rights in other Corporations.

All securities carrying voting rights of any other corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bond holders, debenture holders or holders of other securities (as the case may be) of such other corporation and in such manner as the board may from time to time determine. Any person or persons authorized to sign on behalf of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine.

11.03 Electronic Signatures.

Any requirement under the Act or this by-law for a signature, or for a document to be executed, is satisfied by a signature or execution in electronic form if such is permitted by law and all requirements prescribed by law are met.

11.04 ~~10.03~~ Borrowing and Pledging Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the articles, the board may from time to time:

- (a) borrow money upon the credit of the Corporation by obtaining loans or advances or by way of overdraft or otherwise;
- (b) issue, sell or pledge securities of the Corporation including bonds, debentures, debenture stock, for such sums on such terms and at such prices as they may deem expedient;
- (c) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immoveable property, rights, powers, choses in action, or other assets, present or future, of the Corporation to secure any such securities or other securities of the Corporation or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise; and

(d) without in any way limiting the powers herein conferred upon the Directors, give security or promises to give security, agreements, documents and instruments in any manner or form under the Bank Act or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise.

11.05 ~~10.04~~ Delegation,

Any or all of the foregoing powers may from time to time be delegated by the Directors to ~~anyone~~any one or more of the directors or officers of the Corporation.

ARTICLE TWELVE NOTICES

12.01 ~~11.01~~ Method of Sending Notice.

Any notice (which term includes any communication or document) to be sent pursuant to the Act, the articles, the by-laws or otherwise to a shareholder, director, officer, or to the auditor shall be sufficiently sent if: (a) delivered personally to the person to whom it is to be sent ~~or if;~~ (b) delivered to his~~the~~ recorded address of that person or, if mailed to him at his~~that~~ person, delivered to the recorded address by prepaid mail ~~or if;~~ (c) sent to him~~that~~ person at his~~the~~ recorded address by any means of prepaid transmitted or recorded communication; or (d) provided as an electronic document to that person's information system. A notice so delivered shall be deemed to have been sent when it is delivered personally or to the recorded address ~~as aforesaid:~~ a. A notice so mailed shall be deemed to have been sent when deposited in a post office or public letter box and shall be deemed to have been received on the fifth day after so depositing; ~~and a.~~ A notice so sent by any means of transmitted or recorded communication or provided as an electronic document shall be deemed to have been sent when dispatched by the Corporation if it uses its own facilities or information system and otherwise when delivered to the appropriate communication company or agency or its representative for dispatch. Notices sent by any means of transmitted or recorded communication or provided as an electronic document shall be deemed to have been received on the business day on which such notices were sent, or on the next business day following if sent on a day other than a business day. The secretary may change or cause to be changed the recorded address, including any address to which electronic communications of any kind may be sent, of any shareholder, director, officer or auditor in accordance with any information believed by ~~him~~the secretary to be reliable. The recorded address of a director shall be ~~his~~the latest address as shown in the records of the Corporation or in the most recent notice filed under *the Corporations Information Act (Ontario)*, whichever is the more current.

12.02 Notice by Electronic Communications.

A notice or document required or permitted by the Act, the articles, the by-laws or otherwise may be sent by electronic means in accordance with the *Electronic Commerce Act, 2000 (Ontario).*

12.03 ~~11.02~~ Notice to Joint Shareholders.

If two (2) or more persons are registered as joint holders of any share, any notice shall be addressed to all of such joint holders but notice sent to one of such persons shall be sufficient notice to all of them.

12.04 ~~11.03~~ Computation of Time.

In computing the date when notice must be sent under any provision requiring a specified number of days' notice of any meeting or other event, both the date of sending the notice and the date of the meeting or other event shall be excluded.

12.05 ~~11.04~~ Undelivered Notices.

If any notice sent to a shareholder pursuant to subsection ~~11.04~~ 12.01 is returned on three (3) consecutive occasions because the shareholder cannot be found, the Corporation shall not be required to give any further notices to such shareholder until he or she informs the Corporation in writing of his or her new address.

12.06 ~~11.05~~ Omissions and Errors.

The accidental omission to send any notice to any shareholder, director, officer or to the auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.07 ~~11.06~~ Persons Entitled by Operation of Law.

Every person who, by operation of law, transfer or by any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly sent to the shareholder from whom he or she derives his or her title to such share prior to his or her name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which he became so entitled).

~~**11.07 Deceased Shareholders.** Any notice duly sent to any shareholder shall be deemed to have been duly served in respect of the shares held by the shareholder (whether held solely or with other persons), notwithstanding that such shareholder is then deceased and whether or not the Corporation has notice of his death, until some other person is entered in his stead in the securities register of the Corporation as the holder or as one of the holders thereof and such service shall for all purposes be deemed a sufficient service of notice to his heirs, executors or administrators and all persons, if any, interested with him in such shares.~~

12.08 ~~11.08~~ Waiver of Notice.

Any shareholder (or his or her duly appointed proxyholder), director, officer or auditor may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provisions of the Act, the regulations thereunder, the articles,

the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board which may be given in any manner.

12.09 ~~11.09~~ Execution of Notices.

The signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

12.10 ~~11.10~~ Proof of Service.

A certificate of any officer or director of the Corporation in office at the time of making of the certificate or of an agent of the Corporation as to facts in relation to the sending of any notice to any shareholder, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation, as the case may be.

12.11 Repeal of By-Law No. 1, By-Law No. 2 and By-Law No. 3.

Upon this by-law coming into force, each of By-Law No. 1, By-Law No. 2 and By-Law No. 3 of the Corporation that are in effect at the time this by-law becomes effective is repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and provisions of this by-law and all resolutions of the shareholders or of the directors with continuing effect passed under such repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

SCHEDULE D – ARTICLES OF AMENDMENT

See attached.

583848

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

ARTICLES OF AMENDMENT STATUTS DE MODIFICATION

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

G	L	U	S	K	I	N		S	H	E	F	F	+		A	S	S	O	C	I	A	T	E	S		I	N	C
.																												

2. The name of the corporation is changed to (if applicable) : (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT) :

3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion :

1984-04-17

(Year, Month, Day)
(année, mois, jour)

4. **Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.**

Number of directors is/are: minimum and maximum number of directors is/are:
Nombre d'administrateurs : nombres minimum et maximum d'administrateurs :

Number minimum and maximum
Nombre minimum et maximum

or
ou

5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :

- (a) By cancelling the class of shares designated as Multiple Voting Shares, of which none are issued and outstanding, and by deleting the rights, privileges and restrictions attached to the Multiple Voting Shares.
- (b) To re-name the existing class of shares designated as Subordinate Voting Shares to Common Shares.
- (c) To delete and replace the rights, privileges, restrictions and conditions attaching to the Subordinate Voting Shares (now known as Common Shares) as provided for in these Articles of Amendment on page 1B.

COMMON SHARES

1.1 Voting Rights

(a) The holders of Common Shares shall be entitled to receive notice of and to attend and to vote at any meeting of the shareholders of the Corporation, and are entitled thereat to one vote for each Common Share held.

(b) The Common Shares, at any time and from time to time, shall have attached thereto the right to elect all of the authorized number of directors of the Corporation at such time and each such election shall be by majority vote of the Common Shares represented in person or by proxy at a meeting of the class.

(c) The Common Shares, at any time and from time to time, shall have attached thereto the right to remove, with or without cause, such director(s) that, as of the date such removal is effected, the Common Shares would be entitled to elect at the next annual meeting of the shareholders of the Corporation.

1.2 Dividends

The holders of Common Shares shall be entitled to receive dividends out of the assets of the Corporation legally available for the payment of dividends at such times and in such amount and form as the board of directors of the Corporation may from time to time determine and the Corporation shall pay dividends thereon, if, as and when declared by the board of directors. For certainty, except as provided in the following sentence, all dividends shall be declared and paid in equal or equivalent amounts per share on all the Common Shares at the time outstanding without preference or distinction. Any stock dividends declared and paid in respect of the Common Shares shall be in the form of Common Shares.

1.3 Rights on Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

GLUSKIN SHEFF + ASSOCIATES INC.

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par :

(Signature)
(Signature)

(Description of Office)
(Fonction)

SCHEDULE E – SUMMARY OF SHAREHOLDER RIGHTS PLAN

Gluskin Sheff + Associates Inc. (the “Company”) adopted and entered into a shareholder rights plan agreement (the “Shareholder Rights Plan”) with CST Trust Company on November 7, 2013. The purpose of the Shareholder Rights Plan is to provide the Board of Directors and holders (the “Shareholders”) of the Common Shares (as defined below) of the Company with sufficient time to properly consider any take-over bid made for the Company and to allow enough time for competing bids and alternative proposals to emerge. The Shareholder Rights Plan also seeks to ensure that all Shareholders are treated fairly in any transaction involving a change of control of the Company and that all Shareholders have an equal opportunity to participate in the benefits of a takeover bid. The Shareholder Rights Plan encourages potential acquirers to negotiate the terms of any offer for Common Shares with the Board of Directors or, alternatively, to make a Permitted Bid (as defined in the Shareholder Rights Plan) without the approval of the Board of Directors. The Shareholder Rights Plan also addresses several deficiencies that are widely believed to be inherent in the provisions of current legislation governing take-over bids in Canada.

The summary of the Shareholder Rights Plan set out herein only includes the material terms and conditions of the Shareholder Rights Plan. The summary is qualified by and is subject to the full terms and conditions of the Shareholder Rights Plan. The full text of the Shareholder Rights Plan is contained in the agreement (the “Agreement”) dated as of November 7, 2013, between the Company and CST Trust Company, as rights agent. The Agreement is subject to ratification and confirmation by Shareholders at the Company’s Annual and Special Meeting of Shareholders (the “Meeting”), where it must be approved by not less than a majority of the votes cast by all Shareholders present or represented by proxy at the Meeting. As used herein, all references to “Common Shares” shall be to shares currently designated as “Subordinate Voting Shares”.

Issuance of Rights

The Shareholder Rights Plan provides that one right (a “Right”) be issued to Shareholders of record as of the close of business on November 7, 2013 in respect of each of the outstanding Common Shares, as well as in respect of each Common Share issued after the effective date of the Agreement and prior to the earlier of the Separation Time (as defined below) or the Expiration Time (as defined in the Shareholder Rights Plan).

Trading of Rights

Notwithstanding the effectiveness of the Shareholder Rights Plan, the Rights are not exercisable until the Separation Time and certificates representing the Rights will not be sent to the Shareholders. Certificates for the Common Shares issued after the effective date of the Shareholder Rights Plan will contain a notation incorporating the Shareholder Rights Plan by reference. Until the Separation Time, or earlier termination or expiry of the Rights, the Rights are evidenced by and transferred with the associated Common Shares and the surrender for transfer of any certificate representing Common Shares also will constitute the surrender for transfer of the Rights associated with those Common Shares. After the Separation Time, the Rights will become exercisable and begin to trade separately from the associated Common Shares. The initial “Exercise Price” under each Right in order to acquire a Common Share is five times the Market Price at the Separation Time. “Market Price” is generally defined as the average of the daily closing prices per Common Share on each of the 20 consecutive trading days through and including the trading day immediately preceding the Separation Time.

Separation of Rights

The Rights will become exercisable and begin to trade separately from the associated Common Shares at the Separation Time, which, unless deferred by the Board of Directors in the instances permitted by the Shareholder Rights Plan, is generally the close of business on the tenth trading day after the earliest to occur of:

- (a) a public announcement that a person or a group of affiliated or associated persons has acquired beneficial ownership of 20% or more of the outstanding Voting Shares (as defined in the Shareholder Rights Plan) (i.e. become an Acquiring Person) other than as a result of, among other things, (i) a reduction in the number of Voting Shares outstanding, (ii) a “Permitted Bid” or a “Competing Permitted Bid” (each as defined below),

SCHEDULE E – SUMMARY OF SHAREHOLDER RIGHTS PLAN

- (iii) certain specified “Exempt Acquisitions” (as defined below), (iv) an acquisition by a person of Voting Shares pursuant to a stock dividend, stock split, dividend reinvestment plan, rights offering or other “Pro Rata Acquisition” (as defined in the Shareholder Rights Plan), and (v) an acquisition by a person of Voting Shares upon the exercise, conversion or exchange of a security convertible, exercisable or exchangeable into a Voting Share received by a person pursuant to (ii), (iii) or (iv), above;
- (b) the date of commencement of, or the first public announcement of an intention of any person (other than the Company or any of its subsidiaries) to commence, a take-over bid (other than a Permitted Bid or a Competing Permitted Bid) where the Voting Shares subject to the bid, together with the Voting Shares beneficially owned by that person (including affiliates, associates and others acting jointly or in concert therewith), would constitute 20% or more of the outstanding Voting Shares; and
- (c) the date upon which a Permitted Bid or Competing Permitted Bid ceases to be such.

An “Exempt Acquisition” would include the acquisition of Voting Shares or securities convertible into Voting Shares (i) in respect of which the Board of Directors has waived the application of the Shareholder Rights Plan, (ii) pursuant to a distribution made under a prospectus or private placement provided that the person does not increase his, her or its ownership percentage in such transaction, (iii) pursuant to an amalgamation, arrangement or other statutory procedure requiring Shareholder approval, (iv) pursuant to equity compensation plans of the Company (provided that (A) all necessary stock exchange approvals have been obtained, (B) such plan complies with the terms and conditions of such approvals, and (C) the recipient does not become the beneficial owner of more than 25% of the Voting Shares outstanding immediately prior to the distribution), (v) pursuant to other contractual arrangements in respect of a Voting Share acquisition from treasury entered into by the Company after the date of the Shareholder Rights Plan provided that the person does not increase his, her or its ownership percentage in such transaction, and (vi) pursuant to the exercise of Rights.

As soon as practicable following the Separation Time, separate certificates evidencing rights (“Rights Certificates”) will be mailed to the holders of record of the Common Shares as of the Separation Time and the Rights Certificates alone will evidence the Rights.

When Rights Become Exercisable

After the Separation Time, each Right entitles the holder thereof to purchase one Common Share at the Exercise Price. Following a transaction that results in a person becoming an Acquiring Person (a “Flip-in Event”), the Rights entitle the holder thereof to receive, upon exercise, such number of Common Shares that have an aggregate market value (as of the date of the Flip-in Event) equal to twice the then Exercise Price for an amount in cash equal to the Exercise Price. In such event, however, any Rights beneficially owned by an Acquiring Person (including affiliates, associates and others acting jointly or in concert therewith), or certain transferees of any such person, will be void. By permitting holders of Rights other than an Acquiring Person to acquire Common Shares at a discount to the Market Price, the Rights have the potential to cause substantial dilution to an Acquiring Person. Accordingly, the Shareholder Rights Plan acts as a deterrent to potential Acquiring Persons and forces them to either make a Permitted Bid or negotiate with the Board of Directors to avoid application of the Shareholder Rights Plan.

Permitted Bids

The Shareholder Rights Plan includes a “Permitted Bid” concept whereby a take-over bid will not trigger a separation of the Rights (and will not cause the Rights to become exercisable) if the bid meets certain conditions. A “Permitted Bid” is defined as an offer to acquire Voting Shares made by means of a take-over bid circular where the Voting Shares (including Voting Shares that may be acquired upon conversion of securities convertible into Voting Shares) subject to the offer, together with Voting Shares beneficially owned by the offeror at the date of the offer

SCHEDULE E – SUMMARY OF SHAREHOLDER RIGHTS PLAN

(including its affiliates, associates and others acting jointly or in concert therewith), constitute 20% or more of the outstanding Voting Shares and that also complies with the following additional provisions:

- (a) the bid must be made to all the holders of Voting Shares as registered on the books of the Company, other than the offeror; and
- (b) the bid must also contain the following irrevocable and unqualified conditions: (i) no Voting Shares will be taken up or paid for prior to the close of business on the 60th day following the date of the bid and then only if more than 50% of the Voting Shares held by Independent Shareholders (as defined below) have been deposited or tendered to the bid and not withdrawn, (ii) Voting Shares may be deposited pursuant to the bid, unless it is withdrawn, at any time prior to the date Voting Shares are first taken up or paid for under the bid, (iii) Voting Shares deposited pursuant to the bid may be withdrawn until taken up or paid for, and (iv) if the deposit condition referred to in (b)(i) above is satisfied, the offeror will extend the bid for deposit of Voting Shares for at least 10 business days from the date such extension is publicly announced and, if such bid is a partial bid, not take up any Voting Shares under the bid until the expiry of such 10 business day period.

“Independent Shareholders” is defined generally as holders of Voting Shares other than (i) an Acquiring Person, (ii) any offeror making a take-over bid, (iii) any affiliate or associate of an Acquiring Person or offeror, (iv) persons acting jointly or in concert with an Acquiring Person or offeror, and (v) employee benefit, stock purchase or certain other plans or trusts for employees of the Company unless the beneficiaries of such plans or trusts direct the voting or tendering to a take-over bid of the Voting Shares.

Competing Permitted Bids

A “Competing Permitted Bid” is a take-over bid made after a Permitted Bid has been made and prior to expiry of such Permitted Bid that satisfies all of the provisions of a Permitted Bid, except that it must remain open for acceptance until at least the later of (i) 35 days after the date of the bid and (ii) 60 days after the earliest date on which another Permitted Bid then in existence was made, and only if at that date more than 50% of the Voting Shares owned by Independent Shareholders have been deposited to the Competing Permitted Bid and not withdrawn.

Redemption and Waiver

Under the Shareholder Rights Plan, the Board of Directors can (i) waive the application of the Shareholder Rights Plan to enable a particular take-over bid to proceed, in which case the Shareholder Rights Plan will be deemed to have been waived with respect to any other take-over bid made prior to the expiry of any bid subject to such waiver, or (ii) with the prior approval of the holders of Voting Shares or Rights, as the case may be, redeem the Rights at a redemption price of \$0.00001 per Right at any time prior to a Flip-in-Event. Rights are deemed to have been redeemed if a bidder successfully completes a Permitted Bid or a Competing Permitted Bid.

Protection Against Dilution

The Exercise Price, the number and nature of Common Shares that may be purchased upon the exercise of Rights and the number of Rights outstanding are subject to adjustment from time to time to prevent dilution in the event of stock dividends, subdivisions, consolidations, reclassifications or other changes in the outstanding Common Shares, pro rata distributions to holders of Common Shares and other circumstances where adjustments are required to appropriately protect the interests of the holders of Rights.

SCHEDULE E – SUMMARY OF SHAREHOLDER RIGHTS PLAN

Supplements and Amendments

The Company may, without the approval of the holders of common shares or Rights, make amendments to (i) correct clerical or typographical errors and (ii) to maintain the validity and effectiveness of the Shareholder Rights Plan as a result of any change in applicable law, rule or regulatory requirement. Any amendment referred to in (ii) must, if made before the Separation Time, be submitted for approval to the holders of Voting Shares at the next meeting of shareholders and, if made after the Separation Time, must be submitted to the holders of Rights for approval.

At any time before the Separation Time, the Company may with prior written consent of the shareholders amend, vary or rescind any of the provisions of the Rights Plan or the Rights, whether or not such action would materially adversely affect the interests of the Rights generally, in order to effect any amendments, variations or rescissions of any of the provisions of this Agreement which the Board, acting in good faith, considers necessary or desirable. At any time after the Separation Time, the Company may with prior written consent of the holders of Rights amend, vary or rescind any of the provisions of the Rights Plan or the Rights, whether or not such action would materially adversely affect the interests of the Rights generally.

Reconfirmation

The Shareholder Rights Plan must be reconfirmed at every third annual meeting following the Meeting, or the Shareholder Rights Plan and the Rights will otherwise terminate on the date of the meeting if the Rights Plan is not reconfirmed or presented for reconfirmation.

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