

TERMS OF REFERENCE

THE CANADA COMPANY SCHOLARSHIP FUND

ARTICLE 1– PURPOSES

Section 1.1 Specific Objectives and Purposes

Canada Company has established the Canada Company Scholarship Fund (the “Scholarship Fund”) with the Toronto Community Foundation (the “Foundation”) to operate in accordance with the following terms (the “Terms of Reference”). The specific objectives and purposes of the Scholarship Fund shall be to provide financial assistance towards the post-secondary education of children of Canadian soldiers who have been killed while serving in domestic or international operations of the Canadian Armed Forces and Reserves any time since January 1, 2002 (“Eligible Candidates”). The term Scholarship Fund refers to the Scholarship Fund as currently constituted or any successor Scholarship Fund established for the same purposes.

Section 1.2 Achieving its Objectives

The Scholarship Fund will raise funds in order to carry out the above purposes in Section 1.1 by means of solicitations of funds from entities and individuals, including, but not limited to, governments, corporations, charities and trusts.

ARTICLE 2– SCHOLARSHIP FUND COMMITTEE

Section 2.1 Number

Canada Company shall establish a committee for the Scholarship Fund with a minimum of three committee members and collectively they shall be known as the Canada Company Scholarship Fund Committee (the “Committee”).

Section 2.2 Selection

Members of the Committee shall be appointed by Canada Company.

Section 2.3 Duties

It shall be the duty of the Committee to oversee the operation of the Scholarship Fund by the Foundation on behalf of Canada Company.

Section 2.4 Term of Office

Each Committee member shall hold office for a period of five years and until his or her successor is appointed.

Section 2.5 Compensation

Committee members shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 2.6 Non-Liability of Committee Members

The Committee members shall not be personally liable for the debts, liabilities or other obligations of the Scholarship Fund or Canada Company.

Section 2.7 Member Eligibility

A member shall cease to be a member of the Committee upon the occurrence of any one of the following:

- a) the member resigns;
- b) the member's term of office expires and the member is not reappointed;
- c) the member is of unsound mind and has been so found by a court in Canada or elsewhere;
- d) the member is bankrupt; or
- e) the member is prohibited from acting as a director or officer of any issuer in Canada.

ARTICLE 3– SCHOLARSHIP ELIGIBILITY AND SELECTION

Section 3.1 Eligible Candidate

The Committee shall be responsible for determining who are Eligible Candidates for potentially receiving scholarship benefits under the Scholarship Fund. For the purpose of this Scholarship Fund “killed while serving” shall include Canadian soldiers, who while still serving in the military and having served in an active role in a domestic or international operation of the Canadian Armed Forces and Reserves any time since 2002, took their own lives where the suicides have been determined by a Board of Inquiry to be death by suicide attributable through military service. The Committee shall maintain within the records of the Scholarship Fund a list of Eligible Candidates who have applied for a scholarship under the Scholarship Fund. Eligible

Candidates will be advised when their eligibility has been determined by the Committee.

Section 3.2 Eligibility for Scholarship

- 1) Eligible Candidates sixteen years of age or older who are enrolled in full-time (as that term is defined by the applicable academic institution) post-secondary education qualify for a scholarship.
- 2) Upon reaching the age of twenty five, Eligible Candidates cease to be eligible to receive scholarships under the Scholarship Fund.

Section 3.3 Scholarship Amounts

Having regard to the funds available in the Scholarship Fund, the annual amount awarded to any Eligible Candidate shall remain within the discretion of the Committee who in turn will make recommendations to the board of directors of the Foundation for the award of such annual amount.

The Committee shall however be guided by the following principle:

Eligible Candidates who enroll or continue their enrolment in full-time post-secondary academic studies and who otherwise meet the eligibility requirements in Section 3.2, annual scholarships of up to \$4,000 per academic year may be available for a maximum of 4 years.

Section 3.4 Award of Scholarships

Payments will be made to an Eligible Candidate out of the funds of the Scholarship Fund at the commencement of an academic year upon the Committee receiving documentation satisfying the Committee that the Eligible Candidate is enrolled in post-secondary studies for that year.

ARTICLE 4 – TERMINATION OF THE FUND

Section 4.1 Termination of the Scholarship Fund

The Scholarship Fund shall terminate on the earliest of: (i) January 1, 2042; (ii) all Eligible Candidates having graduated; (iii) all Eligible Candidates having become ineligible to receive scholarships under the Scholarship Fund; or (iv) the Committee having determined that there are no longer funds available to continue operation of the Scholarship Fund. The Committee reserves the right to establish a closure date for eligibility to become an Eligible Candidate and receive scholarships under the Scholarship Fund.

Section 4.2 Direction of Funds upon Termination

Upon termination of the Scholarship Fund all remaining funds shall be disposed of by the Foundation to another eligible registered charity as directed by Canada Company.

ARTICLE 5 – GENERAL

Section 5.1 Amendments

These Terms of Reference may be amended by a majority vote of the Committee and upon approval of Canada Company.

Section 5.2 Delegation

The Committee may delegate any of its duties, in accordance with applicable law, to third parties.