



**NEWFOUNDLAND CAPITAL
CORPORATION LIMITED**

**ANNUAL INFORMATION FORM
For the Year Ended December 31, 2009**

March 22, 2010

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NEWFOUNDLAND CAPITAL CORPORATION LIMITED

Documents Incorporated by Reference

- The audited consolidated financial statements of the Company for the years ended December 31, 2009 and 2008 on pages 34 to 55 of the Company's 2009 Annual Report, reported on by Ernst & Young LLP, Chartered Accountants;
- The Management's Discussion and Analysis ("MD&A") on pages 16 to 33 of the Company's Annual Report for the year ended December 31, 2009, and;
- The Information Circular for the Company's annual meeting of shareholders.

All of the above documents are available on SEDAR at www.sedar.com.

Corporate Structure

The Company was incorporated on March 8, 1949 under the Companies' Act of Newfoundland as Eastern Provincial Airways Limited and changed its name to Newfoundland Capital Corporation Limited on November 12, 1980. The Company was continued under the Canada Business Corporations Act by a Certificate of Continuance dated March 4, 1987. The Company's registered office and head office is located at 745 Windmill Road, Dartmouth, Nova Scotia, B3B 1C2.

Throughout this document, "NCC" refers to Newfoundland Capital Corporation Limited and the term "Company" refers to NCC and its subsidiaries. The term "Newcap" refers to Newcap Inc. NCC's significant wholly-owned subsidiaries are Newcap Inc. and The Glynmill Inn Incorporated. Both are incorporated under the Canada Business Corporations Act.

On December 29, 2008, all of Newcap's former wholly-owned broadcasting subsidiary companies were combined with Newcap Inc. The entities amalgamated were:

- Newcap Radio Inc.
- Newcap Radio Manitoba Inc.
- 3937844 Canada Inc.
- 4324041 Canada Inc.
- Atlantic Stereo Limited
- Metro Radio Group Inc.

General Development of the Business

NCC owns Newcap Inc. which operates under the name "Newcap Radio", one of Canada's leading radio broadcasters with 79 licences across Canada. The Company reaches millions of listeners each week through a variety of formats and is a recognized industry leader in radio programming, sales and networking. The Company has 59 FM and 20 AM licences spanning the country, with concentrations in Alberta and Newfoundland and Labrador. The Company holds the second largest number of radio licences in Canada. It is headquartered in Dartmouth, Nova Scotia and employs approximately 800 radio professionals, nationwide.

The Company was originally formed in 1949 to provide air ambulance and other air services to isolated points in Newfoundland and Labrador. During the following 40 years, the Company,

through wholly-owned subsidiaries, invested in a variety of businesses. At the end of 1996, the Company embarked on a program of strategic divestitures in order to enhance shareholder value by focusing on its core communications properties, particularly in the Broadcasting Division. By 2002, the Company had sold all of its non-broadcasting assets with the exception of a hotel operation in Corner Brook, Newfoundland and Labrador.

History of the Business

The Company initially started in the radio business in 1986, when it acquired CHTN-AM in Charlottetown, Prince Edward Island. In the same year, the Company acquired two broadcasting licences in Halifax, Nova Scotia.

Below is a history of the Company's acquisitions from 1986 through 1999.

1986:

- The Company makes its first acquisition in 1986 to operate CHTN-AM in Charlottetown, Prince Edward Island.
- In the same year, the Canadian Radio-television and Telecommunications Commission ("CRTC") approves the acquisition of 780 CFDR-AM and Q104 the Home of Rock 'n Roll in Halifax, Nova Scotia. Q104 has been, and continues to be one of the flagship stations in the Halifax market.

1988:

- The Company acquires its first licence in Thunder Bay, Ontario, CJLB-AM.

1989:

- The Company obtains six licences in the province of Newfoundland and Labrador, giving the Company an opportunity to broadcast in various communities and formats throughout the province.
- This same year, the Company expands its presence to the province of Alberta when it acquires CFCW-AM in Camrose, and CKRA-FM in Edmonton.

1991:

- The Company acquires a 49.6% interest in Atlantic Stereo Limited which operates the popular C103 classic rock station in Moncton, New Brunswick. (Effective control of Atlantic Stereo Limited was acquired in 1997 when the Company's interest was increased to 62.2%. In October 2007, the Company completed the purchase of the remaining 37.8% interest.)

1999:

- The Company gains critical mass in the Edmonton, Alberta market by acquiring K-ROCK from Craig Broadcast Systems Inc.

At the end of 1999 the Company had 14 radio licences. An aggressive expansion program was initiated in 2000, substantially increasing the Company's presence throughout Canada. Below is a history of the Company's acquisitions from 2000 through 2006.

2000:

- The Company acquires VOXM Radio Newfoundland Limited in May.
- The Company is awarded a new licence in Moncton, New Brunswick by the CRTC. The station XL96 Country is launched.

2001:

- In April, the Company acquires the remaining two-thirds interest in the shares of Humber Valley Broadcasting Company Limited of Newfoundland and Labrador, for which the original one-third had been acquired in the 1990's.
- In December, Newcap acquires 50% of the shares of The Metro Radio Group Inc. in Halifax, Nova Scotia. (The remaining 50% of the shares were acquired in July 2008).
- In November, the Company acquires 100% of the assets related to the CHNO-FM station in Sudbury, Ontario.

2002:

- The largest radio expansion in the Company's history was concluded in April. A total of nineteen licences were acquired in Alberta. The Company acquired a 76.3% interest in the licences from Télémédia Radio Inc. Standard Radio Inc. retained the remaining 23.7% interest. (NCC acquired Standard Radio Inc.'s 23.7% minority interest on May 16, 2007.)
- 103.1 FM in Calgary, Alberta is launched in August with an adult contemporary / smooth jazz format.

2003:

- In February, HOT 89.9 FM is launched, subsequent to the awarding of a new licence in Ottawa, Ontario by the CRTC in October 2001.
- The Company requests approval from the CRTC for three new FM licences and permission to convert three AM signals to FM in smaller communities in Alberta. The CRTC grants the Company's requests.

2004:

- In November, the CRTC awarded the Company a new FM licence to serve Fredericton, New Brunswick. In July 2005, FRED-FM was launched with a classic rock format.
- In late December, the CRTC approved the acquisition of broadcasting assets from Shortell's Limited, and its related companies, which added three FM radio licences to its radio holdings, as well as two television licences and an outdoor billboard business in Lloydminster, Alberta. The acquisition was completed on January 31, 2005.

2005:

- In May, the Company purchased CJUK-FM in Thunder Bay, Ontario to complement the existing station operated in that market.

- In June, the CRTC awarded the Company a second new FM licence to serve Ottawa, Ontario. In late December 2005, LiVE 88.5 FM was launched with an alternative rock format.
- In December, the Company completed the purchase of CHNR-FM (now CHNK-FM) in Winnipeg, Manitoba - the Company's first licence in that province. This station is branded Hank-FM and broadcasts in a country format.
- In July, The Rig 96.7 was launched in Whitecourt, Alberta playing rock music. This was an upgrade granted by the CRTC whereby the Company converted a repeater licence to a full local station.
- In August, the Company received approval from the CRTC to purchase CIZZ-FM and CKGY-FM in Red Deer, Alberta. The purchase was completed September 30, 2005. CIZZ is known as Z99 and plays rock, while CKGY is KG Country 95.5.

2006:

- In March, the Company received approval from the CRTC to operate a new FM radio licence in Charlottetown, Prince Edward Island and to convert its inaugural station, CHTN-AM to FM. K-ROCK and Ocean-FM were both launched in July 2006, playing rock and classic hits respectively.
- In April, the Company completed the purchase of a second radio licence in Winnipeg, Manitoba. CKJS-AM offers multilingual and multicultural programming.
- In May, a new FM licence in Bonnyville, Alberta was launched as Kool-FM playing contemporary hits.

Recent Broadcast Licence Activity 2007 to present date

NCC has established a presence in provinces across Canada, focusing on small, medium and large markets where the Company can grow its market share and achieve niche market positioning. The last three years of radio broadcasting transactions are summarized by region below.

Newfoundland and Labrador

- In July 2007 the CRTC awarded the Company the right to convert an AM signal to FM in Carbonear. It was launched in January 2008 as KIXX Country 103.9, playing country music.
- In June 2009 the CRTC approved the Company's applications to convert AM stations to FM in Wabush and Goose Bay. These stations are expected to be converted to FM and on-air by late spring 2010.

Prince Edward Island

- On January 19, 2009 the Company received CRTC approval for four new FM repeater licences. These will allow the Company to broadcast the two FM stations in Charlottetown to new communities in the same province. The repeater stations were launched in February 2010.

Nova Scotia

- In April 2007, the CRTC approved the request to convert 780 AM to FM in Halifax. In November 2008, the CRTC approved a transaction whereby the Company would exchange this AM licence for an AM licence in Sudbury, Ontario owned and operated by Rogers Broadcasting Limited along with cash consideration of \$5.0 million. The CRTC simultaneously approved the request to convert both AM stations to FM. This transaction was completed in July 2009.
- In July 2007, the CRTC awarded the Company two new FM licences, one in Sydney and one in Kentville. These stations were launched in June 2008, with the Kentville station playing classic rock and the Sydney station playing top 40 hits.
- In July 2008, the Company acquired the remaining 50% of Metro Radio Group Inc., which operates CKUL-FM in Halifax.

Ontario

- In April 2007, the Company disposed of its 29.9% interest in an FM licence in Kitchener-Waterloo, Ontario which began broadcasting in early 2004.
- In August 2009, Hot 93.5 FM in Sudbury was launched.
- In December 2009, the Company disposed of its two FM radio stations in Thunder Bay for cash consideration of \$4.5 million.

Manitoba

- In December 2007, the CRTC approved a power increase from 1,300 watts to an average effective radiated power of 60,200 watts related to CHNK-FM in Winnipeg. This power increase was completed in November 2008.

Alberta

- In January 2007, a new FM licence was launched in Lac LaBiche. Big Dog 103.5 plays classic hits.
- In February 2007, the Company received approval for the conversion of CFXE in Edson from AM to FM. The Fox was launched in July 2007 and plays classic hits.
- In March 2007, the second FM licence in Calgary, FUEL-FM was launched and featured an alternative music format.
- In December 2007, the CRTC approved the removal of certain format restrictions on CIQX-FM in Calgary. In March 2008, CIQX-FM was re-launched as XL103-FM playing classic hits from the 60's, 70's and 80's.
- In March 2008, the Company changed the format of Edmonton's CKRA-FM from Big Earl playing country music to Capital-FM which plays classic hits.

- In July 2008, the Company launched its new FM licence in Fort McMurray. This station was branded as K-ROCK 100.5 and plays rock music.
- In July 2008, the CRTC approved the Company's application for a new FM repeating signal in Pincher Creek. This station launched in January 2009.
- On December 23, 2008, the CRTC granted the right to convert an AM signal to FM in Athabasca. This station was re-launched in August 2009 as 94.1 FM The River and plays classic hits.
- In April 2009, the CRTC approved two AM to FM conversions for stations in St. Paul and High Prairie. These are expected to be launched sometime in summer 2010.
- In June 2009, the Company re-launched CFUL in Calgary as a contemporary hits radio format, branded as AMP Radio.
- In February 2010, the CRTC approved the Company's application to convert the Westlock station from AM to FM.

A complete list of the Company's broadcast licences with year acquired or awarded is provided in Appendix A which has been appended and is incorporated by reference as part of this Annual Information Form.

Description of the Industry

In the past decade, the Canadian radio industry has witnessed dramatic changes in the competitive landscape. There has been a shift from a highly fragmented industry environment, with many small and regional players, to one that is concentrated, with few large media players owning the majority of licences in Canada. In addition to the intensification in industry players, the CRTC, between 2004 and 2008, issued over 175 commercial radio licences creating a highly competitive environment.

According to the CRTC, as at September 1, 2009, there were 681 private commercial radio licences outstanding. 278 of these were held by five companies: Corus, Astral, Rogers, CTVglobemedia and Newcap. 77% of the total outstanding licences were FM stations and 23% were AM stations. These five major competitors accounted for \$1.1 billion of revenue from the total \$1.6 billion of radio revenue in Canada, or approximately 70%. 2008 radio revenue generated by the five major competitors increased by 5% over 2007. Among these five competitors, Newcap is the only pure-play radio company.

Notable transactions that have caused media intensification include the departure of CHUM Ltd, acquired by what is now part of CTVglobemedia in June 2006 and the departure of Standard Radio, purchased by Astral Media in April 2007.

The radio business continues to be one of the most cost-effective media outlets available to reach a targeted demographic, within a specific time frame. For this reason, radio is an attractive media vehicle to communicate information that is time-sensitive, urgent and directed at a particular group of individuals. From 2004 to 2008, combined AM and FM revenues have increased by approximately 7% annually. During this same period, the revenues reported by FM radio stations increased by an average of 8% per year while AM radio stations increased by an average of 2% per year.

Radio operators continue to watch developments in new media channels including satellite radio and internet radio. Radio operators are now marketing the station franchises via the web. Web sites with high media content, in addition to streaming, provide another means for the Company to reach its audience.

Narrative Description of the Business

Description of the Radio Business

The Company operates in the radio broadcasting industry and broadcasts in a variety of formats based on knowledge of each market's needs. The majority of the Company's revenue is advertising-based and therefore subject to economic fluctuations.

Radio stations generate revenue by selling advertising airtime to clients, who are primarily in the retail industry. Companies compete for local and national advertising revenue by developing a base of listeners within desirable demographic segments in their local market. This requires competitive competence in the areas of station programming, technology, community relations, creative talent development and sales promotion. Radio stations compete for revenue with other radio stations and other forms of media, including television, newspapers, the Internet, yellow pages and outdoor.

Radio's strength is that it is an effective method to reach specific demographic segments through its targeted time slots and its ability to immediately reach the desired audience. Radio stations define their target demographic group through their format and programming focus. Stations will classify their on-air format in groupings such as classic rock, current rock or pop, new country, smooth jazz or today's current music. Each station's format appeals to a specific segment of the population, and the various programs on the stations will provide even further market segmentation. Radio stations have the ability to measure their success in attracting their targeted demographic group by using data published by the Bureau of Broadcast Measurement ("BBM") which estimates how many people within a specific market are listening to the station. The higher a station is rated, the more revenue it can attract from both local and national advertisers. Large markets are rated three times a year, small markets may not be rated at all, or depending on demand, once to twice per year. The BBM does not however cover every station in every market; in many cases smaller markets must do their own market research. As part of the Company's strategy, formats are adjusted to ensure it is garnering a sufficiently high threshold of a specific demographic to attract advertising dollars.

In Canada's largest markets, the method of audience measurement is changing to the Portable People Meters ("the meter method") method. The meter method is considered a more accurate technique to capture listener share since individuals carry around pager-like devices on their person which automatically detect listening habits at any given time during the day. The traditional diary method relies on paper diaries that individuals fill out manually based on their recollected radio listening habits. For the Company, two of its largest surveyed markets have begun to be measured using the meter method – Edmonton and Calgary, Alberta. This method was being phased in, together with the continued use of the diary method, in 2009. The meter method will be rolled out in Ottawa, Ontario in 2011. The traditional diary method will continue to apply in markets where the meter method is not being used.

Advertising can come from local, regional or national clients. Each station has its own local and regional sales force whereas national sales are represented by advertising agencies.

Profiles of Radio Stations

Newfoundland and Labrador

Newcap is a leading broadcaster in Newfoundland and Labrador, with a network of 26 radio licences across the province with both AM and FM stations broadcasting in a variety of formats. It also has four audio streams on the web and the largest number of cable sites across the province. Local cable television delivers VOXM as the background audio on their community channels. In Newfoundland and Labrador VOXM is available in 108 towns where reception would have been poor or impossible without this network.

- Since 1936 VOXM has been the “Voice of the Common Man”, a news/talk format accompanied by the latest local information. “VOXM First News” has won more than 70 awards including the Edward R. Murrow Award for Best Newscast in a Small Radio Market. Its targeted demographic is adults 25 to 54.
- CFCB is the VOXM counterpart in Western Newfoundland. Radio Labrador provides coverage to Labrador. It has a local focus, with local announcers and morning shows. It has the most extensive coverage of Western Newfoundland and Labrador of all its competitors. It is targeted toward adults 25 to 54.
- K-ROCK in St. John’s (VOXM-FM) is a classic rock station. This station targets the 25 to 54 year old listener, skewed to males.
- CKIX-FM known as 99.1 Hits-FM in St. John’s plays contemporary hit music. The target demographic is adults 18 to 49, skewed to females.
- Radio Newfoundland plays traditional Newfoundland music as well as a variety of formats from up and coming Eastern Canadian artists.
- CHVO-FM known as KIXX Country in Carbonear plays country music and primarily targets adults 25 to 54 and skews slightly female.

New Brunswick

Moncton

Moncton has a total of seven commercial English radio stations and two commercial French language radio stations, in addition to one non-commercial CBC radio station which operates on the FM dial, plus one campus radio station and a commercial information radio station.

- CJMO-FM known as C103 is a classic rock radio station serving adults 25 to 54. It is a long-standing number one station, on the air since 1987.
- CJXL-FM has been on the air since 2000 and is typically Moncton’s second most listened to station with adults 25 to 54. Known as XL96 this station plays contemporary country music.

Fredericton

Fredericton has seven commercial stations, one First Nations station, two English language non-commercial CBC stations, one French language non-commercial CBC station and one campus radio station.

- Newcap operates CFRK-FM, known as FRED-FM. It is a classic hits radio station, featuring the best music from the late 60's to the early 90's. It programs to an adult audience 25 to 54.

Nova Scotia

In the province of Nova Scotia, the Company owns and operates a total of four FM stations.

- In Kentville, K-Rock 89.3 (CIJK-FM) plays classic rock and is the #1 ranked station in the market.
- Sydney's the Giant 101.9 (CHRK-FM) plays contemporary hits and is also ranked #1 in its market.

Halifax

Newcap operates two commercial radio stations out of the nine in the Halifax market.

- CKUL-FM, 96.5 KOOL-FM, targets adults 35 to 54 with a classic hits format.
- CFRQ-FM, known as Q104, is a current and classic rock station that has continually been a market-leader. Q104 has been on the air for over 25 years and remains the #1 radio station in Halifax.

Prince Edward Island

The Prince Edward Island radio market consists of five commercial radio stations and two CBC-owned non-commercial stations.

Charlottetown

- CHTN-FM, known as Ocean 100 plays a classic hits format targeted to adults 25 to 54.
- CKQK-FM, K-Rock 105.5 is a rock station programmed to appeal to an adult audience aged 25 to 54.
- Both stations are extremely successful in their respective formats, and have traded places for the #1 position in BBM ratings since their launch dates. Their combined audience share exceeds 50%.
- Repeaters for both stations were on-air in February 2010 and they serve two new communities within the province.

Ontario

Ottawa

Ottawa is a twenty-seven-station radio market with thirteen English language and five French language commercial stations, one multi-cultural station, three campus stations and two CBC-owned, non-commercial stations in each language. Newcap operates two English stations in Ottawa.

- CIHT-FM or HOT 89.9 was launched in February 2003 and is the only contemporary hit radio or “Top 40” radio station in the area. This station targets women and adults 18 to 49. Hot 89.9 has been very successful and was named the 2008 Contemporary Hits Radio station of the year during Canada Music week. It is consistently #1 in its target demo and quite often Ottawa’s #1 station with 25-54 adults
- CILV-FM or LiVE 88.5 was launched in December 2006 playing alternative rock targeting males aged 18-49, and is continually a leader in that demographic.

Sudbury

- Newcap’s Sudbury radio station, Big Daddy 103.9 (CHNO-FM), is a classic hits station targeted to adults 25 to 54.
- In 2009, Newcap launched CIGM-FM, Hot 93.5 in Sudbury. Its format is contemporary hits and it made a strong debut in the fall 2009 ratings.

Manitoba

Winnipeg

The Winnipeg market consists of thirteen private radio stations, four multicultural radio stations, one religious radio station, three campus radio stations and four CBC-owned, non-commercial radio stations. Newcap operates two stations in Winnipeg, CHNK-FM, 100.7 Hank FM, and CKJS-AM, 810 AM.

- CHNK-FM, known as Hank-FM, has the slogan “continuous country.” It targets adults 25 to 54 with a focus on the 35 to 49 demographic.
- CKJS-AM is one of three multicultural stations in Winnipeg. It airs programs in 19 different languages, with some English Christian programming. The morning and afternoon shows are both Filipino based. Winnipeg has a large Filipino community, numbering close to 100,000 people. CKJS is their connection to home.

Alberta

Newcap owns and operates several radio licences across the province with both AM and FM stations broadcasting in a variety of formats.

Calgary

The Company owns and operates two FM radio stations in Calgary, one of Canada's most lucrative cities with respect to radio advertising.

- In March 2008, CIQX-FM was re-branded and re-launched as CFXL-FM, XL 103, playing classic hits from the 60's, 70's and 80's. Ratings have more than doubled since this change. XL 103 is now one of Calgary's top rated radio stations.
- CKMP-FM, AMP Radio plays contemporary hits. AMP was formerly CFUL-FM, but was reformatted and re-launched in the spring of 2009. So far, results have been impressive with steady growth through the early months of 2010.

Edmonton

New competition in Edmonton is creating the need for more defined programming in order to attract the right demographic market for each station. There are seventeen competing stations in the Edmonton area of which Newcap operates three. One new station recently launched, and three more new stations will enter the market in the next 12 to 24 months.

- CIRK-FM is Edmonton's classic rock station known as K-97. On May 4, 2009, the station celebrated 30 years as a classic rock station. K-97 serves the adult 25 to 54 demographic, leaning towards men 35 to 44.
- Operating since 1954, CFCW is a heritage AM country station and the first station in Canada to play country music twenty-four hours daily. Targeting adults 35 to 64, CFCW serves not only the City of Edmonton, but all of North/Central Alberta. CFCW has extensive coverage in rural Alberta.
- In March 2008, CKRA-FM was re-branded and re-launched as Capital FM, playing the greatest hits of the 60's, 70's and 80's. Ratings have doubled since this change and Capital FM ranks among Edmonton's top radio stations.

Alberta East

This region is one of the most productive agricultural and oil producing areas in all of Canada. Stations in the eastern part of Alberta include:

- 95.3 K-Rock (CJXK-FM) was launched September 3, 2004 in Cold Lake. It serves an audience of over 50,000 people. 95.3 K-Rock plays classic rock hits from the late 60's, 70's, 80's and 90's with new rock tunes from classic artists. It targets the key adult demographic of males/females ages 25 to 54.

- Key 83 (CKKY) of Wainwright serves the entire regional area including Wainwright and surrounding trading areas with a population of over 160,000. Its format of new country and country favourites attracts a demographic of adults 35 to 64.
- 93.7 Wayne-FM (CKWY-FM) in Wainwright was launched in January 2005 and plays classic hits from the 70's, 80's, 90's plus current hits, targeting adults in the 25 to 54 age demographic. Wayne-FM covers the Wainwright and surrounding trading areas with a population of over 160,000.
- 1310 CHLW in St. Paul is a heritage radio station of 10,000 watts that has served the Lakeland region since the fall of 1974. It has a contemporary country format and serves the targeted female demographic of 25 to 54. This station will be converted and re-launched on the FM band in summer 2010.
- Kool 101.3 FM (CJEG-FM) in Bonnyville was launched in May 2006. Bonnyville is located in the "The Lakeland Area" of northeastern Alberta. Kool 101.3 plays contemporary hit music from the past 25 years. Kool-FM serves a community of approximately 6,000, consisting primarily of young adults. It targets females 25 to 54.
- CKSA-FM, LLOYD FM, is the heritage station in Lloydminster and it plays "everything country" from old time classics to the current top 40 country hits attracting the demographic of female and male ages 25 to 54.
- Newcap Television consists of CITL-TV (CTV) and CKSA-TV (CBC). Newcap Television's broadcast area serves approximately 100,000 people. Based in Lloydminster, the Newcap Television broadcast area covers east central Alberta and west central Saskatchewan. Both channels are available on Star Choice and Bell Express Vu.
- Big Dog, CILB-FM, was launched in December 2007 in Lac La Biche and features classic hits targeted to adults 25 to 54.

Alberta Northwest

Newcap Alberta Northwest operates eight radio stations under "The Fox Radio Group" with two repeaters in Grande Cache and Jasper. These stations broadcast to a potential audience of over 112,000. This region has economic diversity, benefiting from oil, gas, coal, and timber processing.

- The operating stations are CFXE-FM in Edson, CFXH-FM in Hinton, CHSL-FM in Slave Lake, CKBA-FM (The River) in Athabasca, CFOK in Westlock and CKVH in High Prairie. All are classic hits stations appealing to a 25 to 49 year old demographic slightly weighted towards females. CKVH in High Prairie will be converted and re-launched on the FM band in summer 2010. CFOK in Westlock will also be converted from AM to FM; re-launch date is not known at the time of print.
- CFXW-FM, The RIG 96.7 is Whitecourt's rock station and targets adults 25 to 49 years and slightly weighted towards males.

Fort McMurray

- CHFT-FM, K-Rock 100.5, was successfully launched in Fort McMurray in June 2008 and plays classic rock.

Red Deer

- CKGY-FM, known as KG Country has provided central Alberta with country music since 1973 and was recently ranked as the number one station in the market.
- CIZZ-FM (Z-99) provides a rock format and targets adults 25 to 54. It is the #2 ranked station in Red Deer, behind sister station KG Country.

Alberta South

- CKJR in Wetaskiwin was re-launched in September 2006 as W1440, playing hits of the 50's, 60's and 70's. W1440 is an oldies format that targets the baby boomer generation in Wetaskiwin and the surrounding area. W1440's signal reaches Edmonton south to Calgary.
- Newcap operates CFCW-FM, CAM-FM, in Camrose. CAM-FM is a classic hits station targeting adults aged 25 to 54 and serving a trade area of approximately 100,000.
- Mountain Radio in Blairmore (CJPR-FM) is the voice of rural Southern Alberta and South Western British Columbia. Mountain Radio also follows the chuckwagon tour with live coverage from the tour across Alberta.
- Q13 Radio in Brooks and Q14 in Stettler are both AM stations that play country hits.
- The Fox (CIXF-FM) in Brooks plays classic hits from the '60's, '70's, '80's, and '90's, and also today's top hits.
- Q91 (CKDQ) in Drumheller is the voice of rural Alberta and is heard east to Saskatchewan, west to the Rockies, south to Montana and north to Edmonton. Q91 is the official voice of Rodeo following the CPRA circuit right through the Canadian Finals in Edmonton and the National Finals in Las Vegas. The Q91 news department is a member of several news gathering groups and covers local, national and international news.

Segmented Financial Information

Consolidated financial results for the Broadcasting segment is included in note 17 of the audited consolidated financial statements on page 54 of the Company's 2009 Annual Report, a copy of which has been appended, and is incorporated by reference as part of this Annual Information Form.

Third Party Revenue

Revenue from third party customers for the fiscal years ended December 31, 2009 and 2008 is segmented in the following table:

Revenue	Years ended December 31	
	<u>2009</u>	<u>2008</u>
Broadcasting	\$101,763	99,811
Corporate and other	<u>3,535</u>	<u>3,571</u>
	<u>\$105,298</u>	<u>103,382</u>

The primary source of revenue in the Corporate and Other segment is generated from a hotel operation in Corner Brook, Newfoundland and Labrador.

Related Party Transactions

Inter-company balances and transactions of the Company's subsidiaries are eliminated upon consolidation. Related party transactions during the year were reviewed and there were no material transactions requiring separate disclosure in the notes to the consolidated financial statements.

Principal Products and Services

Details of the Company's radio broadcast licences and their markets are presented in Appendix A, and are incorporated by reference as part of this Annual Information Form.

Customer Concentration

Customer bases are widely diversified with no one customer accounting for 10% or more of consolidated revenue. The Company conducts the vast majority of its business with Canadian customers and, as such, does not segment its revenue on a geographic basis.

Intangible Assets

The Company recognizes broadcast licence costs related to new licences and business and licence acquisitions as indefinite life intangible assets. Goodwill is also recognized when the cost of the acquired businesses exceeds the fair value of the net identifiable tangible and intangible assets.

The Company owns and/or uses a number of trademarks, trade names and call letters for its business. Some of these are registered and some are not registered. Those not registered are clearly identified with its business operations and therefore are not able to be used by other companies. The Company also has a number of registered domain names.

Seasonality

The Company's revenue and operating results vary depending on the quarter. The first quarter tends to be a period of lower retail spending and as a result, advertising revenue and net income are lower while the fourth quarter is generally a period of higher retail spending.

Principal Properties and Equipment

The Company operates through the principal facilities as described in Appendix A which has been appended and is incorporated by reference as part of this Annual Information Form.

The Corporate and Other segment owns properties in Dartmouth, Nova Scotia and Corner Brook, Newfoundland and Labrador.

All owned properties are pledged as collateral for bank indebtedness and long-term debt. The Company considers these properties to be in good condition. They are well maintained and have sufficient physical capacity to permit the Company to conduct its business in a safe and efficient manner.

Employees

The Company employed approximately 800 people in 2009.

Competitive Conditions

The Company operates broadcast licences throughout Canada. These stations face varying degrees of competition on a market-by-market basis from other radio stations and from other advertising media. The better a station is rated, the more revenue it can attract from both local and national advertisers. In addition, revenue directly correlates to how effective an advertising campaign is at generating results for clients. The Company's radio stations have been successful in increasing the size of their listening audience and, as a result, garnering a larger share of available radio advertising dollars.

A factor in mitigating competitive forces in a radio market is the ability of the Company to leverage its operating and programming platform over more than one station. It is in the interest of radio operators to maximize their holdings in any given market to achieve scale, maximize revenue potential and distribute operating expenses over more than one station.

Further particulars on the competitive factors, trends, and other risks of the Company can be found in the Management's Discussion and Analysis, which is set out on pages 16 to 33 of the Company's 2009 Annual Report which is incorporated by reference as part of this Annual Information Form.

Regulatory Environment

Broadcast licences are regulated by the CRTC under the Broadcasting Act (Canada) and as such are licenced by the CRTC. The current Broadcasting Act was enacted in 1991. Under this Act, the CRTC is permitted to authorize licences for terms of up to seven years. Radio broadcasting activities are also regulated under the Radio Regulations, 1986, which provide general regulations and rules specific to AM and FM undertakings. In addition, specific terms and conditions are found in the broadcasting licence of each radio station.

The CRTC cannot issue, amend or renew broadcasting licences to applicants who are not Canadian. The maximum foreign ownership is restricted to 20% of the voting shares of an operating licensee company and a maximum foreign ownership of 33^{1/3}% of the issued and outstanding voting shares or 33^{1/3}% of the votes attaching to the shares of a holding company that has a subsidiary operating company licenced under the Broadcasting Act (which is the case for NCC). There are no limits on the ownership (including beneficial ownership and direct or indirect control) of non-voting shares subject to a test for “control in fact”. In addition, the Chief Executive Officer and 80% of the members of the board of directors of the operating company must be Canadian. As well, the holding company and its directors are prohibited from exercising any control or influence over any programming decisions of the subsidiary operating company where Canadians beneficially own and control, directly or indirectly, less than 80% of the voting shares (and votes) of the holding company. The CRTC retains the discretion to determine as a question of fact whether a given licensee is controlled by non-Canadians.

In order to ensure that the Company remains qualified as an eligible Canadian corporation, as indicated above and consistent with the practice of most companies holding broadcasting licences under the Broadcasting Act, NCC’s articles of incorporation contain certain restrictions on the ownership of its shares and it may refuse to issue any share or permit the registration of a transfer of any share that would jeopardize or adversely affect the right of the Company or any subsidiary thereof to obtain, maintain, amend or renew a licence to operate a radio broadcast licence as defined in the Broadcasting Act. In accordance with the articles of the Company, share certificates representing any share in the capital of the Company bear upon their face a legend to the effect that the right to register the transfer of the shares in the capital of the Company represented by such certificate is restricted.

In April 1998, the CRTC relaxed multiple ownership restrictions in local markets. The ownership of up to two AM and two FM licences is permitted in markets having eight or more commercial radio licences. The ownership of three licences, with no more than two on either the AM or FM band, is now permitted in markets of less than eight commercial radio licences. In January 2008, the CRTC re-confirmed that ownership restrictions are still appropriate within Radio. The CRTC also in this ruling outlined new restrictions in cross-media ownership between TV, Radio and local newspapers.

The CRTC has established rules that govern content on radio stations. Canadian programming must incorporate 35% of their musical selections from Canadian performers each week. In addition, commercial radio stations must ensure that 35% of the musical selections they air between 6AM and 6PM, Monday through Friday, are Canadian. Ethnic radio stations must ensure that at least 7% of the musical selections they air each week during ethnic programming periods are Canadian. In addition to regulating the programming, the CRTC requires radio operators to financially contribute to Canadian Content Development (“CCD”). This system is based on the contribution of a share of the radio station's revenues to support Canadian musical and spoken word talent, including journalists. The CCD replaced the old system, Canadian Talent Development (“CTD”) which was based on the size of the market in which it operates. The new CCD policy replaced the existing CTD regulations and came into effect September 1, 2007.

Radio broadcast licences are generally renewed except in cases of serious breach of the conditions, in which case licences may be suspended, revoked or renewed for a shorter period. The conditions include the requirement for radio stations to maintain a specified percentage of Canadian content in its programming. Radio stations must also meet technical operating requirements under the Radio

Communication Act (Canada). Conditions may be imposed by the CRTC on broadcasting licences which may affect the profitability of the holders of such licences. The Company currently complies with all regulations applicable to its operations and with the conditions attached to its licences.

Prior approval of the CRTC is required for transactions affecting ownership or control of broadcast licences. Transferees of ownership must demonstrate to the CRTC that such transfer is in the public interest and, in most cases, the purchaser must provide specific benefits designed to benefit the Canadian broadcasting system. For transfer of ownership applications a commitment to provide benefits of 6% of the value of the transaction is generally expected. The CRTC will assess the impact on diversity of news editorial voices and the level of competition in a particular market when examining transfers of ownership or issuance of new licences.

Interest of Experts

The Company's auditor is Ernst & Young LLP, 1959 Upper Water Street, 13th Floor, Halifax, Nova Scotia B3J 2Z1. The Company's consolidated financial statements as at the year ended December 31, 2009 have been filed under National Instrument 51-102 in reliance on the report of Ernst & Young LLP, independent chartered accountants, given on their authority as experts in auditing and accounting. As of March 22, 2010, the partners and employees of Ernst & Young LLP collectively do not own beneficially, directly or indirectly, any class of the Company's outstanding shares. The Auditors' Report can be found on page 35 in the 2009 Annual Report, and is incorporated by reference as part of this Annual Information Form.

Other

The Company does not engage in any formal research and development programs, however, the Company does conduct regular market and format specific research for its stations in competitive markets.

There are no known environmental protection requirements that would have a material effect on the Company's capital expenditure program, its earnings or its competitive position.

Risks and Opportunities

Please refer to the "Risks and Opportunities" section of the MD&A on pages 31 and 32 of the Company's 2009 Annual Report. Certain risks faced by the Company are a result of regulatory decisions and these were previously described under the heading "Regulatory Environment".

Management's Discussion and Analysis of Financial Condition and Results of Operations

Reference is made to the section entitled "Management's Discussion and Analysis" which is contained on pages 16 to 33 of the Company's 2009 Annual Report and is incorporated by reference as part of this Annual Information Form.

Dividends

The declaration and payment of dividends is at the discretion of the Board of Directors and subject to banking arrangements. Effective on November 25, 2009, the Class A Subordinate Voting Shares and Class B Common Shares were split on a three-for-one basis. Accordingly, the comparative number of shares and the dividends per share have been retroactively adjusted to reflect the three-for-one split. The history of dividends declared is as follows:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Class A Subordinate Voting Shares	\$ 0.10	0.10	0.10
Class B Common Shares	0.10	0.10	0.10

In accordance with the Company's credit facility, dividends are restricted to the lesser of \$0.17 per share or 50% of net income in any fiscal year unless prior approval is obtained from its lenders.

Description of Capital Structure

As at March 22, 2010, there are 29,199,567 Class A Subordinate Voting Shares ("Class A shares") and 3,772,653 Class B Common Shares outstanding. The Company has also authorized an unlimited number of Class A shares and Class B Preferred Shares of which none are outstanding.

The Class A shares carry one vote per share and the Class B Common Shares carry ten votes per share. In the event of a vote to change any right, privilege, restriction or condition attached to either the Class A shares or Class B Common Shares, the Class B Common Shares are entitled to one vote per share. In addition, the ten votes attaching to each Class B Common Share shall be decreased to one vote 180 days following the acquisition of Class B Common Shares pursuant to a take-over bid where the ownership of Class B Common Shares, after the acquisition, exceeds 50%. In all other respects, these shares rank equally.

The outstanding Class B Common Shares are convertible to Class A shares at the option of the shareholder, on a one-for-one basis.

Market for Securities

The Company's securities are listed and posted for trading on the Toronto Stock Exchange under the symbols NCC.A and NCC.B. The following table provides a summary of the trading statistics for the Company's shares.

		Class A Subordinate Voting Shares			Class B Common Shares		
		<u>High</u>	<u>Low</u>	<u>Volume</u>	<u>High</u>	<u>Low</u>	<u>Volume</u>
<u>2009</u>							
January	\$	6.03	4.67	1,814,655	5.92	5.92	300
February		6.00	5.67	95,364	—	—	—
March		6.33	5.65	452,769	5.92	5.92	300
April		6.33	5.67	108,363	10.00	8.33	600
May		6.33	5.83	1,359,684	—	—	—
June		8.67	6.67	86,826	6.03	6.02	10,500
July		8.58	7.33	195,870	7.35	7.35	300
August		7.59	7.08	127,638	—	—	—
September		7.33	6.83	96,102	7.33	7.33	300
October		7.42	7.00	231,426	—	—	—
November		7.99	6.83	66,513	7.00	7.00	300
December		7.98	6.85	<u>64,153</u>	8.50	8.50	<u>200</u>
Annual Summary	\$	8.67	4.67	<u>4,699,363</u>	10.00	5.92	<u>12,800</u>
<u>2008</u>							
Annual Summary	\$	7.33	5.42	<u>3,464,925</u>	7.00	5.92	<u>3,411</u>

Directors and Officers

Information regarding the directors and officers is contained on pages 9 to 23 and pages 28 and 29 of the Information Circular, and pages 58 and 59 of the Company's 2009 Annual Report, both are incorporated by reference as part of this Annual Information Form.

The following table sets forth the name, municipality of residence and position of the officers of the Company other than those officers who are also directors noted in the Information Circular:

<u>Name and Municipality of Residence</u>	<u>Position</u>
Linda A. Emerson Dartmouth, Nova Scotia	Assistant Corporate Secretary
David J. Murray Hubbards, Nova Scotia	Chief Operating Officer
Scott G. M. Weatherby Halifax, Nova Scotia	Chief Financial Officer and Corporate Secretary

Directors and officers of the Company as a group beneficially own, directly or indirectly, 97.0% of the Class B Common Shares and 57.4% of the Class A Subordinate Voting Shares.

All of the directors and officers of the Company have been in their current position of employment for the past five years with the following exceptions. David J. Murray was Vice-President Operations prior to his appointment to Chief Operating Officer in 2006. David I. Matheson was counsel to the law firm of McMillan LLP of Toronto until his retirement in early 2009. He currently conducts a corporate and international legal practice and is the managing director of the Matheson Global Advisory Group.

Mr. Steele was a director of Canada 3000 Inc. between May 16, 2000 and November 10, 2001, a company that sought protection under the Companies Creditors Arrangement Act (Canada) on November 11, 2001.

The Company does not have an executive committee. Information on the Audit and Governance Committee of the Company is contained in Appendix B of this document and on pages 58 and 59 of the Company's 2009 Annual Report, both incorporated by reference as part of this Annual Information Form.

Audit and Governance Committee Disclosure

Audit and Governance Committee Charter

The Audit and Governance Committee Charter is attached as Appendix B and is incorporated by reference as part of this Annual Information Form.

Composition of the Audit and Governance Committee

The Audit and Governance Committee is composed of three independent and financially literate directors. The Committee members have a good understanding of the accounting principles used in preparing the Company's financial statements and of the required internal controls and procedures for financial reporting. Their collective experience (relevant to the performance of their responsibilities as members of the Committee) as described and with respect to preparing, auditing, analyzing and evaluating financial statements is as follows:

Michael MacDonald is a well-known entrepreneur whose business interests are diversified across many industries including automotive leasing, retail, food and beverage, fitness, commercial and residential custom tile sales and residential land development. For 13 years, Mr. MacDonald was President and Chief Executive Officer of Downeast Mobility. During such time and including his business interests today, Mr. MacDonald has had extensive experience in reviewing and interpreting financial statements and financial information. In 2005 Saint Mary's University presented Mr. MacDonald with an Honorary Doctor of Commerce. Mr. MacDonald has won numerous business and personal awards including the 2008 Nova Scotia Humanitarian of the Year, 2005 Nova Scotia Philanthropist of the Year, 2004 Newfoundland Philanthropist of the Year, Ernst and Young Entrepreneur of the Year, Halifax Chamber of Commerce Business Person of the Year and was among the Top 50 CEO's in Atlantic Canada for five years in a row.

David I. Matheson, Q.C. conducts a corporate and international legal practice and the services of the Matheson Global Advisory Group as its managing director from the Toronto office of McMillan LLP, after having been a partner at McMillan LLP for many years. He has a Bachelor of Commerce degree, with a major in accounting, and a Law degree from Dalhousie University. He specialized as a tax lawyer and worked extensively with the accounting profession in tax reform and on financial reporting issues for tax purposes. He has an extensive corporate and corporate governance practice, nationally and internationally. He has served and continues to serve as a director, a chairman and member of the audit and governance committees for various public companies. In addition to his current role as the Company's chairman of the Audit and Governance Committee, Mr. Matheson is also a director and the chairman of the Audit and Governance Committee of Tonbridge Power Inc. He has written and spoken extensively, nationally and internationally, on tax-related financial reporting, corporate governance and securities law compliance. He has a very comprehensive knowledge of the Company's financial affairs and internal control and systems.

Donald J. Warr, FCA is partner with the chartered accounting firm Blackwood & Warr in Newfoundland and Labrador. He obtained a Bachelor of Commerce degree in 1967 before obtaining his Chartered Accountancy designation in 1970. Prior to starting his own practice in 1992, Mr. Warr was a tax partner with a large national accounting firm. He was past President of the Newfoundland and Labrador Institute of Chartered Accountants and was awarded the designation of FCA in 1983 for outstanding service to the profession and the community. Mr. Warr, in addition to serving as a director for the Company, also serves as a director to Altius Minerals Corp., a public entity. He has extensive knowledge and experience with preparing, auditing, analyzing and evaluating financial statements, along with an extensive background in taxation matters, internal controls and procedures surrounding financial reporting.

Pre-Approval of Non-audit Services

The Company is restricted from engaging the auditors to provide certain non-audit services to the Company and its subsidiaries, in accordance with the Canadian Institute of Chartered Accountants' independence standards for auditors. The Company does engage the auditors from time to time to provide certain non-audit services other than those that are restricted. All non-audit services must be pre-approved by the Audit and Governance Committee.

External Auditor Service Fees

During the last two fiscal years, the Company paid to the external auditors, Ernst & Young LLP, fees for the following services:

	<u>2009</u>	<u>2008</u>
Audit fees	\$175,000	170,000
Audit-related fees	49,950	38,874
Tax and other fees	<u>21,890</u>	<u>34,364</u>
Total	<u>\$246,840</u>	<u>\$243,238</u>

“Audit fees” include the aggregate professional fees paid to Ernst & Young LLP for the audit of the annual consolidated financial statements and other regulatory audits and filings.

“Audit-related fees” include the aggregate fees paid to Ernst & Young LLP for services related to the audit services, including namely, consultations regarding financial reporting and accounting standards.

“Tax fees” include the aggregate fees paid to Ernst & Young LLP for tax compliance, tax advice, tax planning and advisory services relating to the preparation of corporate tax and capital tax returns.

Legal Proceedings

The Company and its subsidiaries are involved in various legal actions which arise out of the ordinary course and conduct of its business. Management believes any potential liabilities that may result from these actions have been adequately provided for and are not expected to have a material adverse effect on the Company’s financial position or its results.

Transfer Agent and Registrar

The transfer agent and registrar for the shares of the Company is the CIBC Mellon Trust Company at its offices in Halifax and Toronto. For shareholder account inquiries:

Telephone: 1-800-387-0825 (toll free in North America)
e-mail inquiries@cibcmellon.com or write to:
Newfoundland Capital Corporation
c/o CIBC Mellon Trust Company
P.O. Box 7010, Adelaide Street Postal Station
Toronto, ON M5C 2W9

Material Contracts

No material contracts outside the ordinary course of business were entered into by the Company during the year.

Additional Information

Additional information including directors' and officers' remuneration, principal holders of the Company's securities, and options to purchase securities, is contained in the Information Circular, and is incorporated by reference as part of this Annual Information Form.

Additional information is also provided in the Company's comparative consolidated financial statements contained on pages 34 to 55 of the Company's 2009 Annual Report and is incorporated by reference as part of this Annual Information Form.

The Company's Annual Report, Information Circular and Interim Financial Statements may be obtained on request from Mr. Scott G.M. Weatherby, Chief Financial Officer and Corporate Secretary of the Company. All public documents related to the Company are also available on SEDAR at www.sedar.com.

LIST OF RADIO PROPERTIES

APPENDIX A

Studio Location and Licence	Owned/Leased	Year Acquired	Call Letters	Frequency	Name	Format	Transmitter Site ⁽²⁾ and Power	Owned/Leased	Licence Expiry Date (August)
ALBERTA									
Athabasca	Leased	2002	CKBA-FM	94.1 MHz	The River	Classic Hits/Today's Hits	9,000w	Leased	2010
Blairmore	Leased	2002	CJPR-FM	94.9 MHz	Mountain Radio	Country	760w	Leased	2009
		2008 ⁽¹⁾	CJPV-FM®	92.7 MHz	Mountain Radio	Country	Pincher Creek 6,000w	Leased	2009
		2002	CJEV®	1340 kHz	Cat Country (Mountain Radio)	Country	Elkford, BC 50w	Leased	2010
Bonnyville	Leased	2006	CJEG-FM	101.3 MHz	Kool-FM	Contemporary Hit Radio	27,000w	Leased	2012
Brooks	Leased	2002	CIBQ	1340 kHz	Q13	Country	1,000w	Owned	2010
		2003	CIXF-FM	101.1 MHz	The Fox	Classic Hits	2,200w	Leased	2010
Calgary	Leased	2006	CKMP-FM	90.3 MHz	AMP 90.3 FM	CHR/Top 40	100,000w	Leased	2013
		2002	CFXL-FM	103.1 MHz	XL103.1-FM	Classic Hits	100,000w	Leased	2014
Camrose	Owned	1989	CFCW	790 kHz	CFCW	Country	50,000w	Owned	2010
		2003	CFCW-FM	98.1 MHz	CAM-FM	Classic Hits	50,000w	Owned	2010
Cold Lake	Leased	2002	CJXK-FM	95.3 MHz	K-Rock/Lakeland	Classic Rock	100,000w	Leased	2010
Drumheller	Leased	2002	CKDQ	910 kHz	Q91	Country	Strathmore 50,000w	Owned	2010
Edmonton	Leased	1989	CKRA-FM	96.3 MHz	Capital FM	Greatest Hits	Looma 100,000w	Owned	2010
		1999	CIRK-FM	97.3 MHz	K-97	Classic Rock	Looma 100,000w	Owned	2010
Edson	Leased	2002	CFXE-FM	94.3 MHz	The Fox Radio Group	Classic Hits/Today's Hits	20,000w	Leased	2013
		2002	CFXP-FM®	95.5 MHz	The Fox Radio Group	Classic Hits/Today's Hits	Jasper 95w	Leased	2010
		2002	CFXG®	1230 kHz	The Fox Radio Group	Classic Hits/Today's Hits	Grande Cache 50w	Leased	2010
Fort McMurray	Leased	2006	CHFT-FM	100.5 MHz	K-Rock 100.5	Classic Rock	20,000w	Leased	2013
High Prairie	Leased	2002 ⁽³⁾	CKVH-FM	93.5 MHz	The Fox Radio Group	Classic Hits/Today's Hits	25,000	Leased	2015
Hinton	Leased	2002	CFXH-FM	97.5 MHz	The Fox Radio Group	Classic Hits/Today's Hits	1,200w	Leased	2010
Lac La Biche	Leased	2006	CILB-FM	103.5 MHz	Big Dog	Classic Hits	1,900w	Leased	2012

Studio Location and Licence	Owned/Leased	Year Acquired	Call Letters	Frequency	Name	Format	Transmitter Site ⁽²⁾ and Power	Owned/Leased	Licence Expiry Date (August)
<u>ALBERTA (continued)</u>									
Lloydminster	Owned	2005	CKSA-FM	95.9 MHz	LLOYD FM	Country	County of Vermillion River 100,000w	Owned	2009
		2005	CILR-FM	98.9 MHz	CILR	Tourist Information	50 w	Owned	2009
		2005	CKSA-TV	Channel 2	CKSA-TV	CBC Network Affiliate	County of Vermillion River 116,000 w video 11,600w audio	Owned	2011
					Channel 5 (Shaw Cable)				
					Channel 238 (Bell Expressvu)				
					Channel 322 (Star Choice)				
		2005	CKSA-TV2	Channel 9	CKSA-TV		Bonnyville 41,500w video 4,150w audio	Owned	2011
		2005	CKSA-TV3	Channel 8	CKSA-TV		Wainwright 8.9w	Owned	2011
		2005	CKSA-TV4	Channel 12	CKSA-TV		Provost 8.9w	Owned	2011
		2005	CITL-TV2	Channel 4	Newcap Television	CTV Network	County of Vermillion River 130,000w video 13,000w audio	Owned	2011
					Channel 3 (Shaw Cable)	Sub-affiliate			
					Channel 237 (Bell Expressvu)				
					Channel 319 (Star Choice)				
		2005	CITL-TV1	Channel 6	Newcap Television		Wainwright 10w	Owned	2011
		2005	CITL-TV2	Channel 5	Newcap Television		Provost 10w	Owned	2011
		2005	CITL-TV3	Channel 3	Newcap Television		Meadow Lake 10w	Owned	2011
		2005	CITL-TV4	Channel 7	Newcap Television		Bonnyville 10w	Owned	2011
		2005	CITL-TV10	Channel 58	Newcap Television		Alcot Trail 10w	Leased	2011
Red Deer	Leased	2005	CIZZ-FM	98.9 MHz	Z-99	Album-Oriented Rock	Lacombe 100,000w	Leased	2010
		2005	CKGY-FM	95.5 MHz	KG Country	Country	Lacombe 100,000w	Leased	2014

Studio Location and Licence	Owned/Leased	Year Acquired	Call Letters	Frequency	Name	Format	Transmitter Site ⁽²⁾ and Power	Owned/Leased	Licence Expiry Date (August)
<u>ALBERTA (continued)</u>									
Slave Lake	Leased	2002	CHSL-FM	92.7 MHz	The Fox Radio Group	Classic Hits/Today's Hits	5,700w	Leased	2012
St. Paul	Leased	2002 ⁽³⁾	CHLW-FM	97.7MHz	1310 Cat Country	Country	36,000w	Owned	2015
Stettler	Leased	2002	CKSQ	1400 kHz	Q14	Country	1,000w	Leased	2010
Wainwright	Leased	2002	CKKY	830 kHz	Key 83	Country	10,000w	Leased	2010
		2004	CKWY-FM	93.7 MHz	Wayne-FM	Classic Hits	100,000w	Leased	2010
Westlock	Leased	2002 ⁽³⁾	CFOK	1370 kHz	The Fox Radio Group	Classic Hits/Today's Hits	10,000w	Owned	2016
Wetaskiwin	Leased	2002	CKJR	1440 kHz	W 1440	Oldies	10,000w	Leased	2010
Whitecourt	Leased	2005	CFXW-FM	96.7 MHz	The Rig 96.7	Rock	9,000w	Leased	2011
<u>MANITOBA</u>									
Winnipeg	Leased	2005	CHNK-FM	100.7 MHz	Hank-FM	Country	99,000w	Leased	2009
	Owned	2006	CKJS	810 kHz	CKJS	Ethnic/Multi-cultural	10,000w	Owned	2011
<u>ONTARIO</u>									
Ottawa	Leased	2001	CIHT-FM	89.9 MHz	Hot 89.9	Contemporary Hit Radio	Chelsea, Quebec 27,000w	Leased	2012
		2005	CILV-FM	88.5 MHz	Live 88.5-FM	Alternative Rock	Chelsea, Quebec 12,000w	Leased	2011
Sudbury	Leased	2001	CHNO-FM	103.9 MHz	Big Daddy	Classic Hits	100,000w	Leased	2015
	Leased	2009	CIGM-FM	93.5 MHz	Hot 93.5	Contemporary Hit Radio	100,000w	Leased	2011
<u>ATLANTIC CANADA</u>									
Fredericton, NB	Leased	2004	CFRK-FM	92.3 MHz	FRED-FM	Classic Hits	93,000w	Leased	2011
Moncton, NB	Owned	1997	CJMO-FM	103.1 MHz	C103	Classic Rock	46,800w	Owned	2012
		2000	CJXL-FM	96.9 MHz	XL96	Hot Country	100,000w	Owned	2012

Studio Location and Licence	Owned/Leased	Year Acquired	Call Letters	Frequency	Name	Format	Transmitter Site ⁽²⁾ and Power	Owned/Leased	Licence Expiry Date (August)
ATLANTIC CANADA (continued)									
Halifax, NS	Leased	1986	CFRQ-FM	104.3 MHz	Q104	Current and Classic Rock	100,000w	Leased	2011
Kentville, NS	Leased	2001	CKUL-FM	96.5 MHz	96.5 KOOL-FM	Classic Hits	100,000w	Leased	2011
	Leased	2007	CJJK-FM	89.3 MHz	K-Rock 89.3	Classic Rock	Arlington 30,000w	Leased	2013
Sydney, NS	Leased	2007	CHRK-FM	101.9 MHz	The Giant 101.9	Contemporary Hit Radio	Coxheath 58,000w	Leased	2013
Charlottetown, PEI	Leased	1985	CHTN-FM	100.3 MHz	Ocean 100	Classic Hits	33,000w	Leased	2012
		2009 ⁽¹⁾	CHTN-FM1®	99.9 MHz	Ocean 100	Classic Hits	Elmira 3,600w	Leased	2012
	Leased	2009 ⁽¹⁾	CHTN-FM2®	89.9 MHz	Ocean 100	Classic Hits	St. Edward 5,000w	Leased	2012
		2006	CKQK-FM	105.5 MHz	K-Rock 105.5	Classic Rock	33,000w	Leased	2012
Carbonear, NL	Leased	2009 ⁽¹⁾	CKQK-FM1®	103.7 MHz	K-Rock 105.5	Classic Rock	Elmira 3,600w	Leased	2012
		2009 ⁽¹⁾	CKQK-FM2®	91.1 MHz	K-Rock 105.5	Classic Rock	St. Edward 5,000w	Leased	2012
Clareville, NL	Owned	2000	CHVO-FM	103.9 MHz	KFIXX Country	Country	30,000w	Leased	2013
Corner Brook, NL	Owned	2000	CKVO	710 kHz	CKVO	News/Talk/Country	10,000w	Owned	2009
		1989	CKXX-FM	103.9 MHz	K-Rock	Classic Rock	40,000w	Leased	2009
	Owned	1989	CKXX-FM1®	95.9 MHz	K-Rock	Classic Rock	Stephenville 234w	Owned	2009
		2001	CFCB	570 kHz	CFCB	News/Talk/Country	1,000w	Owned	2009
Gander, NL	Owned	2001	CFDL-FM®	97.9 MHz	CFCB	News/Talk/Country	Deer Lake 16w	Leased	2009
		2001	CFNW®	790 kHz	CFCB	News/Talk/Country	Port au Choix 1,000w	Leased	2009
	Owned	2001	CFNN-FM®	97.9 MHz	CFCB	News/Talk/Country	St. Anthony 126w	Leased	2009
		1989	CKXD-FM	98.7MHz	K-Rock	Classic Rock	6,000w	Leased	2012
		2000	CKGA	650 kHz	VOCM Radio Network	News/Talk/Country	5,000w	Leased	2009

Studio Location and Licence	Owned/Leased	Year Acquired	Call Letters	Frequency	Name	Format	Transmitter Site ⁽²⁾ and Power	Owned/Leased	Licence Expiry Date (August)
ATLANTIC CANADA (continued)									
Goose Bay, NL	Leased	2001 ⁽³⁾	CFLN-FM	97.9 MHz	Radio Labrador	News/Talk/Adult Contemporary	1,000w	Owned	2015
		2001	CFLC-FM®	97.9 MHz	Radio Labrador	News/Talk/Adult Contemporary	Churchill Falls 8.22w	Leased	2009
		2001 ⁽³⁾	CFLW-FM®	94.7 MHz	Radio Labrador	News/Talk/Adult Contemporary	Wabush 1,000w	Owned	2015
Grand Falls-Windsor, NL	Owned	1989	CKXG-FM	102.3 MHz	K-Rock	Classic Rock	Botwood 24,000w	Leased	2012
		1989	CKXG-FM1®	101.3 MHz	K-Rock	Classic Rock	40w	Owned	2012
		2000	CKIM®	1240 kHz	VOCM Network	News/Talk/Country	Baie Verte 1,000w	Leased	2009
		2000	CKCM	620 kHz	VOCM Radio Network	News/Talk/Country	10,000w	Owned	2009
Marystown, NL	Leased	2000	CHCM	740 kHz	CHCM	News/Talk/Country	10,000w	Owned	2009
St. John's, NL	Owned	1989	CJYQ	930 kHz	Radio Newfoundland	Nfld. Music	50,000w	Leased	2010
		1989	CKIX-FM	99.1 MHz	HITS-FM	Contemporary Hit Radio	100,000w	Owned	2009
		2000	VOCM	590 kHz	590 VOCM	News/Talk/Country	20,000w	Owned	2009
		2000	VOCM-FM	97.5MHz	K-Rock	Classic Rock	100,000w	Owned	2009
		2000	VOCM-FM1®	100.7 MHz	K-Rock	Classic Rock	Clareville 2200w	Leased	2009
Stephenville, NL	Leased	2001	CFSX	870 kHz	CFCB	News/Talk/Country	500w	Owned	2009
		2001	CFGN®	1230 kHz	CFCB	News/Talk/Country	Port aux Basques 250w	Owned	2009
		2001	CFCV-FM®	97.7 MHz	CFCB	News/Talk/Country	St. Andrew's 73w	Leased	2009

® Repeater

- (1) Year new licence awarded by CRTC. For actual on-air date refer to Management's Discussion and Analysis, which is incorporated by reference as part of this Annual Information Form.
(2) Transmitter site is listed only if it is in a different municipality than the station.
(3) The Company has received approval to switch this station to FM.

APPENDIX B
NEWFOUNDLAND CAPITAL CORPORATION LIMITED
AUDIT AND GOVERNANCE COMMITTEE CHARTER

1. GENERAL

The board of directors (“**Board**”) of Newfoundland Capital Corporation Limited (“**Company**”) has established the Audit and Governance Committee (“**Committee**”) to assist the Board in fulfilling its oversight responsibilities with respect to the following:

- (a) accounting and financial reporting processes, internal financial controls, financial risk management systems and internal and external audit functions;
- (b) the composition of the Board, the recruitment and assessment of the performance of the chief executive officer (“**CEO**”) and senior management, and the compensation of the CEO, other officers and the directors (“**Directors**”) of the Company;
- (c) executive compensation disclosure and oversight of the compensation structure and benefit plans and programs of the Company;
- (d) corporate governance standards and practices; and
- (e) additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

The composition, responsibilities and authority of the Committee are set out in this Charter. This Charter and the By-Laws of the Company and such other procedures, not inconsistent therewith, as the Committee may adopt from time to time, shall govern the meetings and procedures of the Committee.

2. COMPOSITION

- (A) The Committee shall be composed of at least three Directors of the Company (“**Members**”):
 - (i) all of whom are *independent* (as required by regulations and as determined by the Board where permitted); and
 - (ii) all of whom are *financially literate* (i.e., have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the accounting issues that can reasonably be expected to be raised by the financial statements of the Company).
- (B) Members shall be appointed by the Board and shall serve until they resign, cease to be a Director or are removed or replaced by the Board.

- (C) The Board shall designate one of the Members as chair of the Committee (“**Chair**”).

The Secretary of the Company shall be secretary of the Committee (“**Secretary**”) unless the Chair designates an alternative secretary for any meeting or meetings.

3. AUDIT, ACCOUNTING, FINANCIAL REPORTING, PUBLIC DISCLOSURE AND INTERNAL FINANCIAL CONTROLS RESPONSIBILITIES

The Committee shall assist the Board in fulfilling its oversight responsibilities with respect to accounting and financial reporting processes, internal financial controls, financial risk management systems and internal and external audit functions.

Management of the Company is responsible for the design and implementation of accounting and reporting systems, supported by internal controls to safeguard assets from loss or unauthorized use and responsible for the accuracy of the financial records, and the preparation, presentation and integrity of the Company’s financial statements. The external auditor of the Company is responsible for planning and performing an audit to express an opinion on whether the financial statements present fairly, in all material respects, the financial position of the Company and the results of its operations and its cash flows in accordance with generally accepted accounting principles as applied in Canada.

The Committee shall have such responsibilities as set out in this section 3.

(A) *Managing, on behalf of the Shareholders of the Company, the Relationship between the Company and its External Auditors*

The Committee shall be responsible for managing, on behalf of the shareholders of the Company, the relationship between the Company and its external auditors, including:

- (i) appointing and replacing the external auditors, subject to shareholder approval;
- (ii) setting the compensation of the external auditors;
- (iii) overseeing the work of the external auditors;
- (iv) pre-approving all audit services and permitted non-audit services to be provided to the Company and its subsidiary entities by the external auditors;
- (v) having the external auditors report to the Committee in a timely manner with respect to all required matters;
- (vi) reviewing and approving the hiring policies of the Company with respect to present and former partners and employees of the current and former external auditors;

- (vii) overseeing the rotation of the audit partner having primary responsibility for the external audit of the Company, the audit partner responsible for reviewing the external audit and the external auditors at such intervals as may be required;
- (viii) overseeing any change in the external auditors, including the notice of change of auditors required under applicable laws; and
- (ix) reviewing and assessing the independence and objectivity of the external auditors.

(B) *Overseeing the External Audit*

The Committee shall be responsible for overseeing the external audit of the Company, including:

- (i) reviewing and approving the engagement letter and the audit plan, including financial risk areas identified by the external auditors and management, and facilitating coordination where more than one audit firm is involved;
- (ii) reviewing and assessing the accounting and reporting practices and principles used by the Company in preparing its financial statements, including:
 - (a) all significant accounting policies and practices used, including any changes from preceding years and any proposed changes for future years;
 - (b) all significant financial reporting issues, estimates and judgments made;
 - (c) all alternative treatments of financial information discussed by the external auditors and management, the results of such discussions and the treatments preferred by the external auditors;
 - (d) any material issues identified by the external auditors with respect to the adequacy of internal control structure and any special audit steps adopted in light of material deficiencies or weaknesses;
 - (e) the effect of regulatory and accounting initiatives and off-balance sheet transactions or structures on the financial statements;
 - (f) any errors or omissions in, and any required restatement of, the financial statements for preceding years;
 - (g) all significant tax issues;

- (h) the reporting of all material contingent liabilities; and
 - (i) any material written communications between the external auditors and management;
- (iii) reviewing and assessing the results of the external audit and the external auditors' opinion on the financial statements, including:
- (a) the scope and quality of the external audit work performed;
 - (b) the resources required to carry out the audit work performed;
 - (c) the quality of the internal financial personnel;
 - (d) the cooperation and any lack of cooperation received by the external auditors from employees of the Company; and
 - (e) the contents of the audit report;
- (iv) reviewing and discussing with the external auditors and management any management or internal control letters issued or proposed to be issued by the external auditors;
- (v) reviewing and discussing with the external auditors any problems or difficulties encountered by them in the course of their audit work and management's response (including any restrictions on the scope of activities or access to requested information and any significant disagreements with management); and
- (vi) reviewing with the external auditors and, when appropriate, with legal counsel and other advisors matters that may have a material impact on the financial statements, operations, assets or compliance policies of the Company and any material reports or enquiries received by the Company and its subsidiary entities from regulators or government agencies that may be relevant in respect of the external audit.

(C) *Responsibilities, Policies and Procedures for Reviewing Financial Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") Earnings, Financial Related Press Releases, Interim Financial Reports and Other Material Public Disclosure of Financial Information of the Company*

- (i) Overseeing the establishment of policies and procedures for the review of material public disclosure information that includes financial information extracted from the Company's financial statements; including periodically overseeing the assessment of the adequacy of such policies and procedures, the overseeing of the establishment and function of the Disclosure Committee of the Company and its policies and procedures, and the Committee's liaising on a regular basis with the Disclosure Committee.

- (ii) The Committee shall review and approve, as it sees fit, and where required recommend to the Board for approval, annual and interim financial statements, MD&As, Press Releases involving earnings or other financial information and other material public disclosure of financial information; with particular focus on:
 - (a) the quality and appropriateness of accounting and reporting practices and principles and any changes thereto;
 - (b) major estimates or judgments, including alternative treatments of financial information discussed by management and the external auditors, the results of such discussions and the treatments preferred by the external auditors;
 - (c) material financial risks;
 - (d) material transactions;
 - (e) material adjustments;
 - (f) compliance with loan agreements;
 - (g) material off-balance sheet transactions and structures;
 - (h) compliance with accounting standards;
 - (i) compliance with legal and regulatory requirements; and
 - (j) disagreements with management.

(D) Overseeing Internal Financial Controls and Financial Risk Management Systems

The Committee shall be responsible for overseeing the internal financial control structure and financial risk management systems of the Company, including:

- (i) reviewing with management, the external auditors and personnel performing certain internal audit functions the quality and adequacy of the internal control over financial reporting structure of the Company including any material deficiencies or weakness and the steps taken by management to rectify these deficiencies or weaknesses;
- (ii) reviewing with management, the external auditors and personnel performing certain internal audit functions the quality and adequacy of the financial risk management systems of the Company including the major financial risk exposures of the Company and the steps taken by management to monitor and control these exposures;
- (iii) reviewing with the Board, annually and more frequently if necessary, the Committee's financial risk management policies in conjunction with the Company's overall risk management policies, for which the Board as a whole is responsible, with management being involved in such review, in

making recommendations on such policies and in being responsible for implementing them;

- (iv) approve management's processes with respect to identifying principal financial risks, evaluating the impact of financial risk and implementing appropriate systems to manage such risk along with other risks of the Company;
- (v) regularly review with the CEO the appropriateness and effectiveness of management's financial risk identification and evaluation of financial risk management strategies;
- (vi) reviewing with management, the external auditors and personnel performing certain internal audit functions the establishment of and compliance with the Code of Business Conduct and Ethics ("**Code**") of the Company;
- (vii) communicating the Committee's expectation of internal audit duties, including coordination between the external auditors and personnel performing certain internal audit functions and the resources available for the internal audit duties;
- (viii) considering the findings of any internal audit reports and management's response thereto; and
- (ix) reviewing with the CEO and the Chief Financial Officer of the Company ("**CFO**") the procedures undertaken by them in connection with the certifications required to be given by them in connection with annual and other filings required to be made by the Company under applicable securities laws.

(E) Whistleblowing

The Committee shall be responsible to oversee the setting of policies for handling complaints or whistleblowing as they may relate to financial reporting and processes, internal financial controls, financial risk management systems, external audit functions and the administration thereof. In particular, without limitation, the Chair with the Members of the Committee shall set policies for and oversee the establishment of procedures to facilitate the submission, on a confidential and anonymous basis, of complaints, reports and concerns by any person regarding:

- (i) such financial, accounting, internal accounting controls or auditing matters;
- (ii) actual or potential violations of laws, rules or regulations in respect thereof; and
- (iii) other suspected wrongdoing in respect thereof.

Such responsibilities and procedures shall be as prescribed by the Code and shall include a policy on how complaints and whistleblowing should be submitted on a confidential basis and on a confidential, investigative and reporting process.

(F) *Other Responsibilities*

The Committee shall:

- (i) in cooperation with the Board and management of the Company, develop a calendar of activities and a meeting schedule for each year;
- (ii) review the annual operating and capital budgets of the Company;
- (iii) review of the status of income tax returns and potentially material tax issues as reported to the Committee by management;
- (iv) annually and more frequently if appropriate, review the funding and administration of the employee benefit plans of the Company;
- (v) review with management and, when appropriate, the external auditors, legal counsel and/or other advisors any material reports or enquiries from or issues with regulatory or government agencies with respect to financial matters and management's response thereto.

(G) *Matters for which the Committee is not Responsible*

For greater certainty, the Committee is not responsible for those matters which are the responsibility of management or the external auditors, including, without limitation:

- (i) planning and conducting the external audit;
- (ii) determining that the Company's financial statements and disclosures are complete and accurate, are in accordance with generally accepted accounting principles, fairly present in all material respects the financial condition, results of operations and cash flows of the Company and are in accordance with applicable rules and regulations;
- (iii) determining the adequacy of the internal control over financial reporting structure and the financial and other risk management systems of the Company; and
- (iv) compliance with the Code.

4. NOMINATING AND COMPENSATION RESPONSIBILITIES

The Committee shall assist the Board in fulfilling its oversight responsibilities in respect of the following matters:

- (a) the composition of the Board;
- (b) the recruitment and assessment of the performance of the CEO and senior management;
- (c) the compensation of the CEO, other senior management and the Directors;
- (d) executive compensation disclosure; and
- (e) oversight of the compensation structure and benefit plans and programs.

The Committee shall have such responsibilities as set out below in this section 4.

Composition of the Board

The Committee shall:

- (a) at least annually, assess the size and composition of the Board and Board committees in order to satisfy the Board that the competencies and skills required to enable the Board and Board committees to properly discharge their responsibilities are represented;
- (b) at least annually, assess the effectiveness of the Board and Board committees, competencies and skills of the Directors and report the results of that assessment to the Board;
- (c) oversee the process of identifying and recruiting new candidates for election or appointment of Directors, including assessing the competencies and skills of identified individuals and reporting the results of that assessment to the Board; and
- (d) at least annually, recommend candidates for election or appointment as Directors based on its conclusions with respect to the appropriate size, composition and skills required for the Board and its committees.

Recruitment and Assessment of the CEO

The Committee shall:

- (a) when required, oversee the process of identifying and recruiting new candidates for appointment as CEO, including assessing the competencies and skills of identified individuals and reporting the results of that assessment to the Board; and
- (b) at least annually, assess the performance of the CEO in light of the goals and objectives set by the Board and the Company.

Compensation of the CEO, Other Officers and Directors

The Committee shall:

- (a) make recommendations to the Board with respect to the compensation and benefits of the CEO;
- (b) make recommendations to the Board with respect to the compensation and benefits of the other senior management;
- (c) review and approve the terms of the employment agreements and severance arrangements of the CEO and other senior management;
- (d) review and approve the statement of executive compensation required to be included in the management proxy circular of the Company;
- (e) review and approve any other executive compensation disclosure before it is publicly disclosed by the Company; and
- (f) review the compensation of the directors for service on the Board and Board committees periodically and make recommendations to the Board with respect thereto.

Compensation, Benefit Plans and Programs

The Committee shall periodically review and assess the Company's compensation structure and benefit plans and programs and make recommendations to the Board with respect thereto.

5. CORPORATE GOVERNANCE RESPONSIBILITIES

The Committee shall assist the Board in fulfilling its oversight responsibilities with respect to corporate governance standards and practices and the composition and operation of the Board and Board committees.

The Committee shall have such responsibilities as set out below in this section 5.

(A) Corporate Governance

The Committee shall:

- (a) identify corporate governance standards and practices applicable to the Company and make recommendations to the Board;
- (b) periodically review the articles and By-Laws of the Company, the Corporate Governance Policy, the Code of Business Conduct and Ethics, the Policy on Corporate Disclosure, Confidentiality and Insider Trading, and the charter of the Board, the charters of any Board committees, position descriptions for the Chairperson of the Board and Board committee chairs; and make recommendations to the Board thereon;
- (c) review corporate governance-related shareholder proposals and make recommendations to the Board;

- (d) review and approve the disclosure with respect to corporate governance practices required to be included in the regulatory filings and the annual management information circular and annual report of the Company; and
- (e) review and approve any other corporate governance practices disclosure before it is publicly disclosed by the Company.

(B) Board and Committee Composition

The Committee shall:

- (a) at least annually, assess the size and composition of the Board and its committees, including the competencies and skills required to enable the Board and Board committees to properly discharge their responsibilities and report the results of that assessment to the Board;
- (b) at least annually, assess the effectiveness of the Board and its committees and assess the competencies and skills of the directors and report the results of that assessment to the Board; and
- (c) at least annually, assess the *independence and financial literacy* of the Directors and report the results of that assessment to the Board.

(C) Board and Committee Conduct

The Committee shall:

- (a) periodically assess the effectiveness of the relationship between the Board, the CEO and other senior management and report the results of such assessment to the Board;
- (b) at least annually, review with the Chairperson of the Board, the CEO and the Lead Director, if any, the succession planning for senior management and report the results of that review to the Board;
- (c) review the operation of the Board and Board committees periodically, including the frequency and location of meetings, the agenda for and reports and other information provided at meetings and the conduct of meetings, and make recommendations to the Board;
- (d) review the position descriptions of the Chairperson, the CEO and the Lead Director, if any, and make recommendations to the Board; and
- (e) monitor the orientation and advancement of the Directors.

6. AUTHORITY

- (A) The Committee is authorized to carry out its responsibilities as set out in this Charter and to make recommendations to the Board arising therefrom.
- (B) The Committee may delegate to the Chair the authority, within specified limits, to authorize in advance all engagements of the external auditors to provide pre-

approved services to the Company and its subsidiary entities. The Chair shall report all engagements authorized by him/her to the Committee at its next meeting.

- (C) The Committee shall have direct and unrestricted access to the external auditors, officers and employees and information and records of the Company.
- (D) The Committee is authorized to retain, and to set and pay the compensation of, independent legal counsel and other advisors if it considers this appropriate.
- (E) The Committee is authorized to invite officers and employees of the Company and outsiders with relevant experience and expertise to attend or participate in its meetings and proceedings if it considers this appropriate.
- (F) The external auditors shall have direct and unrestricted access to the Committee and shall report directly to the Committee.
- (G) The Company shall pay directly or reimburse the Committee for the expenses incurred by the Committee in carrying out its responsibilities.

7. MEETINGS AND PROCEEDINGS

- (A) The Committee shall meet at least five times each year and not less frequently than once each calendar quarter.
- (B) Any Member or the Corporate Secretary may call a meeting of the Committee. The external auditors of the Company or the CFO may ask a Member to call a meeting of the Committee in respect of matters involving audit, accounting, financial reporting and internal financial controls.
- (C) The Chair is responsible for the agenda of each meeting of the Committee, including input from the officers and employees of the Company, other Members and other directors of the Company as appropriate. Meetings will include presentations by management or professional advisors and consultants when appropriate and allow sufficient time to permit a full and open discussion of agenda items.
- (D) Unless waived by all Members, a notice of each meeting of the Committee confirming the date, time, place and agenda of the meeting, together with any supporting materials, shall be forwarded to each Member at least three days before the date of the meeting.
- (E) The quorum for each meeting of the Committee is two Members. Any matter to be voted upon shall be decided by a majority of the votes cast for a resolution. In the absence of the Chair, the other Members may appoint one of their number as chair of a meeting. The chair of a meeting shall not have a second or casting vote.
- (F) The Chair or his delegate shall report to the Board following each meeting of the Committee.

- (G) The Secretary shall keep minutes of all meetings of the Committee, including all resolutions passed by the Committee. Minutes of meetings shall be distributed to the Members and the other directors of the Company after preliminary approval thereof by the Chair.
- (H) An individual who is not a Member may be invited to attend a meeting of the Committee for all or part of the meeting. A standing invitation shall be given to the Chairperson of the Board, the CEO and the CFO, and the engagement partners at the external auditors.
- (I) The Committee shall meet regularly alone and also in separate private sessions with each of the external auditors, internal audit personnel and management of the Company to facilitate full communication.

8. ASSESSMENT OF THE COMMITTEE AND CHARTER REVIEW

- (A) At least annually, the Committee and the Board shall assess the effectiveness of the Committee with a view to having the Committee perform in accordance with best practices that are reasonably applicable to the Committee.
- (B) The Committee and the Board shall annually review and update this Charter as required.